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SPECIAL WARRANTY DEED

FROM:	Edwin B. Raskin, Trustee, with full power to mortgage, sell, transfer and convey, without joinder of any beneficiary, Grantor	This instrument was prepared by: Warren H. Wild, Jr. Farris, Warfield & Kanaday Seventeenth Floor Third National Bank Building 201 Fourth Avenue North Nashville, Tennessee 37219
TO:	Scene 3, Inc., Grantee	

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
Scene 3, Inc. 1813 Eighth Avenue South Nashville, TN 37203	Same	118-2-260, 261, 262 263 and 268
		Field Book Numbers

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million Seven Hundred Fifty Thousand Dollars ($1,750,000).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 10th day of June, 1993.

Notary Public

My Commission Expires: May 28, 1995

FOR AND IN CONSIDERATION OF the sum of One Million Seven Hundred Fifty Thousand Dollars ($1,750,000) of which Two Hundred Thousand has been paid in cash, the receipt and sufficiency of which are hereby acknowledged, and for the remainder, Grantee has executed a Promissory Note in the amount of One Million Five Hundred Fifty Thousand Dollars ($1,550,000) secured by a Deed of Trust, Security Agreement and Fixture Filing, an Assignment of Leases, Rents and Profits and certain UCC-1 Financing Statements being recorded simultaneously herewith, Edwin B. Raskin, Trustee, Grantor, has bargained and sold, and by these presents does

transfer and convey unto Scene 3, Inc., Grantee, a Tennessee corporation, its successors, and assigns, that certain tract or parcel of land in Davidson County, State of Tennessee, described on Exhibit A attached hereto and incorporated herein by reference.

This conveyance is expressly made subject to the following:

1. The lien for 1993 taxes which have been prorated and will be paid by Grantee.

2. Memorandum of Lease between Edwin B. Raskin, Trustee, and STV, Incorporated, of record in Book 6516, page 470, Register's Office for Davidson County, Tennessee.

3. Sign Lease with National Advertising Company for signs on the west side of Interstate 65, of record in Book 8501, page 516, in said Register's Office.

4. Sign Lease with National Advertising Company for signs on the west side of Interstate 65, of record in Book 8501, page 518, in said Register's Office.

5 Drainage easement of record in Book 4674, page 691, in said Register's Office.

6. Easements and lack of direct access to I-65 from the premises in question, such right of access having been condemned in Suit No. B-879, Third Circuit Court for Davidson County, Tennessee.

7. Easement for sanitary sewer granted City of Nashville by grant from Crescent Amusement Company, of record in Book 3098, page 596, Register's Office for Davidson County, Tennessee. (Applies to Lot No. 143)

8. Easement for sewer line granted Tennessee Cereal Co. by grant to Geo. King and wife, of record in Book 833, page 615, Register's Office for Davidson County, Tennessee. (Applies to part of Lot No. 6)

9. Agreement for dedication of easement for sanitary sewers and/or storm drainage between The Crescent Company and Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4108, page 604, Register's Office for Davidson County, Tennessee. (Applies to Lot No. 144)

10. Rights of lessees, tenants or occupants of premises or any part thereof.

11. All matters shown on survey prepared by R. Scott Cherry, Tennessee Registered Land Surveyor No. 1512, Job No. 93114, dated June 2, 1993.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors, and assigns, forever.

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

Witness my hand this 10th day of June, 1993.

Edwin B. Raskin, Trustee
EDWIN B. RASKIN, TRUSTEE

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Deborah A. Hughes, a Notary Public of said County and State, EDWIN B. RASKIN, TRUSTEE, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 10th day of June, 1993.

Deborah A. Hughes
Notary Public

My Commission Expires: May 28, 1995

NOTARY PUBLIC CA.

EXHIBIT A

Tract 1

Being a tract of land lying in Nashville, Davidson County, Tennessee and being Lots 144 through 151 on the Plan of George I. Waddey's subdivision of Westwood as of record in Plat Book 332, page 99 and being the Edwin Raskin Property as of record in Deed Book 4457, page 957 and being bounded on the north by the south right-of-way of Biloxi Avenue, on the east by the west right-of-way of a 15 foot alley, on the south by the Ann J. Trotter, Trustee property as of record in Deed Book 6431, page 293 and on the west by the east right-of-way of Franklin Pike and being more particularly described as follows:

Beginning at an iron pin at the intersection of the east right-of-way of Franklin Pike and the south right-of-way of Biloxi Avenue;

Thence with Biloxi Avenue North 75 deg. 23 min. 00 sec. east, 265.00 feet to an iron pin at the intersection of Biloxi Avenue and the west right-of-way of a 15 foot alley;

Thence with the west right-of-way of the alley south 14 deg. 52 min. 00 sec. east, 400.00 feet to an iron pin at a corner common with the Ann J. Potter, Trustee property;

Thence with Trotter south 75 deg. 23 min. 00 sec. west, 265.00 feet to an iron pin in the east right-of-way of Franklin Pike;

Thence with Franklin Pike north 14 deg. 52 min. 00 sec. west, 400.00 feet to the point of beginning.

Tract 2

Being a tract of land laying in Nashville, Davidson County, Tennessee and being part of Lots 140 through 143 on the plan of George I. Waddey's subdivision of Westwood as of record in Plat Book 332, page 99 and being part of Lot 6 on the plan of the lands of Mary R. Armistead, deceased, as of record in Plat Book 2, page 73 and being the Edwin Raskin property as of record in Deed Book 4457, page 957 and being bounded on the north by the south right-of-way of Biloxi Avenue, on the east by the west right-of-way of Interstate Highway 65, on the south by the V.M. Williams, Jr. and P.W. Charron property as of record in Deed Book 6699, page 701 and on the west by the Mabel Little Steele property as of record in Will Book 141, page 628 and the east right-of-way of a 15 foot alley;

Beginning at an iron pin at the intersection of the east right-of-way of a 15 foot alley and the south right-of-way of Biloxi Avenue;

Thence with Biloxi Avenue north 75 deg. 23 min. 00 sec. east, 134.20 feet to an iron pin;

Thence north 53 deg. 45 min. 00 sec. east, 368.50 feet to an iron pin in the west right-of-way of Interstate Highway 65;

Thence with Interstate 65 south 10 deg. 52 min. 00 sec. west, 609.90 feet to an iron pin;

Thence south 07 deg. 44 min. 00 sec. west, 233.66 feet to an iron pin;

Thence south 18 deg. 50 min. 00 sec. west, 166.10 feet to an X on concrete at a corner common with Williams and Charron;

Thence with a curve to the left, the radius of which is 1,273.24 feet, the central angle of which is 02 deg. 15 min. 53 sec., a

chord of south 55 deg. 32 min. 12 sec. west, 50.33 feet, an arc length of 50.33 feet to an X on concrete at a corner common with Mabel Little Steele;

Thence with Steele north 01 deg. 48 min. 00 sec. east, 104.00 feet to a P.K. nail;

Thence south 64 deg. 38 min. 00 sec. west, 13.23 feet to a P.K. nail in the east right-of-way of a 15 foot alley;

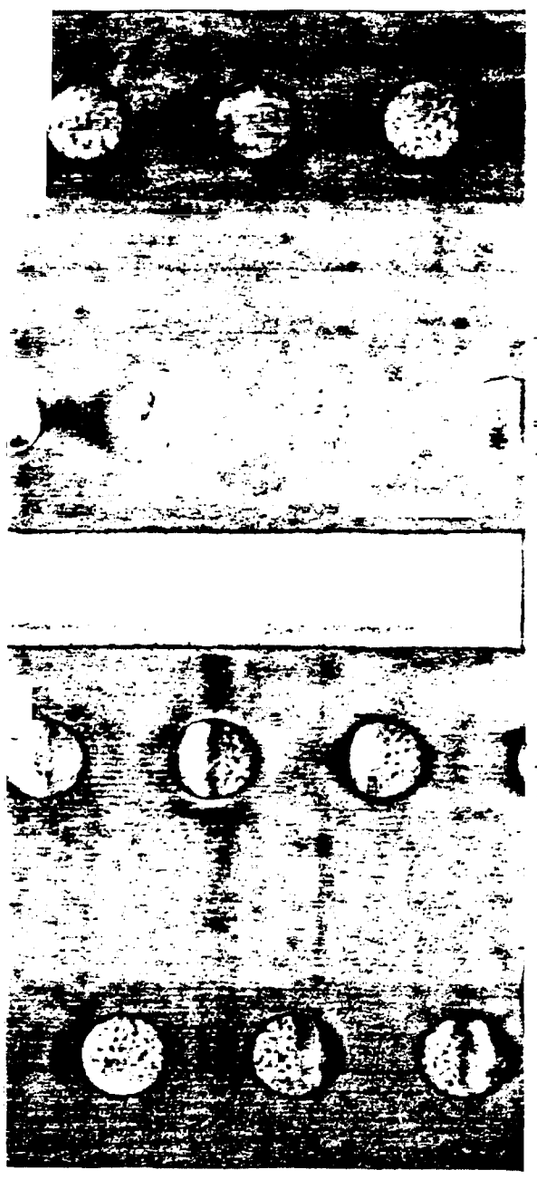
Thence with the alley north 14 deg. 52 min. 00 sec. west, 689.15 feet to the point of beginning.

Being part of the same property conveyed to Edwin B. Raskin, Trustee, with full power to mortgage, sell, transfer and convey, without joinder of any beneficiary, by deed from Crescent Properties Company of record in Book 4457, page 957, Register's Office for Davidson County, Tennessee.

The foregoing description was taken from a survey dated June 2, 1993, prepared by Scott Cherry, Registered Land Surveyor No. 1512, Job No. 93114, whose address is Cherry Land Surveying, 700 Craighead Street, Suite 305, Nashville, Tennessee 37204.

This is improved property, known as 2600, 2600B, 2604, 2608, 2610 and 2614 Franklin Road, Nashville, Tennessee 37203, located at the corner of Eighth Avenue South and Biloxi Avenue, Nashville, Davidson County, Tennessee.

31863
IDENTIF. + REFERENCE
93 JUN 18 PM 12:34
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.
9254 06/18 0101 03CHECK 6496.00



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 1750000.00
				CON TX 6475.00
				PRFEE 1.00
				WDEED 20.00
				TOTAL 6496.00
				CHECK 6496.00
06/18/93	01			12:35 0001 9254

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

31863
IDENTIF. ↑ REFERENCE

93 JUN 18 PM 12:35
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 664509