c:\...\rcmven.dir\deed.sp
8/24/89

This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

BOOK 7947 PAGE 91

6 9 4 5 9

IDENTIFICATION REFERENCE

SEP 27 11 09 AM '89

DAVIDSON COUNTY, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is **$5,900,000.00**.

Affiant

Subscribed and sworn to before me this 27th day of SEPTEMBER, 1989.

Notary Public

My commission expires:

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires Nov. 21, 1992

SPECIAL WARRANTY DEED

Address New Owner:	Send tax bills to:	Map-Parcel:
		Tract 1
G-M JOINT VENTURE	NEW OWNER	Map 94-16
One Nashville Place		Parcel 40
Suite 1010		
P. O. Box 22149		
Nashville, TN 37202		Tract 2
ATTN: Robert C. H. Mathews, III		Map 108
		Parcel 98

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, **RCM VENTURE, L.P., a limited partnership** (the "GRANTOR"), has bargained and sold, and by these presents does transfer and convey unto **G - M Joint Venture, a joint venture composed of RCM Venture, L.P. and The Guardian Life Insurance Company of America**, (the "GRANTEE"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

TRACT NO. 1
"Massman Drive" Property

Being a parcel of land in the First, formerly the Third, Civil District, Nashville, Davidson County, Tennessee, bounded on the west by Mill Creek, on the east by Massman Drive, and on the south by Section 27, Metropolitan Industrial Park, as of record in Plat Book 4470, Page 45, and being Lot 82 as shown on the Plan of Metropolitan Industrial Park, of record in Book 5190, Page 568, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at a concrete monument in the westerly margin of Massman Drive, also the northeast corner of said Section 27; thence, north 55° 14' 00" west, passing a witness monument at 578.00 feet, a total distance of 639.91 feet to a point in centerline of Mill Creek; thence, with centerline of said creek, north 57° 17' east, 460.42 feet to a point; thence, leaving Mill Creek, south 70° 46' east, passing a witness monument at 101.67 feet, a total distance of 481.17 feet to a concrete monument in the westerly margin of Massman Drive; thence, along said margin, south 34° 46' west, 554.18 feet to a concrete monument, the point of beginning, containing 6.07 acres, more or less.

TRACT NO. 2
"Airlane Drive" Property

Being a parcel of land in the First Civil District of Davidson County, Tennessee, located on the northerly side of Airlane Drive, being Lot No. 16, as shown on Metropolitan Industrial Park, Phase II, Section Seventeen, as of record in Book 5210, Page 397, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the northerly margin of Air Lane Drive, said point being 1,410.00 feet, more or less, east of the easterly margin of Elm Hill Pike, also being the southeast corner of Lot No. 16A as shown on Metropolitan Industrial Park, Phase II, Section Fifteen, as of record in Book 5190, Page 513, Register's Office for Davidson County; thence, leaving said Air Lane Drive with the easterly boundary of said Lot No. 16A, north 23° 25' west, 102.38 feet to the center of a 100.00 foot Tennessee Valley Authority easement; thence, with said center of easement and the northerly line of said Lot No. 16A, north 70° 46' west, 376.62 feet to a point in the easterly boundary of Metropolitan Industrial Park, Phase

II, Section One, as recorded in Book 4955, Page 59, Register's Office for Davidson County; thence, with said easterly boundary, north 27° 38' west, 38.59 feet to a point; thence, continuing with said easterly boundary of Section One, north 23° 54' east, 322.38 feet to a concrete monument, said point being the northeasterly corner of said Phase II, Section One; thence, with the southerly boundary of Metropolitan Industrial Park, Section 48, as recorded in Book 4660, Page 103, Register's Office for Davidson County, south 89° 23' 27" east, 153.01 feet to a concrete monument in the southerly boundary of said Section 48; thence, continuing with said southerly boundary, south 87° 33' east, 272.43 feet to a point; thence, leaving said southerly boundary with the westerly boundary of Lot No. 14, as shown on Metropolitan Industrial Park, Phase II, Section Seventeen, as recorded in Book 5210, Page 397, Register's Office for Davidson County, south 01° 08" west, 379.97 feet to a point; thence, continuing with said westerly boundary, south 31° 11' east, 140.05 feet to a point in the northerly margin of Air Lane Drive; thence, with said northerly margin with a curve to the left 211.50 feet to the point of beginning, said curve having a radius of 430.00 feet, a central angle of 28° 11' 41" and a tangent distance of 107.99 feet; containing 219,919 square feet or 5.05 acres, more or less.

Being the same properties conveyed to RCM Venture, L.P. by deed from RCM Venture of record in Book 7947, page 87, Register's Office for Davidson County, Tennessee.

TRACT NO. 1 is conveyed subject to the following matters:

1. Taxes for the year 1989 which have been prorated between the parties and assumed by the GRANTEE.

2. Easement for construction of power lines and towers in favor of Tennessee Power Company of record in Book 437, page 28, Register's Office for Davidson County, Tennessee.

3. Flowage easement for flooding of Mill Creek in favor of the United States of America, of record in Book 2200, page 423, Register's Office for said County.

4. Those matters shown on the Plan of record in Book 5190, said Register's Office.

5. Matters as shown on the survey by Barge, Waggoner, Sumner & Cannon, entitled "Bulk Storage Warehouse Facility", dated March 30, 1983, and revised August 25, 1989.

6. Any adverse claim based upon the assertion that: (a) Some

portion of said land has been created by artificial means, or has accreted to such portion so created, and (b) some portion of said land has been brought within the boundaries thereof by an avulsive movement of Mill Creek or has been formed by accretion to any such portion.

7. Such rights and easements for navigation and fishery which may exist over that portion of said land lying beneath the waters of Mill Creek.

8. Restrictive Covenants of record in Book 5107, page 411, Register's Office for Davidson County, Tennessee.

TRACT NO. 2 is conveyed subject to the following matters:

1. Taxes for the year 1989 which have been prorated between the parties and assumed by the GRANTEE.

2. Easement of United States of America for transmission lines of record in Book 1298, page 301, Register's Office for Davidson County, Tennessee.

3. Those matters shown on the Plan of record in Book 5210, page 397, said Register's Office.

4. Matters as shown on the survey by Barge, Waggoner, Sumner & Cannon, entitled "Airlane Business Center", dated December 7, 1982, and revised August 22, 1989.

5. Restrictive Covenants of record in Book 5107, page 411, Register's Office for Davidson County, Tennessee.

This is improved property known as:

Tract I - 731 Massman Drive
Tract II - 1834 Airlane Drive

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns forever.

And the GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and warrants that the same is unencumbered, except as set forth above.

And the GRANTOR does further covenant and bind itself, its heirs, successors and assigns, to warrant and forever defend the title to the land to the said GRANTEE, its successors and assigns, against the lawful claims by, through or under the GRANTOR, but not further.

IN WITNESS WHEREOF, the undersigned has caused this deed to be executed on this 27th day of SEPTEMBER, 1989.

RCM VENTURE, L.P.
a limited partnership

By: RCM Interests,
a limited partnership,
General Partner

By: _____
Walker Casey Mathews
General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared **Walker Casey Mathews,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a general partner of **RCM Interests,** the general partner of **RCM VENTURE L.P.,** a Tennessee Limited Partnership, the within named bargainor, and that he as general partner of RCM Interests, executed the foregoing instrument for the purpose therein contained by signing the name of RCM Venture L.P., by himself as a general partner of RCM Interests, the general partner of RCM Venture L.P.

WITNESS my hand and official seal at office on this 27th day of SEPTEMBER, 1989.

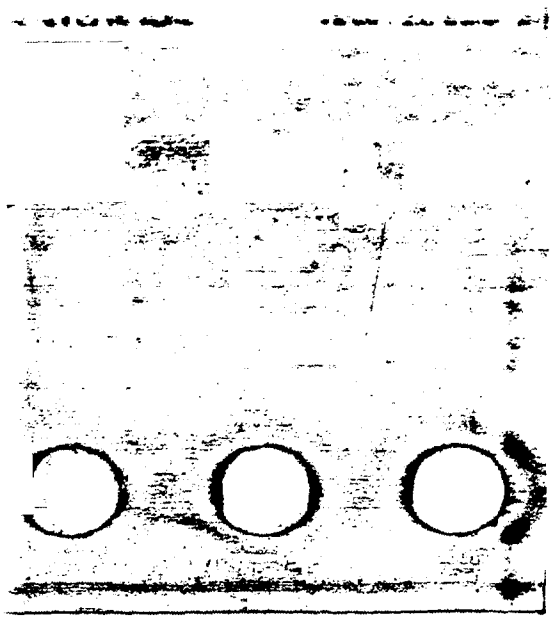
_____
Notary Public

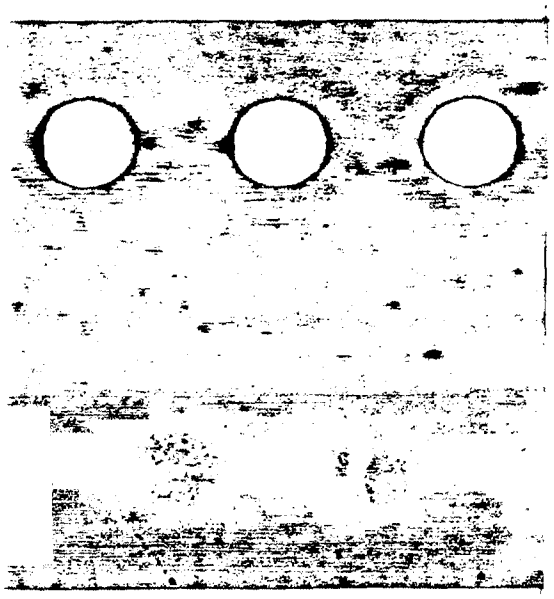
THOMAS C. SCOTT NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My commission expires: _____

My Commission Expires Nov. 21, 1992

3640 09/27 0101 03CHECK 19486.00





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7947 PAGE 96

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
5900000.00
CON TX 19470.00
PRFEE 1.00
WDEED 15.00
TOTAL 19486.00
CHECK 19486.00
09/27/89 01 11:09 0001 8640

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

69459

IDENTIFICATION REFERENCE

SEP 27 11 09 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 252586