BOOK 8347 PAGE 283

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5-1-91

This instrument was prepared by:
Thomas C. Scott
Tune, Entrekin & White
21st Floor, First American Center
Nashville, Tennessee 37238

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is **$975,000.00.**

Robert C.H. Mathews III
Affiant

Subscribed and sworn to before me this 7th day of May, 1991.

Notary Public

My commission expires: My Commission Expires Nov. 26, 1993

12654

IDENTIF. REFERENCE

MAY 7 3 33 PM '91

FILED
DAVIDSON COUNTY, TN.

$975,000.00

SPECIAL WARRANTY DEED

Address New Owner:	**Send tax bills to:**	**Map & Parcel No.**
UNUM Life Insurance Company of America **2211 Congress Street** **Portland, Maine 04122**	**NEW OWNER**	**Map 093-06-2** **Parcel 66**

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, **170-172 Historic Waterway Associates Limited Partnership**, a limited partnership (the "Grantor"), has bargained and sold and by these presents does transfer and convey unto **UNUM 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:

Being a tract of land in the First Civil District of Davidson County, Tennessee, being Lot No. 1 on the Resubdivision of Part of Lot No. 12 of the Original Town of Nashville, 170-172 Second Avenue, North, of record in Book 5800, page 64, Register's office for Davidson County, Tennessee, and described according to a survey of Barge, Waggoner, Sumner & Cannon dated November 29, 1983, as follows:

Beginning at a point in the easterly margin of Second Avenue, North (formerly Market Street), said point being S 27 degrees 01' E, 183.2 feet from the southerly margin of Church Street; thence, leaving said margin, N 63 degrees 20 degrees, E, 97.75 feet; thence, S 26 degrees 50' E, 27.50 feet; thence, N 63 degrees 29' E, 111.40 feet to the westerly margin of First Avenue, North, (formerly Water or Front Street); thence, with said margin, S 27 degrees 02' E, 44.35 feet; thence leaving said margin, S 62 degrees 08' W, 105.0 feet; thence, N 27 degrees 16' W, 18.8 feet; thence, S 63 degrees 06' W, 104.0 feet to the easterly margin of Second Avenue, North; thence with said margin, N 27 degrees 01' W, 55.97 feet to the point of beginning.

Being the same property conveyed to 170-172 Historic Waterway Associates Limited Partnership by deed from Thomas C. Scott, Trustee, and RCM Interests, of record in Book 5927, page 140, Register's Office for Davidson County, Tennessee.

Together with the easements and rights as conveyed in the Deed of Reciprocal Easement, executed 8-19-82 by Thomas C. Scott, Trustee, filed for record in Book 5927, page 130, Reigster's Office for Davidson County, Tennessee.

This conveyance is subject to the following:

1. Taxes for the year 1991 which are a lien, but not yet due and payable.

2. Declaration of Reciprocal Easements of record in Book 5927, Page 130, said Register's Office, as amended in Book 6719, Page 559, Register's Office for Davidson County, Tennessee.

3. Deed of Trust and Security Agreement executed by 170-172 Historic Waterway Associates Limited Partnership to Joseph N. Barker, Trustee, of record in Book 6195, page 137, Register's Office of Davidson County, Tennessee, to secure to The Industrial Development Board of The Metropolitan Government of nashville and Davidson County, a note dated December 15, 1983 in the original principal amount of $2,250,000.00, payable as therein specified, together with any terms, conditions or limitations recited therein.

4. Assignment and Security Agreement by and between The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County and Connecticut Mutual Life Insurance Company, of record in Book 6195, page 169, Register's Office of Davidson County, Tennessee.

5. Assignment of Leases by and between 170-172 Historic Waterway Associates Limited Partnership and The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County of record in Book 6195, page 182, Register's Office for Davidson County, Tennessee.

6. The instruments referenced in Items 4, 5 and 6 above were assigned to the Unionmutual Stock Life Insurance Co. of America by Assignment of Security Instruments of record in Book 6476, page 295, Register's Office for Davidson County, Tennessee.

7. Financing Statement filed under the Uniform Commercial Code by The Industrial Development Board of The Metropolitan Government and Davidson County, Tennessee as Debtor, to Connecticut Mutual Life Insurance Company as Secured Party, of record in Book 6195, page 196, Register's Office for Davidson County, Tennessee. Said Financing Statement was assigned to UNUM Life Insurance Company of America by instrument recorded in Book 7644, page 291, and was continued by instrument recorded in Book 7644, page 292, Register's Office of Davidson County, Tennessee.

8. Financing Statement filed under the Uniform Commercial Code by 170-172 Historic Waterway Associates Limited Partnership as Debtor to The Industrial Development Board of the Metropolitan Government of Nashville and Davidson county, as Secured Party, of record in Book 6195, page 199, Register's Office of Davidson County, Tennessee. Said Financing Statement was assigned to UNUM Life Insurance Company of America by instrument recorded in Book 7644, page 293, and was continued by instrument recorded in Book 7644, page 290, Register's Office of Davidson County, Tennessee.

9. Tennessee Conservation Agreement of record in Book 6462, page 13, Register's Office for Davidson County, Tennessee.

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 the same is unencumbered, except as set forth above.

AND THE GRANTOR does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor but not further.

WITNESS the execution of Grantor this the 3d day of May, 1991.

170-172 HISTORIC WATERWAY ASSOCIATES LIMITED PARTNERSHIP
a Tennessee limited partnership

By: RCM INTERESTS, general partner

By: Robert C.H. Mathews III
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 Robert C.H. Mathews III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is an authorized general partner of **RCM INTERESTS**, a partner in **170-172 HISTORIC WATERWAY ASSOCIATES LIMITED PARTNERSHIP**, a Tennessee limited partnership, and the within named bargainor, that said he as such partner executed the foregoing instrument on behalf of **RCM INTERESTS** for the purposes therein contained by signing the name of the partnership as a general partner.

WITNESS my hand and official seal at Nashville, Tennessee on this the 7th day of May, 1991.

NOTARY PUBLIC AT LARGE

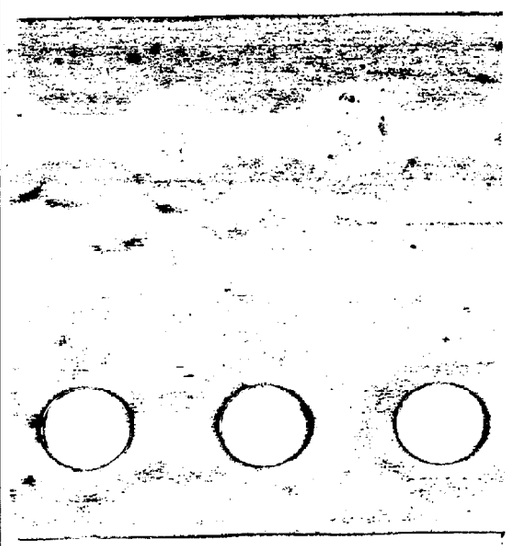
NOTARY PUBLIC

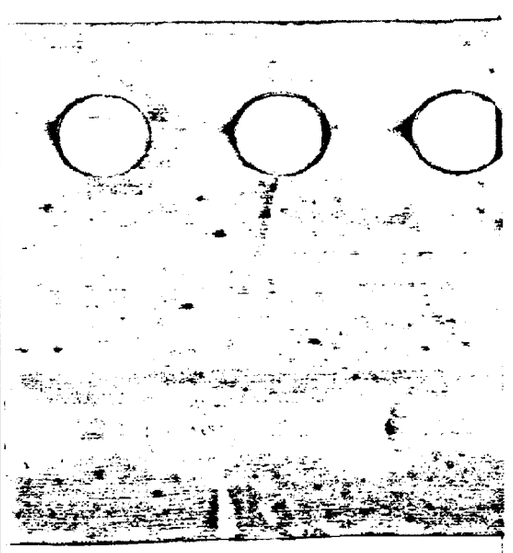
My commission expires:

My Commission Expires Nov. 21, 1992

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0091 05/07 0101 03CHECK 3230.50





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8347 PAGE 287

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

MAMT
975000.00
MOR TX 3217.50
CANCEL
05/07/91 01 15:33 0001 0090

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

CAMT
975000.00
CON TX 3217.50
PRFEE 1.00
WDEED 12.00
TOTAL 3230.50
CHECK 3230.50
05/07/91 01 15:33 0001 0091

12654

IDENTIF. REFERENCE

MAY 7 3 33 PM '91

FELIX Z. WILSON, II
DAVIDSON COUNTY TN.

No. 419725