THIS INSTRUMENT PREPARED BY:
O'HARE, SHERRARD & ROE
424 Church Street, Suite 2000
Nashville, Tennessee 37219

BOOK 8348 PAGE 76

SPECIAL WARRANTY DEED

Send Tax Bills to and Address New Owner(s) as Follows:	Name/Address Mortgagee:	Map/Parcel
Madison Square Development Corp. 100 Federal Street Boston, Massachusetts 02110 Attn: Mr. William Wienke c/o Bank of Boston 400 Perimeter Center Terrace Suite 745 Atlanta, GA 30346	The First National Bank of Boston 100 Federal Street Boston, Massacusetts 02110 Attention: Edwin T. Shea, Jr.	Map 51-4 Parcel 65

FOR AND IN CONSIDERATION of the sum of SIX MILLION DOLLARS ($6,000,000.00) Longfellow/Tennessee Associates, Ltd., a Tennessee limited partnership, the general partner of which is Longfellow Properties Development Corp., a Massachusetts corporation, as debtor-in-possession in the matters of Longfellow Properties, Inc. et al, Case Nos. 90-10671-JEY through 90-10681-JEY, United States Bankruptcy Court for the District of New Hampshire, acting pursuant to the Order on Motion of Longfellow/Tennessee Associates, Ltd. for Approval of Sale of Property Free and Clear of Certain Liens filed in said proceeding on January 17, 1991*(hereinafter referred to as "GRANTOR"), has bargained and sold, and does hereby transfer and convey unto Madison Square Development Corp., a Tennessee corporation (hereinafter referred to as "GRANTEE"), certain real estate in Davidson County, Tennessee, as follows:

SEE EXHIBIT "A" ATTACHED.

This is improved property, known as Madison Square Shopping Center, Gallatin Road, Madison, Tennessee 37115.

TO HAVE AND TO HOLD the Property, the appurtenances, estate, title and interest belonging to the said GRANTEE and the said GRANTEE'S successors, heirs and assigns forever.

GRANTOR covenants that it is lawfully seized and possessed of said real estate in fee simple, and has a good right to convey it, subject to those matters set forth below. GRANTOR further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to the Property to said GRANTEE, and the GRANTEE'S successors, heirs, and assigns, against the lawful claims of all persons claiming by, through or under Grantor, and not further or otherwise; provided, however, this conveyance is subject to the following:

(1) Taxes for 1990 and 1991, which the GRANTEE hereby assumes and agrees to pay in full.

(2) Trust Deed and Security Agreement of record in Book 7580, page 187, as amended in Book 7840, page 66, RODC.

(3) Construction Trust Deed and Security Agreement of record in Book 7580, page 202, as amended in Book 7840, page 77, RODC.

* a copy of which is of record in Book 8348, Page 73, in the Register's Office for Davidson County, Tennessee

(4) Collateral Assignment of Leases of record in Book 7580, Page 238, as amended in Book 7840, Page 83, RODC.

(5) Easement granted to Davidson County, Tennessee of record in Book 3339, Page 336, RODC.

(6) Easement for sanitary sewers of record in Book 4124, page 437, RODC.

(7) Easement to Madison Suburban Utility District of record in Book 4436, page 129, RODC.

(8) Sanitary Sewers and/or storm drainage easement of record in Book 5351, page 335, RODC.

No principal or affiliate of GRANTOR or of the general partner of GRANTOR shall be liable for GRANTOR's obligations, covenants, or warranties hereunder, and GRANTEE's sole recourse under this Deed shall be limited to GRANTOR and the assets of the GRANTOR, including, without limitation, in the event that the Chapter 11 case of GRANTOR is consolidated with any other case under Title 11 of the United States Bankruptcy Code.

IN WITNESS WHEREOF, GRANTOR has executed this deed on the 2nd day of May, 1991.

Longfellow/Tennessee Associates, Ltd.
a Tennessee limited partnership

By: Longfellow Properties Development Corp., Its General Partner

By: _____
Frederic W. Rust, III,
President

12938

IDENTIF. REFERENCE

MAY 8 2 17 PM '91

FELIX ... REGISTER
DAVIDSON COUNTY TN.

JANICE C. MORRELL NOTARY PUBLIC NEW HAMPSHIRE

STATE OF NEW HAMPSHIRE)
)
COUNTY OF HILLSBOROUGH)

Personally appeared before me, the undersigned, a Notary Public within and for the State and County aforesaid, Frederic W. Rust, 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 the President of Longfellow Properties Development Corp., as General Partner of Longfellow/Tennessee Associates, Ltd., a Tennessee limited partnership, the within named bargainor, who acknowledged to me that he executed the within instrument being authorized so to do by the corporation for the purposes therein contained by signing the name of General Partner by himself as President of said General Partner.

WITNESS my hand and official seal at Manchester, New Hampshire, this 2nd day of May, 1991

Janice C Morrell
Notary Public

My commission expires:
JANICE C. MORRELL, Notary Public
My Commission Expires February 18, 1992

STATE OF NEW HAMPSHIRE)
)
COUNTY OF HILLSBOROUGH)

The actual consideration or value, whichever is greater, for this transfer is $6,000,000.00.

Longfellow/Tennessee Associates, Ltd.
By: Longfellow Properties Development Corp., its General Partner
Affiant Frederic W. Rust, III, President

Subscribed and sworn to before me this 2nd day of May 2, 1991.

Janice C Morrell
Notary Public

My commission expires:
JANICE C. MORRELL, Notary Public
My Commission Expires February 18, 1992

MSFD.909/amd

0424 05/08 0101 03CHECK 19816-00

EXHIBIT "A"

Parcel I:

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Gallatin Road, north of Webster Avenue and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Gallatin Road, said point being northerly 244 feet, more or less, from an iron pin at the intersection of the northerly margin of West Webster Avenue, said point also being in the northerly line of the property conveyed to Ray E. Garrett, et ux, by deed of record in Book 1915, page 567, and Book 3574, page 339, R.O.D.C., and the southeasterly corner of the herein described parcel;

THENCE, with the northerly line of said Garrett property, the following calls:

N 71° 00' 41" W, 23.95 feet to a point;
N 23° 35' 19" E, 2.14 feet to a point;
N 66° 33' 30" W, 112.55 feet to a point;
S 28° 24' 52" W, 11.08 feet to a point;
N 70° 04' 19" W, 332.09 feet to a point;
N 21° 37' 44" E, 19.56 feet to a point;
N 57° 40' 16" W, 36.09 feet to a point;
S 20° 57' 44" W, 7.90 feet to an iron pin at the northeasterly corner of the property conveyed to Gerald E. Farris, et ux, by deeds of record in Book 4553, page 380, and Book 4417, page 780, R.O.D.C.;

THENCE, with the northerly line of said Farris property, the following calls:

N 56° 40' 09" W, 176.50 feet to an iron pin;
N 14° 18' 09" E, 8.60 feet to an iron pin;
N 52° 27' 39" W, 212.85 feet to an iron pin in the easterly margin of the Seaboard Systems Railroad;

THENCE, with said easterly margin, the following calls:

N 16° 01' 21" E, 113.80 feet to an iron pin;
N 73° 58' 39" W, 33.00 feet to an iron pin;
N 16° 01' 21" E, 951.43 feet to an iron pin in the southerly line of the property conveyed to AT&T Communications of the South Central States, Inc., by deed of record in Book 6209, page 255, R.O.D.C.;

THENCE, with said southerly line S 88° 17' 00" E, 471.71 feet to a concrete monument;

THENCE, S 88° 00' 24" E, 50.62 feet to an iron pin;

THENCE, with the southerly line of the property conveyed to the Metropolitan Board of Education by deed of record in Book 1031, page 153, R.O.D.C., S 88° 00' 24" E, 370.33 feet to a concrete monument.

THENCE, N 89° 15' 18" E, 14.10 feet to an iron pin;

THENCE, with the westerly line of the property conveyed to Madison Presbyterian Church, Inc., by deed of record in Book 5874, page 937, R.O.D.C., S 24° 52' 55" E, 196.50 feet to an iron pin;

THENCE, with the southerly line of said Church property, N 89° 14' 31" E, 198.35 feet to a railroad spike in the westerly margin of Gallatin Road;

THENCE, with said westerly margin, the following calls:

With a curve to the right, 238.14 feet to an iron pin, said curve having a central angle of 09° 45' 23", a radius of 1,398.53 feet, a tangent of 119.36 feet and a chord of S 27° 17' 12" W, 237.85 feet;

S 32° 09' 53" W, 430.78 feet to an iron pin;

With a curve to the left, 453.45 feet to an iron pin, said curve having a central angle of 08° 55' 30", a radius of 2,911.00 feet, a tangent of 227.18 feet and a chord of S 27° 41' 58" W, 452.99 feet;

S 23° 14' 13" W, 298.93 feet to the point of beginning.

Containing 1,350,853 square feet or 31.01 acres, more or less.

Parcel II:

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of Madison Avenue and being more particularly described as follows:

BEGINNING at an iron pin in the southerly margin of Madison Avenue, said iron pin being the northeasterly corner of the property conveyed to AT&T Communications of the South Central States, Inc., by deed of record in Book 6209, page 255, R.O.D.C., and the northwesterly corner of the herein described parcel;

THENCE, with said southerly margin, S 88° 26' 48" E, 50.68 feet to an iron pin;

THENCE, leaving said southerly margin with the westerly line of the property conveyed to the Metropolitan Board of Education by deed of record in Book 1031, page 153, R.O.D.C., S 11° 00' 12" W, passing through a concrete monument at 28.44 feet, a total distance of 841.29 feet to an iron pin;

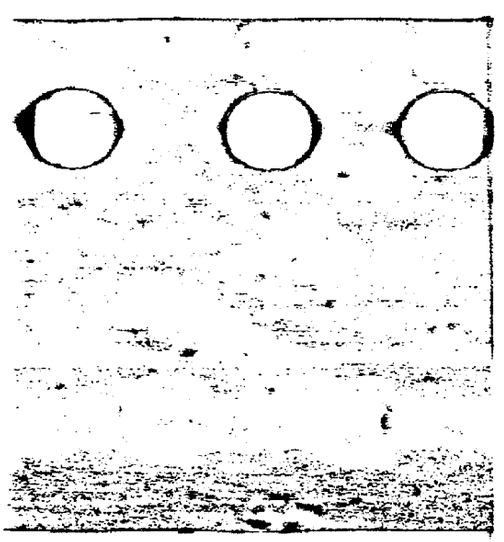
THENCE, N 88° 00' 24" W, 50.62 feet to a concrete monument;

THENCE, with the easterly line of the aforementioned AT&T Communications property, N 11° 00' 12" E, 840.90 feet to the point of beginning.

Containing 42,042 square feet or 0.97 acre, more or less.

Being the same property conveyed to Longfellow Tennessee Associates, Ltd., a Tennessee limited partnership by deed from The Vanderbilt University, The Vanderbilt University, Trustee U/A David K. Wilson, Sovran Bank/Central South, Trustee U/A Justin and Valere Potter and Estate of Valere Blair Potter of record in Book 7580, page 165, Register's Office for Davidson County, Tennessee and by Deed from Madison Square Shopping Center, Ltd., a Tennessee limited partnership of record in Book 7580, page 173, Register's Office for Davidson County, Tennessee.





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8348 PAGE 81

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
				CAMT 6000000.00
				CON TX 19800.00
				PRFEE 1.00
				WDEED 15.00
				TOTAL 19816.00
				CHECK 19816.00
05/08/91	01			14:17 0001 0424

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12938.

IDENTIF. REFERENCE

MAY 8 2 17 PM '91

FELIX Z. WILSON, II
DAVIDSON COUNTY TN.

No. 420055