STATE OF TENNESSEE)
) ss:
COUNTY OF DAVIDSON)

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $1,900,000.00.

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME THIS THE 28th DAY OF FEBRUARY, 1994.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 1-27-96

Address New Owner	Send Tax Bills to:	Map-Parcel Number
ALLRIGHT REALTY COMPANY 1111 Fannin, Suite 1300 Houston, Texas 77002	Same	93-2-3-154
This instrument prepared by: McMackin, Garfinkle, McLemore & Walker (FGA), 150 Fourth Avenue, North, Suite 1650 P.O. Box 98947, Nashville, Tennessee 37219		

SPECIAL WARRANTY DEED

THIS INDENTURE is made as of the 28th day of February, 1994, by NCB Associates, a Tennessee general partnership ("Grantor") in favor of Allright Realty Company, a Texas corporation ("Grantee").

WITNESSETH THAT:

Grantor, for valuable consideration, does hereby grant, with special warranty covenants, unto Grantee, its successors and assigns, all of that certain parcel of improved land situated and lying in Davidson County, Tennessee, and consisting of approximately 0.46 acre, more or less, as more fully described in Exhibit "A" attached hereto and made a part hereof (the "Property");

ALL interest conveyed by Grantor to Grantee hereunder are SUBJECT TO:

(i) all streets and public rights-of-way;

(ii) all laws, rules and/or regulations (federal, state and/or local) now in effect;

(iii) the rights and benefits of the owner of parcel 151, of the same Lot No. 40 on the map of the original Town of Nashville, not of record, which is an encroachment on parcel 154;

(iv) restrictions, encumbrances, reservations, limitations, conditions, easements, agreements and/or other matters affecting the Property, if of public record; and

(v) all real estate taxes and assessments not due and payable as of the date hereof.

(vi) that certain easement agreement, filed of receord this same day in Book 9264, page 1, in the R.O.D.C., by and between Grantee and 315 Union Street, Inc., and its successors, assigns and designees as owners of parcel 151, of the same Lot No. 40 on the map of the original Town of Nashville, not of record.

TO HAVE AND TO HOLD the same, together with all the hereditaments and appurtenances thereunto belonging or in anywise appertaining, to Grantee, its successors and assigns, forever.

And Grantor will warrant and defend title to the Property against all parties lawfully claiming the same from, through or under it, but against no others.

And Grantor hereby covenants and warrants that it is fully authorized to convey the Property as set forth herein.

IN WITNESS WHEREOF, Grantor has caused these presents to be duly executed the day and year first above written.

Signed in the Presence of: GRANTOR:

NCB ASSOCIATES,
a Tennessee general partnership

Sign Name: Thomas C. Scott
Print Name: Thomas G. Scott

By: Robert C. H. Mathews
Robert C. H. Mathews, Jr.

By: DeBartolo/Nashville Associates

Sign Name: Kimberly L. Hambaugh
Print Name: _____

By: Edward J. DeBartolo
EDWARD J. DeBARTOLO

Sign Name: Kimberly J. Beldon
Print Name: _____

By: Marie Denise DeBartolo York
Marie Denise DeBartolo York

STATE OF ~~TENNESSEE~~ OHIO)
) ss:
COUNTY OF ~~DAVIDSON~~ HAMILTON)

BE IT REMEMBERED, that on this 25th day of February, 1994, before me, personally appeared Edward J. DeBartolo Jr., who, being by me duly sworn on his oath, deposed and made proof to my satisfaction that he is the duly authorized representative of DeBartolo/Nashville Associates, a general partner of NCB Associates, a Tennessee general partnership, the Grantor named in the within instrument; and I having first made known to him the contents thereof, he did acknowledge that he signed, and delivered the same as the duly authorized representative of the Grantor named herein and his execution of the Special Warranty Deed was his voluntary act and deed, for the uses and purposes therein expressed.

Kimberlin J. Beckham
NOTARY

My Commission expires on _____.

Kimberlin J. Beckham
NOTARY PUBLIC, State of Ohio
My Commission Exp. June 16, 1997

STATE OF ~~TENNESSEE~~ OHIO)
) ss:
COUNTY OF ~~DAVIDSON~~ HAMILTON)

BE IT REMEMBERED, that on this 25th day of February, 1994, before me, personally appeared Marie Denise DeBartolo York, who, being by me duly sworn on his oath, deposed and made proof to my satisfaction that he is the duly authorized representative of DeBartolo/Nashville Associates, a general partner of NCB Associates, a Tennessee general partnership, the Grantor named in the within instrument; and I having first made known to him the contents thereof, she/he did acknowledge that she/he signed, and delivered the same as the duly authorized representative of the Grantor named herein and her/his execution of the Special Warranty Deed was her/his voluntary act and deed, for the uses and purposes therein expressed.

PICK-UP
22618
IDENTIFICATION REFERENCE
94 MAR 1 PM 4:21
FELIX A. ... REGISTER
DAVIDSON COUNTY, TN.

Kimberlin J. Beckham
NOTARY

My Commission expires on _____.

Kimberlin J. Beckham
NOTARY PUBLIC, State of Ohio
My Commission Exp. June 16, 1997

STATE OF TENNESSEE)
) ss:
COUNTY OF DAVIDSON)

BE IT REMEMBERED, that on this 28th day of February, 1994, before me, personally appeared Robert C. H. Mathews, who, being by me duly sworn on his oath, deposed and made proof to my satisfaction that he is the general partner of NCB Associates, a Tennessee general partnership, the Grantor named in the within instrument; and I having first made known to him the contents thereof, he did acknowledge that he signed, and delivered the same as the duly authorized representative of the Grantor named herein and his execution of the Special Warranty Deed was his voluntary act and deed, for the uses and purposes therein expressed.

STATE OF TENNESSEE

Linda D. Abernathy
NOTARY

My Commission expires on 1-27-96.

EXHIBIT A

SURVEYOR'S DESCRIPTION

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of Third Avenue North and Bank Alley, being a part of Lot No. 40 on the plan of the original Town of Nashville, not of record, being more particularly described as follows:

Beginning at the point of intersection of the northerly right-of-way line of Bank Alley and the westerly right-of-way line of Third Avenue North;

Thence, with said northerly right-of-way line S 62° 19' 46" W, 175.47 feet to the point of intersection with the easterly right-of-way line of Printers Alley;

Thence, leaving said right-of-way line, N 27° 09' 41" W, 115.37 feet to a point;

Thence, leaving said right-of-way line, N 62° 17' 57" E, 174.38 feet to a point in the westerly right-of-way line of Third Avenue North;

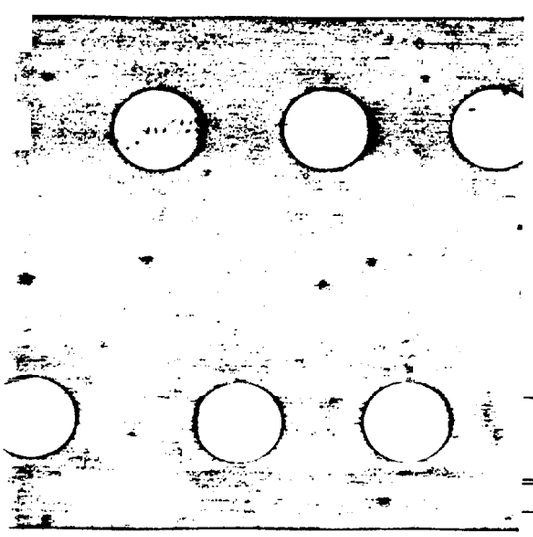
Thence, with said right-of-way line S 27° 42' 11" E, 115.46 feet to the point of beginning;

Containing 20,190 square feet or 0.46 acre, more or less.

Being a portion of the same property conveyed to NCB Associates from Nashville City Bank and Trust Co. by deed of record in Book 7762, page 190, in the Register's Office for Davidson County, Tennessee.

This property description was prepared pursuant to survey of Barge, Waggoner, Sumner, and Cannon, Registered Land Surveyors, by Wendell H. Talley, Sr., Tenn. Lic. No. 785, dated 10/28/93 (and updated February 24, 1994).

5550 03/01 0101 03CHECK 7047.00



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

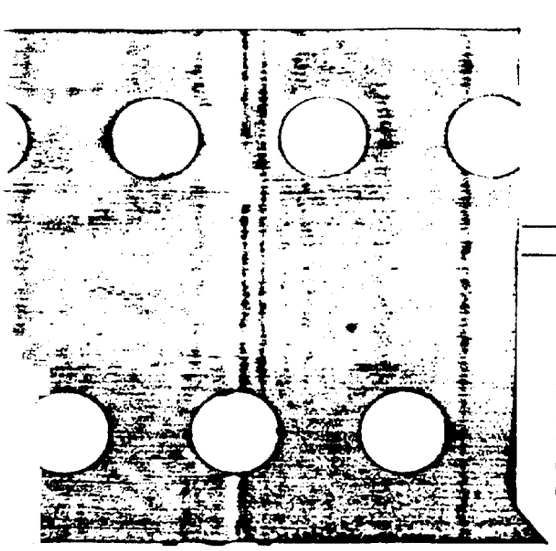
RECEIVED OF _____

FOR _____

BOOK 9263 PAGE 993

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
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				1900000.00
			CON TX	7030.00
			PRFEE	1.00
			WDEED	16.00
			TOTAL	7047.00
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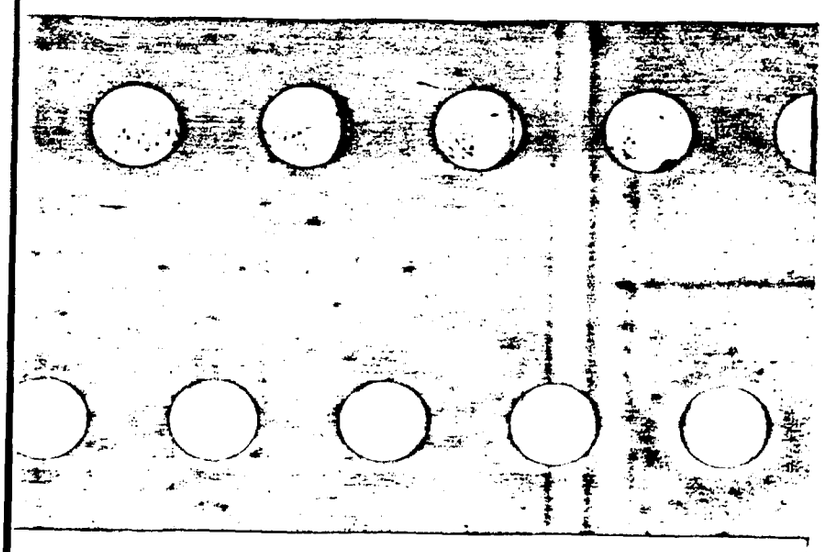
RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

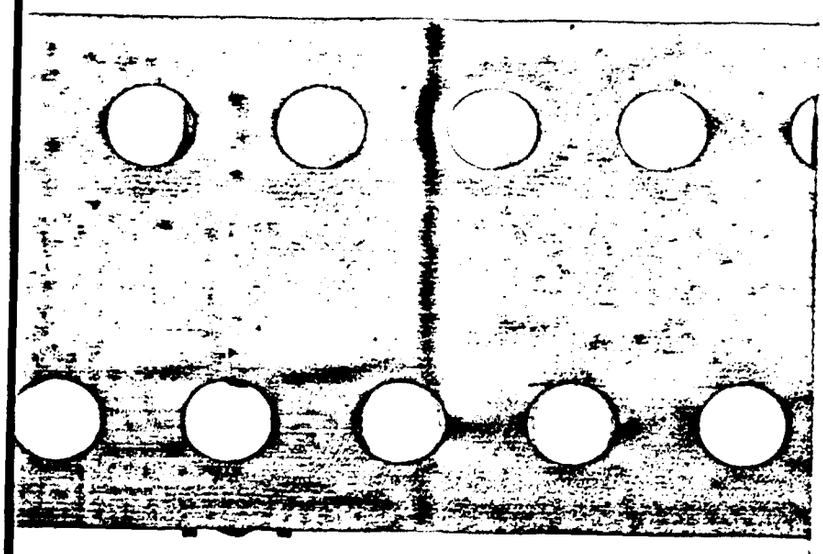
22648
IDENTIFICATION REFERENCE

94 MAR -1 PM 4:21

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 761691





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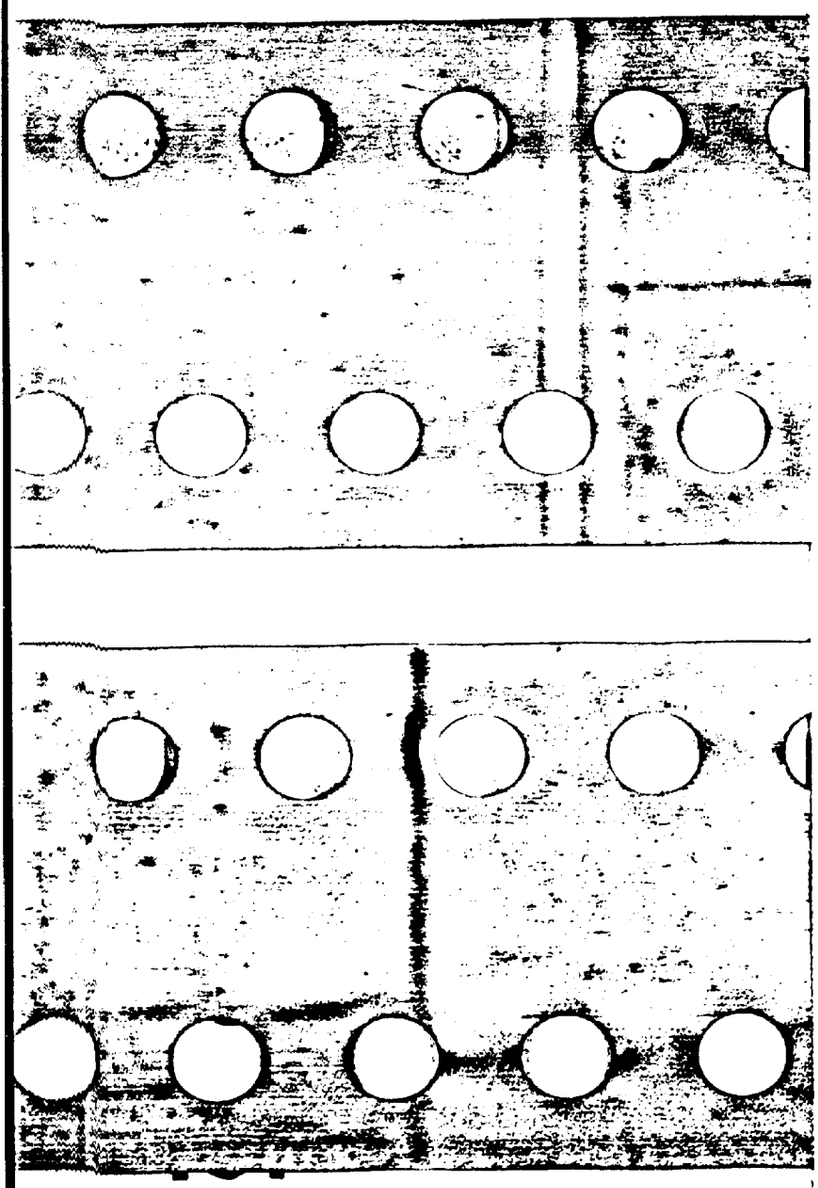
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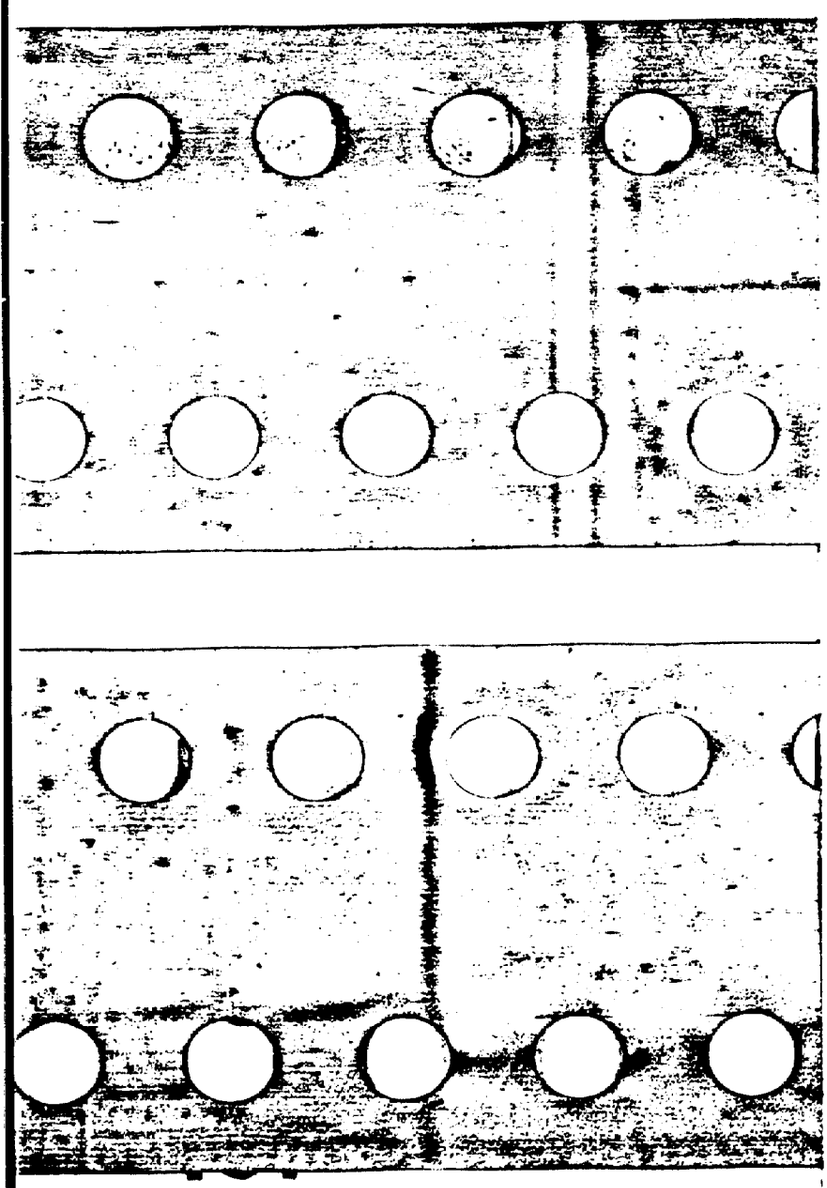
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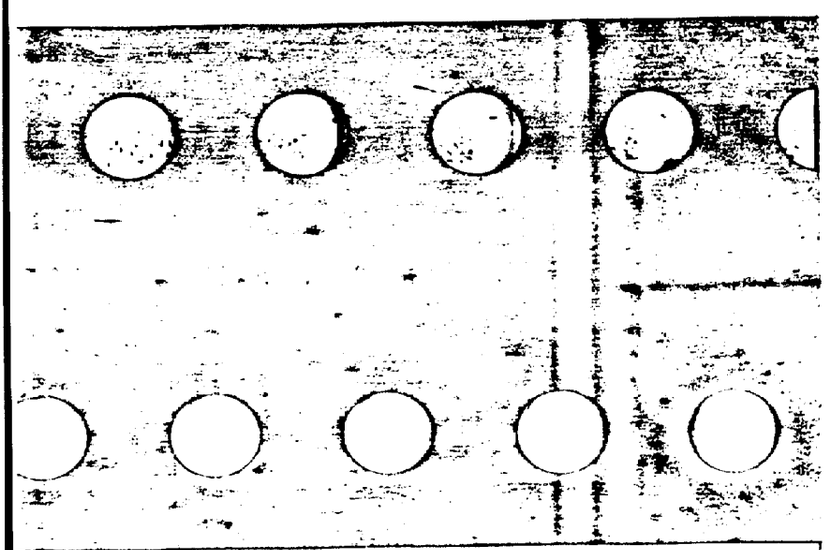
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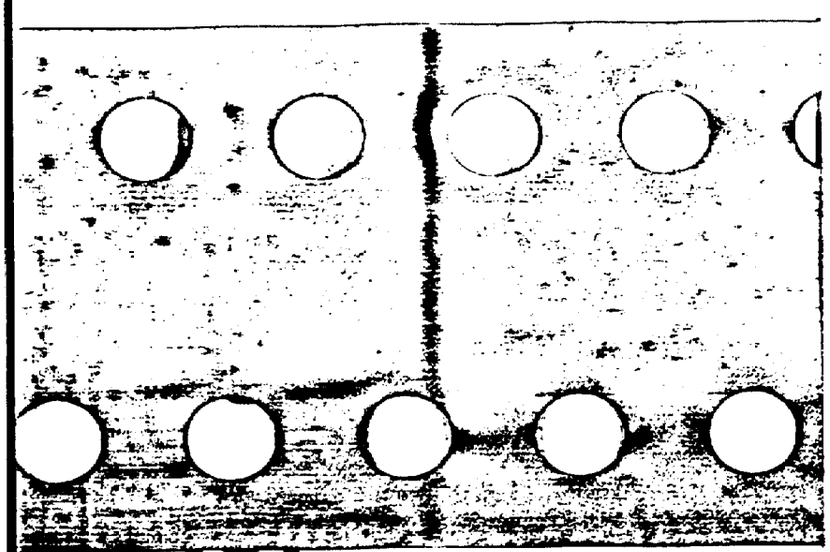
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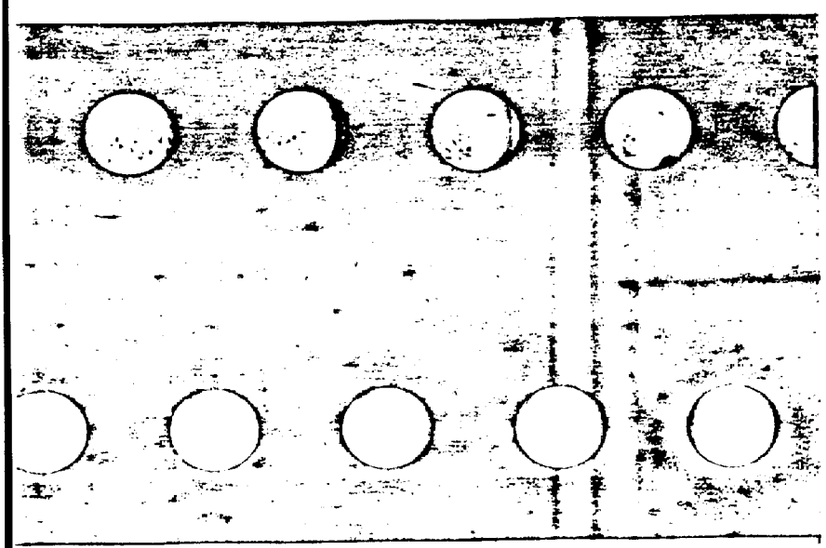
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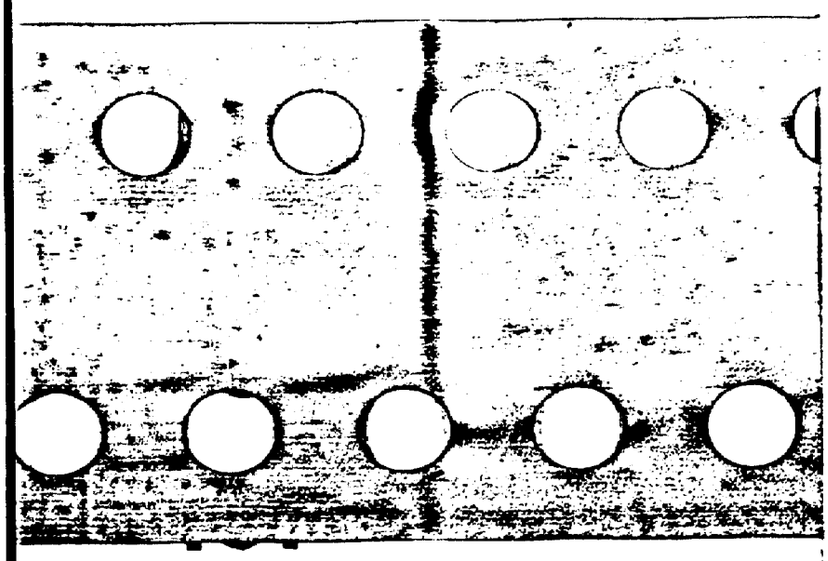
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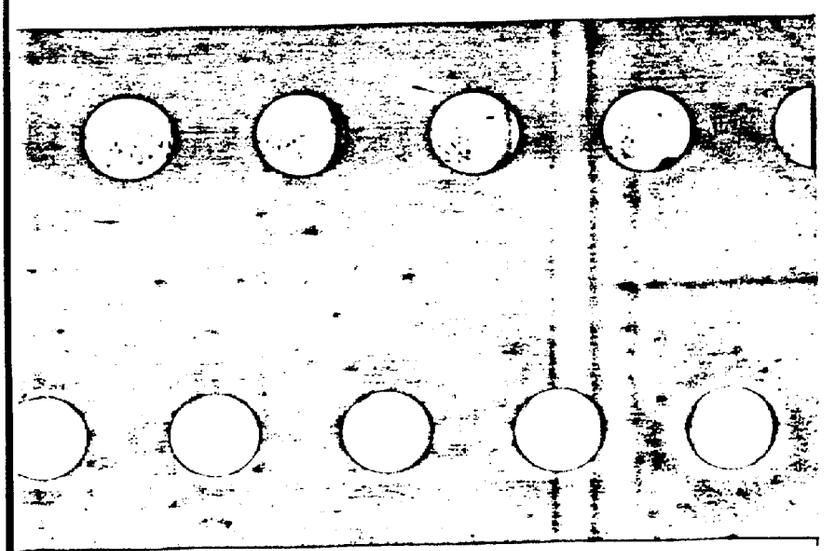
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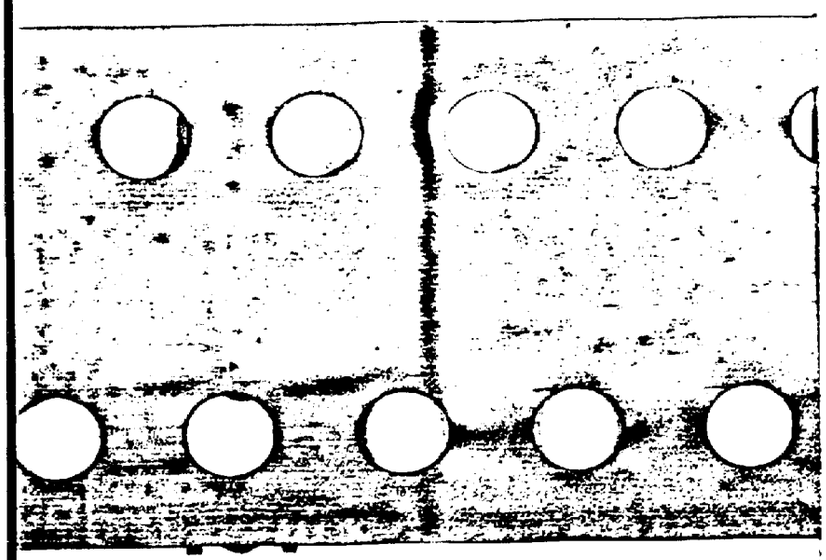
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BOOK 9263 PAGE 998

BOOK 9263 PAGE 999

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