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This Instrument Prepared By:
State of Tennessee
Real Estate Management
Nashville City Center
511 Union Street, Suite 730
Nashville, Tennessee 37243-0299

BOOK 8647 PAGE 454

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS, that the State of Tennessee (hereinafter called "State") acting by the Commissioner of the Department of Finance and Administration with the approval of the State Building Commission, acting under the authority of Tennessee Code Annotated, Section 12-2-116, does hereby bargain, sell, remise, release, quitclaim and convey, subject to the conditions hereinafter set forth, unto John W. Eakin, Inc., (hereinafter called "Grantee") certain real estate located in Davidson County, Tennessee, and being more particularly described as follows:

Parcel I:

Land in Davidson County, Tennessee, being Block H on the revised Subdivision plat of the Capitol Hill Redevelopment Project, as of record in Plat Book 2663, Pages 120 and 121, Register's Office for Davidson County, Tennessee, and described according to a copy of a survey dated May 30, 1986, updated October 28, 1986, and last updated September 28, 1988 by Michael V. Holmes, Tennessee R.L.S. #213, c/o Michael V. Holmes & Associates, 609 Dunston Drive, Nashville, Tennessee 37211, said survey description being as follows:

Beginning at a concrete monument in the westerly margin of Seventh Avenue North, said point being in the northeast corner of said Block "H",

Thence with westerly right of way of Seventh Avenue North, South 27 degrees 24 minutes 26 seconds East 105.86 feet to a point.

Thence with a curve to the right (having a central angle of 75 degrees 18 minutes 00 seconds and a radius of 20.00 feet) a distance of 26.29 feet to a point of compound curvature in the northerly right of way of James Robertson Parkway.

Thence with a curve to the left (having a central angle of 02 degrees 55 minutes 00 seconds and a radius of 1,365.00 feet) a distance of 69.49 feet to a point of compound curvature.

Thence continuing with the northerly line of James Robertson Parkway and a curve to the left (having a central angle of 11 degrees 37 minutes 00 seconds and a radius of 625.00 feet) a distance of 126.72 feet to a point.

Thence South 33 degrees 21 minutes 34 seconds West 23.52 feet to a point.

Thence with a curve to the right (having a central angle of 119 degrees 11 minutes 00 seconds and a radius of 56.80 feet) a distance of 118.15 feet to a point in the easterly right of way of Eighth Avenue North.

Thence with said right of way of Eighth Avenue North, North 27 degrees 27 minutes 26 seconds West 121.69 feet to a point.

Thence leaving said right of way of Eighth Avenue North, North 55 degrees 58 minutes 54 seconds East 304.93 feet to the point of beginning containing 46,304.00 square feet or 1.063 acres, more or less.

The above described property being a portion of the same property conveyed to the State of Tennessee by Quitclaim Deed from Jerry L. Carroll, of record in Book 8332, Page 454, Register's Office for Davidson County, Tennessee.

Parcel II:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located between Seventh Avenue North and Eighth Avenue North, north of James Robertson Parkway, being a portion of the land of CSX Transportation Railroad and being more particularly described as follows:

BEGINNING at a concrete monument in the westerly margin of Seventh Avenue North, said monument having State Plane Coordinates N 647,503.77, E 1,767,762.86 (NAD27); and being the northeast corner of Block H on the Plan of Capital Hill Redevelopment Project of record in Book 2663, Page 121, Register's Office for Davidson County, Tennessee, THENCE, with the northerly line of Block H, S 55° 58'54" W, 304.93 feet to an iron pin; THENCE, N 27° 27'26" W, 11.83 feet to a point; THENCE, N 55° 58'54" E, 207.50 feet to a point; THENCE, N 36° 30'58" E, 42.31 feet to a point; THENCE, N 49° 08'10" E, 61.75 feet to a point in the westerly margin of Seventh Avenue North; THENCE, with said westerly margin, S 08° 10'07" E, 3.79 feet to a point; THENCE, with said westerly margin, S 27° 29'43" E, 30.00 feet to the point of beginning; Containing 4,905 square feet or 0.11 acre, more or less.

The above property is described according to a survey by William C. Cockrill, Tennessee R.L.S. #1401, dated May 6, 1991 and revised May 13, 1991, whose address is c/o Barge Waggoner, Sumner and Cannon, 162 3rd Ave., North, Nashville, Tennessee 37213.

BEING the same property conveyed to the State of Tennessee by deed from Volunteer Building Finance Corporation of record in Book 8601, Page 452, Register's Office of Davidson County, Tennessee.

THIS CONVEYANCE IS made for and in consideration of the sum of Three Million Four Hundred Eighty-One Thousand and no/100 Dollars ($3,481,000.00) cash in hand paid, the receipt of which is hereby acknowledged.

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THIS conveyance is made and accepted subject to the following conditions which will be binding upon the Grantee, its successors and assigns, and run with the land in perpetuity. Said conditions are as follows:

1. In accordance with Tennessee Code Annotated 12-2-116, the Grantee herein agrees and acknowledges that the State of Tennessee shall have the first right of repurchase with respect to any impending sale of the above described property including all improvements thereof (premises) at no more than "Fair Market Value".

2. "Fair Market Value" shall be established by appraisal in an amount determined by the State utilizing opinions of value provided by three (3) independent appraisers. The State, at its sole expense, shall employ two (2) appraisers, selected from the State of Tennessee Real Estate Management Office list of approved appraisers and the Grantee herein, at said Grantee's sole expense, shall employ one (1) appraiser selected from said approved appraiser list. Said list shall contain no less than six (6) names. The value of the premises so derived shall be subject to approval of the State Building Commission. By execution of this conveyance, the Grantee herein agrees to and acknowledges the acceptance of the State's determination of value, as set forth above, to be "Fair Market Value" for the purpose of any impending sale of the premises.

3. The Grantee herein agrees to give the State timely notice in writing of intent to sell all or any part of the aforementioned premises and the State shall have not less than ninety (90) days to respond to said notice.

4. The exercise of any option to purchase under a lease between John W. Eakin, Inc., as Lessor, and

the State of Tennessee, as Lessee, dated as of June 1, 1992, does not constitute an impending sale for purposes of the right of repurchase contained herein. The right of repurchase herein is in addition to the option to purchase contained in the lease referred to herein.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures as duly authorized officials of the respective parties hereto as of this the 1st day of June, 1992.

GRANTEE: JOHN W. EAKIN, INC.

BY: John W Eakin

TITLE: PRESIDENT

STATE OF TENNESSEE

Commissioner
Finance and Administration

APPROVED: Pursuant to official action by State Building Commission on February 14, 1991.

Secretary
State Building Commission

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $3,481,000.00

Laura S. Sigsby
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 9 DAY OF June 1992.

L. Chandler
Deputy Register

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me M. Elaine Potter, Notary Public for Davidson County, David L. Manning, Commissioner of Finance and Administration with whom I am personally acquainted, and who, upon oath, acknowledged that he is the Commissioner of Finance and Administration, and that he, as Commissioner, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the State of Tennessee by himself as Commissioner.

Witness my hand and seal at office in Nashville, this 8th day of June, 19 92.

M. Elaine Potter
Notary Public

My Commission Expires:

January 27, 1996

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, of the State and County aforesaid, personally appeared David L. Manning, 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 Secretary of the State Building Commission, and that he as such Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of David L. Manning by himself as Secretary.

Witness my hand and seal at office in Nashville, this 8th day of June, 19 92.

M. Elaine Potter
Notary Public

My Commission Expires:

January 27, 1996

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named JOHN W. EAKIN 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 of John W. Eakin, Inc., the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 9th day of June, 1992.

Darlene T. Marsh
NOTARY PUBLIC

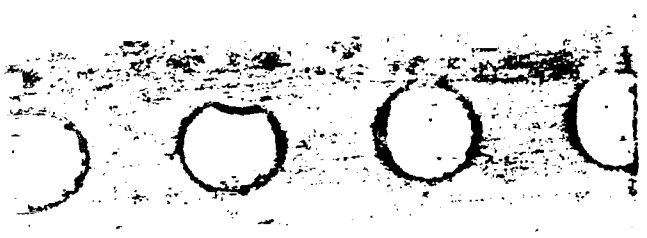
My Commission Expires: 5/28/95

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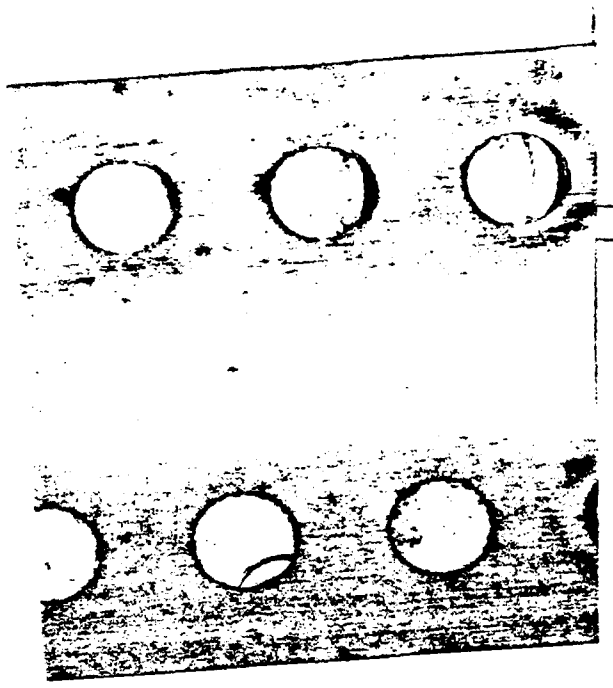
IDENTIF. TESTERMAN

Jun 9 11 10 AM '92

9534 06/09 0101 03CHECK 12898.70







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

RECEIVED OF _____

FOR _____

BOOK 8647 PAGE 460

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
3481000.00
CON TX 12879.70
PRFEE 1.00
WDEED 18.00
TOTAL 12898.70
CHECK 12898.70
06/09/92 01 11:08 0001 9534

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

1764 IDENTIF. PREFER. NUMBER
JUN 9 11 10 AM '92
REGISTER'S OFFICE

No. 539307