SPECIAL WARRANTY DEED
WITH RESERVATION OF EASEMENTS

FROM: MetroCenter Holdings, Inc., Grantor

TO: Volstate Properties, Inc., Grantee

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

Address New Owner as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Volstate Properties, Inc. c/o Harlan Dodson, III 306 Gay Street Suite 400 Nashville, TN 37201	Same	Map 81-4 Parcel 233

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Hundred Forty-Five Thousand and 00/100 Dollars ($145,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 17th day of May, 1993.

Notary Public

My Commission Expires: 1/23/94

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), 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 Volstate Properties, Inc., a Tennessee corporation, herein the Grantee, its successors, and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

> Lot Three, on the Plan of Resubdivision of Lot 2 MetroCenter Tract 21-B, of record in Book 7900, page 528, Register's Office for Davidson County, Tennessee, as amended in Book _____, page _____, said Register's Office (the "Plat"), together with all easements appurtenant to Lot 3 as shown on the Plat including, but not limited to, the non-

exclusive easement to connect onto any sanitary, storm sewer or utility lines and non-exclusive easements for ingress and egress as shown on said Plat.

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 _____ MetroCenter Boulevard, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto and to the Easements reserved herein.

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 assigns, forever.

Grantor reserves a non-exclusive twenty-five foot easement for vehicular ingress and egress (the "Ingress/Egress Easement") across the Property as shown on the Plat for access to and from MetroCenter Boulevard (a public roadway). The Ingress/Egress Easement shall benefit Lot 2 on the Plat and Lots 2 and 1 on the plan of MetroCenter Tract 21-A, Block C of record in Plat Book 7900, page 504, said Register's Office. The Ingress/Egress Easement area is more fully described on the attached Exhibit B.

Grantee may grant similar easements and licenses to others to use the driveways located in the Ingress/Egress Easement and neither Grantor nor Grantee may construct any curbs or barriers in the Ingress/Egress Easement which would prevent or inconvenience such use by such other persons.

Grantee may impose reasonable rules and regulations to govern the speed and direction of passage through the Ingress/Egress Easement.

Neither Grantor nor Grantee shall permit or maintain any parking spaces within the Ingress/Egress Easement.

Grantee shall have the responsibility and obligation to maintain the Ingress/Egress Easement and to keep it safe and free from hazards. In addition Grantee shall maintain and repair any pavement and curbs constructed in the Ingress/Egress Easement

described on the attached Exhibit C, as shown on the Plat, which provides access from Lot Three to French Landing Drive.

The easements and rights granted and/or reserved herein and the various terms, conditions, reservations and restrictions relating thereto set forth herein shall be (i) easements and covenants running with the land, and (ii) binding upon and inure to the benefit of Grantor and Grantee and their respective heirs, successors and assigns and all those claiming by, through or under each owner or its, his or her heirs, successors and assigns.

Nothing contained herein shall be construed or deemed to constitute a dedication, express or implied, of any real property to or for any public use or purpose whatsoever, except as expressly shown on the Plat.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject.

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 except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 19th day of May, 1993.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Cynthia A. Shriver, 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 corporation by himself as President.

Witness my hand and seal, at Office in Nashville, this 19 day of May, 1993.

Cynthia A. Shriver
Notary Public

My Commission Expires:

1/23/94

EXHIBIT A

1. Matters shown on the recorded Plat of Resubdivision Lot 2 MetroCenter Tract 21-B of record in Book 7900, page 528, Register's Office for Davidson County, Tennessee as amended in Book _____, page _____, said Register's Office.

2. A lien for 1993 real estate taxes which are being and will be prorated between Grantor and Grantee.

3. Declaration of minimum setback lines, of record in Book 8874, page 430, said Register's Office.

4. Restrictions of record in Book 4784, page 659, as modified in Book 5792, page 787, and made applicable by Book 7012, page 61, said Register's Office; restrictive covenants of record in Book 5225, pages 112 and 120, Book 5242, page 389, and Book 7012, pages 61 and 62, said Register's Office; restrictive covenants of record in Book 5347, page 88 and 166, Book 4793, page 166 and Book 7487, page 952 of said Register's Office.

EXHIBIT B

BOOK 8953 PAGE 744

SURVEYOR'S DESCRIPTION

Ingress-Egress Easement

Being a Twenty-Five foot wide Ingress-Egress Easement in Nashville, First Civil District, Twentieth Councilmanic District, Davidson County, Tennessee, located east of Metrocenter Boulevard between Dominican Drive and Vantage Way, being a pat of Lot No. 3 as shown on the plan of Resubdivision of Lot 2, MetroCenter, Tract 21-B, as of record in Book 7900, Page 528, R.O.D.C., said easement being more particularly described as follows:

BEGINNING at a point in the northerly line of Lot No. 1 as shown on the plan of resubdivision of Tract 21-B, MetroCenter as of record in Book 7900, Page 278, R.O.D.C., said point being N 87° 58' 20" E, 38.00 feet from the easterly right-of-way line of Metrocenter Boulevard;

THENCE, leaving said line N 02° 01' 40" W, 106.18 feet to a point;

THENCE, with a curve to the left 20.80 feet to a point, said curve having a central angle of 00° 51' 26", a radius of 1,364.24 feet, a tangent of 10.40 feet and a chord of N 02° 28' 58" W, 20.80 feet;

THENCE, with the northerly line of the aforementioned Lot No. 3, N 87° 59' 34" E, 25.00 feet to a point;

THENCE, leaving said line with a curve to the right 20.79 feet to a point, said curve having a central angle of 00° 51' 26", a radius of 1,389.24 feet, a tangent of 10.39 feet and a chord of S 02° 28' 28" E, 20.79 feet;

THENCE, S 02° 01' 40" E, 106.19 feet to a point in the northerly line of the aforementioned Lot No. 1;

THENCE, with said line S 87° 58' 20" W, 25.00 feet to the point of beginning;

Containing 3,175 square feet or 0.07 acre, more or less.

Barge, Waggoner, Sumner and Cannon
File 11469-35
May 13, 1993

21451

TENNESSEE REFERENCE

MAY 19 11 23 PM '93

DAVIDSON COUNTY, TN

5098 05/19 0101 03CHECK 565.50

EXHIBIT C

SURVEYOR'S DESCRIPTION BOOK 8953 PAGE 745

Ingress/Egress Easement
Rear of Lot 3

Being a 30-foot wide ingress and egress easement in Nashville, First Civil District, Twentieth Councilmanic District, Davidson County, Tennessee, located on the westerly side of French Landing Drive between Dominican Drive and Vantage Way, being a part of Lot No. 2 shown on the plan of the Resubdivision of Lot 2, Metrocenter, Tract 21-B, as of record in Book 7900, Page 528, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the westerly right-of-way line of French Landing Drive, said point being N 15° 27' 29" W, 395.31 feet from the northerly terminus of a curve return to the northerly right-of-way line of Dominican Drive;

THENCE, leaving said right-of-way line, S 74° 32' 21" W, 101.11 feet to the southeast property corner of Lot No. 2 as shown on the plan of Resubdivision of Lot No. 2, Metrocenter, Tract 21-B, as of record in Book 7900, Page 528, R.O.D.C;

THENCE, with the easterly property line of said Lot 2, N 03° 54' 33" W, 87.00 feet to a point;

THENCE, leaving said easterly property line N 86° 05' 27" E, 30.00 feet to a point;

THENCE, S 03° 54' 33" E, 19.62 feet to a point;

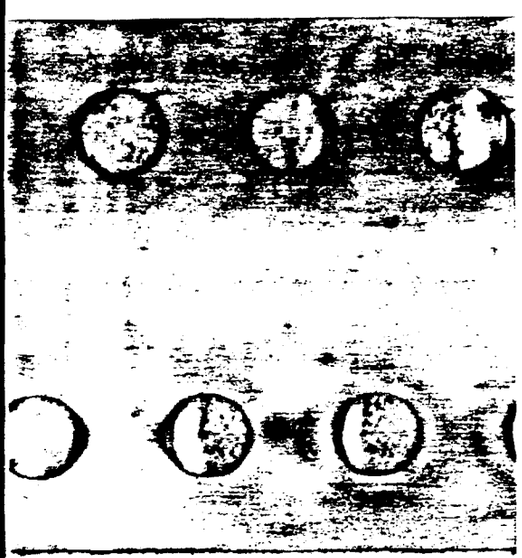
THENCE, with a curve to the left 44.31 feet to a point, said curve having a a central angle of 101° 33' 06", a radius of 25.00 feet, a tangent of 30.63 feet and a chord of S 54° 41' 06" E, 38.73 feet;

THENCE, N 74° 32' 21" E, 33.74 feet to the westerly right-of-way line of French Landing Drive;

THENCE, with said westerly right-of-way line, S 15° 27' 39" E, 30.00 feet to the point of beginning.

Containing, 4,753 square feet or 0.11 acre, more or less.

Barge, Waggoner, Sumner and Cannon
File 11469-35
May 13, 1993



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

RECEIVED OF _____

FOR _____

BOOK 8953 PAGE 746

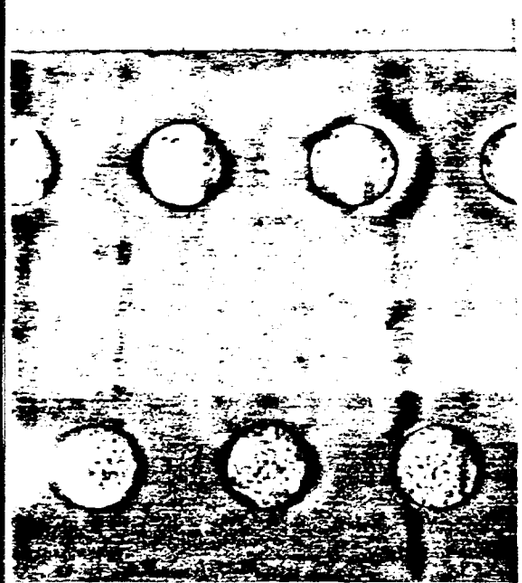
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 145000.00
CON TX 536.50
PRFEE 1.00
MDEED 28.00
TOTAL 565.50
CHECK 565.50

05/19/93 01 16:24 0001 5098

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



21451

IDENTIFICATION REFERENCE

MAY 19 4 25 PM '93

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 653158