Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
State of Tennessee Real Estate Management 511 Union Street Suite 730 Nashville, TN 37243-0299	Map 93-5 Par 149 Map 93-5 Par 147	Not Applicable Tax Exempt

This instrument prepared by: State of Tennessee, Real Estate Management, 511 Union Street, Suite 730, Nashville, TN 37243-0299

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of THIRTY-SEVEN MILLION FOUR HUNDRED THOUSAND AND NO/100 DOLLARS ($37,400,000.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY** (the "Grantor") has bargained and sold, and by these presents transfers and conveys to the **STATE OF TENNESSEE** (the "Grantee"), Grantee's successors and assigns, in lieu of condemnation or Grantee's right to exercise its power of eminent domain, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters set forth in Exhibit B, which is attached hereto and incorporated herein by reference.

This is improved property, known as THE AMERICAN GENERAL CENTER.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $37,400,000.00.

Affiant

Subscribed and sworn to before me this third day of January, 1994.

Notary Public
My Commission Expires: January 22, 1998

WELDON B. WHITE, JR. NOTARY PUBLIC STATE AT LARGE TENNESSEE

Grantor further covenants and binds itself, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 3rd day of January, 1994.

AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY

By: James S. D'Agostino, Jr.

Title: President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Beverly A. Garrett, Notary Public, James S. D'Agostino, Jr., with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of American General Life and Accident Company, a Tennessee corporation, and is authorized to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 3rd day of January, 1994.

Beverly A. Garrett
Notary Public
My Commission Expires: July 26, 1997

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

WP/JIVBSWDAG

EXHIBIT A

Land being in the First Civil District of Nashville, Davidson County, Tennessee, being bounded by Charlotte Avenue on the north, Seventh Avenue North on the east, Union Street on the south and Eighth Avenue North on the west, lying across Charlotte Avenue from the State Capital and being more particularly described as follows:

Beginning on an iron pin (new) on the Southeast corner of Charlotte Avenue and Eighth
Avenue North right-of-way intersection, said pin being the Northwest corner of this tract and having a North coordinate of 667,387.90 and an East coordinate of 1,736,640.80 on the Tennessee State Plane Coordinate System, (North American Datum of 1983);

Thence, along said Southerly right-of-way of Charlotte Avenue, North 62 degrees 22 minutes 20 seconds East - 362.13 feet to an iron pin (new) on the Westerly right-of-way of Seventh Avenue North;

Thence, with said Seventh Avenue North, South 27 degrees 08 minutes 01 seconds East - 488.17 feet to an iron pin (new) at the Northerly right-of-way of Union Street;

Thence, with said Union Street, South 62 degrees 28 minutes 44 seconds West - 359.76 feet to an iron pin (new) on the East margin of the aforementioned Eighth Avenue North;

Thence, with Eighth Avenue North, North 27 degrees 24 minutes 39 seconds West - 487.48 feet to the Point of Beginning and containing 4.042 Acres, more or less according to a survey by Thomas, Miller and Partners, Kevin A. Edmonson, RLS 1515 and dated September 3, 1993.

Being the same property conveyed to The National Life and Accident Insurance Company now known as American General Life and Accident Insurance Company by deeds of record in the Register's Office of Davidson County, Tennessee, as follows:

(1) Book 515, page 515, from J. H. Fall, Jr. et ux, et al less that conveyance to the City of Nashville in Book 635, page 636;
(2) Book 515, page 523, from Amelie Thorne;
(3) Book 561, page 227, from The First Saving Bank & Trust Co., Trustee;
(4) Book 576, page 235, from Mrs. Anna W. Moore;
(5) Book 848, page 683, from Ellen Mooney;
(6) Book 913, page 222, from O. C. Nugent, Jr., Substitute Trustee;
(7) Book 1104, page 455, from the Nashville Trust company;
(8) Book 1151, page 160, from Delia S. Brew;
(9) Book 1247, page 492, from Felix R. Cheatham and wife;
(10) Book 1255, page 375, from Felix R. Cheatham and wife;
(11) Book 1291, page 262, from Felix R. Cheatham and wife;
(12) Book 1291, page 264, from Felix R. Cheatham and wife;
(13) Book 1298, page 211, from Felix R. Cheatham and wife;
(14) Book 1303, page 132, from Felix R. Cheatham and wife;
(15) Book 1303, page 133, from Felix R. Cheatham and wife;
(16) Book 1492, page 185, from Young Men's Hebrew Association;
(17) Book 1730, page 555, from Mrs. Polly Prentiss Nelson;
(18) Book 2690, page 558, from L. A. Reuder and Melbourne L. Martin, Trustees;
(19) Book 3956, page 423, from Third National Bank of Nashville, Trustee;
(20) Book 3982, page 885, from Trustees of Cumberland Lodge No. 8, F. & A.M.;
(21) Book 4354, page 747, from the American Legion - Department of Tennessee; and
(22) Book 4414, page 678, from Clara McDonald Bass.

EXHIBIT B

PERMITTED ENCUMBRANCES

Easement for Rights-of-Way for sidewalk purposes to Metropolitan Government of Nashville and Davidson County, of record in Book 4146, page 452, Register's Office for Davidson County, Tennessee.

02956
IDENTIFICATION REFERENCE
94 JAN -3 AM 10:41
PICK-UP
4692 01/03 0101 03CHECK 16.00