Address New Owner as follows: Send tax bills to: Map-Parcel:

Blockbuster of Tennessee, Ltd. Same 133-15-143
866 Ridgeway Loop Rd.
Suite 218
Memphis, TN 38119

WARRANTY DEED BOOK 7727 PAGE 942

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, **HOWARD C. ADAMS**, hereinafter called Grantor, has bargained and sold, and by these presents does transfer and convey unto **BLOCKBUSTER OF TENNESSEE, LTD.**, a Tennessee limited partnership, hereinafter called Grantee, Grantee's successors and assigns, certain real property lying and being situated in the County of Davidson, State of Tennessee, described as follows, to-wit:

See Exhibit "A" which is attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said tract of land, together with the appurtenances, easements, estate, title and interest thereto belonging to the said Grantee, Grantee's successors, representatives and assigns forever.

AND GRANTOR COVENANTS with the said Grantee that he is lawfully seized and possessed of said property, that he has a good right to convey it, and that the same is unencumbered except for those matters set forth on Exhibit "B" attached hereto and incorporated herein by reference, to all of which this conveyance is made subject.

AND GRANTOR further covenants and binds himself, his heirs, assigns and representatives, to warrant and forever defend the title to said property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever.

JANICE M. ADAMS, spouse of the Grantor, hereby joins in this conveyance for the purpose of conveying to the Grantee all right, title and interest she may have in the property and does hereby convey all of such interest to Grantee.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 13th day of December, 1988.

Howard C. Adams
HOWARD C. ADAMS

Janice M. Adams
JANICE M. ADAMS

937111

INSTRUMENT REFERENCE

Dec 14 3 18 PM '88

JOINT REGISTER
COUNTY, TN

RUSH

7630 12/14 0101 03CHECK 2405.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named **HOWARD C. ADAMS**, the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, on this 14 day of December, 1988.

Lois Chenoweth
NOTARY PUBLIC

My commission expires: 9-26-92

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named **JANICE M. ADAMS**, the bargainor, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, on this 13 day of December, 1988.

Janice M Adams
NOTARY PUBLIC

My commission expires: 10/9/91

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $725,000.00.

Thomas C. Scott
AFFIANT

Sworn to and subscribed before me this 14th day of December, 1988.

Marsha A. Anderson
NOTARY PUBLIC

My commission expires: 11-2-92

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

"EXHIBIT A"

Being a tract of land located in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, and being known as Tract No. 1 of Elysian Plaza, as of record in Plat Book 6900, page 370, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point located on the westerly right-of-way margin of Nolensville Pike, said point being located 608.12 feet in a northerly direction along the westerly right-of-way margin of Nolensville Pike from said margin's intersection with the centerline of Welshwood Drive, as recorded in the Revised Plan of Welshwood Park in Plat Book 4300, page 6, Register's Office for Davidson County, Tennessee; thence leaving the westerly right-of-way margin of Nolensville Pike and following the northerly boundary of Welshwood Park, Section II, as of record in Plat Book 4715, page 55, Register's Office for Davidson County, Tennessee, South 76 deg. 18' 04" West a distance of 150.00 feet to a point; thence following new lines through a portion of Reserve Parcel D of the Revised Plan of Welshwood Park, of record in Plat Book 4300, page 6, Register's Office for Davidson County, Tennessee, and the Mary Hicks Proctor Property, as of record in Book 3886, page 399, Register's Office for Davidson County, Tennessee, South 71 deg. 38' 34" West a distance of 68.00 feet to a point; thence North 20 deg. 52' 49" West a distance of 168.00 feet to a point; thence North 49 deg. 58' 12" East a distance of 19.05 feet to a point; thence North 68 deg. 19' 27" East a distance of 186.16 feet to a point, located in the westerly right-of-way margin of Nolensville Pike; thence following said Pike's margin and a curve to the right, having a central angle of 4 deg. 18' 57" right, a radius of 1977.14 feet for an arc distance of 148.93 feet to an iron pin; thence with a curve to the right having a central angle of 0 deg. 53' 04" right, a radius of 3255.80 feet for an arc distance of 50.26 feet to the point of beginning.

Tract contains 39,175 square feet or 0.90 acres, more or less.

Being the same property conveyed to Howard C. Adams, by deed from Mike Clark Development Company, a Tennessee general partnership, of record in Book 6876, page 912, Register's Office of Davidson, County, Tennessee.

EXHIBIT "B"

(Encumbrances)

1. Taxes for the year 1988 are a lien against the property and are now due and payable.

2. Easement granted Southern Bell Telephone & Telegraph Company by grants from A.P. Mays and wife, of record in Book 1298, page 488, Register's Office for Davidson County, Tennessee.

3. Declaration of Reciprocal Easements and Restrictions of record in Book 6129, page 163, Register's Office for Davidson County, Tennessee.

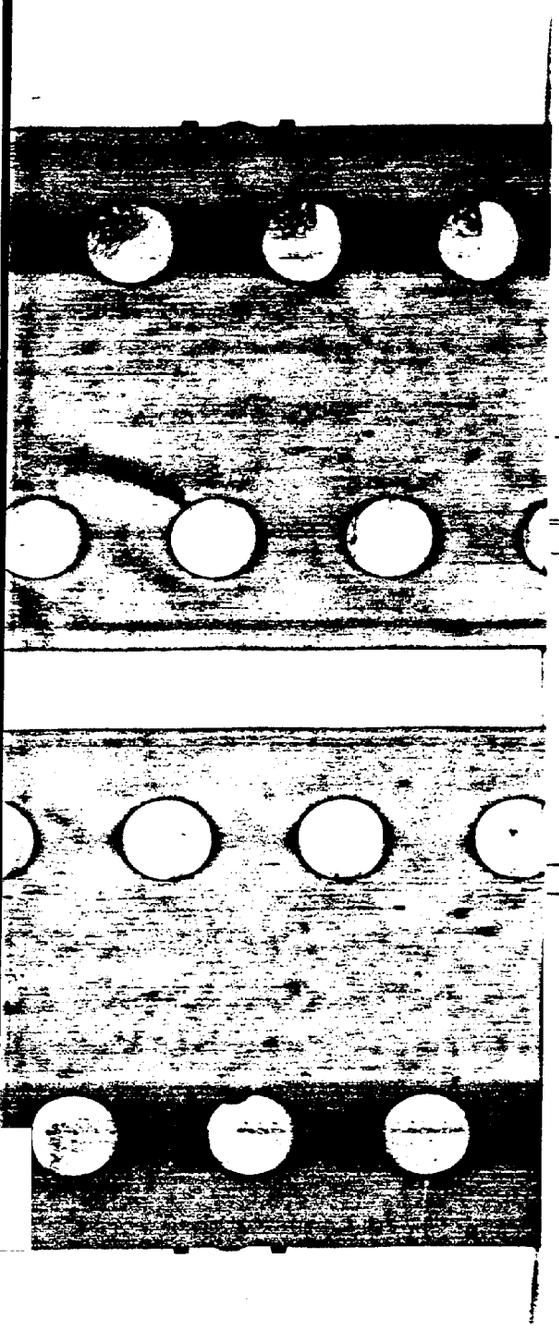
4. Unrecorded Overhead Line Easement Agreement dated November 14, 1985, granting The Metropolitan Government of Nashville and Davidson County, acting by and through the Electric Power Board, use for electrical power transmission lines.

5. Agreement to execute a reciprocal easement agreement as set forth in deed from F. Compton Wallace, et al., to Michael H. Clark, of record in Book 6128, page 961, Register's Office for Davidson County, Tennessee.

6. All matters shown on the revised plat of Elysian Plaza of record in Book 6900, page 370, Register's Office for Davidson County, Tennessee.

7. For a period of five years after the date of this deed, no amusement machines, billiard or pool tables, coin operated machines or games shall be located, operated or permitted on the Property, except for cigarette, candy and soft drink machines and telephones. This restriction shall be a covenant running with the land.

8. Deed of conveyance of record in Book 7295, page 982, Register's Office for Davidson County, Tennessee.



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

RECEIVED OF _____

FOR _____

BOOK 7727 PAGE 946

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

CAMT 725000.00
CON TX 2392.50
PRFEE 0.50
MDEED 12.00
TOTAL 2405.00
CHECK 2405.00

RECEIPT IS NOT VALID UNLESS CHECK IS PAID BY BANK 15417 0001 7630

9.37 1.1

IDENTIFICATION REFERENCE

Dec 14 3 18 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 163809