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

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $333,315.00.

Thomas C. Scott
Affiant

Subscribed and sworn to before me this 31 day of ~~November~~ December, 1986.

Deborah D. Holt
Notary Public

My commission expires: 4/19/88

7870 1

IDENTIFICATION REFERENCE

Dec 31 3 41 PM '86

FEE REGISTER
DAVIDSON COUNTY, TN

$ 50

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills To:	Map and Parcel No.:
Thomas C. Scott, Trustee 21st Floor, First American Center Nashville, Tennessee 37238	Thomas C. Scott, Trustee 21st Floor, First American Center Nashville, Tennessee 37238	Map 94-16 Parcel 40.00

Name and Address of Mortgagee:

NCNB National Bank of North Carolina,
As Trustee of the NCNB Real Estate Fund
One NCNB Plaza
Charlotte, North Carolina 28202

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, **THIRD NATIONAL BANK, TRUSTEE,** with full power to sell, transfer, encumber and convey without the joinder of any beneficiary (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **THOMAS C. SCOTT, TRUSTEE,** with full power to sell, transfer, encumber and convey without the joinder of any beneficiary (the "Grantee"), his heirs, successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described on Exhibit A attached hereto.:

This conveyance is subject to the matters shown on Exhibit A.

This conveyance does not include any improvements on the subject real estate.

This is improved property known as 731 Massman Drive, 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, his heirs, 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 in Exhibit A.

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

Grantor further assigns to Grantee all right, title and interest of the landlord in and to that certain Ground Lease Agreement dated as of September 1, 1981 between Grantor as landlord and RCM Venture as tenant and by acceptance of delivery of this deed the Grantee hereby assumes all obligations of the Grantor thereunder as the date hereof.

WITNESS our hands this the 31st day of December, 1986.

THIRD NATIONAL BANK, TRUSTEE

By: Lawrence Hall To

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared LEONARD N. WOOD, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the VICE PRESIDENT & TRUST OFFICER of **THIRD NATIONAL BANK AS TRUSTEE**, a corporation, the within named bargainor, who acknowledged that he as such VP & TO executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as VP & TO.

WITNESS my hand and seal at Nashville, Tennessee, this the 31st day of December, 1986.

NOTARY PUBLIC

My commission expires:

July 9, 1989

EXHIBIT A

(Special Warranty Deed - Massman Drive)

Being a parcel of land in the First, formerly the Third, Civil District, Nashville, Davidson County, Tennessee, bounded on the west by Mill Creek, on the east by Massman Drive, and on the south by Section 27, Metropolitan Industrial Park, as of record in Plat Book 4470, Page 45, and being Lot 62 as shown on the Plan of Metropolitan Industrial Park, of record in Book 5190, Page 568, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at a concrete monument in the westerly margin of Massman Drive, also the northeast corner of said Section 27; thence, north 55 degrees 14 minutes 00 seconds west, passing a witness monument at 578.00 feet, a total distance of 639.91 feet to a point in centerline of Mill Creek; thence, with centerline of said creek, north 57 degrees 17 minutes east, 460.42 feet to a point; thence, leaving Mill Creek, south 70 degrees 46 minutes east, passing a witness monument at 101.67 feet, a total distance of 481.17 feet to a concrete monument in the westerly margin of Massman Drive; thence, along said margin, south 34 degrees 46 minutes west, 554.18 feet to a concrete monument, the point of beginning, containing 6.07 acres, more or less.

Being the same property conveyed to Thomas C. Scott, Trustee, by deed from Metropolitan Industrial Park, Inc., of record in Book 5878, Page 676, said Register's Office and re-recorded in Book 5794, Page 276, said Register's Office.

Being the same property conveyed to Third National Bank, Trustee, by deed of record in Book 5797, Page 151, said Register's Office.

Massman Drive

EXHIBIT A

(continued)

This conveyance is subject to:

1) All real estate taxes due or unpaid.

2) Easement for construction of power lines and towers in favor of Tennessee Power Company of record in Book 437, Page 28, Register's Office for Davidson County, Tennessee.

3) Matters shown on the plan of record in Book 5190, Page 568, said Register's Office.

4) Memorandum of Ground Lease of record in Book 5797, Page 155, said Register's Office.

5) Deed of Trust and Security Agreement of record in Book 5797, Page 160, said Register's Office as modified by Modification of Deed of Trust and Security Agreement of record in Book 6030, Page 566, said Register's Office.

6) Present Assignment of Leases, Rents, Issues, Income and Profit of record in Book 5798, Page 748, said Register's Office as modified by Agreement of Modification of Present Assignment of Leases, Rents, Issues, Income and Profits of record in Book 6030, Page 580, said Register's Office.

7) UCC-1 Financing Statement of record in Book 5797, Page 748, said Register's Office.

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

RECEIVED OF _____

FOR _____ BOOK 7090 PAGE 603

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

300015.00- CONT.
930.24 CSTAX
.50 PRFEE
15.00 WDEED
CHECK 949.74-
356IAN 12/31/86 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7870.1

IDENTIFICATION REFERENCE

DEC 31 3 41 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No 29228