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JUN 1 4 47 PM '89

3154

SPECIAL WARRANTY DEED

This instrument prepared by:
BROWN, TODD & HEYBURN
1600 Citizens Plaza
Louisville, Kentucky 40202

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO	MAP-PARCEL NUMBERS
Warner Bros. Records Inc. 3300 Warner Boulevard Burbank, California 91510	same	Map 93-13 Parcels 162, 163, 165, 166

STATE OF Kentucky)
)
COUNTY OF Jefferson)

The actual consideration or value, whichever is greater, for this transfer is $1,800,000.00.

Affiant

Subscribed and sworn to before me this the 26th day of May, 1989.

My commission expires: 11/5/91

(Affix Seal)

Notary Public

(FOR REGISTER'S USE)

FOR AND IN CONSIDERATION of the sum of TEN AND 00/100 ($10.00) DOLLARS, and other good and valuable considerations, cash in hand paid by WARNER BROS. RECORDS INC., (the "Grantee" herein), the receipt of which is hereby acknowledged, the undersigned, STM/MUSIC SQUARE EAST LIMITED PARTNERSHIP, a Kentucky limited partnership (the "Grantor" herein), has bargained and sold, and by these presents does transfer and convey unto Grantee, its successors and assigns, certain real estate in Davidson County, State of Tennessee, being more particularly described as follows:

Parcel 1:

Certain real estate in Davidson County, Tennessee, as follows:

Tract I: Being the southerly 34 feet of Lot No. 30 and the northerly 15 feet of Lot No. 31 in John Sigler's Addition to Nashville, as of record in Plan Book 1, Page 4, Chancery Court at Nashville.

Said parts of Lots Nos. 30 and 31 adjoin and front together 49 feet on the easterly side of 16th Avenue South, formerly Belmont Avenue, and back between parallel lines 168 feet to an alley.

Tract II: Being the southerly 57 feet of the northerly 72 feet of Lot No. 31 in Sigler's Addition to Nashville, a plan of which is of record in Plan Book 1, page 4, Chancery Court at Nashville, described as follows: Beginning on the easterly margin of 16th Avenue South, formerly Belmont Avenue, 100 feet northerly from the northerly margin of Hawkins Street; thence with the easterly margin of said Avenue northerly 57 feet; thence at right angles to said Avenue, easterly 168 feet to the westerly margin of an alley; thence with said alley southerly 57 feet to a point 100 feet northerly from the northerly margin of Hawkins Street; thence parallel with said street, westerly 168 feet to the beginning.

Parcel 2:

Tract I: Land in Davidson County, Tennessee, being part of Lot No. 29 in John Sigler's Addition to Nashville, plan of which is of record in Plan Book 1, page 4 of the Chancery Court at Nashville, described as follows:

Beginning on the easterly margin of 16th Avenue South, as widened, formerly Belmont Avenue at a point 113 feet South of Sigler Street, thence South with the east line of 16th Avenue South, 54 feet to a point, and thence eastwardly at right angles to said 16th Avenue South, 163, feet, more or less, to an alley; thence northwardly with said alley 54 feet; thence westwardly 163 feet, more or less to the beginning.

Tract II: Land in Davidson County, Tennessee, being the southerly 5 feet of the easterly part of Lot No. 29, and the northerly 52 feet of the easterly part of Lot No. 30 on the Plan of Sigler's Addition, as of record in Plan Book 1, page 4, Chancery Court at Nashville.

Said parts of Lots Nos. 29 and 30 front together 57 feet on the easterly side of 16th Avenue South, formerly Belmont Avenue, as widened, and run back eastwardly between parallel lines 163, feet to an alley.

More particularly, the said parts of Lots Nos. 29 and 30 are described as follows:

Beginning in the easterly margin of 16th Avenue, South, as widened at a point 206 feet North of the northerly margin of Hawkins Street, and running thence northwardly along the easterly margin of 16th Avenue South, as widened, 57 feet to a point, being the southwest corner of property conveyed to J. H. Smith, by the Fourth & First National Bank; thence eastwardly along Smith's southerly line 163 feet more or less to the westerly margin of an alley; thence southwardly along the westerly margin of said alley, 57 feet to an point; thence westwardly 163 feet, more or less, to the beginning.

The above described property was conveyed to STM/Music Square East Limited Partnership, a Kentucky limited partnership by deed from Alan M. Cartee, of record in Book 7472, Page 232, Register's Office for Davidson County, Tennessee.

Parcel 3:

Tract 1: Land in Davidson County, Tennessee, being parts of Lots Nos. 28 and 29 of Sigler's Plan of Lots as of record in Plan Book 1, page 4, of the Chancery Court at Nashville, Tennessee, described as follows:

Beginning at a point in the eastern margin of 16th Ave. South, as widened, 58 feet South of the intersection of the same with Sigler Street; thence South along the margin of said 16th Avenue, South 55 feet to a point; thence Easterly at right angles to said Avenue, 163 feet, more or less, to an alley; thence Northerly along said alley, 55 feet to Matthews southest corner; thence at right angles, Westerly along said Matthews south line, 163 feet, more or less, to the beginning.

Tract 2: Land in Davidson County, Tennessee, being the northerly 55 feet of Lot No. 28 on the plan of Sigler's Addition, as of record in Plat Book 1, page 4, Chancery Court at Nashville.

Said northerly part of Lot No. 28 fronts 55 feet on the easterly side of 16th Avenue South, as widened, and runs back between parallel lines with the southerly margin of Sigler Street, 163 feet more or less to an alley.

The above described property was conveyed to STM/Music Square East Limited Partnership, a Kentucky Limited Partnership by deed from George W. Hudspeth, a single person, of record in Book 7472, page 229, Register's Office for Davidson County.

This conveyance is given subject to (i) easements now of record, (ii) restrictions now of record as to use and improvement of the real property, (iii) governmental laws and regulations affecting the real property, and (iv) real property ad valorem taxes due and payable in 1989, which have been prorated as of the closing, and all taxes thereafter, which Grantee assumes and agrees to pay.

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

Grantor hereby covenants that he is lawfully seized and possessed of said real estate in fee simple; has good right to convey it; and, the same is unencumbered except as set out herein.

Grantor hereby warrants the title herein conveyed against the lawful claims of all persons claiming the same by, through or under Grantor, but not further or otherwise.

Dated as of this 30th day of May, 1989.

STM/MUSIC SQUARE EAST LIMITED PARTNERSHIP, a Kentucky limited partnership

BY: STM/MUSIC SQUARE PARTNERS, a Kentucky general partnership, General Partner

By: Arthur Strunsky

Its General Partner

STATE OF Kentucky)
)
COUNTY OF Jefferson)

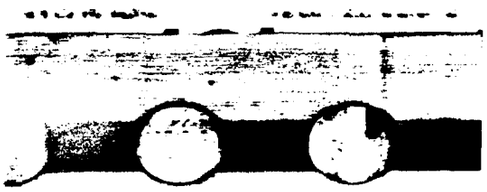
Personally appeared before me, H Thomas Stengel, Jr. a general partner of STM/MUSIC SQUARE PARTNERS, a Kentucky general partnership, General Partner of STM/MUSIC SQUARE EAST LIMITED PARTNERSHIP, a Kentucky limited partnership, with whom I am personally acquainted, and who acknowledged that he, as such general partner, being authorized so to do, executed the within instrument for the purposes therein contained.

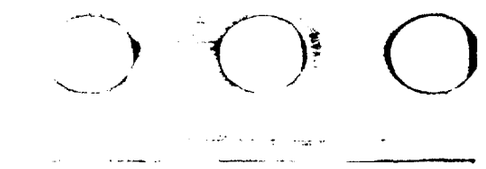
Witness my hand and seal, at office in Louisville, Kentucky, this 30th day of May, 1989.

Diane K Baughman
Notary Public

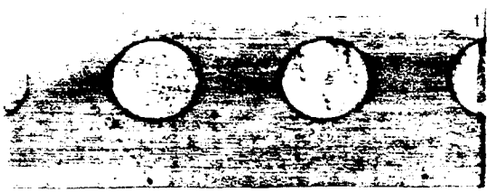
My commission expires: 11/30/91

C8884.DQI
245:jel:A81
5/19/89









OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7854 PAGE 370

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	1800000.00
CON TX	5940.00
PRFEE	0.50
WDEED	12.00
TOTAL	5952.50
CHECK	5952.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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JUN 1 1 47 PM '89

No. 215084