jeh2646:3/7/90
JBZ002-002

BOOK 8062 PAGE 323

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

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

BOK 6 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

09941

IDENTIF. REFERENCE

MAR 12 10 22 AM '90

DAVIDSON COUNTY

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.

Verna Jane Bell
NOTARY PUBLIC

My Commission Expires: 3/11/96

JEH2702
JBZ002-001

EXHIBIT A

PROPERTY DESCRIPTION

All of that property conveyed and referenced in the following documents and/or instruments:

1. That certain Quitclaim Deed dated November 24, 1975 by and among Pathfinder Resources, Incorporated, R.C. Mathews, Contractor, Inc., Robert C.H. Mathews, Jr., doing business as MAT-NEL Company, and MetroCenter Properties, which Quitclaim Deed is of record in Book 4983, page 781, in the Register's Office for Davidson County, Tennessee, reference to which is hereby made for a more complete description of said property, and

2. That certain Quitclaim Deed dated December 18, 1980, by and among Cumberland Bend Investments, Inc., R.C. Mathews, Contractor, Inc., The Mathews Family Trust by Robert C.H. Mathews, Jr. and Robert C.H. Mathews III, Co-Trustees, Robert C.H. Mathews, Jr., Alice Casey Mathews, Walker Casey Mathews, Robert C.H. Mathews III, and Mary Alice Mathews, which Quitclaim Deed is of record in Book 5718, page 52, in the Register's Office for Davidson County, Tennessee, reference to which is hereby made for a more complete and accurate description of said property.

All of the aforesaid property, and the references contained in the aforementioned Quitclaim Deeds are incorporated herein by reference as if copied verbatim herein.

Also included within this description is any property obtained by MetroCenter Properties, a Tennessee general partnership via the closure of public streets, roads and/or alleys.

Included in the above-captioned property but expressly excluded from this conveyance is that certain property described on Exhibit A to that Quitclaim Deed dated March 9, 1990, by and between MetroCenter Properties, a Tennessee general partnership, and MetroCenter Properties, Inc., a Delaware corporation, which deed is of record in Book 8041, page 933, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

BOOK 8062 PAGE 326

State of Delaware

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.

RECORDER'S MEMO
Document Identification Not Received

Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

12565269

730066003

03/07/1990

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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

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JBZ002-001

EXHIBIT C

TAX MAP & PARCEL

81-04-99
81-04-180.2
81-04-208
82-10
70-15-46
81-04-09
81-04-10
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81-04-130
81-04-132
81-04-147
81-04-173
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81-04-206
81-04-207
81-04-141
81-08-006
81-08-63

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