This Instrument Prepared by and
Please Return to :

Martin Oppenheimer Esq.
Skadden Arps Slate Meagher & Flom
31 West 52nd St.
New York N.Y. 10019

Name and address of owner
and send tax bill to:
The Western and Southern
Life Insurance Company
400 Broadway
Cincinnati, Ohio 45202

Map & Parcel No.
093-02-081-00
FB# 05W 04680

DEED IN LIEU OF FORECLOSURE

THIS DEED IN LIEU OF FORECLOSURE, made and entered into on this 3rd day of July, 1990, by and between FIRST AMERICAN CENTER PARTNERS ("Grantor") and THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY ("Grantee").

W I T N E S E T H:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee the real estate lying, situated and being in the County of Davidson, State of Tennessee, and more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference.

The above-described real estate was acquired by party of the first part by deed dated June 30, 1986 of record in Book 6903, page 860, the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any way appertaining unto the Grantee, its heirs, successors and assigns in fee simple forever.

Grantor does hereby covenant with the Grantee that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered, except for all matters existing as of January 1, 1990, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons arising by, through or under Grantor. The conveyance of the aforesaid real estate, and all covenants and warranties contained herein are made expressly subject to all matters existing on January 1, 199^.

This Deed is an absolute conveyance of title in effect as well as in form and is not intended as a mortgage, trust conveyance, or security of any kind. It is the intention of the parties hereto that this conveyance shall convey said real estate in lieu of foreclosure by The Western & Southern of the Deed of Trust recorded in Book 6903, page 865, Register's Office of Davidson County, Tennessee (the "Deed of Trust").

So long as the real estate is encumbered only as set forth above; and in further consideration of the conveyance of the aforesaid real estate (i) Grantee does hereby release, discharge and free Grantor from all obligations, covenants and conditions set forth in the Deed of Trust and the Note (as defined in the Deed of Trust), and (ii) Grantee does hereby further release, remise and forever discharge Grantor, its agents, attorneys, representatives, successors and assigns and each of them, of and from any and all claims, debts, liabilities, accounts, covenants, agreements or causes of action of every nature in any way related to the Deed of Trust, Note or any provision of any document related thereto.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS
$35,000.00
Affiant
SUBSCRIBED AND SWORN TO BEFORE ME, THIS
THE 3rd DAY OF July 1990
Deputy Register

In the event this Deed is subsequently avoided, either pursuant to avoidance provisions of the United States Bankruptcy Code, 11 U.S.C. §101 et seq. or state law governing fraudulent conveyances, the Deed of Trust shall be deemed of full force and effect.

IN WITNESS WHEREOF, Grantor has hereunto set its hand by and through its hand by and through its duly authorized General Partner this 28 day of June, 1990.

FIRST AMERICAN CENTER PARTNERS

By: FIRST AMERICAN CENTER LIMITED PARTNERSHIP, general partner

By: SHEARSON LEHMAN FIRST AMERICAN CENTER, INC., general partner

By: _____
Bruce J. Rubin, President

The terms of this conveyance are accepted and agreed to by Grantee this 2nd day of July, 1990.

THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY

By: _____
W. F. Ledwin
Title: Vice President

By: _____
J. W. Carpenter
Title: Vice President

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On the 28th day of ~~July~~ June, 1990 appeared before me personally Bruce J. Rubin to me known, who acknowledged that he resides at 444 East 86th Street, Apt. 37C, New York, NY 10028, that he is the president of Shearson Lehman First American Center, Inc., a corporation which is the general partner of the general partner of First American Center Partners ("Grantor"), a limited partnership, and that he executed the within instrument for the purposes therein contained as the act and deed of Grantor, and who further acknowledged that he is authorized to execute this instrument on behalf of Grantor.

_____
Notary Public

My Commission Expires: _____

IRENE MANNEY
Notary Public, State of New York
No. 30-4631064
Qualified in Nassau County
Term Expires October 31, 1991

EWBC000101 01/27/86

EXHIBIT 1

DESCRIPTION OF REAL PROPERTY BOOK 8145 PAGE 173

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, being bounded on the north by Deaderick Street, on the east by Third Avenue North, on the south by Union Street, and on the west by Fourth Avenue North, being Block "G", part of Project One Central Loop, General Neighborhood Renewal Area, Project No. Tenn. R-72, and being more particularly described according to a survey by Barge, Waggoner, Sumner and Cannon dated January 24, 1986, as follows:

BEGINNING at the point of intersection of the westerly margin of Third Avenue North and the northerly margin of Union Street, said point being the southeasterly corner of the herein-described parcel;

THENCE, with said northerly margin of Union Street, S 62° 26' 49" W, 351.09 feet to a point at the intersection with the easterly margin of Fourth Avenue North;

THENCE, with said easterly margin of Fourth Avenue North, N 27° 37' 02" W, 226.74 feet to a point at the intersection with the southerly margin of Deaderick Street;

THENCE, with said southerly margin of Deaderick Street, N 62° 48' 35" E, 353.05 feet to a point at the intersection with the westerly margin of Third Avenue, North;

THENCE, with said easterly margin of Third Avenue North, S 27° 07' 09" E, 224.52 feet to the point of beginning.

Containing 79,435 square feet or 1.82 acres, more or less.

BEING the same property conveyed to First American National Building Partnership by deeds of record in Book 4611, page 504, and Book 4776, page 707, Register's Office for Davidson County, Tennessee.

This is improved property known as 300 Union Street, Nashville, Tennessee.

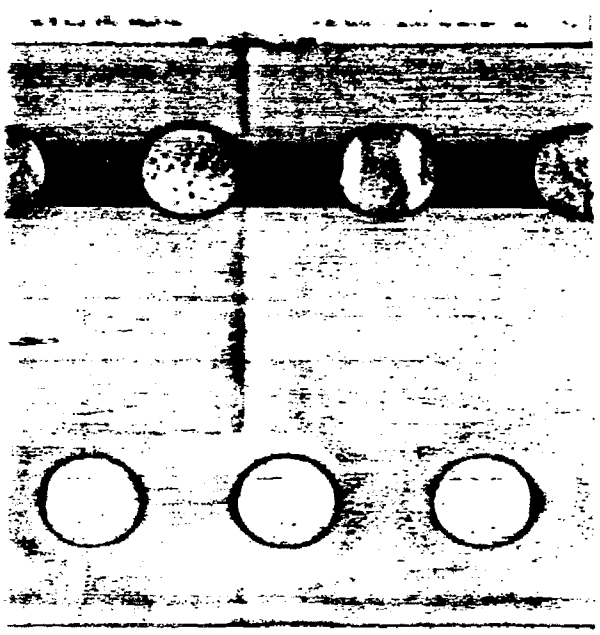
RECORDER'S MEMO
Legibility of Writing, Typing or Printing in this Document Unsatisfactory When Received.

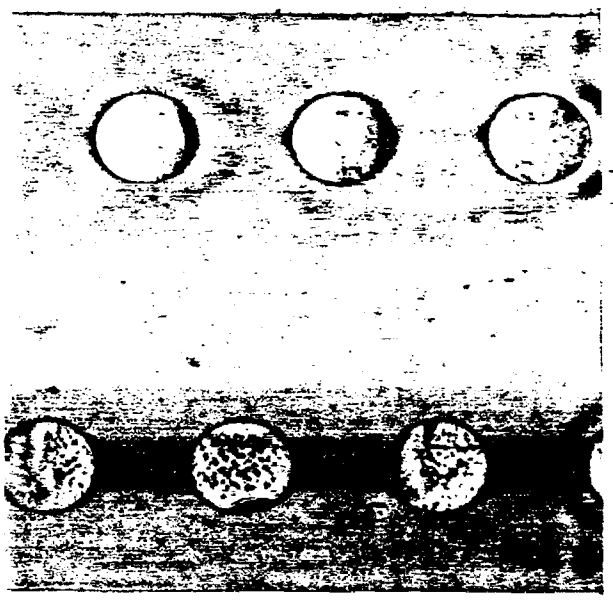
IDENTIFICATION REFERENCE

3 8 8 6 3

JAN 3 12 15 PM '90
FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

7006 07/03 0101 03CHECK
115376.25





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

RECEIVED OF _____

FOR _____

BOOK 8145 PAGE 174

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
	Co. Court	35,262.500	500.00	

COIN TX

116366-25

PRFEE 1.00
WDEED 9.00
TOTAL
116376-25
CHECK
116376-25

07/03/90 01 12:17 0001 7006

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

38863

IDENTIFICATION REFERENCE

JUL 3 12 15 PM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 333894