This instrument prepared by:
Thomas C. Scott
Tune, Entrekin & White
21st Floor, First American Center
Nashville, Tennessee 37238

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IDENTIF. REFERENCE

JUN 19 2 24 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,743,865.36

Affiant

Subscribed and sworn to before me this 13TH day of June, 1985.

Notary Public CYNTHIA ACEEL
Notary Public of New Jersey
My Commission Expires Aug. 24, 1988

My commission expires: AUGUST 24, 1988

Address New Owner:	Send Tax Bills To:	Map and Parcel No.:
Grassmere Park Associates 15th Floor, Landmark Center Nashville, Tennessee 37219	Grassmere Park Associates 15th Floor, Landmark Center Nashville, Tennessee 37219	Map 133 Parcel 127

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, AT&T Resource Management Corporation, a New York corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto GRASSMERE PARK ASSOCIATES, a joint venture composed of RCM Interests II, Ltd., a limited partnership, and AT&T Resource Management Corporation (the "Grantee"), its successors and assigns, an undivided one-half (1/2) interest in and to a certain tract or parcel of land in Davidson County, Tennessee, more fully described in Exhibit "A" attached hereto.

This conveyance is subject to the following:

1. Taxes for the year 1985, a lien but not yet due and payable, books not ready, payment of which is assumed by the Grantee.

2. Declaration of Restrictive Covenants of record in Book 6008, Page 866, Register's Office for Davidson County, Tennessee, as amended by Amendment to Declaration of Restrictive Covenants, of reecord in Book 6200, Page 524, Register's Office for Davidson County, Tennessee.

3. Agreement between Cumberland Museum and Science Center and Thomas C. Scott, Trustee, of record in Book 6008, Page 895, Register's Office for Davidson County, Tennessee. This exception refers only to Section 2 of said Agreement.

4. Agreement of Elise Croft acting for Miriam Smith, her attorney-in-fact, of record in Book 6008, Page 903, Register's Office for Davidson County, Tennessee.

5. Public utilities and drainage easements, sanitary sewer easements and Nashville Electric Service easements shown on the recorded plat of Section Four of Grassmere, of record in Book 6250, Page 301, Register's Office for Davidson County, Tennessee, and as shown on the boundary survey of Barge, Waggoner, Sumner & Cannon, Inc., dated June 12, 1985.

This is improved property known as Lot 5, Grassmere Park, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns forever.

And the Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as set forth above.

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

WITNESS my hand this the 18th day of June, 1985.

AT&T RESOURCE MANAGEMENT CORPORATION

By: _____

Its: Vice President - Real Estate Development

STATE OF NEW JERSEY)
COUNTY OF SOMERSET)

Before me, a Notary Public in and for the State and County aforesaid, personally appeared P. C. HAMMOND, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), who acknowledged himself to be the VICE PRESIDENT of AT&T RESOURCE MANAGEMENT CORPORATION, the within named bargainor, a New York corporation, and who acknowledged that he executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as VICE PRESIDENT.

WITNESS my hand and seal this the 18TH day of June, 1985.

_____
NOTARY PUBLIC
CYNTHIA A. PUBLIC
Notary Public of New Jersey
My Commission Expires Aug. 24, 1988

My commission expires:

AUGUST 24, 1988

EXHIBIT "A"

Being a tract of land in the First Civil District, Davidson County, Tennessee, located on the northerly margin of Grassmere Park and generally eastwardly from the easterly margin of Trousdale Drive and southwardly of the southerly margin of the Seaboard System Railroad:

Beginning at a point in the northerly margin of Grassmere Park, said point being the southeasterly corner of Lot Six, Section Four, Grassmere, as of record in Book 6250, Page 301, Register's Office for Davidson County, Tennessee; thence, with a curve to the left having a radius of 25.00 feet and a central angle of 78 degrees 25 minutes 53 seconds, a distance of 34.22 feet to a point; thence, north 55 degrees 03 minutes 20 seconds east, 84.60 feet to a point; thence, with a curve to the left, having a radius of 210.00 feet and a central angle of 32 degrees 07 minutes 41 seconds, a distance of 117.76 feet to a point; thence, with a curve to the right having a radius of 331.61 feet, and a central angle of 19 degrees 05 minutes 36 seconds, a distance of 110.51 feet to a point; thence, north 42 degrees 01 minute 15 seconds east, 84.60 feet to a point; thence, with a curve to the left having a radius of 40.00 feet and a central angle of 90 degrees, a distance of 62.83 feet to a point; thence, north 47 degrees 58 minutes 45 seconds west, 582.92 feet to a point in the southerly margin of Seaboard System Railroad; thence, with said southerly margin along a curve to the right having a radius of 2,814.93 feet and a central angle of 33 degrees 30 minutes 06 seconds, a distance of 1,645.93 feet to a point; thence, leaving said southerly margin of said railroad, south 00 degrees 09 minutes 00 seconds west, 395.95 feet to a point; thence, south 87 degrees 15 mintues 00 seconds west, 566.86 feet to a point; thence, south 00 degrees 09 minutes 00 seconds west, 612.83 feet to a point; thence, south 87 degrees 05 minutes 50 seconds west, 276.64 feet to a point; thence, north 47 degrees 58 minutes 45 seconds west, 218.55 feet to a point; thence, south 42 degrees 01 minute 15 seconds west, 30.00 feet to a point; thence, north 47 degrees 58 minutes 45 seconds west, 60.00 feet to a point in an access road to Lot Number Five; thence, with the southerly margin of said road, south 42 degrees 01 minute 15 seconds west, 94.60 feet to a point; thence, with a curve to the left, having a radius of 251.61 feet and a central angle of 19 degrees 05 minutes 36 seconds, a distance of 83.85 feet to a point; thence, with a curve to the right, having a radius of 290.00 feet and a central angle of 32 degrees 07 minutes 41 seconds, a distance of 162.62 feet to a point; thence, south 55 degrees 03 minutes 20 seconds west, 84.60 feet to a point; thence, with a curve to the left, having a radius of 25.00 feet and a central angle of 78 degrees 25 minutes 53 seconds, a distance of 34.22 feet to a point in the northerly margin of Grassmere Park; thence, with said northerly margin with a curve to the left, having a radius of 299.12 feet and a central angle of 23 degrees 08 minutes 15 seconds, a distance of 120.79 feet to the point of beginning, containing 907,502 square feet or 20.84 acres, more or less.

The above description is according to a survey by Barge, Waggoner, Sumner & Cannon, Inc., dated June 12, 1985.

Being the same property conveyed to AT&T Resource Mangement Corporation by Deed from Third National Bank as Ancillary Trustee of the NCNB Real Estate Fund, of record in Book 6478, Page 578, Register's Office for Davidson County, Tennessee.

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

VOL 6586 PAGE 457

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

1,743,865.36 Convey.
4534.14 CSTAX
.50 PRFEE
9.00 WDEED
CHECK 4543.64-
9907A06/19/85 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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IDENTIF. REFERENCE

Jun 19 2 24 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 146300