jeh2646:3/8/90
JBZ002-002

QUITCLAIM DEED

Address New Owner as Follows:	Send Tax Bills To:	Map-Parcel No.
MetroCenter Properties, Inc. 2214 MetroCenter Blvd., Suite 100 Nashville, Tennessee 37228	Same	SEE ATTACHED EXHIBIT C

Box 6 JEH

This instrument prepared by: DEARBORN & EWING, Attorneys, Suite 1200, One Commerce Place, Nashville, Tennessee 37239 (JEH)

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by Grantee, the receipt of which is hereby acknowledged, METROCENTER PROPERTIES, a Tennessee general partnership ("Grantor"), by these presents, does hereby quitclaim unto METROCENTER PROPERTIES, INC., a Delaware corporation ("Grantee"), its successors and assigns, all of its right, title and interest in and to the following described land in Davidson County, Tennessee:

FOR PROPERTY DESCRIPTION, SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE AS IF COPIED VERBATIM HEREIN

This instrument is given by the undersigned, in furtherance of, and as record evidence of, the termination of MetroCenter Properties, a Tennessee general partnership, by virtue of the merger of Cumberland Bend Investments, Inc., a Delaware corporation, and one of the two general partners of MetroCenter Properties, into MetroCenter Properties, Inc., a Delaware corporation, the other general partner of MetroCenter Properties. The merger of Cumberland Bend Investments, Inc. into MetroCenter Properties, Inc. was effected March 6, 1990 by the filing of a Certificate of Ownership and Merger in the Secretary of State's Office for the State of Delaware. A copy of such Certificate is attached hereto as Exhibit B to this instrument.

All of the foregoing reorganizations and transfers are made pursuant to a Plan of Reorganization ordered and confirmed by the Bankruptcy Court for the Middle District of Tennessee pursuant to that certain Order Confirming the Joint Plan of Reorganization, a true and certified copy of such Order having been filed of record in Book 8058, page 830, in the Register's Office for Davidson County, Tennessee, and, therefore, are exempt from recordation tax under Section 1146(c) of the United States Bankruptcy Code.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on the 9th day of March, 1990.

METROCENTER PROPERTIES, a
Tennessee general partnership

BY: MetroCenter Properties, Inc.,
a Delaware corporation, sole
surviving general partner

BY: _____
Randall W. Parham,
Vice President

RUSH

0 9 7 8 2

IDENTIF. REFERENCE

Mar 9 3 57 PM '90

DAVIDSON COUNTY TN

1220 03/09 0101 03CHECK 75.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Randall W. Parham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Vice President of MetroCenter Properties, Inc., a Delaware corporation, the sole surviving general partner of MetroCenter Properties, the within named bargainor, a general partnership, and that he as such Vice President of the corporate sole surviving general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the general partnership by himself as Vice President of the sole surviving general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 9th day of March, 1990.

Benora Jane Bell
NOTARY PUBLIC

NOTARY PUBLIC AT LARGE STATE OF TENN.

My Commission Expires: 3/11/91

EXHIBIT "A"

Tract 4G

Description:

Land in Davidson County, Tennessee (Tract 4G), as shown on the Subdivision Plat entitled "Resubdivision of Part of Block "H", Section No. 1-Book 4675, Page 48, MetroCenter, Tract 4M and 4G", recorded April 22, 1988 in Book 6200, Page 751 of the Register's Office of Davidson County, Tennessee.

Tax Map 71-13, Parcel 02. Containing approximately 7.39 acres, plus or minus.

Tract 4J

Description:

Land in Davidson County, Tennessee, being known generally as Tract 4J, containing approximately 1.0 acres, plus or minus, and being more particularly described as follows: Bounded on the East by Tract 4E, as shown on that plat of record entitled "Section 4, Cumberland Bend Business Park at MetroCenter" recorded June 5, 1989 in Book 6200, Page 854 of the Register's Office of Davidson County, Tennessee; bounded on the West by Tract 4H, as shown on that plat of record entitled "Cumberland Bend Business Park, Section 6, MetroCenter" recorded July 21, 1978 in Book 5190, Page 137 of said Register's Office; bounded on the North by Tract 13, as shown on that plat of record entitled "Resubdivision of Part of Block "H" Section No. 1, Book 4675, Page 48, MetroCenter, Tract 13" recorded January 29, 1974 in Book 4660, Page 87, said Register's Office; and bounded on the South by the Northwest boundary of that 30' private access and public utility easement as shown on the Exhibit to Master Deed of record in Book 5028, Page 333, as amended of record in Book 5035, Page 972, Register's Office of Davidson County, entitled "Exhibit to Master Deed, Cumberland Bend Business Park" recorded in Book 5035, Page 975, Register's Office of Davidson County.

Tract 4J, Tax Map 71-13, Parcel 17. Containing approximately 1.0 acres, plus or minus.

Tract 4M

Description:

Land in Davidson County, Tennessee (Tract 4M), as shown on the Subdivision Plat entitled "Resubdivision of Part of Block "H", Section No. 1-Book 4675, Page 48, MetroCenter, Tract 4M and 4G", recorded April 22, 1988 in Book 6200, Page 751 of the Register's Office of Davidson County, Tennessee.

Tax Map 71-13, Parcel 20. Containing approximately 4.96 acres, plus or minus.

Tracts 7B, 7E, 7L, 8B, 8C, 8D, 8E and 8F

Description:
Land in Davidson County, Tennessee, being those Tracts of property known generally as Tract 7B, containing approximately 1.151 acres, plus or minus; Tract 7E, containing approximately 1.0 acres, plus or minus; Tract 7L, containing approximately 2.0 acres, plus or minus; Tract 8B, containing approximately 1.8 acres, plus or minus; Tract 8C, containing approximately 1.9 acres, plus or minus; Tract 8D, containing approximately 2.5 acres, plus or minus; Tract 8E, containing approximately 1.01 acres, plus or minus (and being Tract 8E as shown on the Subdivision Plat entitled "MetroCenter Tract 8E," recorded November 2, 1988 in Book 6200, Page 802, in the Register's Office for Davidson County, Tennessee); and Tract 8F containing approximately 1.89 acres, plus or minus, said property being more particularly described as all that property shown on the Exhibit to the Master Deed of record in Book 5026, Page 783, as amended in Book 5035, Page 967 entitled "Exhibit to Master Deed, Master Plan 76-82-U, MetroCenter Properties, Inc., Blocks 7 and 8, MetroCenter" dated June 7, 1976 of record in Book 5035, Page 970 of the Register's Office of Davidson County, Tennessee and all that Property described in Exhibit A to the Master Deed of record in Book 5332, Page 587.

Tract 7B, Tax Map 70-16, Parcel 22. Containing approxiamtely 1.151 acres, plus or minus;
Tract 7E, Tax Map 70-16, Parcel 02. Containing approximately 1.0 acres, plus or minus;
Tract 7L, Tax Map 70-16, Parcel 02. Containing approximately 2.0 acres, plus or minus;
Tract 8B, Tax Map 70-16, Parcel 02. Containing approxiamtely 1.8 acres, plus or minus;
Tract 8C, Tax Map 70-16, Parcel 02. Containing approximately 1.9 acres, plus or minus;
Tract 8D, Tax Map 70-16, Parcel 02. Containing approximately 2.5 acres, plus or minus;
Tract 8E, Tax Map 70-16, Parcel 02. Containing approximately 1.01 acres, plus or minus; and
Tract 8F, Tax Map 70-16, Parcel 02. Containing approximately 1.89 acres, plus or minus.

INCLUDED IN THE ABOVE DESCRIBED PROPERTY, BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE ARE THE FOLLOWING TRACTS OF LAND:

Tract 7A: As shown on a Subdivision Plat entitled "First Revision, Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 7A", recorded February 19, 1975, Book 4885, Page 12 Register's Office of Davidson County, Tennessee.

Tract 7C: As shown on a Subdivision Plat entitled "Section 15, Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 7C" recorded February 23, 1981, Book 5190, Page 490, Register's Office of Davidson County.

Tract 7D: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 7D" recorded June 16, 1976, Book 4885, Page 164, Register's Office of Davidson County.

Tract 7F: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 7F" recorded February 19, 1975, Book 4885, Page 13, Register's Office of Davidson County.

Tract 7G: As shown on a Subdivision Plat entitled "Second Revision, MetroCenter, Tract 7G" recorded February 20, 1987, Book 6200, Page 573, Register's Office of Davidson County (the same being a portion of the parcel identified as "7G" in Exhibit "A" to First Amendment Master Deed MetroCenter, of record in Book 5035, Page 970, said Register's Office).

Tract 7J: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 7J" recorded September 22, 1978, Book 5190, Page 182, Register's Office of Davidson County.

Tract 7K: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4657 Page 48, MetroCenter, Tract 7K" recorded April 12, 1977, Book 5060, Page 118, Register's Office of Davidson County, Tennessee.

Tract 8A: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 8A" recorded April 24, 1974, Book 4715 Page 93, Register's Office of Davidson County.

Tract 8B-1: As shown on a Subdivision Plat entitled "Resubdivision of Part of Block "G", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 8B-1" recorded August 15, 1978, Book 5190 Page 141, Register's Office of Davidson County.

Tract 10B

Description:

Land in Davidson County, Tennessee, being that property known generally as Tract 10A, containing approximately 10.00 acres, plus or minus; Tract 1, containing approximately 19.4 acres, plus or minus; and Tract 10B, containing approximately 1.30 acres, plus or minus, said property being more particulary described as all that property bounded on the West by French Landing Drive; bounded on the North by Vantage Way; bounded on the East by Tract 2A, as shown on a Subdivision Plat entitled "Resubdivision of Part of Block "E" Section No. 1, Book 4675, Page 48, MetroCenter, Tract 2A" recorded January 27, 1977, Book 5060, Page 85 of the Register's Office of Davidson County, Tennessee; and bounded on the South by the Northern boundary of the right of way for United States Interstate Highway 265. Tract 10A and Tract 1, containing approximately 29.40 acres, plus or minus, have previously been conveyed to Third National Bank by Hypothecation Agreement, Second Deed of Trust, Assignment of Rents and Security Agreement of record in Book 7439, Page 852 of said Register's Office.

Tract 10B, Tax Map 81-4, Parcel 118. Containing approximately 1.30 acres, plus or minus.

INCLUDED IN THE ABOVE DESCRIBED PROPERTY, BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE ARE THE FOLLOWING TRACTS OF LAND:

That Tract of land owned by A.G. Demonbruene, Jr., and wife, shown on official records of Metropolitan Government of Nashville and Davidson County,

Tennessee as Tax Map 84-04 Parcel 203, conveyed to the above referenced owners by Deed of Record in Book 1941, Page 563, in the Register's Office of Davidson County, Tennessee.

That property known generally as Tract 10A, containing approximately 10 acres, plus or minus, and Tract 1, containing approximately 19.4 acres, plus or minus, said property having previously been conveyed in trust for the benefit of Third National Bank by Hypothecation Agreement, Second Deed of Trust, Assignment of Rental Security Agreement of record in Book 7439, Page 852, said Register's Office of Davidson County, Tennessee.

Tract 11

Description:

Land in Davidson County, Tennessee being that property known generally as Tract 11, containing approximately 4.71 acres, plus or minus, and being more particularly described as that property lying South of United States Interstate Highway 265 and bounded on the North by Tract 11A as shown on a Subdivision Plat entitled "First Revision, MetroCenter, Tract 11A", recorded December 13, 1976, Book 5060, Page 59 of the Register's Office of Davidson County, Tennessee; bounded generally on the East by the Cumberland River; and on the South and West by property owned by the Metropolitan Government of Nashville and Davidson County, Tennessee Department of Water and Sewer by Deed of record in Book 7085 Page 187, said Register's Office.

Tract 11, Tax Map 82, Parcel 10. Containing approximately 4.71 acres, plus or minus.

Tracts 21A and 21B

Description:

Land in Davidson County, Tennessee, being known generally as Tract 21A, containing approximately 2.5 acres, plus or minus, and Tract 21B, containing approximately 4.36 acres, plus or minus, and being more particularly described as all that property bounded on the North by Vantage Way; bounded on the East by French Landing Drive; bounded on the South by Dominican Drive; and bounded on the West by MetroCenter Boulevard.

Tract 21A, Tax Map 81-4, Parcel 220. Containing approximately 2.5 acres, plus or minus.
Tract 21B, Tax Map 81-4, Parcel 37. Containing approximately 4.36 acres, plus or minus.

INCLUDED IN THE ABOVE DESCRIBED PROPERTY, BUT HEREBY EXPRESSLY EXCLUDED FROM THIS CONVEYANCE IS THE FOLLOWING TRACT OF LAND:

Tract 21C: As shown on a Subdivision Plat entitled "First Revision, MetroCenter, Tract 21C" recorded September 22, 1978, Book 5190, Page 181 of the Register's Office of Davidson County, Tennessee.

Tracts 23 and 23B

Description:

Land in Davidson County, Tennessee, being that property known generally as Tract 23, containing approximately 24.9 acres, plus or minus, and Tract 23B, containing approximately 4.20 acres, plus or minus, and being more particularly described as all the property bounded on the North by Ponder Place; bounded on the East by Athens Way; bounded on the South by Dominican Drive; and bounded on the West by Tenth Avenue.N/NINTH AVENUE N.

Tract 23, Tax Map 81-4, Parcel 226. Containing approximately 24.9 acres, plus or minus;
Tract 23B, Tax Map 81-03, Parcel 365. Containing approximately 4.20 acres, plus or minus.

INCLUDED IN THE ABOVE DESCRIBED PROPERTY BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE IS THE FOLLOWING TRACTS OF LAND:

Tract 23A: As shown on the Subdivision Plat entitled "Resubdivision of Part of Plan of Buena Vista and Mt. Vernon Plan, Part of Tract 23 of MetroCenter, Section 2" recorded May 1, 1974, Book 4715, Page 99 of the Register's Office of Davidson County, Tennessee.

Tract 23B-1: As shown on the Subdivision Plat entitled "Resubdivision of Part of Tract 23B, Section No. 4, Book 4958, Page 46, MetroCenter, Tract 23B-1" recorded October 27, 1977, Book 4955, Page 124 of said Register's Office.

Parcels 281 through 287: As shown on the Davidson County Property Map and Records System, Sheet 81-3.

Tract 35

Description:

Land in Davidson County, Tennessee, being a part of Tract 35, shown on the Subdivision Plat entitled "Resubdivision Lot No. 35, Section 18, MetroCenter, Tracts 35 and 35A", recorded June 15, 1988 in Book 6900, Page 680, of the Register's Office of Davidson County, Tennessee.

Tax Map 70-11, Parcel 03. Containing approximately 13.29 acres, plus or minus.

Tract 35A

Description:

Land in Davidson County, Tennessee (Tract 35A) as shown on the Subdivision Plat entitled "Section 18, MetroCenter, Tracts 35 and 35A", recorded March 31, 1982 in Book 5200, Page 408 of the Register's Office of Davidson County, Tennessee.

Tax Map 70-12, Parcel 8. Containing approximately 6.0 acres, plus or minus.

Tract 37S

Description:

Land in Davidson County, Tennessee being that property generally known as Tract 37S, containing approximately 1.8 acres, plus or minus, and being more particularly described as follows: Bounded generally on the Northwest by the Cumberland River levee; bounded on the Southwest by Tract 37 as shown on the Subdivision Plat entitled "MetroCenter, Tract 37" recorded December 18, 1978, Book 5190, Page 221 in the Register's Office of Davidson County, Tennessee; bounded on the Southeast by Freeland Station Road; and bounded on the Northeast by Tract 37A as shown on the Subdivision Plat entitled "Section 5, MetroCenter, Tract 37A" recorded February 18, 1977, Book 5050, Page 46, of the Register's Office of Davidson County, Tennessee.

Tract 37S, Tax Map 70-14, Parcel 15. Containing approximately 1.8 acres, plus or minus.

Tract 37T

Description:

Land in Davidson County, Tennessee being known generally as Tract 37T, containing approximately 2.34 acres, plus or minus, and being more particularly described as follows: Bounded generally on the Northwest by the Cumberland River levee; bounded on the Southeast and Southwest by the Ted Rhodes Golf Course; and bounded on the Northeast by Tract 37 as shown on a Subdivision Plat entitled "MetroCenter, Tract 37" recorded December 18, 1978, Book 5190, Page 221 of the Register's Office of Davidson County, Tennessee.

Tractl 37T, Tax Map 70-13, Parcel 153. Containing approximately 2.34 acres, plus or minus.

Tract 37V

Description:

Land in Davidson County, Tennessee, being known generally as Tract 37V, containing approximately 1.75 acres, plus or minus, and being more particularly described as follows: Bounded on the Southwest by Tract 37N as shown on the Subdivision Plat entitled "Resubdivision of Part of Block " ", Section No. 1, Book 4675, Page 48, MetroCenter, Tract 37N", recorded November 9, 1979, Book 5190, Page 365 of the Register's Office of Davidson County, Tennessee; bounded on the Northwest by Mainstream Drive; bounded on the Northeast by Tract 37H as shown on a Subdivision Plat entitled "Section 16, MetroCenter, Tract 37H and 37P" recorded May 4, 1981, Book 5190, Page 520 said Register's Office; and bounded on the Southeast by land owned by the Metropolitan Government of Nashville and Davidson County, Tennessee.

Tract 37V, Tax Map 70-10, Parcel 16. Containing approximately 1.75 acres, plus or minus.

NOTE:

ALL REFERENCES TO STREETS, ROADS, OR HIGHWAYS CONTAINED HEREIN WITH REGARD TO REFERENCING THE BOUNDARY OF A PARTICULAR TRACT OF PROPERTY SHALL MEAN AND REFER TO THE STREET, ROAD, OR HIGHWAY IN THE CONFIGURATION AND PLACEMENT EXISTING AS OF DECEMBER 27, 1989.

Being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner' by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of Tenth Avenue North, and by deed of record in Book 7407, page 602, said Register's Office.

TRACT 18

Description:

BEING a parcel of land located in the 1st Civil District, Nashville, Davidson County, north of MetroCenter Boulevard, east of 10th Avenue, North, south and west of Cumberland River, and known as Lot No. 18 of the Resubdivision of Part of Section No. 1, MetroCenter, Tract 18, of record in Book 5210, page 50, Register's Office, Davidson County, Tennessee, to which plat reference is made for a complete legal description.

BEING the same property conveyed to MetroCenter Properties by deed from South Central Bell Telephone Company, a Delaware corporation, of record in Book 5730, page 835, said Register's Office.

TRACTS 1 and 10A

Description:

Land in Davidson County, Tennessee, located partly in Block "E" on the plan of MetroCenter, Section One, as of record in Book 4675, page 48, Register's Office for said County, and being known as Lots 1 and 10A of MetroCenter, not of record, described together as follows:

A certain tract of land in Davidson County, Tennessee, being bounded on the north by Vantage Way, on the east by the westerly boundary of Lot 2A on the Plan of MetroCenter as of record in Book 5060, page 85, said Register's Office, on the south by I-265 and Dominican Drive, and on the west by French Landing Drive as dedicated in Book 5210, page 25, said Register's Office.

INCLUDED IN THE ABOVE DESCRIPTION BUT SPECIFICALLY EXCLUDED THEREFROM IS THE FOLLOWING DESCRIBED PROPERTY:

Beginning at a point at the northeasterly intersection of I-265 and Dominican Drive, and running thence along the northerly margin of the said I-265 N 41° 25' 56" E 148.00 feet to a point; thence N 44° 13' W 419.45 feet, more or less, to a point; thence S 44° 00' 00" W 361.33 feet to a point in the northerly margin of Dominican Drive; thence running with the northerly margin of Dominican Drive in a generally southeasterly direction to the point of beginning.

TRACT 15

Description:

Land in Davidson County, Tennessee, being known as Lot No. 15 of MetroCenter, not of record, and being part of Block "G" on the plan of MetroCenter, Section One, of record in Book 4675, page 48, Register's Office for said County, more particularly described as follows:

Beginning at a point in the westerly margin of Great Circle Road, said point being the common corner of the herein described tract and the northerly boundary of Lot 12B of MetroCenter as of record in Book 5190, page 486, Register's Office for said County, thence with the northerly boundary line of said Lot 12B S 72° 11' 24" W 628.66 feet to a point, said point being the southeasterly rear corner of Lot 7J of MetroCenter as of record in Book 5190, page 182, said Register's Office; thence along the rear boundary line of said Lot 7J, along a curve to the left having a radius of 1000.00 feet, northeasterly a distance of 579.01 feet to a point, said point being the northwesterly rear corner of said Lot 7J and the northeasterly rear corner of an unrecorded Lot 8C of MetroCenter; thence with the rear line of said Lot 8C and continuing with a curve to the left having a radius of 1000.00 feet, northwesterly 260.69 feet to a point; thence continuing with said rear line of said Lot 8C, S 82° 02' 13" E 150.96 feet to a point, said point being the northwesterly corner of said Lot 8C and the northeasterly corner of an unrecorded Lot 8B-3 of MetroCenter; thence along the northerly line of said Lot 8B-3 and continuing with the northerly line of an

unrecorded Lot 8B-4 of MetroCenter, N 66° 15' 50" W in all 349.48 feet to a point, said point being in the easterly margin of Athens Way; thence along said easterly margin of Athens Way, northeasterly 54.15 feet to an iron pin; thence continuing along said margin along a curve to the left, northerly 291.33 feet to a point; thence continuing with said margin, northerly 15.38 feet to a point at the beginning of a curve to the right having a radius of 50 feet; thence around said curve in a northeasterly direction 78.54 feet to a point in the southerly margin of Great Circle Road; thence with the margin of Great Circle Road, the following calls and distances: S 77° 05' 19" E 168.61 feet to the beginning of a curve; thence with said curve to the right having a radius of 5,675.58 feet, southeasterly a distance of 860.89 feet to a point; thence S 68° 23' 52" E 238.82 feet to the beginning of a curve; thence with said curve to the right having a radius of 346.00 feet, southeasterly a distance of 312.79 feet to a point; thence S 16° 36' 03" E 219.95 feet to the point of beginning.

TRACT 17

Description:

Land in Davidson County, Tennessee, being Lot No. 17 on the plan of MetroCenter, Tract 35C, a Resubdivision of Tracts 17 and 35, as of record in Book 5210, page 251, Register's Office for said County, to which plan reference is hereby made for a more complete description of said lot.

The said Tracts 1, 10A, 15 and 17 being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of Tenth Avenue North.

TRACT 36

Description:

Being a parcel of land located on Great Circle Road in the First Civil District, Nashville, Davidson County, Tennessee, being Lot No. 36 on the plan MetroCenter Section II of record in plat Book 5200, Page 237, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the southerly margin of Great Circle Road, said point being the most northerly common corner with Lot No. 31 as shown on the plan MetroCenter, Section II as of record in Plat Book 5200, Page 237, R.O.D.C.;

THENCE, with said southerly margin the following calls:

N 61° 28' E, 311.97 feet to a point;

With a curve to the right a central angle of 41° 26' 41" and a radius of 1,018.00 feet for a distance of 736.37 feet to a point;

S 77° 05' 19" E, 1,067.74 feet to a point;

THENCE, leaving said southerly margin the following calls:

With a curve to the left having a central angle of 60° 00' 00" and a radius of 408.00 feet for a distance of 427.26 feet to a point;

S 42° 54' 41" W, 185.00 feet to a point;

With a curve to the right having a central angle of 32° 44' 26" and a radius of 392.00 feet for a distance of 224.00 feet to a point;

S 19° 30' 00" W, 999.15 feet to a point;

N 37° 13' 44" W, 1,634.90 feet to the point of beginning;

Containing 1,334,922 square feet, or 30.65 acres, more or less.

Being property conveyed to MetroCenter Properties, a Tennessee general partnership comprised of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781, and Book 5328, page 634 and Cumberland Bend Investments, Inc. by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee.

TRACT M-I

Description:

Land in Davidson County, Tennessee, being Lots Nos. 53 through 71, inclusive, Lot No. 73, the major portion of Lot No. 72, and the streets as closed, on the Mt. Vernon Plan of record in Book 21, page 149, Register's Office for said County, to which plan reference is hereby made for a more complete description; together with all that property being bounded by Athens Way on the west, MetroCenter Boulevard on the north and east, and Dominican Drive on the south.

INCLUDED IN THE FOREGOING DESCRIPTION BUT EXPRESSLY EXCLUDED THEREFROM is the following described property:

Being Lot No. 1 on the Plat of Section 6, MetroCenter Tract 20, of record in Book 4955, page 73, said Register's Office, to which plat reference is hereby made for a more complete description.

TRACT M-II

Description:

Land in Davidson County, Tennessee, being bounded on the north by MetroCenter Boulevard, on the east by Athens Way, on the south by Ponder Place, and on the west by Tenth Avenue North.

TRACT 30

Description:

Land in Davidson County, Tennessee, being Lot No. 30 on the Plan of the Resubdivision of Lot 30, Section 11, MetroCenter, of record in Book 6900, page 82, Register's Office for said County, to which plan reference is hereby made for a more complete description.

TRACT 32

Description:

Land in Davidson County, Tennessee, being Lot No. 32 on the Plan of Section 20, Resubdivision of Part of Section Eleven, MetroCenter, Tracts 32 and 33, of record in Book 6200, page 7, Register's Office for said County, to which plan reference is made for a more complete description.

TRACT M-III

Description:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, bounded on the east by French Landing Drive, on the south by Vantage Way, on the west by MetroCenter Boulevard, on the northwest by Athens Way, and being part of Block "D", MetroCenter Section I as of record in Book 4675, page 48, R.O.D.C., Tennessee, more particularly described as follows:

Beginning at a point in the southeasterly margin of Athens Way, 46.76 feet from the easterly margin of MetroCenter Boulevard; thence, N 14° 45' 42" E, 63.72 feet; thence, with a curve to the right, having a central angle of 28° 25' 06", a radius of 458.00 feet and a distance of 227.17 feet; thence, N 43° 10' 48" E, 107.46 feet; thence, with a curve to the left, having a central angle of 03° 32' 02", a radius of 1951.86 feet and a distance of 120.39 feet; thence, leaving Athens Way and with the centerline of a drainage canal, S 50° 03' E, 586.00 feet; thence, with a curve to the

right, having a central angle of 08° 12', a radius of 1250.00 feet, and a distance of 189.80 feet; thence N 61° 15' 01" E, 171.68 feet; thence, with a curve to the right, having a central angle of 13° 20', a radius of 2206.30 feet and a distance of 513.43 feet to the westerly margin of French Landing Drive; thence, with said Drive southerly with a curve to the right, having a central angle of 27° 50' 46", a radius of 1070.00 feet and a distance of 520.03 feet; thence, S 19° 40' 46" W, 316.86 feet; thence, with a curve return to the right, having a central angle of 74° 22' 17", a radius of 165.00 feet and a distance of 214.17 feet to the northerly margin of Vantage Way; thence, with a curve to the right, having a central angle of 02° 21' 02", a radius of 2158.00 feet and a distance of 88.53 feet; thence, N 83° 35' 55" W, 60.48 feet; thence, with a curve to the left, having a central angle of 20° 37' 30", a radius of 492.00 feet and a distance of 177.11 feet; thence, with a curve return to the right, having a central angle of 76° 24' 46", a radius of 50.00 feet and a distance of 66.68 feet to the easterly margin of MetroCenter Boulevard; thence, northwesterly with a curve to the left, having a central angle of 43° 35' 40", a radius of 1326.24 feet and a distance of 1009.09 feet; thence with a curve return to the right, having a central angle of 86° 10' 01", a radius of 50.00 feet and a distance of 75.20 feet to the point of beginning, and containing 20.65 acres, more or less.

The said TRACTS M-I, M-II, M-III, 30 and 32 being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of Tenth Avenue North, and by deed of record in Book 7407, page 602, said Register's Office.

EXHIBIT "A"
PAGE 14 of 19

TRACT 34

Description:

Land in Davidson County, Tennessee, being Lot No. 34 on the Plan of MetroCenter, Section 11, of record in Book 5200, page 237, Register's Office for said County, to which plan reference is hereby made for a more complete description.

Being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner' by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of Tenth Avenue North.

TRACT 28

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, being Lot Number 28 as shown on the plan of First Revision, Resubdivision of Tracts 28 and 29, Section Two, MetroCenter as of record in Book 6200, page 932, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a concrete monument in the northerly margin of MetroCenter Boulevard, said monument being at the terminus of a curve return to the westerly margin of Athens Way, said monument also being North 79 degrees 00 minutes 28 seconds West, 88.81 feet from the centerline of said Athens Way; THENCE with said northerly margin the following calls: North 79 degrees 00 minutes 28 seconds West, 3.70 feet to a concrete monument; with a curve to the left 16.50 feet to a concrete monument, said curve having a central angle of 00 degrees 42 minutes 45 seconds, a radius of 1,326.24 feet, a tangent of 8.25 feet and a chord of North 79 degrees 21 minutes 53 seconds West, 16.50 feet; North 79 degrees 43 minutes 21 seconds West, 1,174.68 feet to a concrete monument; with a curve to the left 207.77 feet to a concrete monument; said curve having a central angle of 04 degrees 04 minutes 48 seconds, a radius of 2,917.79 feet, a tangent of 103.93 feet and a chord of North 81 degrees 45 minutes 49 seconds West, 207.73 feet; North 83 degrees 48 minutes 18 seconds West, 3.09 feet to a concrete monument; with a curve to the right 63.37 feet to a concrete monument in the easterly margin of Great Circle Road, said curve having a central angle of 72 degrees 37 minutes 01 second, a radius of 50.00 feet, a tangent of 36.74 feet and a chord of North 47 degrees 29 minutes 41 seconds West, 59.21 feet; THENCE with said easterly margin the following calls: North 11 degrees 11 minutes 04 seconds West, 97.97 feet to a concrete monument; with a curve to the left 351.74 feet to a concrete monument, said curve having a central angle of 37 degrees 11 minutes 00 seconds, a radius of 542.00 feet, a tangent of 182.32 feet and a chord of North 29 degrees 46 minutes 37 seconds West, 345.60 feet; North 48 degrees 22 minutes 04 seconds West, 12.50 feet to a concrete monument; THENCE leaving said margin North 78 degrees 44 minutes 30 seconds East, 1,148.48 feet to a point; THENCE South 64 degrees 01 minute 02 seconds East, 952.42 feet to a concrete monument in the westerly margin of Athens Way; THENCE with said margin the following calls: with a curve to the right 119.88 feet to a concrete monument, said curve having a central angle of 03 degrees 40 minutes 38 seconds, a radius of 1,867.86 feet, a tangent of 59.96 feet and a chord of South 41 degrees 20 minutes 28 seconds West, 119.85 feet; South 43 degrees 10 minutes 48 seconds West, 107.46 feet to a concrete monument; with a curve to the left 268.83 feet to a concrete monument, said curve having a central angle of 28 degrees 25 minutes 06 seconds, a radius of 542.00 feet, a tangent of 137.24 feet and a chord of South 28 degrees 58 minutes 15 seconds West, 266.08 feet; South 14 degrees 45 minutes 42 seconds West, 59.27 feet to a concrete monument; with a curve to the right 75.24 feet to the point of beginning, said curve having a central angle of 86 degrees 13 minutes 32 seconds, a radius of 50.00 feet, a tangent of 46.81 feet and a chord of South 57 degrees 52 minutes 37 seconds West, 68.34 feet; containing 1,114,770 square feet or 25.59 acres, more or less.

Being property conveyed to MetroCenter Properties, a Tennessee general partnershp comprised of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781 and Book 5328, page 634 and Cumberland Bend Investments, Inc. by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of 10th Avenue, North.

TRACT 31

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located in MetroCenter on Great Circle Road and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Great Circle Road, said point being the most northwest corner of the resubdivision of Tracts 28 and 29 of record in Book 6200, page 440, Register's Office for Davidson County, Tennessee; THENCE, with said margin of Great Circle Road the following calls: North 48 degrees 22 minutes 04 seconds West, 123.06 feet to a concrete monument; with a curve to the right 282.80 feet to a concrete monument, said curve having a central angle of 37 degrees 03 minutes 04 seconds, a radius of 437.34 feet and a chord of North 29 degrees 50 minutes 33 seconds West, 277.90 feet: North 11 degrees 19 minutes West, 585.24 feet to a concrete monument; with a curve to the right 581.80 feet, said curve having a central angle of 72 degrees 47 minutes, a radius of 458.00 feet and a chord of North 25 degrees 04 minutes East, 543.46 feet; North 61 degrees 28 minutes East, 287.27 feet to a point; THENCE, leaving said margin South 37 degrees 13 minutes 44 seconds East, 1,634.90 feet to a point in the north line of resubdivision of Tracts 28 and 29; THENCE, with said north line, South 78 degrees 44 minutes 30 seconds West, 1,148.48 feet to the point of beginning; containing 1,305,960 square feet, or 29.98 acres, more or less.

Being property conveyed to MetroCenter Properties, a Tennessee general partnership comprised of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781 and Book 5328, page 634 and Cumberland Bend Investments, Inc. by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee, and being property vested in MetroCenter Properties by Metropolitan Council Bill No. 80-132 which closed a portion of 10th Avenue, North.

RECORDER'S MEMO
Legibility of Writing, Typing or Printing in This
Document Unsatisfactory When Received.

TRACT 37P

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of Mainstream Drive, west of Great Circle Road, being Lot No. 37P as shown on the plan of Section 16, MetroCenter, as of record in Book 5190, page 520, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the southerly margin of Mainstream Drive, said point being westerly 730.06 feet from the centerline of Great Circle Road; THENCE, leaving said margin South 22 degrees 38 minutes West, 306.43 feet to a point; THENCE, South 78 degrees 40 minutes West, 437.80 feet to a point; THENCE, with the easterly line of Lot 37H, North 20 degrees 33 minutes West, 248.56 feet to a point in the southerly margin of Mainstream Drive; THENCE, with said margin North 65 degrees 52 minutes 20 seconds East, 198.98 feet to a point; THENCE, continuing with said margin with a curve to the right 463.11 feet to the point of beginning, said curve having a central angle of 34 degrees 27 minutes 35 seconds a radius of 770.00 feet, a tangent of 238.79 feet and a chord of North 83 degrees 06 minutes 08 seconds East, 456.16 feet; containing 3.66 acres, more or less.

Being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee.

INCLUDED IN THE ABOVE-DESCRIBED PROPERTY BUT EXPRESSLY EXCLUDED FROM THIS CONVEYANCE IS THE FOLLOWING DESCRIBED PROPERTY:

Lot 1, Tract 22
(Scoles 7 Acre Tract)

DESCRIPTION: Lot 1 on the Plan of MetroCenter, Tract 22, of record in Plat Book 6900, page 883, Register's Office for Davidson County, Tennessee.

Tracts 15A, 16B
(United Methodist Publishing House Tracts)

DESCRIPTION: Land known as Tracts 15A and 16B, containing approximately 32.57 acres of land, more or less, being more particularly described on a plat entitled, "Resubdivision of Parts of Blocks "G" and "H", Section No. 1 - Book 4675, page 48, MetroCenter, Tracts 15A and 16B," recorded December 2, 1988 in Book 6900, page 817 in the Register's Office for Davidson County, Tennessee.

State of Delaware

EXHIBIT "B"

PAGE 1

BOOK 8061 PAGE 954

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF METROCENTER PROPERTIES, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING CUMBERLAND BEND INVESTMENTS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF MARCH, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

Michael Harkins, Secretary of State

AUTHENTICATION: 2565268

DATE: 03/07/1990

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RECORDER'S MEMO: Legibility of Writing, Typing or Printing in This Document Unsatisfactory When Received.

W8;PRW4533
JBZ002-002

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING SUBSIDIARY CORPORATION INTO PARENT CORPORATION
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

MetroCenter Properties, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Cumberland Bend Investments, Inc., a Delaware corporation.

THIRD: That the Corporation, by resolutions duly adopted by its Board of Directors on the 28th day of February, 1990, determined to merge with and into itself Cumberland Bend Investments, Inc. pursuant to Section 253 of the General Corporation Law of the State of Delaware, effective upon filing of this Certificate of Ownership and Merger with the Delaware Secretary of State, and the said resolutions on the conditions set forth in such resolutions:

RESOLVED: That MetroCenter Properties, Inc. merge with and into itself its subsidiary, Cumberland Bend Investments, Inc., and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED: That any Vice President and the Assistant Secretary of this Corporation be and they hereby are, jointly and

severally, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions so to merge said Cumberland Bend Investments, Inc. into this Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever whether within or without the State of Delaware, as may be necessary and proper to effect the merger.

IN WITNESS WHEREOF, said MetroCenter Properties, Inc. has caused this certificate to be signed by Randall W. Parham, its Vice President, and attested by Deborah P. Thurman, its Assistant Secretary, this 5th day of March, 1990.

MetroCenter Properties, Inc.

BY: _____
Randall W. Parham,
Vice President

ATTEST:

_____
Deborah P. Thurman,
Assistant Secretary

EXHIBIT C

TAX MAP & PARCEL

(MetroCenter)

TRACT	MAP; PARCEL	
4G	71-13; 02	
4J	71-13; 17	
4M	71-13; 20	
7B	70-16; 22	
7E	70-16; 02	
7L	70-16; 02	
8B	70-16; 02	
8C	70-16; 02	
8D	70-16; 02	
8E	70-16; 02	
8F	70-16; 02	
10B	81-4; 118	
11	82; 10	
21A	81-4; 220	
21B	81-4; 37	
23	81-4; 226	
23B	81-03; 365	
35	70-11; 03	
35A	70-12; 8	
37S	70-14; 15	
37T	70-13; 153	
37V	70-10; 16	
18	70-16; 11	
1	81-4; 221	
10A	81-4; 197	
15	70-16; 2	
17	70-12; 6	(17A & 17B)
36	70-11; 4	
M-I-22	81-4; 227	
M-II-25	70-15; 37	
30	70-15; 40	
32	70-11; 1	
M-III-9C	70-16; 1	
34	70-11; 6	
28	70-15; 39	
31	70-11; 5	
37P	70-11; 7	

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