Box 28

BOOK 8692 PAGE 387

THIS INSTRUMENT PREPARED BY:
John A. Gupton, III, ESQ.
Heiskell, Donelson, Bearman,
Adams, Williams & Kirsch P.C.
511 Union Street, Suite 600
Nashville, Tennessee 37219

SPECIAL WARRANTY DEED

PROPERTY OWNER: MADISON SQUARE PARTNERS, L.P., a Tennessee Limited Partnership

PROPERTY ADDRESS: Madison Square Shopping Center, Gallatin Pike, Nashville, TN 37115

MAIL TAX BILLS TO: 3833 Cleghorn Avenue, Suite 401, Nashville, TN 37215

MAP AND PARCEL #: 51-4-65

THIS INDENTURE, made and entered into this 3RD day of August, 1992, by and between, Madison Square Development Corp., a Tennessee corporation, Party of the First Part, and Madison Square Partners, L.P., a Tennessee Limited Partnership, Party of the Second Part.

W I T N E S 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, the said Party of the First Part has bargained and sold and does hereby bargain, sell, convey, transfer and confirm unto the said Party of the Second Part, the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

Description set forth on Exhibit "A' attached
hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto appertaining unto the said Party of the Second Part, its successors, and assigns in fee simple forever.

The said Party of the First Part does hereby covenant with the said Party of the Second Part that the title and quiet possession thereto it will warrant and defend against the lawful claims of all persons claiming by, through or under it, but not further or otherwise.

The aforesaid real estate is unencumbered except as described on Exhibit "B" attached hereto and incorporated herein.

The word "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS the signature of the Party of the First Part the day and year first above written.

Madison Square Development Corp.
a Tennessee corporation

BY: _____
William J. Wienke

TITLE: Vice President

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, Heather C. Dye, Notary Public in and for said State and County duly commissioned and qualified, William J. Wienke, with whom I am personally acquainted, or who proved to me on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument (Special Warranty Deed) for the purposes therein contained, and who further acknowledged that he is the Vice President of Madison Square Development Corp., the within named Bargainor, and is authorized by the said Madison Square Development Corp., to execute this instrument as the duly authorized Vice President of the said Bargainor.

WITNESS my hand, at office, in Nashville, Tennessee, this 3rd day of August, 1992.

Heather C. Dye
NOTARY PUBLIC

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 5/28/95

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

I, or we, hereby swear or affirm that, to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $4,400,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

Thomas F. Corcoran
AFFIANT

Subscribed and sworn to before me, this 3rd day of August, 1992.

Heather C. Dye
NOTARY PUBLIC

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 5/28/95

N RAC6029 V1

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 Madison Square Development Corp., a Tennessee corporation, by special warranty deed of record in Book 8348, page 76, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Encumbrances

1. Taxes for the year 1992 which are a lien but not yet due and payable.

2. Rights of tenants, as tenants, underexisting leases.

3. All matters and notes shown on the survey and surveyor's report of Barge, Waggoner, Sumner and Cannon, Inc. by William C. Watson, Licence No. 1487, last revised June 24, 1992, for Madison Square Shopping Center.

4. Easement of record in Book 3339, page 337, Register's Office for Davidson County, Tennessee. Sewer Easement.

5. Easement of record in Book 4124, page 437, Register's Office for Davidson County, Tennessee. Sewer Easement.

6. Easement of record in Book 4463, page 129, Register's Office for Davidson County, Tennessee.

7. Easement of record in Book 5351, page 335, Register's Office for Davidson County, Tennessee. Sewer Easement.

8. Easement of record in Book 7885, page 730, Register's Office for Davidson County, Tennessee. Sewer Easement.

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IDENTIF. TREFERENCE

AUG 3 4 22 PM '92

DAVIDSON COUNTY TN.

7157 08/03 0101 03CHECK 16301.00

N MTH6132 V3

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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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
4400000.00
CON TX 16280.00
PRFEE 1.00
WDEED 20.00
TOTAL 16301.00
CHECK 16301.00

08/03/92 01 16:23 0001 7157

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

33660

IDENTIF. REFERENCE

AUG 3 4 22 PM '92

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY TN.

No. 556981