FRD1603 03/13/90 ccg

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (FRD)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED
(Lots 28 and 31)

BOOK 8064 PAGE 571

Address New Owner	Send Tax Bills To	Map-Parcel Number(s)
Fountain Square Joint Venture c/o Felix R. Dowsley Bass, Berry & Sims 2700 First American Center Nashville, TN 37238	Same	Lot 28 Map 70-15 Par. 39 Lot 31 Map 70-11 Par. 5

WHEREAS, on September 8, 1989, Lakeside Joint Venture, a Tennessee limited partnership, MetroCenter Properties, a Tennessee general partnership, MetroCenter Properties, Inc., a Delaware corporation, Cumberland Bend Investments, Inc., a Delaware corporation, and MetroCenter Realty Services, Inc., a Delaware corporation (collectively the "Debtors"), filed for protection under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Tennessee (the "Court"); and

WHEREAS, the Debtors filed a joint plan of reorganization (the "Plan") to provide for the distribution and liquidation of certain of the Debtors' property; and

WHEREAS, the Plan was confirmed by the Court pursuant to an Order entered February 28, 1990, which Order is of record in Book 8058, page 830, Register's Office for Davidson County, Tennessee.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the foregoing and the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, LAKESIDE JOINT VENTURE, a Tennessee limited partnership, Debtor-In-Possession ("Grantor") has bargained and sold, and by these presents does transfer and convey unto FOUNTAIN SQUARE JOINT VENTURE, a Tennessee general partnership ("Grantee"), its successors and assigns, certain tracts or parcels of land in Davidson County, Tennessee, described on Exhibit A attached hereto (the "Premises").

TO HAVE AND TO HOLD the Premises with the appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth on Exhibit B attached hereto, Grantor is lawfully seized and possessed of the Premises in fee simple, has good right to convey it, and that same is unencumbered.

Grantor further covenants and binds itself and its successors to warrant specially and forever defend the title to the Premises to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (except claims arising out of the matters set forth on Exhibit B attached hereto), but not further or otherwise.

Each of MetroCenter Properties, a Tennessee general partnership, and MetroCenter Properties, Inc., a Delaware corporation, joins in this instrument for the sole purpose of covenanting and binding

itself, its successors and assigns, to warrant specially and forever defend the title to the property conveyed herein against the lawful claims of all persons claiming through and under it (except claims arising out of the matters set forth on Exhibit B attached hereto), but not further or otherwise.

Notwithstanding Grantee's acquisition of the fee interest in the Premises, that certain Ground Lease dated June 20, 1986, by and between MetroCenter Properties, a Tennessee general partnership, as lessor, and Grantor, as lessee, a memorandum of which is of record in Book 6905, page 81, Register's Office for Davidson County, Tennessee (the "Ground Lease") shall remain in effect and shall not merge into the fee simple estate absent execution and recordation by Grantee of a written instrument evidencing Grantee's express intent that the Ground Lease terminate.

WITNESS our hands this 13th day of March, 1990.

LAKESIDE JOINT VENTURE,
a Tennessee limited partnership

By: MetroCenter Realty Services, Inc., a Delaware corporation, its sole general partner

By: Gary L. Daugherty
Gary L. Daugherty, Vice President (Title) JH

METROCENTER PROPERTIES,
a Tennessee general partnership

By: MetroCenter Properties, Inc., a Delaware corporation, general partner

By: Randall W. Parham
Title: Randall W. Parham, Vice President JH

METROCENTER PROPERTIES, INC.,
a Delaware corporation

By: Randall W. Parham
Title: Randall W. Parham, Vice President JH

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Gary L. Daugherty, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of MetroCenter Realty Services, Inc., a corporation and the sole general partner of Lakeside Joint Venture, the within named bargainor, a Tennessee limited partnership, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself.

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 13th day of March, 1990.

Connie M. Conkwright
Notary Public

My Commission Expires:

9/26/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public, Randall W. Parham, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of MetroCenter Properties, Inc., a corporation that is a general partner of MetroCenter Properties, a general partnership, and is authorized by the corporation, the corporation being authorized by the partnership, to execute this instrument on behalf of the partnership.

WITNESS my hand, at office, this 13th day of March, 1990.

Connie M. Conkwright
Notary Public

My Commission Expires:

9/26/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Connie M. Conkwright, a Notary Public, Randall W. Parham, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of MetroCenter Properties, Inc., a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 13th day of March, 1990.

Connie M. Conkwright
Notary Public

My Commission Expires:

9/26/92

This transfer is made pursuant to a Plan of Reorganization confirmed by Order of the United States Bankruptcy Court for the Middle District of Tennessee, entered February 28, 1990, of record in Book 8058, page 830, Register's Office for Davidson County, Tennessee, and therefore is exempt from recordation tax under Section 1146(c) of the United States Bankruptcy Code.

EXHIBIT A

Legal Description

Parcel No. 1 (Lot No. 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.

Parcel No. 2 (Lot No. 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.

Being property conveyed to Lakeside Joint Venture by Quitclaim Deed of record in Book 8061, page 958, said Register's Office.

EXHIBIT B

Permitted Exceptions BOOK 8064 PAGE 577

Parcel No. 1 (Lot No. 28):

1. Metropolitan Government Taxes for 1990 and subsequent years;

2. Metropolitan Government easement for the operation and maintenance of a flood control levee and outlet works, including retention lakes (Lake MetroCenter) and drainage canals;

3. A 20-foot sanitary sewer easement of record in Book 4675, page 48, Register's Office for Davidson County, Tennessee;

4. Restrictive Covenants - MetroCenter of record in Book 5242, page 389 (as made applicable to other lands by Restrictive Covenants - MetroCenter of record in Book 5419, page 436), as modified in Modification to Restrictive Covenants - MetroCenter Properties of record in Book 5792, page 787; restrictions against competing hotels or motels in Memorandum of Lease of record in Book 5225, page 112, and in Exclusive Covenant - MetroCenter Properties of record in Book 5225, page 120; and restrictions in Declaration of record in Book 7012, page 61, Register's Office for Davidson County, Tennessee (PROVIDED, HOWEVER, that the right of repurchase in favor of MetroCenter Properties as set forth in Book 5242, page 393 is NOT a permitted exception and has been released by instrument of record in Book 8064, page 560);

5. Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park, of record in Book 7487, page 952, Register's Office for Davidson County, Tennessee (except for any lien for assessments accruing prior to the date of this deed);

6. Those items as shown on the plan of record in Book 6200, page 932, Register's Office for Davidson County, Tennessee;

7. Memorandum of Lease by and between MetroCenter Properties, a Tennessee general partnership, and Lakeside Joint Venture, a Tennessee limited partnership, dated June 30, 1986 (NOTE: Ground Lease is dated June 20, 1986), of record in Book 6905, page 81, Register's Office for Davidson County, Tennessee;

8. Memorandum of Lease dated June 23, 1986 executed by and between Lakeside Joint Venture as owner and American Multi-Cinema, Inc. as tenant recorded in Book 6905, page 84, Register's Office for Davidson County, Tennessee;

9. Recognition and Attornment Agreement by and between MetroCenter Properties, a Tennessee general partnershp, and Lakeside Joint Venture, a Tennessee limited partnership, dated June 23, 1986, of record in Book 6905, page 89, Register's Office for Davidson County, Tennessee.

Parcel No. 2 (Lot No. 31):

1. Metropolitan Government Taxes for 1990 and subsequent years;

2. Metropolitan Government easement for the operation and maintenance of a flood control levee and outlet works, including retention lakes (Lake MetroCenter) and drainage canals;

3. Restrictive Covenants - MetroCenter of record in Book 5242, page 389 (as made applicable to other lands by Restrictive Covenants - MetroCenter of record in Book 5419, page 436), as

modified in Modification to Restrictive Covenants - MetroCenter Properties of record in Book 5792, page 787; restrictions against competing hotels or motels in Memorandum of Lease of record in Book 5225, page 112, and in Exclusive Covenant - MetroCenter Properties of record in Book 5225, page 120; and restrictions in Declaration of record in Book 7012, page 61, Register's Office for Davidson County, Tennessee (PROVIDED, HOWEVER, that the right of repurchase in favor of MetroCenter Properties as set forth in Book 5242, page 393 is NOT a permitted exception and has been released pursuant to instrument of record in Book 8064, page 560);

4. Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park, of record in Book 7487, page 952, Register's Office for Davidson County, Tennessee (except for any lien for assessments accruing prior to the date of this deed);

5. Those items as shown on the plan of record in Book 7900, page 82, Register's Office for Davidson County, Tennessee.

11 Q 7 0 8

IDENTIF. REFERENCE

MAR 14 12 37 PM '90

FELIX A. WILSON III
DAVIDSON COUNTY TN.

RUSH

2346 03/14 0101 03CHECK 24.00