BOOK 7580 PAGE 165 bct 35

This instrument prepared by:
Justin P. Wilson, Esq.
Waller Lansden Dortch & Davis
2100 One Commerce Place
Nashville, Tennessee 37239

Address New Owner And Send Tax Bills To:
Longfellow / Tennessee Associates, Ltd.
11 Red Roof Lane
Salem, New Hampshire 03079

Map - Parcel No.
51-4-65

QUITCLAIM DEED

THIS INSTRUMENT made and entered into this 20th day of June, 1988, by and between THE VANDERBILT UNIVERSITY, THE VANDERBILT UNIVERSITY, TRUSTEE U/A DAVID K. WILSON dated October 7, 1977, THE ESTATE OF VALERE BLAIR POTTER, SOVRAN BANK/CENTRAL SOUTH, TRUSTEE, formerly Commerce Union Bank, Trustee U/A Justin and Valere Potter dated December 18, 1951, and JUSTIN P. WILSON, LIQUIDATING TRUSTEE OF CHEMICAL SECURITIES COMPANY, collectively (the "Grantor") and a Longfellow Tennessee Associates, Ltd., Tennessee limited partnership, (the "Grantee");

THAT FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid, the receipt of which is hereby acknowledged, Grantor conveys and quitclaims unto Grantee, all its right, title and interest in and to all property described in Exhibit A, together with all easements, rights of way, privileges and rights to the same, including all interest in any land lying in the bed of any street, road or avenue, or railroad right-of-way in, upon, or from the adjoining premises, and all its interest in a certain ground lease as dated January 31, 1979, of record in Book 5396, Page 67, Register's Office, Davidson County, Tennessee.

IN TESTIMONY WHEREOF, Grantor has hereunto set their signatures the day and date first above written.

THE VANDERBILT UNIVERSITY

8673 06/22 0101 03CHECK 1981.50

By: _____

Joe B. Wyatt, Chancellor

THE VANDERBILT UNIVERSITY, TRUSTEE U/A DAVID K. WILSON

By: _____

Joe B. Wyatt, Chancellor

SOVRAN BANK/CENTRAL SOUTH, TRUSTEE U/A JUSTIN AND VALERE POTTER

By: _____

Senior V.P.

4283.0

IDENTIFICATION REFERENCE

JUN 22 12 16 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

ESTATE OF VALERE BLAIR POTTER

By: _____

JUSTIN P. WILSON, LIQUIDATING TRUSTEE
OF CHEMICAL SECURITIES COMPANY

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Erin Marie Keogh, a Notary Public of the state and county aforesaid, personally appeared Joe B. Wyatt, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Chancellor of THE VANDERBILT UNIVERSITY, the within named bargainor, a corporation, and that he as such Chancellor, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of THE VANDERBILT UNIVERSITY by himself as such Chancellor.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 9th day of June, 1988.

Erin Marie Keogh
Notary Public

My commission expires:

My Commission Expires October 9, 1991

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Erin Marie Keogh, a Notary Public of the state and county aforesaid, personally appeared Joe B. Wyatt, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Chancellor of THE VANDERBILT UNIVERSITY, TRUSTEE U/A DAVID K. WILSON, the within named bargainor, a corporation, and that he as such Chancellor, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of THE VANDERBILT UNIVERSITY, TRUSTEE U/A DAVID K. WILSON, by himself as such Chancellor.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 9th day of June, 1988.

Erin Marie Keogh
Notary Public

My commission expires:

My Commission Expires October 9, 1991

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Cynthia L Jones, a Notary Public of the state and county aforesaid, personally appeared M Kirk Scobey, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Senior Vice President of SOVRAN BANK/CENTRAL SOUTH, TRUSTEE U/A JUSTIN AND VALERE POTTER, the within named bargainor, a corporation, and that he as such Sr. Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of SOVRAN BANK/CENTRAL SOUTH, TRUSTEE U/A JUSTIN AND VALERE POTTER, by himself as such Sr Vice President.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 13 day of June, 1988.

Cynthia L. Jones
Notary Public

My commission expires:

Jan. 9, 1991

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Bonnie L. Erickson, a Notary Public of the state and county aforesaid, personally appeared JUSTIN P. WILSON, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be Executor of the ESTATE OF VALERE BLAIR POTTER, the within named bargainor, and that he as such Executor, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing his name as Executor of the ESTATE OF VALERE BLAIR POTTER.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 27th day of May, 1988.

Bonnie L. Erickson
Notary Public

My commission expires:

Jan. 9, 1989

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Bonnie L. Erickson, a Notary Public of the state and county aforesaid, personally appeared JUSTIN P. WILSON, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be LIQUIDATING TRUSTEE OF CHEMICAL SECURITIES COMPANY, the within named bargainor, and that he as such Liquidating Trustee, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing his name as JUSTIN P. WILSON, LIQUIDATING TRUSTEE OF CHEMICAL SECURITIES COMPANY.

WITNESS my hand and seal at office in Nashville, Tennessee, this 27th day of May, 1988.

Bonnie L. Erickson
Notary Public

My commission expires:
July 9, 1989

STATE OF TEnnessee
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $700,000.00.

Affiant

Subscribed and sworn to before me this the 21 day of June, 1988.

Notary Public

My commission expires: 5/8/91
(Affix Seal)

EXHIBIT "A"

G 00255917

Parcel 1:

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Gallatin Road, north of Webster Avenue and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Gallatin Road, said point being northerly 244 feet, more or less, from an iron pin at the intersection of the northerly margin of West Webster Avenue, said point also being in the northerly line of the property conveyed to Ray E. Garrett, et ux, by deed of record in Book 1915, Page 567, and Book 3574, Page 339, R.O.D.C., and the southeasterly corner of the herein described parcel;

THENCE, with the northerly line of said Garrett property, the following calls:

N 71° 00' 41" W, 23.95 feet to a point;
N 23° 35' 19" E, 2.14 feet to a point;
N 66° 33' 30" W, 112.55 feet to a point;
S 20° 24' 52" W, 11.00 feet to a point;
N 70° 04' 19" W, 332.09 feet to a point;
N 21° 37' 44" E, 19.56 feet to a point;
N 57° 40' 16" W, 36.09 feet to a point;
S 20° 57' 44" W, 7.90 feet to an iron pin at the northeasterly corner of the property conveyed to Gerald E. Farris, et ux, by deeds of record in Book 4553, Page 300, and Book 4417, Page 780, R.O.D.C.;

THENCE, with the northerly line of said Farris property, the following calls:

N 56° 40' 09" W, 176.50 feet to an iron pin;
N 14° 18' 09" E, 0.60 feet to an iron pin;
N 52° 27' 39" W, 212.85 feet to an iron pin in the easterly margin of the Seaboard Systems Railroad;

THENCE, with said easterly margin, the following calls:

N 16° 01' 21" E, 113.00 feet to an iron pin;
N 73° 58' 39" W, 33.00 feet to an iron pin;
N 16° 01' 21" E, 951.43 feet to an iron pin in the southerly line of the property conveyed to AT&T Communications of the South Central States, Inc., by deed of record in Book 6209, Page 255, R.O.D.C.;

EXHIBIT "A"

THENCE, with said southerly line, S 88° 17' 00" E, 471.71 feet to a concrete monument;

THENCE, S 00° 00' 24" E, 50.62 feet to an iron pin;

THENCE, with the southerly line of the property conveyed to the Metropolitan Board of Education by deed of record in Book 1031, Page 153, R.O.D.C., S 88° 00' 24" E, 370.33 feet to a concrete monument.

THENCE, N 89° 15' 18" E, 14.10 feet to an iron pin;

THENCE, with the westerly line of the property conveyed to Madison Presbyterian Church, Inc., by deed of record in Book 5074, Page 937, R.O.D.C., S 24° 52' 55" E, 196.50 feet to an iron pin;

THENCE, with the southerly line of said Church property, N 89° 14' 31" E, 190.35 feet to a railroad spike in the westerly margin of Gallatin Road;

THENCE, with said westerly margin, the following calls:

With a curve to the right, 230.14 feet to an iron pin, said curve having a central angle of 09° 45' 23", a radius of 1,398.53 feet, a tangent of 119.36 feet and a chord of S 27° 17' 12" W, 237.85 feet;

S 32° 09' 53" W, 430.78 feet to an iron pin;

With a curve to the left, 453.45 feet to an iron pin, said curve having a central angle of 08° 55' 30", a radius of 2,911.00 feet, a tangent of 227.18 feet and a chord of S 27° 41' 50" W, 452.99 feet;

S 23° 14' 13" W, 298.93 feet to the point of beginning.

Containing 1,350,853 square feet or 31.01 acres, more or less.

EXHIBIT "A"

Parcel 11:

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of Madison Avenue and being more particularly described as follows:

BEGINNING at an iron pin in the southerly margin of Madison Avenue, said iron pin being the northeasterly corner of the property conveyed to AT&T Communications of the South Central States, Inc., by deed of record in Book 6209, Page 255, R.O.D.C., and the northwesterly corner of the herein described parcel;

THENCE, with said southerly margin, S 88° 26' 48" E, 50.60 feet to an iron pin;

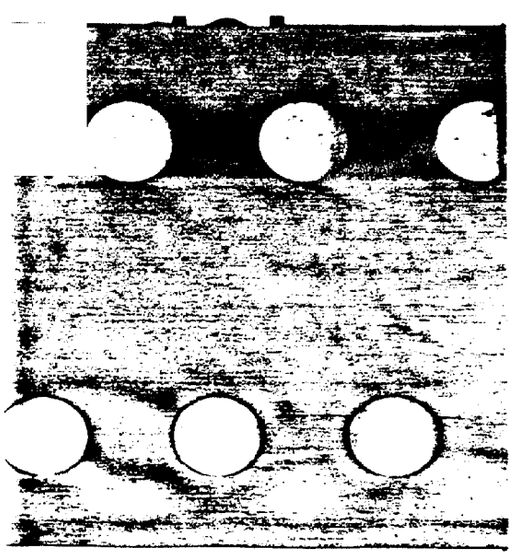
THENCE, leaving said southerly margin with the westerly line of the property conveyed to the Metropolitan Board of Education by deed of record in Book 1031, Page 153, R.O.D.C., S 11° 00' 12" W, passing through a concrete monument at 28.44 feet, a total distance of 841.29 feet to an iron pin;

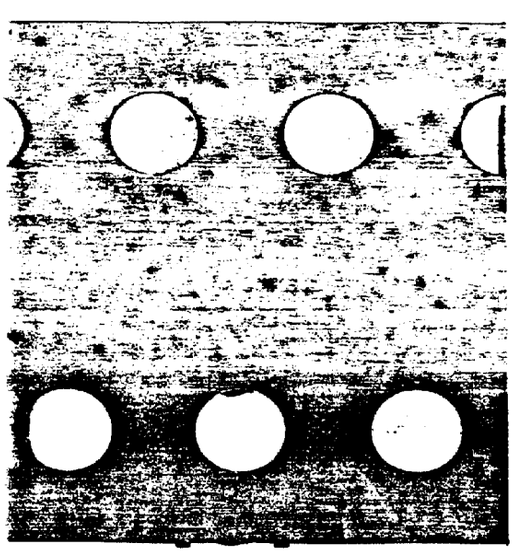
THENCE, N 88° 00' 24" W, 50.62 feet to a concrete monument;

THENCE, with the easterly line of the aforementioned AT&T Communications property, N 11° 00' 12" E, 840.90 feet to the point of beginning.

Containing 42,042 square feet or 0.97 acre, more or less.

Being the same property conveyed to Madison Square Shopping Center, Ltd., a Tennessee limited partnership, by deed from Nashville Madison Associates, a Tennessee limited partnership, as of record in Book 7050, page 270, Register's Office for Davidson County, Tennessee.





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7580 PAGE 172

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

CAMT 700000.00
CON TX 1960.00
PRFEE 0.50
WDEED 21.00
TOTAL 1981.50
CHECK 1981.50

06/22/88 01 12:20 0001 8673

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

4283.8.

IDENTIFICATION REFERENCE

JUN 22 12 16 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 105464