Book 6714

Davidson County

SPECIAL WARRANTY DEED

BOOK 6714 PAGE 345

FROM: Kermit C. Stengel, Jr. and Thomas M. Evans, as Co-liquidating Trustees for the benefit of the common shareholders of The Crescent Company, Grantors

This instrument was prepared by:
Warren H. Wild, Jr.
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

TO: Rogers Acquisition Company, Inc., a Tennessee corporation, Grantee

Address New Owner(s) as Follows:
Rogers Acquisition Company, Inc.
110 Transit Avenue
Nashville, TN 37210

Send Tax Bills To:
Same as New Owner

Map-Parcel Numbers
106-2-32 106-2-5
106-2-20
106-2-38
106-2-21

Field Book Numbers
2DA 61700 2DA 61570
2DA 61720
2DA 61730
2DA 61710

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Eight Hundred ~~Seventy~~ ~~Five~~ Thousand ~~Sixty Two~~ NINETY THREE SEVEN HUNDRED and No/100 Dollars (~~$875,062.00~~ $893,749.00).

FORTY NINE

Affiant

11-12-85
2:14 PM

SUBSCRIBED AND SWORN TO before me, this the 12th day of November, 1985.

Notary Public

My Commission Expires: My Commission Expires Nov. 1, 1987

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Kermit C. Stengel, Jr. and Thomas M. Evans as Co-liquidating Trustees for the benefit of the common shareholders of The Crescent Company, Grantors, have bargained and sold, and by these presents do transfer and convey all rights, title and interests which they acquired in the deeds referred to in the derivation clause on Exhibit A, unto the said Rogers Acquisition Company, Inc., a Tennessee corporation, Grantee, its successors and assigns, the

same being such rights, title, and interest as Grantors may have in the following described real property located in Davidson County, Tennessee, to-wit:

BOOK 6714 PAGE 346

> All of that real property described on Exhibit A which is attached hereto and incorporated herein by reference.

This is improved property, known as 110 Transit Avenue, Nashville, Tennessee 37210. AND 100 MURFREESBORO RD. 100 Pike

Without warranting that the following constitute each and every matter affecting title to the herein described real property, this conveyance is expressly made subject to the following:

> Those matters shown on Exhibit B which is attached hereto and incorporated herein by reference

Grantors warrant only that they have such title in the aforesaid real property as was conveyed to Grantors in the deeds referred to in the derivation clause on Exhibit A, and that Grantors have the authority as Co-liquidating Trustees to transfer to the Grantee whatever title they have in such real property. No other warranty is given by the Grantors except as set forth in the preceding sentence, nor may any other warranty be implied.

Witness our hands this 14th day of November, 1985.

2:11 PM

Kermit C. Stengel, Jr.,
Co-liquidating Trustee for the benefit of the common shareholders of The Crescent Company

Thomas M. Evans,
Co-liquidating Trustee for the benefit of the common shareholders of The Crescent Company

IDENTIFICATION REFERENCE

54806

FELIX A. McCLAIN, REGISTER
DAVIDSON COUNTY, TN

Nov 21 11 48 AM '85

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, L. Glenn Worley, a Notary Public of said County and State, KERMIT C. STENGEL, JR., as co-liquidating trustee for the benefit of the common shareholders of The Crescent Company, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 12th day of November, 1985.

L. Glenn Worley
Notary Public

My Commission Expires: My Commission Expires Nov. 1, 1987

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, L. Glenn Worley, a Notary Public of said County and State, THOMAS M. EVANS, as co-liquidating trustee for the benefit of the common shareholders of The Crescent Company, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 12th day of November, 1985.

L. Glenn Worley
Notary Public

My Commission Expires: My Commission Expires Nov. 1, 1987

0580W/11-8-85

EXHIBIT A

Description of Real Property

TRACT I

A tract of land in Davidson County, Tennessee, described according to a survey made by Alley, Young and Baumgartner, Inc., dated November 6, 1985, Job No. 85155, as follows:

BEGINNING at a point in the North right-of-way of P'Pool Avenue, said point being the Southeast corner of Reserved Parcel "D", shown on plat of P'Pool Heights recorded in Book 3500, Page 55, R.O.D.C., Tennessee; thence with existing fence North 19° 20' 58" East, 139.44' to a bend in fence; thence continuing with said fence North 23° 54' 47" East, 92.37' to a bend in a fence; thence continuing with said fence North 56° 02' 15" East, 71.04' to a point in the right-of-way of Interstate 40; thence with said right-of-way South 49° 55' 20" East, 50.03' to a concrete monument; thence continuing with said right-of-way South 56° 47' 40" East, 1192.29' to a concrete monument; thence leaving said right-of-way South 20° 22' 00" East, 158.99' to an iron pin; thence with a 60' access easement South 67° 04' 00" West, 250.87' to an iron pin; thence leaving said easement North 22° 31' 16" West, 115.43' to an iron pin; thence North 63° 26' 59" West, 380.99' to an iron post in the East right-of-way of Transit Avenue; thence with said right-of-way with a curve to the left with a radius of 1465.50', a chord of 172.33', a chord bearing of North 19° 02' 31" East, a distance of 172.43' to a point; thence with the North right-of-way of P'Pool Avenue North 75° 16' 59" West, 102.30' to a point; thence continuing with said right-of-way with a curve to the right with a radius of 771.60', a chord of 77.40', a chord bearing of North 72° 24' 30" West, a distance of 77.43' to a point; thence continuing with said right-of-way North 69° 31' 59" West, 535.00' to the point of beginning and containing 7.01 acres, more or less.

TRACT II

Land in the First formerly the Third Civil District of Davidson County, Tennessee and shown on the Thompson Property Subdivision of record in Book 4955, page 107, Register's Office for Davidson County, Tennessee as Lot No. 1, more particularly described as follows:

TRACT II:

BEGINNING at an iron pin being the Southwest corner of Rogers Manufacturing property recorded in Book 1425, Page 331, R.O.D.C., Tennessee; thence North 67° 04' 00" East, 6.90' to a point; thence South 22° 22' 29" East, 156.10' to a point in the Southerly wall of an existing building; thence South 30° 00' 38" East, 158.14' to a concrete monument in the North right-of-way of the Louisville & Nashville Railroad; thence with said right-of-way South 50° 54' 00" West, 97.50' to a point; thence leaving said right-of-way South 69° 07' 00" West, 31.70' to a point in the Northerly right-of-way of U.S. 41 & 70S, Murfreesboro Road; thence with said right-of-way with a curve to the left with a radius of 7096.40', a chord of 203.27', a chord bearing of North 67° 39' 42" West, a distance of 203.28' to a point; thence continuing with said right-of-way North 68° 30' 00" West, 156.70' to a point; thence continuing with said right-of-way with a curve to the right with a radius of 25.00', a chord of 15.72', a chord bearing of North 3° 10' 30" East, a distance of 15.99' to a point; thence continuing with said right-of-way North 21° 30" East, 14.20' to a point; thence continuing with said right-of-way South 66° 57' 00" West, 41.50' to a point; thence with said right-of-way North 68° 30' 00" West, 85.50' to a point; thence leaving said right-of-way along a 60' access easement North 66° 57' 00" East, 441.10' to the point of beginning and containing 2.15 acres, more or less.

Tracts I and II being the same property conveyed to the Grantors herein by deed of record in Book 6714, page 341, Register's Office of Davidson County, Tennessee.

EXHIBIT B

Tract I

1. 1985 Metropolitan Government taxes due in the amounts of $1,668.35 (Field Book No. 2DA 61700; Map 106-2, Parcel 32), $43.91 (Field Book No. 2DA 61720; Map 106-2, Parcel 20), $479.81 (Field Book No. 2DA 61730, Map 106-2, Parcel 38), $34.49 (Field Book No. 2DA 61710, Map 106-2, Parcel 21) and $11,626.72 (Field Book No. 2DA 61570, Map 106-6, Parcel 5).

2. Trust Agreement regarding the construction and maintenance of a sewer line dated January 18, 1949, of record in Book 1684, page 53, said Register's Office.

3. Conveyance of water mains from Buchanan-Rooney Equipment Company et al to the City of Nashville, Waterworks Department, dated February 8, 1949, of record in Book 1714, page 191, said Register's Office.

4. Conveyance of water main from Bruce P'Poole, Allan Murphy, Rogers Mfg. Company and Buchanan-Rooney Equipment Company to the City of Nashville, Waterworks Department, dated November 1, 1951, of record in Book 2036, page 108, said Register's Office.

5. Lack of direct access to Interstate Highway 40, a controlled access highway, such right of access having been granted to the State of Tennessee by instruments of record in Book 3066, page 141, Book 3068, page 253, Book 3127, page 109, Book 3166, page 111, Book 3177, page 317, Book 4014, page 341, and Book 4033, page 474, said Register's Office.

6. The Plan of record in Book 3500, page 55, said Register's Office, shows an owners certificate; as to Lot 21, a 10 foot easement for public utility purposes along the northwesterly and northerly rear lines of said lot and two utility anchor easements 40 feet in height, unspecified as to width, in the southeasterly and southwesterly corners of said lot; as to Lot 22, a 10 foot easement for public utility purposes along the northerly and easterly rear lines of said lot and two utility anchor easements 40 feet in height, unspecified as to width, in the southeasterly and southwesterly corners of said lot; as to lot 23, a 10 foot easement for public utility purposes along the northerly and westerly rear lines of said lot, a utility anchor easement 40 feet in height, unspecified as to width, in the southwesterly corner of said lot and an overhang easement of varying dimensions along the southerly front line of said lot; as to all lots, a note on the plan which states, "Lots 15, 21, 22 & 23 are not to be used as individual building sites until sewers are provided or otherwise approved by the Metropolitan Planning Commission".

7. Provisions contained in the Council Bill 72-198 of the Council of the Metropolitan Government of Nashville and Davidson County which state, "BE IT FURTHER ENACTED, That easements are herein retained by the Metropolitan Government of Nashville and Davidson County, its agents, servants, and/or contractors and utility companies operating under franchise from the Metropolitan Government for the right to enter, construct, operate, maintain, repair, rebuild, enlarge, and patrol its now existing or future utilities, including drainage facilities, together with their appurtenances, the doing of any and all things necessary and incidental thereto. BE IT FURTHER ENACTED, That in the event there is proposed any construction over, above, or under said existing utilities that said construction shall have the approval of the Director of Public Works and/or the Director of Water and Sewerage Services, together with the approval of the Nashville Electric Service, Nashville Gas Company, and South Central Bell Telephone Company".

8. Easement for right-of-way of Garth Street lying within the boundaries of premises.

Tract II

1. 1985 Metropolitan Government taxes due in the amount of $5,726.33 (Field Book No. 2DA 50450; Map 106-6, Parcel 11).

2. Vendor's lien retained in the installment deed dated January 2, 1981, from Mrs. DeWitt C. Thompson, Jr., a/k/a Mary G. Thompson, Mrs. Sue Thompson Fort, Jr. a/k/a Sue Thompson, IV and Mrs. Betty Thompson Hobbs, Jr. a/k/a Betty Thompson Hobbs to Rogers Manufacturing Company, Inc., which deed further conveys such property to Ervin M. Entrekin, Trustee, of record in Book 5697, page 718, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $275,000.00. (See instrument for complete terms and conditions as well as possible rights and options of the holder of the indebtedness.)

3. Reservation of "a pole line consisting of 11 poles, cross-arms, wires, etc., which is the property of the Southern Bell Telephone & Telegraph Company" as set forth in the deed of record in Book 1300, page 207, said Register's Office.

4. Trust Agreement regarding the construction and maintenance of a sewer line dated January 18, 1949, of record in Book 1684, page 53, said Register's Office.

5. Conveyance of water mains from Buchanan-Rooney Equipment Company et al to the City of Nashville, Waterworks Department, dated February 8, 1949, of record in Book 1714, page 191, said Register's Office.

6. Sewer easements as set forth in the instruments of record in Book 1850, pages 153, 155 and 164, said Register's Office.

7. Common easements to use, maintain and service all pipes, wires, ducts, cables, conduits, public utility lines and other common elements serving the building located on Lots 1 and 2 as shown on the plan of record in Book 4955, page 107, said Register's Office, as set forth in the instrument of record in Book 5199, page 770, said Register's Office.

8. The Plan of record in Book 4955, page 107, said Register's Office, shows an owners certificate, a 60' easement for access to Lot No. 2 and for public utilities and drainage purposes containing a power line, two 2 inch gas lines, a 12 inch sewer line and an underground telephone cable along the northwesterly front line of said lot, a cut slope easement "as shown on Tenn. State Hwy. Plan (F-001-5-30) Sheet 5, dated 1955" along the southwesterly line of said lot, a 2 inch gas line graduating to a 3 inch gas line in the westerly portion of said lot, a building in the central portion of said lot, a metal building in the southeasterly portion of said lot, and notes on the plan which state, "Utilities shown were taken from field survey and available plans. There may be other easements within property not known to surveyor. Sewer easement covered under contract of March 11, 1959 between N.C. & St. L. Railroad and City of Nashville. Southern Bell T & T Co. has the right to maintain a telephone line on this property as the same is now being maintained. Highway R.O.W.s obtained from State of Tenn. Dept. of Highways. Railroad R.O.W. determined from State of Tenn. Hwy. Plans, existing fences, & R.R. Plans. There may be other utilities within boundary not known to surveyor".

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 6714 PAGE 352

CO -CONVEYANCE
MO -MORTGAGE
WD -WARRANTY DEED
TD -TRUST DEED

CC -CERTIFIED COPY
REL -RELEASE
UCC -UNIFORM COMMERCIAL CODE

MISC -MISCELLANEOUS
CO TX -STATE TAX CONVEY
MO TX -STATE TAX MORT
PRFEE -PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

893740.00- CONT.
2323.62 CTAX
.50 RREC
21.00 MREC
CHECK 2345.12-
8049A11/21/85 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

54806

IDENTIFICATION REFERENCE

Nov 21 11 48 AM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 194007