Box 62

THIS INSTRUMENT PREPARED BY:
John M. Baird
White & Reasor
3305 West End Avenue
Nashville, TN 37203

Address New Owner(s) as Follows:	Person Responsible for Payment of Taxes:	Map-Parcel No.
Union Financial Corporation 230 4th Avenue North Nashville, Tennessee 37219	New Owner	96-13-187

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TENNESSEE TRUST COMPANY, TRUSTEE, hereinafter called "Grantor", as Trustee for the benefit of Point Place Partners, a Tennessee joint venture, with full power, authority and right to convey without the joinder of any beneficiary and having been directed by Point Place Partners so to do, has this day bargained and sold, and does hereby transfer and convey unto UNION FINANCIAL CORPORATION, a Tennessee corporation, hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee, and being Lot No. 1 on the Plan of Point Place Business Park, of record in Book 5200, page 481, Register's Office for Davidson County, Tennessee, and also being shown on a boundary survey by Ragan-Smith-Murphy & Associates, Inc., dated December 13, 1982, and revised January 28, 1983, and being more particularly described as follows:

Beginning at an existing iron pin on the easterly right-of-way line of Donelson Pike, as widened, at the southwesterly corner of Lot No. 1, Hailey Tract Subdivision as of record in Book 4350, page 157, Register's Office of Davidson County, Tennessee and being the northwesterly corner of the herein described tract; thence,

1. With the southerly line of Lot No. 1, Hailey Tract S 84° 10' 30" E, passing an existing iron pin at 349.00 feet (the southeasterly corner of the Hailey Tract), a total of 540.68 feet to an iron pin set; thence,

2. S 5° 49' 30" W 581.65 feet to an iron pin set at the northeasterly corner of Parcel (188) on Tax Map 96-13 and being owned by Frank K. Bellar as of record in Deed Book 5658, page 557, Register's Office of Davidson County, Tennessee; thence,

3. With the northerly line of Bellar and with the north line of Lot No. 1, Donelson Square as of record in Book 4955, page 80, Register's Office of Davidson County, Tennessee N 85° 30' 38" W 300.00 feet to an iron pin set at the northwesterly corner of Lot No. 1, Donelson Square and being in the easterly line of George P. Morris Property as of record in Deed Book 4962, page 402, Register's Office of Davidson County, Tennessee; thence,

4. With the easterly line of Morris, N 4° 29' 22" E 9.11 feet to an iron pin set, Morris' northeasterly corner; thence,

5. With the north line of Morris, N 85° 30' 38" W 75.00 feet to an iron pin set at the northwesterly corner of Morris and being in the easterly line of Tenneco Site No. 1 as of record in Book 4350, page 111, Register's Office of Davidson County, Tennessee; thence,

6. With the easterly line of Tenneco Site No. 1, N 4° 29' 22" E 10.00 feet to an iron pin set at the northerly corner at Tenneco Site No. 1; thence,

7. With the northerly line of Tenneco Site No. 1, N 84° 44' 47" W 3.90 feet to an iron pin set at the southeasterly corner of Lot No. 2, Donelson Square as of record in Book 4955, page 80, Register's Office of Davidson County, Tennessee; thence,

8. With the easterly line of Lot No. 2, Donelson Square, N 00° 45' 56" E 106.55 feet to an iron pin set at the northeasterly corner of Lot No. 2, Donelson Square; thence,

9. With the northerly line of Lot No. 2, N 85° 50' 45" W 20.00 feet to the southeasterly corner of Loretta Lynn's Western Stores, Inc. as of record in Deed Book 4380, page 273, Register's Office of Davidson County, Tennessee; thence,

10. With the easterly line of Loretta Lynn's Western Stores, Inc., N 5° 45' 32" E 64.51 feet to an iron pin set at the southeasterly corner of a tract of land conveyed to Loretta Lynn's Western Stores, Inc. by deed recorded in Book 5085, page 70, Register's Office of Davidson County, Tennessee; thence,

11. With the easterly line of said tract N 7° 55' 06" E 30.00 feet to an iron pin set thence,

12. With the northerly line of Loretta Lynn's Western Stores, Inc., N 82° 44' 42" W 200.00 feet to an iron pin set on the easterly right-of-way line of Donelson Pike, as widened; thence,

13. With the easterly right-of-way of Donelson Pike, as widened, with a curve to the right (radius 1,392.40') northerly a distance of 343.23 feet to an iron pin set at the end of said curve. Said curve having a chord bearing and distance of N 15° 35' 50.5" E 342.363 feet; thence,

14. Continuing with the easterly right-of-way line of Donelson Pike, N 22° 39' 33" E 30.19 feet to the point of beginning and containing 299,824 square feet or 6.883 acres.

Being the same property conveyed to Tennessee Trust Company, Trustee by deed from Carroll/LND #1, a Joint Venture composed of Point Place Associates, a Tennessee general partnership, and Lincoln National Realty Corporation, an Indiana corporation, of record in Book 6735, page 155, said Register's Office.

Together with easements for ingress and egress of vehicular and pedestrian traffic, an easement for walking upon and driving and parking vehicles upon,

over and across all sidewalks, entrances, driveways and lanes and parking areas on Lot 2, for the purpose of drainage of surface water from Lot 1 over and on Lot 2, and for the purpose of maintaining, installing and repairing underground facilities serving Lot 1 contained in the Declaration of Reciprocal Easements and Restrictive Covenants of record at Book 5998, page 424, Said Register's Office.

Together with the right to park vehicles on that certain .719 acres pursuant to the Lease Agreement dated April 30, 1985, by and between Point Place II, Ltd. as Lessor and Carroll/LNDC #1 as Lessee as amended by Agreement to Prepay Lease dated November 21, 1985, which is further described in that certain Memorandum of Lease dated December 12, 1985.

This is improved property known as 441 Donelson Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its 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, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 31 day of January, 1989.

"GRANTOR"

TENNESSEE TRUST COMPANY, TRUSTEE

By: _____
W. Criswell Freeman, President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Charles B. Reasor, Jr., a Notary Public in and for the County and State aforesaid, personally appeared W. Criswell Freeman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledged himself to be President of Tennessee Trust Company, a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

Witness my hand and seal, at office in Nashville, Tennessee, this the 31 day of January, 1989.

_____
Notary Public

My Commission Expires:
5-13-90

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $6,400,000.00

AFFIANT

SUBSCRIBED and sworn to before me, this 3rd day of January, 1989.

Notary Public

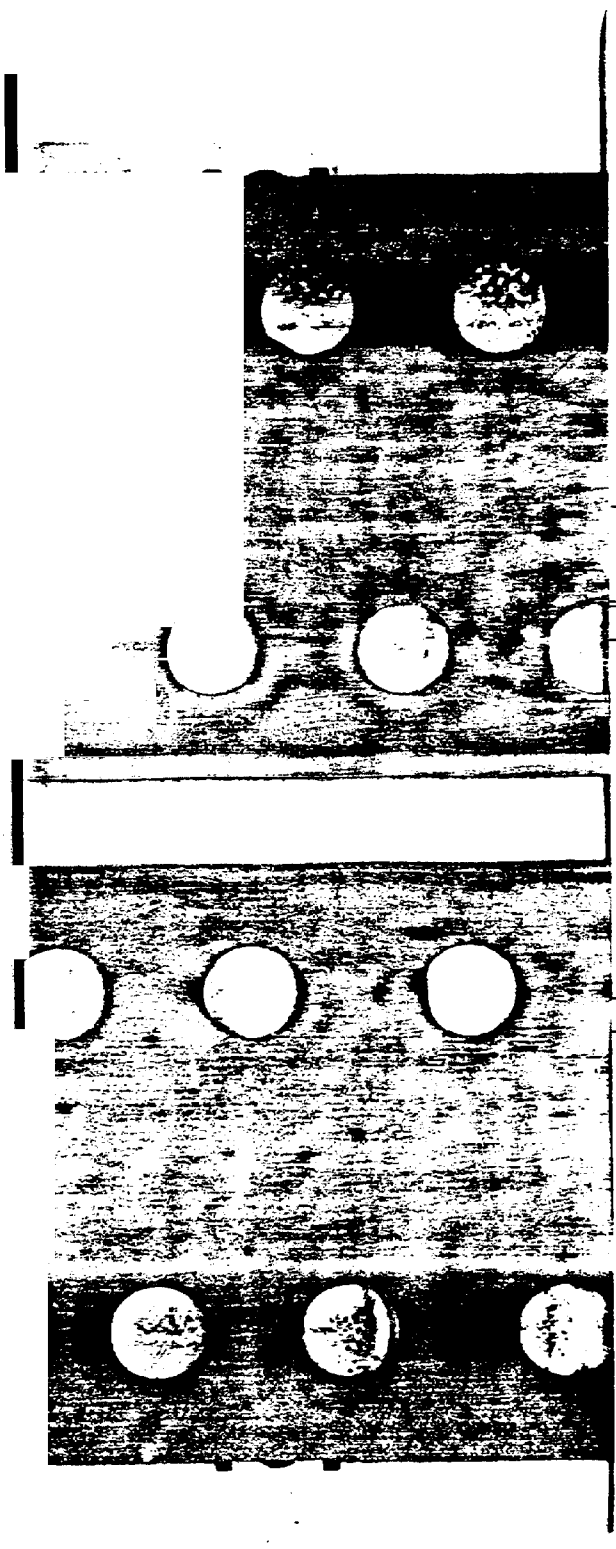
My Commission Expires:
1-10-89

9 8 6 8 6

IDENTIFICATION REFERENCE

JAN 3 4 03 PM '89
FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

2994 01/03 0101 03CHECK 21132.50



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

RECEIVED OF _____

FOR _____

BOOK 7743 PAGE 116

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 6400000.00
CON TX 21120.00
PRFEE 0.50
WDEED 12.00
TOTAL 21132.50
CHECK 21132.50

01/03/89 01 16:05 0001 2994

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

98686

IDENTIFICATION REFERENCE

JAN 3 4 03 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 169691