BOOK 8646 PAGE 988

SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Prudential Health Care Plan, Inc.

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Prudential Health Care Plan, Inc. c/o The Prudential, Southern Group Operations 3100 Cumberland Circle Suite 1100 Atlanta, GA 30339	Same	Map 81-4 Parcel 230

RECEIPT # 1436.35

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Three Hundred Eighty-Five Thousand Five Hundred Six and 00/100 Dollars ($385,506.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 5th day of June, 1992.

Notary Public

My Commission Expires: Mar 23, 1992

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation, has bargained and sold, and by these presents does transfer and convey unto the said Prudential Health Care Plan, Inc., a Texas corporation, herein the Grantee, its successors, and/or assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

> Lot One, tract 10A on the plan of Resubdivision of part of Block E, Section I of MetroCenter of record in Book 7900, page 389, Register's Office for Davidson County, Tennessee.
>
> BEING part of the property deeded to MetroCenter Holdings, Inc. by Quitclaim Deed from MetroCenter Properties, Inc., of record in Book 8321, Page 668, R.O.D.C.

This is unimproved property at French Landing Drive and Vantage Way, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

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/or assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it.

And Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and/or assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 5th day of June, 1992.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Robert H. Buchanan III, a Notary Public of said County and State, 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 President (or other officer authorized to execute the instrument) of METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the ~~national banking association~~ corporation by himself as President.

Witness my hand and seal, at Office in Nashville, this 5th day of June, 1992.

_____
Notary Public

My Commission Expires: 3-23-96

8855R/06-05-92

EXHIBIT A

1. Taxes for 1992: A lien, but not yet due or payable.

2. All matters shown on plan of record of Resubdivision of part of Block "C", Section I, of record in Book 4675, page 48, Register's Office for Davidson County, Tennessee, MetroCenter Tract 10A of record in Book 7900, page 389, in the Register's Office.

3. Underground Utility Easement to the Metropolitan Government of Nashville and Davidson County, of record in Book 5499, page 689, in said Register's Office.

4. Sanitary Sewer and Force Main Easements of record in Book 3464, page 302, Book 3347, page 150, Book 2441, page 273, and Book 3670, page 471, in Said Register's Office.

5. Interceptor Sewer Eaement of record in Book 2634, page 124, in said Register's Office.

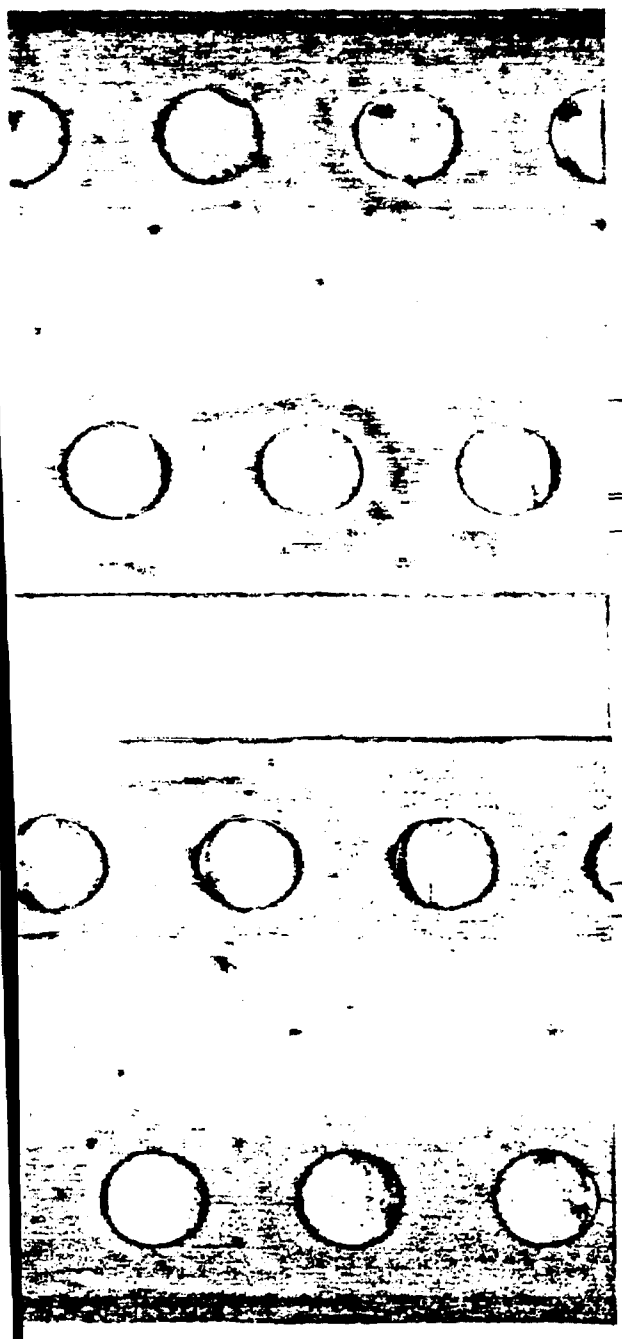
6. Easement and Right-of-Way Agreement granted Nashville Gas Co. of record in Book 1450, page 546 and 550, and in Book 3969, page 831, in said Register's Office.

7. Various easements held by the Colonial Pipeline Company for petroleum products pipeline, including those of record in Book 4873, page 406, Book 3649, page 94 and in Book 3644, page 3, Register's Office for Davidson County, Tennessee.

8. Restrictive Covenants contained in an instrument of record in Book 5242, page 389, as modified in Book 5792, page 787, in the Declaration of record in Book 7012, page 61, in the Memorandum of Lease of record in Book 5225, page 112, in the instrument of record in Book 5225, page 120 and in the Declaration of Agreements, Charges Assessment and Liens of record in Book 7487, page 952, Register's Office for Davidson County, Tennessee.

9. Subject to all matters shown on Development Plan MetroCenter dated March 27, 1978 and September 27, 1979, as revised, File No. 3554-01 and 7129, Barge, Waggoner, Sumner & Cannon, including various easements, transmission and power lines and Marquette Railroad Easement.

IDENTIF. REFERENCE
JUN 3 8 25 AM '92
DAVIDSON COUNTY, TN.
I 7698



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

RECEIVED OF _____

FOR _____

BOOK 8646 PAGE 991

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

CAMT
385509.00
ERR CO
CAMT
385509.00-
CAMT
385506.00
CON TX 1426.35
PRFEE 1.00
WDEED 9.00
TOTAL 1436.35
CHECK 1436.35

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/09/92 01 08:24 0001 9374

17698

IDENTIF. REFERENCE

JUN 9 8 25 AM '92

FELIX Z. WILSON
DAVIDSON COUNTY TN.

No. 539148