SPECIAL WARRANTY DEED

FROM: Miller and Associates, Inc.,
a Tennessee corporation

TO: Hermann Dodenhof, Trustee

Address New Owner as Follows:	Person Responsible for Payment of Taxes:	Map-Parcel No.
Hermann Dodenhof, Trustee c/o John H. Roe, Esquire 500 Church Street 4th Floor Nashville, TN 37219	New Owner	Map 116-3 Parcel 102

This instrument prepared by: White & Reasor, 3305 West End Avenue, Nashville, Tennessee 37203

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 7,157,965.68 .

AFFIANT

SUBSCRIBED and sworn to before me, this 15 day of SEPTEMBER, 1987.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 5-13-90
5-13-90

FOR AND IN CONSIDERATION OF the sum of Ten ($10.00) Dollars, and other good and valuable consideration, the receipt of which is hereby acknowledged, Miller and Associates, Inc., a Tennessee corporation, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto Hermann Dodenhof, Trustee, as trustee with full power to transfer, convey, or encumber title without joinder of any Beneficiary, hereinafter called "Grantee", his successors and assigns, certain real estate in Davidson County, Tennessee, being more particularly described in Exhibit "A" attached hereto.

This is improved property, known as Woodmont Centre, Phase I, 104 Woodmont Boulevard, Nashville, Tennessee 37205.

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

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, his successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor, but not otherwise, but only insofar as the real estate described in Exhibit "A" hereto is included within the real estate transferred to Grantor by deed of record in Book 7093, Page 805,

Register's Office for Davidson County, Tennessee; provided, however, this conveyance is subject to the following:

1. Taxes for the calendar year 1987, which have been prorated.

2. Deed of Trust executed by Woodmont Centre Associates, Ltd., to W. Fred Williams, Trustee, dated November 16, 1984, and recorded in Book 6427, Page 957, Register's Office for Davidson County, Tennessee, in favor of the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County and/or Commerce Union Bank, their respective successors and assigns as their interests may appear, which states that it secures a debt in the principal sum of Five Million ($5,000,000.00) Dollars, payable as therein specified, together with any terms, conditions, restrictions, or limitations recited therein.

3. Indenture of Trust by and between the Industrial Board of the Metropolitan Government of Nashville and Davidson County, "Issuer", and Commerce Union Bank, Nashville, Tennessee, "Trustee", dated as of November 16, 1984, of record in Book 6427, Page 885, Register's Office for Davidson County, Tennessee.

4. Assignment of Leases by and between Woodmont Centre Associates, Ltd., a Tennessee limited partnership and the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, dated as of November 16, 1984, of record in Book 6427, Page 986, Register's Office for Davidson County, Tennessee.

5. Financing Statement filed under the Uniform Commercial Code by Woodmont Centre Associates, Ltd., as Debtor, and the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, as Secured Party, of record in Book 6428, Page 1, Register's Office for Davidson County, Tennessee.

6. Financing Statement filed under the Uniform Commercial Code by the Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, as Debtor, and Commerce Union Bank, as Secured Party, of record in Book 6428, Page 4, Register's Office for Davidson County, Tennessee.

7. Deed of Trust executed by Miller and Associates, Inc., a Tennessee corporation, to Joe Vaulx Crockett, III, Trustee, dated December 31, 1986, and recorded in Book 7093, Page 817, Register's Office for Davidson County, Tennessee, in favor of Commerce Union Bank which states that it secures a debt in the principal sum of Three Hundred Twenty-Four Thousand ($324,000.00) Dollars, payable as therein specified, together with any terms, conditions, restrictions, or limitations recited therein.

8. An easement for sanitary sewer and/or storm drainage granted to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 3934, Page 219, Register's Office for Davidson County, Tennessee.

9. Sewer easement of record in Book 3944, Page 17, Register's Office for Davidson County, Tennessee.

10. Sanitary sewers and/or storm drainage easement granted Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 3944, Page 21, Register's Office for Davidson County, Tennessee.

11. Construction, cross-access and parking easement and maintenance agreement, dated December 31, 1986, by and between Miller and Associates, Inc., a Tennessee corporation, and John Coleman Hayes, Jr. of record in Book 7093, Page 810, Register's Office for Davidson County, Tennessee.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 1 day of SEPTEMBER, 1987.

MILLER AND ASSOCIATES, INC.,
a Tennessee corporation

By: Robert Bond Miller
Robert Bond Miller,
President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, JOHN M. BAKER, a Notary Public for the State and County aforesaid, Robert Bond Miller, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 1st day of SEPTEMBER, 1987.

NOTARY PUBLIC

NOTARY PUBLIC AT LARGE

MY COMMISSION EXPIRES: 5-13-90

EXHIBIT A

Parcel 1

Beginning in the easterly margin of Woodmont Boulevard 300.0 feet southeasterly from the southerly margin of West End Avenue; thence N 49° 32' 13" E. 200.00 feet; thence S 40° 28' 50" E, passing an old iron pin at 54.82 feet and continuing on, in all, 237.90 feet to an old iron pipe; thence S 49° 32' 13" W 200.07 feet to the easterly margin of Woodmont Boulevard; thence with said easterly margin N 40° 27' 47" W 237.90 feet to the beginning; containing 1.092 acres, more or less, and being Lots 87, 88 and part of 89 on Kenner-Mannor Land Company's Subdivision of the Kenner Tract of record in Plat Book 421, page 100, Register's Office for Davidson County, Tennessee.

Parcel 2

Beginning in the westerly margin of Kenner Avenue 200 feet, more or less, southeasterly from the southerly margin of West End Avenue; thence with said westerly margin of Kenner Avenue S 40° 27' 47" E, 184.00 feet; thence S 49° 32' 13" W, 199.92 feet to an old iron pin; thence N 40° 28' 50" W, 169.42 feet; thence N 45° 21' 43" E, 200.50 feet to the beginning; containing 0.811 acre, more or less, and being Lot 81 and part of 80 on Kenner-Mannor Land Company's Subdivision of the Kenner Tract, of record in Plat Book 421, page 100, said Register's Office.

The above-described tracts being land conveyed to Miller and Associates, Inc. by deed from Woodmont Centre Associates, Ltd., of record in Book 7093, page 805, said Register's Office, and being subject to the following:

1. Sewer Easement 20 feet in width across the easterly portion of Parcel 1 of record in Deed Book 3944, page 21; Book 3944, page 17; and Book 3934, page 219, said Register's Office.

2. Construction, Cross Access and Parking Easement and Maintenance Agreement of record in Book 7093, page 810, said Register's Office.

62353

IDENTIFICATION REFERENCE

SEP 3 11 27 AM '87

DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7344 PAGE 233

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
		7,157,965.68 Conv. Amt.		

20042.40 C TAX
.50 PRFEE
12.00 WDEED
CHECK 20054.90-
9233A09/03/87 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

62353

IDENTIFICATION REFERENCE

SEP 3 11 27 AM '87

REGISTER'S OFFICE
DAVIDSON COUNTY, TN

No. 12988