SPECIAL WARRANTY DEED

FROM: THIRD NATIONAL BANK IN NASHVILLE, Grantor

TO: BELLE MEADE GALLERIA I LIMITED PARTNERSHIP, Grantee

This instrument was prepared by:
Cynthia N. Sellers
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
201 Fourth Avenue North
Nashville, Tennessee 37219

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
Park Place 2817 West End Avenue Nashville, TN 37203	Same	116-13-106.01

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million Five Hundred Fifty Thousand and No/100 Dollars ($1,550,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 22nd day of June, 1993.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

FOR AND IN CONSIDERATION OF the sum of One Million Five Hundred Fifty Thousand and No/100 Dollars ($1,550,000.00), the receipt and sufficiency of which are hereby acknowledged, THIRD NATIONAL BANK IN NASHVILLE, Grantor, has bargained and sold, and by these presents does transfer and convey unto the said BELLE MEADE GALLERIA I LIMITED PARTNERSHIP, a Tennessee limited partnership, Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

> Being a parcel of land in the First Civil District, Davidson County, Tennessee, located on the easterly margin of Harding Road between Harding Place and Leake Avenue, being Lot Nos. 1, 2, 3, and part of Lot No. 4 shown on the H.B. Alexander's subdivision of record in Book 843, page 27, Register's Office for Davidson County, Tennessee, being part of Lot No. 12 on the plan showing H.B. Alexander's subdivision of record in Book 1130, page

46, Register's Office for Davidson County, Tennessee, and being part of Lot 160 in Bransford Realty Company's Belle Meade Links subdivision, of record in Book 421, pages 94 and 95, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the easterly margin of Harding Road (Memphis-Bristol Highway, Highway 70S, State Route 1), said point being 14.96 feet north of the northwest corner of Lot No. 1 of H.B. Alexander's Subdivision, of record in Book 843, page 27, Register's Office for Davidson County, Tennessee, and the southwest corner of Lot No. 12 of H.B. Alexander's subdivision, of record in Book 1130, page 46, Register's Office for Davidson County, Tennessee, said point also being the southwest corner to John A. Ramsey, Jr., et al, of record in Book 2679, page 449, Register's Office for Davidson County, Tennessee:

Thence, leaving said margin with Ramsey's southerly line, S 66 degrees 21' E, 124.82 feet to an iron pin, Ramsey's southeast corner;

Thence, with Ramsey's easterly line, N 24 degrees 38' E, 34.98 feet to an iron pin in the south line of James Lowery, of record in Book 5262, page 563, Register's Office for Davidson County, Tennessee;

Thence, with Lowery's southerly line, S 66 degrees 21' E, 64.24 feet;

Thence, N 27 degrees 13' E, 105.00 feet to a point;

Thence, S 68 degrees 00' E, 300.00 feet to a point in the center of Richland Creek;

Thence, with said creek, S 19 degrees 25' W, 122.30 feet;

Thence, S 72 degrees 35' W, 62.37 feet;

Thence, S 78 degrees 43' W, 195.80 feet;

Thence, with the west branch of Richland Creek, S 57 degrees 03' W, 90.00 feet;

Thence, S 32 degrees 58' W, 195.00 feet;

Thence, S 31 degrees 28' W, 12.17 feet;

Thence, leaving said branch with the northerly line of James E. Lawson, of record in Book 3705, page 249, Register's Office for Davidson County, Tennessee, N 68 degrees 41' W, 44.07 feet to an iron pin;

Thence, with the easterly line to Annie Ruth Russell, of record in Book 1490, page 521, Register's Office for Davidson County, Tennessee, and Hollie Mae Parker Russell, of record in Book 4870, page 230, Register's Office for Davidson County, Tennessee, said line being 30 feet easterly of the rear line of Lots Nos. 5, 6, 7, 8 and part of Lot No. 4, Alexander's subdivision, N 21 degrees 19' E, 215.74 feet;

Thence, with Hollie Mae Russell's northerly line, N 70 degrees 05' W, 160.20 feet to an iron pin in the easterly margin of said Harding Road;

Thence, with said margin with a curve to the right having a radius of 4,544.00 feet, a central angle of 02 degrees

33' 33", a tangent distance of 101.50 feet, with arc of said curve 202.96 feet to the point of beginning.

Being the same property conveyed to Third National Bank in Nashville by Successor Trustee's Deed of record in Book 8211, page 646, Register's Office for Davidson County, Tennessee.

This is improved property, known as Belle Meade Galleria, 5133 Harding Road, Nashville, Tennessee.

This conveyance is expressly made subject to the following:

1. Metro Taxes for 1993, a lien but not yet due and payable, which will be prorated and paid by Grantee.

2. Easement for the flow of Richland Creek.

3. Sanitary Sewer and/or Storm Drainage Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 3878, page 100, Book 4419, page 318, Book 4419, page 322, Book 5878, page 433 and Book 7382, page 782, Register's Office for Davidson County, Tennessee.

4. Easement for Ingress-Egress as set forth in Book 2139, page 18 and Book 2697, page 449, said Register's Office.

5. Telephone Line Easement(s) to American Telephone and Telegraph Company, as set forth in instrument recorded in Book 1207, page 547, said Register's Office.

6. Parking and Access Easement of record in Book 6399, page 533, said Register's Office.

7. Excerpt from an Offer and Acceptance of Donation Agreement of record in Book 8204, page 144, said Register's Office, with regard to the placement of a traffic signal on Harding Road at Post Road.

8. All matters shown on Plat recorded in Book 1130, page 46, said Register's Office.

9. All matters shown on Plat recorded in Book 843, page 27, said Register's Office.

10. All matters shown on Plat recorded in Book 421, pages 94 and 95, said Register's Office.

11. Easements, or claims of easements, not shown by the public records.

12. Any discrepancies, conflicts, encroachments, servitudes, shortages in area and boundaries or other facts which a correct survey would show.

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.

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

Witness this hand this 22nd day of June, 1993.

THIRD NATIONAL BANK IN NASHVILLE

By: William L. Fuson

Title: Vice-President

By: W. Carl Ritchie

Title: VICE PRESIDENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Connie L. Edwards, a Notary Public of said County and State, personally appeared William L. Fuson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Vice President.

Witness my hand and seal, at Office in Nashville, this 22nd day of June, 1993.

Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Connie L. Edwards, a Notary Public of said County and State, personally appeared W. Casey Leed, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Vice President.

Witness my hand and seal, at Office in Nashville, this 22nd day of June, 1993.

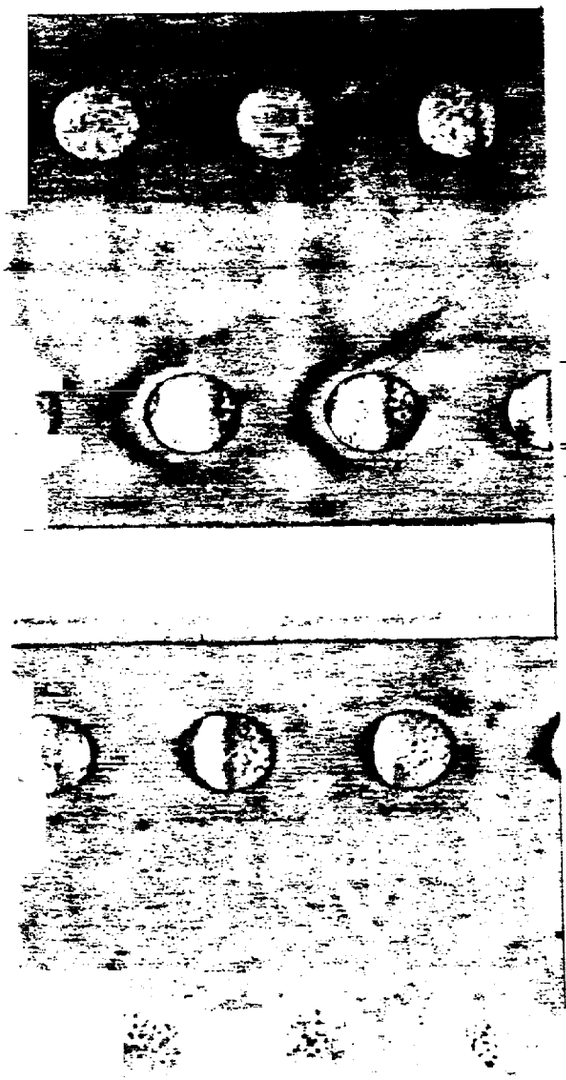
Connie L. Edwards
Notary Public

My Commission Expires: 1/25/97

1128 06/23 0101 03CHECK 5756.00

33596
IDENTIF. & REFERENCE

93 JUN 23 AM 11:29
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.



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

RECEIVED OF _____

FOR _____

BOOK 8991 PAGE 54

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 1550000.00
CON TX 5735.00
PRFEE 1.00
WDEED 20.00
TOTAL 5756.00
CHECK 5756.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/23/93 01 11:29 0001 1128

33596
IDENTIF. ▲ REFERENCE

93 JUN 23 AM 11:29
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 666357