BK 8691 PG 512

(2)

THIS INSTRUMENT PREPARED BY:
John M. Baird
White & Reasor
3305 West End Avenue
Nashville, TN 37203
File Box No. 43

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel No.:
Blackstone West, L.P. c/o Grace Development, Inc. 110 21st Avenue, South Suite 805 Nashville, TN 37203	New Owner	104-6-14 104-6-29 104-6-12

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 Dollars ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, LEE F. NOEL and NELSON C. ANDREWS, hereinafter called "Grantors", have this day bargained and sold, and do hereby transfer and convey unto BLACKSTONE WEST, L.P., a Delaware limited partnership, hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

TRACT I:

Land in Davidson County, Tennessee, being the northeast half of Lot No. 9 on the original plan of West End Park as shown on record in Book 161, page 47, of the Register's Office for Davidson County, Tennessee, and as shown on the revised map of West End Park, of record in Book 421, pages 82 and 83, and bounded as follows:

Beginning on the southwest margin of Acklen Park Drive at the corner of Lots Nos. 1 and 9 on said plan; thence with the line between said two lots southwestwardly 100 feet; thence northwardly parallel with the southwest line of said lot No. 9, 192 feet, more or less, to the margin of Fairmont Drive; thence with the margin of said street to the Intersection of Acklen Park Drive and continuing with the margin of Acklen Park Drive in all 264.9 feet more or less, to the beginning.

TRACT II:

Land in Davidson Country, Tennessee, being the easterly part of Lot No. 1 on the map of West End Park, as of record in Book 161, page 47, Register's Office for said County, described as follows:

Beginning on the westerly margin of 33rd Avenue North, formerly Grand Avenue, at the corner of lots Nos. 1 and 9; thence with the line between said two lots, south 36 degrees 45 minutes west 100 feet to a point 100 feet east of the dividing line between lots Nos. 1 and 2; thence southwardly and parallel with the dividing line between lots Nos. 1 and 2, 206 feet, more or less, to the northerly margin of a driveway or Park Roadway; thence with same eastwardly 55 feet, more or less, to the beginning of a curve; thence around said curve in a northeasterly direction 73.1 feet to the westerly margin of 33rd Avenue North; thence with said avenue northwardly 151 feet to the beginning.

Tracts I and II being the same property conveyed to Grantors by Warranty Deed dated May 2, 1979, from Norman W. (William) Ginsberg, an unmarried man, of record in Book 5430, page 810, Register's Office for Davidson County, Tennessee.

TRACT III:

Being the northeasterly 100 feet of lot No. 8 on the Map of West End Park, as of record in Book 161, page 47, Register's Office for Davidson County, Tennessee, and more fully described as follows:

Beginning on the southeasterly margin of Fairmont Drive, formerly Park, or First Street, at the corner of lots Nos. 8 and 9; thence with the line between said two lots southeastwardly 192.9 feet to the common corner of lots Nos. 1, 2, 8 and 9; thence with the line between said lots Nos. 2 and 8 southwestwardly 100 feet; thence northwestwardly and parallel with the line between said lots Nos. 8 and 9, 244 feet, more or less, to the southeasterly margin of said Fairmont Drive; thence with same northeastwardly 100 feet, more or less, to the beginning.

Being the same property conveyed to Grantors by Warranty Deed dated July 18, 1984, from Martha B. Trabue, a widow, of record in Book 6340, page 290, said Register's Office.

These are improved properties known as 3300 West End Avenue, 3301 Fairmont Drive and 3309 Fairmont Drive, Nashville, Tennessee 37203.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

Grantors further covenant and bind themselves, their successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantors, but not otherwise; provided, however, that this conveyance is subject to the Acklen Park Lawns Association Agreement and Declaration of Restrictive Covenants (the "Restrictive Covenants") dated August 10, 1987, executed by Grantors, among others, as of record in Book 7358, page 1, Register's Office for Davidson County, Tennessee, and to ad valorem taxes for the current year, which have been prorated and assumed by Grantee.

Pursuant to Article IV of the Restrictive Covenants, that agreement is incorporated herein by this reference.

Grantors further quitclaim unto Grantee any rights that Grantors may have to the real property lying to the south of Tract II of the above-described real property as the same fronts on West End Avenue, extending back to the property line of said tract. The rights of the Grantors, if any, in and to the property hereby quitclaimed or acquired, if at all, are pursuant to a similar provision contained in Warranty Deed of record in Book 5430, page 810, Register's Office for Davidson County, Tennessee.

Emily J. Noel and Susan A. Andrews, spouses of Lee F. Noel and Nelson C. Andrews, respectively, have joined in the execution of this Special Warranty Deed solely to transfer, quitclaim and convey unto the Grantee, its successor and assigns, all right, title and interest of every kind, character and description whatsoever that Emily J. Noel and Susan A. Andrews, or either of them, may now have, or may hereafter acquire in or to the real property transferred hereby by reason of marriage to one of the Grantors.

IN WITNESS WHEREOF, the Grantors have executed this instrument on this the 14th day of March, 1993.

"GRANTORS"

Lee F. Noel
LEE F. NOEL

Emily J. Noel
EMILY J. NOEL

Nelson C. Andrews
NELSON C. ANDREWS

Susan A. Andrews
SUSAN A. ANDREWS

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Jota M Smith, a Notary Public for the State and County aforesaid, LEE F. NOEL, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 14th day of March, 1993.

Notary Public

My Commission Expires:
7-23-94

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, John M Barnes, a Notary Public for the State and County aforesaid, EMILY J. NOEL, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 18th day of March, 1993.

Notary Public

My Commission Expires:
7-13-94

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, John M Barnes, a Notary Public for the State and County aforesaid, NELSON C. ANDREWS, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 18th day of March, 1993.

Notary Public

My Commission Expires:
7-13-94

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, John M. Bomar, a Notary Public for the State and County aforesaid, Susan A. Andrews, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 19th day of March, 1993.

Notary Public

My Commission Expires:
7-23-94

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,075,000.00.

AFFIANT

SUBSCRIBED and sworn to before me, this 19th day of March, 1993.

Notary Public

My Commission Expires:
7-23-94

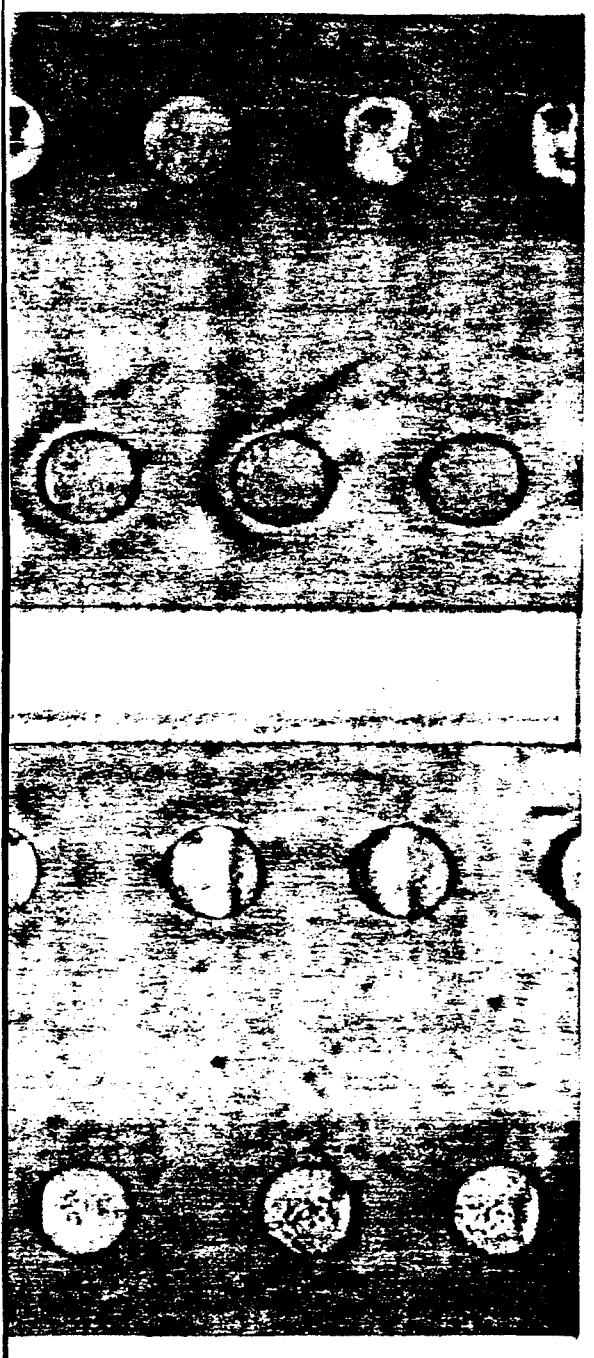
0 1 7 2 7

IDENTIFICATION REFERENCE

MAR 19 12 33 PM '93

SUSAN A. WILSON REGISTER
DAVIDSON COUNTY, TN

4064 03/19 0101 03CHECK 7702.50



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

RECEIVED OF _____

FOR _____

BOOK 8891 PAGE 818

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	
				2075000.00
			CON TX	7677.50
			PRFEE	1.00
			MINEED	24.00
			TOTAL	7702.50
			CHECK	7702.50
03/19/93	01		12:32 0001	4064

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

017.27

IDENTIFI REFERENCE

MAR 19 12 39 PM '93

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 631568