This document was prepared by
John W. Griffin
1400 Candler Building
Atlanta GA 30043

103-15-43

SPECIAL WARRANTY DEED

BOOK 6321 PAGE 320

Send Tax Bills to Address of New Owner:
Nashland Associates
c/o J. W. O'Connor & Co. Incorporated
200 Park Avenue (51st Floor)
New York, New York 10166

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, COUSINS PROPERTIES OF TENNESSEE, INC., a Georgia corporation ("Grantor") has bargained and sold, and by these presents does transfer and convey unto NASHLAND ASSOCIATES, a Tennessee partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described in Exhibit "A" attached hereto and by this reference incorporated herein, together with the improvements thereon and appurtenances thereto (collectively, the "Property").

SUBJECT TO those matters set forth in Exhibit "B" attached hereto and by this reference made a part hereof.

To have and to hold the Property, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of said Property in fee simple and has a good right to convey it and that such interest is Grantor's entire interest in such Property.

And Grantor does further covenant and bind Grantor and its successors and representatives, to warrant and forever defend the title to the said Property to Grantee and its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

Witness the hand of the undersigned this 21st day of June, 1984, the corporate party having caused its name to be signed hereto by its duly authorized officer on said day and date.

"GRANTOR"

By: COUSINS PROPERTIES OF TENNESSEE, INC., a Georgia corporation

By: _____

Its: SENIOR VICE PRESIDENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 6321 PAGE 322

Before me, Andrea Barach, a Notary Public of the State and County aforesaid, personally appeared Robert P. Hunter, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Senior Vice President of Cousins Properties of Tennessee, Inc., the within named bargainor, a corporation, and that he as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Senior Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 21st day of June, 1984.

Andrea Barach
Notary Public

Commission Expires 11-1-87

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value for this transfer, whichever is greater, is $7,765,583.76.

Subscribed and sworn to before me, this 21st day of June, 1984.

Affiant

Notary Public

My commission expires:

11-1-87

(Affix Seal)

TRACT I:

Land in the 24th Councilmanic District, formerly the 8th Civil District of Davidson County, Tennessee, being Lot No. 1 on the resubdivision of Lots 1 and 2 of the Lion's Head Village commercial planned unit development as of record in Book 5210, page 242, R.O.D.C., Tennessee.

Beginning at a point in the present northern margin of Briley Parkway (formerly White Bridge Road), said point being 439.33 feet, more or less, from the intersection of the present western margin of Post Place extended with the present northern margin of Briley Parkway extended;

Thence, N 80° 54' 55" E, for a distance of 56.57 feet to a point;

Thence, N 35° 54' 55" E, for a distance of 144.59 feet to a point;

Thence, N 9° 52' 28" E, for a distance of 165.00 feet to a point;

Thence, N 80° 07' 32" W, for a distance of 60.00 feet to a point;

Thence, N 9° 52' 28" E, for a distance of 243.00 feet to a point;

Thence, N 80° 07' 32" W for a distance of 182.41 feet to a point, said point lying on the Lion's Head Village West, eastern property line recorded in Book 5210, page 288, R.O.D.C.;

Thence, N 11° 35' 00" E, for a distance of 496.63 feet to a point;

Thence, N 86° 12' 37" E, for a distance of 383.00 feet to a point, said point lying on Lion's Head Associate's western property line;

Thence, S 6° 47' 00" W, for a distance of 329.00 feet to a point;

Thence, S 83° 13' 00" E, for a distance of 204.00 feet to a point;

Thence, S 9° 52' 28" W for a distance of 618.99 feet to a point;

Thence, N 80° 07' 32" W, for a distance of 166.00 feet to a point;

Thence, N 9° 52' 28" E, for a distance of 50.00 feet to a point;

Thence, N 80° 07' 32" W, for a distance of 164.00 feet to a point;

Thence, S 9° 52' 28" W, for a distance of 147.77 feet to a point;

Thence, $\leq$ 54° 05' 05" E, for a distance of 20.36 feet to a point;

Thence, S 35° 54' 55" W, for a distance of 125.00 feet to a point;

Thence, S 9° 05' 05" E, for a distance of 56.57 feet to a point, said point lying on the present northern margin of Briley Parkway;

Thence, N 54°-05' 05" W, for a distance of 150.00 feet to the point of beginning.

Containing 9.58 acres, more or less.

TRACT 2:

Easement for ingress and egress for the benefit of Tract I as shown as joint private access easement on Plat of record in Book 5210, page 242, Register's Office for said County.

Being the same property conveyed to Lion's Head Village, Ltd. by deed from Cousins Properties of Tennessee, Inc. of record in Book 5563, page 61, said Register's Office, and being the same property vested in Cousins Properties of Tennessee, Inc., pursuant to Cancellation of Limited Partnership Certificate of Lion's Head Village, Ltd., of record in Book 6129, page 577, Register's Office for said County.

Exhibit "B"

1. Tennessee Deed of Trust, Assignment of Rents and Security Agreement executed by Cousins Properties of Tennessee, Inc., a Georgia corporation to Keith B. Simmons, Trustee, of record in Book 5496, page 212, said Register's Office, dated September 10, 1979, to secure to The First National Bank of Atlanta an indebtedness in the amount of $3,450,000.00, and any other sums which may be and become payable under the terms thereof, including, but not limited to principal, interest and service fee. (See instrument for complete terms and conditions as well as possible rights and options of the mortgagee, including rights respecting assumption of the debt secured thereby.)

2. Assignment of Rents and Leases executed by Cousins Properties of Tennessee, Inc., a Georgia corporation, to The First National Bank of Atlanta, (to secure the Tennessee Deed of Trust, Assignment of Rents, and Security Agreement of record in Book 5496, page 212, said Register's Office) filed September 10, 1979, of record in Book 5496, page 250, said Register's Office.

3. The above two (2) instruments of record in Book 5496, page 212, and Book 5496, page 250, said Register's Office were assigned to Aetna Life Insurance Company, a Connecticut corporation by instrument of record in Book 5620, page 399, said Register's Office.

4. Instrument of Correction executed by Lion's Head Village, Ltd., filed July 2, 1980, of record in Book 5620, page 402, said Register's Office.

5. Financing Statement filed under the Uniform Commercial Code by Cousins Properties of Tennessee, Inc., a Georgia corporation, as Debtor securing The First National Bank of Atlanta, of record in Book 5496, page 260, as assigned in Book 5620, page 401, and as amended in Book 5620, page 406, said Register's Office.

6. Memorandum of Lease between Cousins Properties of Tennessee, Inc., a Georgia corporation and W. R. Grace & Co., a Connecticut corporation, dated May 3, 1979, filed August 28, 1979, of record in Book 5489, page 428, said Register's Office.

7. Declaration of Reciprocal Rights and Restrictions by Cousins Properties of Tennessee, Inc., a Georgia corporation, dated September 10, 1979, filed September 10, 1979, of record in Book 5496, page 199, said Register's Office, as amended by Modifications of record in Book 5711, pages 321, 332, 343 and 354, said Register's Office.

8. Short Form Lease by and between Cousins Properties of Tennessee, Inc., and South Central Bell Telephone Company, dated January 9, 1980, filed January 22, 1980, of record in Book 5558, page 239, said Register's Office.

9. An easement for sewer line executed by The Most Reverend William L. Adrian to the City of Nashville, dated May 8, 1962, filed May 14, 1962, of record in Book 3376, page 102, said Register's Office.

10. Right-of-way Agreement executed by The Most Reverend William L. Adrian to the Nashville Gas Company dated March 30, 1965, filed December 17, 1965, of record in Book 3969, page 788, said Register's Office.

11. Supplemental Memorandum of Lease between Lion's Head Village, Ltd., a Tennessee Limited Partnership and W. R. Grace & Co., a Connecticut corporation dated July 1, 1980, filed July 9, 1980, of record in Book 5622, page 484, said Register's Office.

12. Subject to an unrecorded gas line easement as referred to in an instrument of record in Book 4755, page 682, said Register's Office.

13. Rights of tenants in possession under unrecorded leases, as tenants only.

14 Taxes for 1984, a lien, but not yet due and payable.

15. Matters shown on the recorded plan of record in Book 5210, page 242, said Register's Office, and such additional matters as are disclosed by the survey of Lions Head Village prepared by Barge Waggoner Sumner & Cannon, dated June 13, 1980, last revised May 30, 1984.

RECORDED

I 30810

IDENTIF. REFERENCE

JUN 21 3 22 PM '84

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF_____

FOR_____

BOOK 6321 PAGE 328

CO -CONVEYANCE	CC -CERTIFIED COPY	MISC -MISCELLANEOUS
MO -MORTGAGE	REL -RELEASE	CO TX -STATE TAX CONVEY
WD -WARRANTY DEED	UCC -UNIFORM COMMERCIAL CODE	MO TX -STATE TAX MORT
TD -TRUST DEED		PRFEE -PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		7,465,583.46 Conv.		

15410.56 CSTAX
.50 PRFEE
24.00 MDEED
CHECK 9435.06
7039A06/21/84 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

T 130810

IDENTIF. REFERENCE

JUN 21 3 22 PM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 0046284