BOOK 7081 PAGE 233

Address New Owner:	Map-Parcel Numbers:
St. Cloud Corner, Ltd. c/o David Mills, general partner 400 21st Avenue South Nashville, TN 37203	93-6-1-40
Send Tax Bills To:	**Address of Mortgagee:**
St. Cloud Corner, Ltd. c/o David Mills, general partner 400 21st Avenue South Nashville, TN 37203	First American National Bank of Nashville, Trustee First American Center Nashville, TN 37237

This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, CORE PROPERTIES, a joint venture composed of Homer B. Gibbs, Jr., Kermit C. Stengel, Jr. and Karl E. Haury (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said ST. CLOUD CORNER, LTD., a limited partnership, with David E. Mills, Robert Bond Miller and Miller & Associates, Inc., a Tennessee corporation, as general partners (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land, and all improvements thereon, in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

IDENTIFICATION REFERENCE

DEC 29 9 38 AM '86
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN

76425

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $6,600,000.00.

Affiant

Subscribed and sworn to before me this 23 day of December, 1986.

Notary Public
My Commission Expires: 11/12/90

NOTARY PUBLIC DAVIDSON COUNTY, TN

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters set forth and described in Exhibit B, which is also attached hereto and incorporated herein by reference.

This is improved property, known as St. Cloud Corner, 500 Church Street, Nashville, Tennessee, 37219.

TO HAVE AND TO HOLD the said Property, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth in this Deed.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the said land to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by, through, or under the Grantor.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 23rd day of December, 1986.

CORE PROPERTIES

By: _____
Homer B. Gibbs, Jr., Joint Venturer

By: _____
Kermit C. Stengel, Jr., Joint Venturer

By: _____
Karl E. Haury, Joint Venturer

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Wayne W. Harris, a Notary Public of the state and county aforesaid, personally appeared Homer B. Gibbs, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a joint venturer of Core Properties, the within named bargainor, a joint venture, and that he as such joint venturer executed the foregoing instrument for the purpose therein contained, by signing the name of the joint venture by himself as joint venturer.

WITNESS my hand and seal, this 23rd day of December, 1986.

Wayne W. Harris
Notary Public

My Commission Expires: 11/12/90

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Wayne W. Harris, a Notary Public of the state and county aforesaid, personally appeared Kermit C. Stengel, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a joint venturer of Core Properties, the within named bargainor, a joint venture, and that he as such joint venturer executed the foregoing instrument for the purpose therein contained, by signing the name of the joint venture by himself as joint venturer.

WITNESS my hand and seal, this 23rd day of December, 1986.

Wayne W. Harris
Notary Public

My Commission Expires: 11/12/90

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Wayne W. Harris, a Notary Public of the state and county aforesaid, personally appeared Karl E. Haury, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a joint venturer of Core Properties, the within named bargainor, a joint venture, and that he as such joint venturer executed the foregoing instrument for the purpose therein contained, by signing the name of the joint venture by himself as joint venturer.

WITNESS my hand and seal, this 19th day of December, 1986.

Wayne W. Harris
Notary Public

My Commission Expires: 11/12/90

EXHIBIT A TO SPECIAL WARRANTY DEED

Land in Davidson County, Tennessee, being part of Lot No. 89 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning at the northwest corner of 5th Avenue North, formerly Summer Street, and Church Street; thence with the westerly margin of 5th Avenue North, northwardly 121 feet 2 inches, more or less, to the southeast corner of the property conveyed to Karl Edmond Walter by deed from' Catherine W. Walter, of record in Book 2443, page 167, Register s Office for said County, thence with the southerly line of said Walter property westwardly 172 feet, more or less, to the easterly margin of an alley; thence with said alley southwardly 60 feet 7 inches to a point 60 feet 7 inches, more or less, north of the northerly margin of Church Street, being the northwest corner of the property conveyed to Joseph T. Elliston, et al., by deed from David Williams, of record in Book 2, page 543, said Register's Office; thence with the northerly line of said Elliston property, eastwardly 92 feet, the northeast corner of the property conveyed to John Overton Lea, Trustee, by deed' from John N. Lea of record in Book 56, page 71, said Register s Office; thence with the easterly line of said Lea property southwardly 60 feet 7 inches, more or less, to the northerly margin of Church Street; thence with said Street eastwardly 80 feet, more or less, to the beginning.

Being the same property conveyed to Core Properties, a joint venture by deed from James I. Vance Berry, Trustee of record in Book 6110, page 293, Register s Office for Davidson County, Tennessee.

EXHIBIT B TO SPECIAL WARRANTY DEED

1. Deed of Trust executed by Core Properties, a Tennessee Joint Venture, to A. Stuart Campbell, Trustee, of record in Book 6110, page 296, rerecorded in Book 6114, page 391 said Register's Office, dated July 1, 1983, securing an indebtedness in favor of The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County.

2. Assignment of Rents and Leases of record in Book 6110, page 308, said Register's Office.

3. Financing Statement of record in Book 6110, page 327, rerecorded in Book 6118, page 346, said Register's Office.

4. Trust Indenture of record in Book 6110, page 333, rerecorded in Book 6118, page 358, said Register's Office.

5. Lien of Bond executed by Laura S. Baxter, et al., to the City of Nashville, by instrument dated 2-21-1917, of record in Book 497, page 16, said Register s Office, indemnifying said City by reason of excavation under sidewalk.

6. Title to that portion of the premises within the sidewalk round at the southeast corner of the premises.

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

RECEIVED OF _____

FOR _____

BOOK 7081 PAGE 289

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
		6,600,000.00 Conv.		
			[illegible]	
			.50 [illegible]	
			10.00 [illegible]	
			[illegible]	
			[illegible]	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7-6425

IDENTIFICATION REFERENCE

Dec 29 9 38 AM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 26759