Box 23

This Instrument Prepared By
and Return To:

HEISKELL, DONELSON, BEARMAN, (JAG)
ADAMS, WILLIAMS & CALDWELL,
A Professional corporation
511 Union Street, Suite 600
Nashville, Tennessee 37219

BOOK 9233 PAGE 483

SUCCESSOR TRUSTEE'S DEED

WHEREAS, by trust deed dated March 28, 1974 (hereinafter "1974 Deed of Trust"), of record in Book 4800, page 631, Register's Office for Davidson County, Tennessee, Commercial Equities Corp. ("Equities") conveyed to Francis P. Gunning and William H. Jenson, as Trustees, and to Provident Trust Company ("Provident"), as Beneficiary, certain real property located in Davidson County Tennessee (the "Property") for the purpose of securing the payment of indebtedness evidenced by a promissory note dated March 28, 1974, in the original principal amount of One Million Seven Hundred Fifty Thousand and 00/100 Dollars ($1,750,000.00), executed by Equities and payable to the order of Provident; and

WHEREAS, by trust deed dated May 2, 1978 (hereinafter "1978 Deed of Trust"), of record in Book 5280, page 74, Register's Office for Davidson County, Tennessee, Equities (sometimes hereinafter, the "Debtor"), conveyed to Francis P. Gunning and Martin Cleary, as Trustees, and to Provident, as Beneficiary, certain real property located in Davidson County Tennessee (the "Property") for the purpose of securing the payment of indebtedness evidenced by a promissory note dated May 2, 1978, in the original principal amount of One Million Seven Hundred Fifty Thousand and 00/100 Dollars ($1,750,000.00), executed by Equities and payable to the order of Provident (the 1974 Deed of Trust and the 1978 Deed of Trust being sometimes hereinafter referred to as the "Deeds of Trust"); and

WHEREAS, the 1974 Deed of Trust was assigned to Teachers Insurance and Annuity Association of America (sometimes hereinafter, the "Secured Party") by Assignment of Deed of Trust of record in Book 4800, page 652 (the "1974 Assignment"), Register's Office for Davidson County, Tennessee and re-recorded in Book 4805, page 655, said Register's Office; and

WHEREAS, the 1978 Deed of Trust was also assigned to the Secured Party by Assignment of record in Book 5280, page 96 (the "1978 Assignment"), Register's Office for Davidson County, Tennessee; and

WHEREAS, the 1974 Deed of Trust was subordinated in part to Tract III (described hereinafter) and as shown in the 1978 Deed of Trust by a Partial Subordination of Lien recorded in Book 5280, page 92, Register's Office for Davidson County, Tennessee; and

WHEREAS, Debtor did convey the real property given as security in the 1974 Deed of Trust and the 1978 Deed of Trust by deed to the Estate of James M. Medlin, Jack K. Byrd and Hortense Medlin Downard, Co-Executors, recorded in Book 6226, page 399, Register's Office for Davidson County, Tennessee, who in turn conveyed the real property by deed to Sunbelt Property Group, Inc. ("Sunbelt"), recorded in Book 6344, page 967, said Register's Office and Sunbelt did subsequently convey the real property by deed to Nashville Associates, a Pennsylvania limited partnership ("Associates") recorded in Book 6344, page 980, said Register's Office; and

WHEREAS, Associates did on February 14, 1992, file a petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Pennsylvania being Case No. 92-20614T; and

WHEREAS, the United States Bankruptcy Court for the Eastern District of Pennsylvania in Case No. 92-20614T did execute a Stipulation and Order Granting Relief From the Automatic Stay dated September 29, 1993; and

WHEREAS, John A. Gupton, III was appointed Successor Trustee in the place and stead of Francis P. Gunning and William H. Jenson in the 1974 Deed of Trust and in the place and stead of Francis P. Gunning and Martin Cleary in the 1978 Deed of Trust, said appointments having been recorded in Book 9162, page 11 and in Book 9162, page 13, respectively; and

WHEREAS, default was made in the payment of the debt and obligations secured by the 1974 Deed of Trust and the 1978 Deed of Trust and the undersigned, as Successor Trustee was required by Teachers Insurance and Annuity Association of America, the owners and holders of the debt, to advertise and sell the property conveyed by the Deeds of Trust in compliance with the provisions thereof; and

WHEREAS, the undersigned, as Successor Trustee did in compliance with the provisions of the Deeds of Trust, advertise for sale the property conveyed by same, the advertisement of sale having been published in The Nashville Record, a newspaper published in Davidson County, Tennessee, in the issues of December 16, 1993; December 23, 1993 and December 30, 1993 of said newspaper, said sale having been advertised for Tuesday, January 11, 1994 commencing at 10:30 a.m., at the South door of the Courthouse in and for Metropolitan Nashville and Davidson County, Tennessee; and

WHEREAS, pursuant to the provisions of the Notice of Successor Trustee's Sale and in accordance with the terms of the Deeds of Trust, the undersigned, on Tuesday, January 11, 1994 at the appointed time and place, did adjourn the sale of the property until the following Tuesday, January 18, 1994, at 10:30 a.m., at which time and place the property was offered for sale and sold; and

WHEREAS, said sale was made subject to prior liens and encumbrances, including liens of real estate taxes, and any applicable restrictions, building lines and easements;

WHEREAS, the highest and best bid for said property was then and there made by Teachers Insurance and Annuity Association of America, to-wit: a bid of Two Million and 00/100 Dollars ($2,000,000.00) for said property, which bid was then and there accepted by the undersigned as Successor Trustee; and

WHEREAS, attached hereto as Exhibit "A" is a new boundary description of the Property described in the 1974 Deed of Trust and the 1978 Deed of Trust for informational purposes.

NOW, THEREFORE, for the consideration named, and for and in consideration of he compliance with the terms of said bid, the undersigned, John A. Gupton, III, as Successor Trustee, has bargained and sold, and by these present does bargain, sell and convey unto Teachers Insurance and Annuity Association of America, the property advertised and sold as hereinabove recited, situated, lying and being in the County of Davidson, State of Tennessee, and more particularly described as follows:

1974 Deed of Trust

Two Tracts of land in the 2nd Civil District of Davidson County, Tennessee, being described according to a survey by Dixie Engineering Associates, dated August 17, 1971, and revised on January 3, 1972, Job No. 71-16, as follows:

PARCEL I: Beginning at a point in the westerly margin of McGavock Pike, said point being 150.00 feet southwardly from the intersection of Murfreesboro Road, and being the southeasterly corner of the Humble Oil and Refining Company property, as conveyed to the latter by deed of record

in book 4052, page 448, Register's Office for said county; thence south 17° 25' west, 278.8 feet along the westerly margin of McGavock Pike to a point, said point being the point of curvature of a curve of 924.93 foot radius; thence with said curve to the right a distance of 33.00 feet to a point on the westerly margin of McGavock Pike; thence North 72° 35' West 349 feet to a point; thence North 17° 58' East 515.02 feet to a point in the southerly margin of Murfreesboro Road at a controlled access fence; thence with said fence and southerly margin of Murfreesboro Road around a curve to the left of 4093.07 foot radius, a distance of 167.62 feet to a concrete monument in the southerly margin of Murfreesboro Road; thence north 28° 59' east, 19.8 feet to a concrete monument, said monument being on the southerly margin of Murfreesboro Road; thence with the southerly margin of Murfreesboro Road, around a curve to the left of 4073.09 foot radius, a distance of 30.8 feet to an iron pin in the southerly margin of Murfreesboro Road; thence south 17° 24' West, 150.0 feet with a line to an iron pin; thence south 62° 02' east, 150.00 feet to an iron pin, the point of beginning, containing 3.37 acres, more or less.

PARCEL II: Beginning at a point North 72° 35' West 349 feet from the westerly margin of McGavock Pike, being the southwesterly corner of previously described Tract No. 1; thence north 72° 35' west, 198.3 feet with a line to a point on the easterly right-of-way of the L & N Railroad spur to Avco; thence north 17° 58' east, 570.0 feet with the easterly margin of said railroad spur to a point on the southerly margin of Murfreesboro Road at a controlled access fence; thence with said fence and southerly margin of Murfreesboro Road around a curve to the left of 4093.07 foot radius, a distance of 205.30 feet to a point in the southerly margin of Murfreesboro Road; thence South 17° 58' West 515.02 feet to the point of beginning, containing 2.48 acres, more or less.

1978 Deed of Trust

Three Tracts of land in the 1st (formerly 2nd) Civil District of Davidson County, Tennessee, being described according to a survey by Dixie Engineering Associates, dated August 17, 1971, and last revised on April 11, 1978, Job No. 71-16 as follows:

PARCEL I: Beginning at a point, an iron pin, situated in the easterly right-of-way line of the L & N Railroad spur to Avco which iron pin is located 90 feet southwesterly from the center line of Murfreesboro Road said point also being on the southerly margin of said Murfreesboro Road at a controlled access fence; thence with said fence and southerly margin of Murfreesboro Road around a curve to the left of 4093.07 foot radius, a distance of 205.30 feet to a point on the southerly margin of Murfreesboro road; thence South 17° 58' West a distance of 525.68 feet to a point; thence North 71° 32' 36" West 198.32 feet to a point on the easterly right-of-way of the L & N Railroad spur to Avco; thence North 17° 58' East a distance of 577 feet to an iron pin, the point or place of beginning, containing 2.51 acres, more or less.

PARCEL II: There is also conveyed a non-exclusive easement running with the land over and across the hereinafter described Parcel III between the premises above described in Parcel I and McGavock Pike for owners, mortgagees, tenants, licensees, tradesmen, visitors, guests and contractors and employees or agents of any of the aforesaid to pass and re-pass over and across the hereinafter described premises as pedestrians or by vehicles as may be required. The burdened premises are described as Parcel III hereinbelow.

PARCEL III: Beginning at a point in the westerly margin of McGavock Pike, said point being 150.00 feet southwardly from the intersection of Murfreesboro Road, and being the southeasterly corner of the Humble Oil and Refining Company property, as conveyed to the latter by deed of record

in Book 4052, Page 448, Register's Office for said county; thence south 17° 25' west, 278.8 feet along the westerly margin of McGavock Pike to a point, said point being the point of curvature of a curve of 924.93 foot radius; thence with said curve to the right a distance of 50.00 feet to a point on the westerly margin of McGavock Pike; thence North 71° 32' 36" West 348.40 feet to a point; thence North 17° 58' East 525.68 feet to a point in the southerly margin of Murfreesboro Road at a controlled access fence; thence with said fence and southerly margin of Murfreesboro Road around a curve to the left of 4093.07 foot radius, a distance of 167.62 feet to a concrete monument in the southerly margin of Murfreesboro Road; thence north 28° 59' east, 19.8 feet to a concrete monument, said monument being on the southerly margin of Murfreesboro Road; thence with the southerly margin of Murfreesboro Road, around a curve to the left of 4073.09 foot radius, a distance of 30.8 feet to an iron pin in the southerly margin of Murfreesboro Road; thence south 17° 24' West, 150.0 feet with a line to an iron pin; thence south 62° 02' east, 150.00 feet to an iron pin, the point of beginning, containing 3.48 acres, more or less.

Being a portion of the same property conveyed to Nashville Associates, L.P. by deed from Sunbelt Property Group, Inc., a Delaware corporation, of record in Book 6344, page 980, Register's Office for Davidson County, Tennessee.

Also being the same property in the 1974 Deed of Trust of record in Book 4800, page 631 (Parcels I and II) and in the 1978 Deed of Trust of record in Book 5280, page 74 (Parcels I, II and III).

TO HAVE AND TO HOLD, unto the said Teachers Insurance and Annuity Association of America, in fee simple, forever.

The title hereby conveyed is subject to prior liens of record, including those described herein above, and including any prior liens for taxes, mechanics liens, judgment liens, zoning ordinances, easements, setback lines, or restrictions or such other matters as a survey might show.

IN WITNESS WHEREOF, the said John A. Gupton, III, as Successor Trustee, has hereunto set his hand this 18th day of January, 1994.

John A. Gupton, III
Successor Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Vicki R. Schmitz, a Notary Pubic in and for said State and County duly commissioned and qualified, John A. Gupton, III, Successor 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 18TH day of January, 1994.

Vicki R. Schmitz
Notary Public

My Commission Expires: 8-13-97

VICKI R. SCHMITZ NOTARY PUBLIC WILLIAMSON CO., TN

N VRS49833 V1

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PROPERTY OWNER: Teachers Insurance and Annuity Association of America
PROPERTY ADDRESS: 1281 Murfreesboro Pike
Nashville, Tennessee

Send Tax Bills To: 730 Third Avenue
Attn: Mr. David Bengel
7th Floor
New York, New York 10017-3206

MAP 120/PARCEL 148

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is Two Million and 00/100 Dollars ($2,000,000.00) which amount is equal or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

SUBSCRIBED AND SWORN to before me this 18TH day of January, 1994.

Notary Public

My Commission Expires: 8-13-97

12291
IDENTIFICATION REFERENCE

94 JAN 28 PM 3:54
REGISTER
DAVIDSON COUNTY, TN.

4800 01/28 0101 03CHECK 7425.00

N VRS49833 V1

A tract of land in the First Civil district of Metropolitan Nashville, Davidson County, Tennessee being described according to a survey by Ragan-Smith-Associates dated January 12, 1994, Job No. 93-229, as follows:

Beginning at an existing iron pin on the westerly margin of McGavock Pike (60-foot R.O.W.) that is S 17° 29' 09" W, 129.32 feet from the southerly end of the southwesterly return curve at the intersection of McGavock Pike and Murfreesboro Pike, U.S. Highway 41 (R.O.W. varies); said iron pin also being the southerly property corner of a tract of land deeded to James Alvin Crossman as of record in Deed Book 7769, page 788, Register's Office for Davidson County, Tennessee; thence,

With the westerly right-of-way line of McGavock Pike, S 17° 29; 09" W, 278.80 feet to an iron Pin (set); thence,

With a 924.93-foot radius curve to the right a distance of 50.00 feet to an iron pin (set); said curve has a chord bearing and distance of S 19° 02' 04" W, 49.993 feet; thence,

Leaving said right-of-way line, with a severance line, N 71° 32' 36" W, 547.27 feet to an iron pin (set) on the westerly right-of-way line of the C.S.X. Railroad (120-foot R.O.W.); thence,

With the easterly right-of-way line of the C.S.X. Railroad, N 18° 01' 10" E, 578.00 feet to an existing iron pin on the southerly right-of-way line of Murfreesboro Pike; thence,

Southeastwardly with the southerly right-of-way line of Murfreesboro Pike, having a 4093.07-foot radius curve to the left a distance of 373.465 feet to an existing concrete highway monument. Said curve has a chord bearing and distance of S 57° 54' 2" E, 373.330 feet; thence,

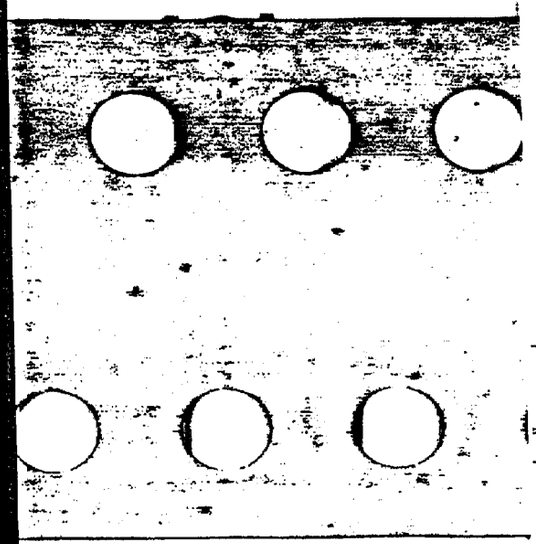
With an off-set in said right-of-way line, N 29° 11' 20" E, 19.74 feet to an existing concrete highway monument; thence,

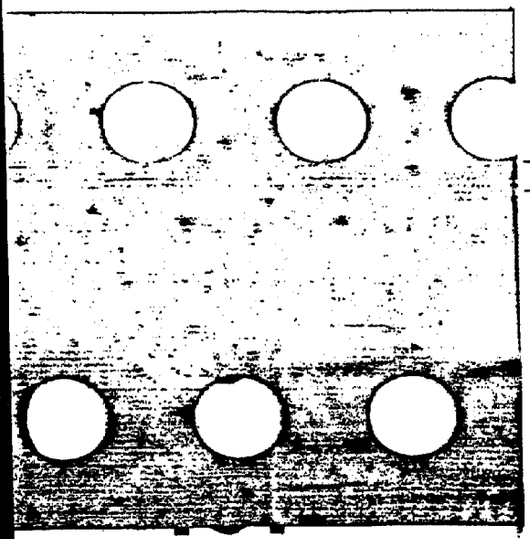
Southeastwardly, with said right-of-way line, having a 4073.09-foot radius curve to the left a distance of 30.81 feet to an existing iron pin at the northwesterly property corner of the James Alvin Crossman tract. Said curve ha sa chord bearing and distance of S 60° 55' 01" E, 30.805 feet; thence,

Leaving the southerly right-of-way line of Murfreesboro Pike, with the westerly property line of the James Alvin Crossman tract, S 17° 23' 08" W, 150.00 feet to an existing iron pin at the southwesterly property corner of the Crossman tract; thence,

With the southerly property line of the Crossman tract, S 61° 58' 52" E, 150.00 feet to the point of beginning and containing 5.994 acres, more or less, as calculated by the above courses which were determined within the precision requirements of a Class "Urban" ALTA/ACSM Land Title Survey of 1992.

This tract is all of the same property as of record in Book 4800, page 631 (Parcels I and II) and in Book 5280, page 74 (Parcels I, II and III) and is also a portion of the same property deeded to Nashville Associates, L.P., as of record in Book 6344, page 980, Register's Office for Davidson County, Tennessee.





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

RECEIVED OF _____

FOR _____

BOOK 9233 PAGE 489

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	2000000.00
			CON TX	7400.00
			PRFEE	1.00
			WDEED	24.00
			TOTAL	7425.00
			CHECK	7425.00
01/28/94	01		15:55 0001	4800

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12291
IDENTIFICATION REFERENCE

94 JAN 28 PM 3:54
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No.750723