94 MAR -3 PM 2:45

DAVIDSON COUNTY, TN.

23550

This Instrument Prepared By:
Douglas S. Hale
Hale and Hale Attorneys
312 First Tennessee Bank Building
Franklin, Tennessee 37064

NEW OWNER:	SEND TAX BILL TO:	MAP & PARCEL:
Northwestern National ~~Life~~ Life Insurance Company %Washington Square Capital, Inc. 100 Washington Square Suite 800 Minneapolis, Minnesota 55401	SAME	Map 34-2 Parcels 10 AND 104

BOOK 9267 PAGE 52

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 1,327,181.02 .

AFFIANT

Sworn to and subscribed before me this 3rd day of MARCH, 1994.

NOTARY PUBLIC

My Commission Expires: July 27, 1996

SPECIAL WARRANTY DEED

For and in consideration of the sum of One Million Three Hundred Twenty Seven One Hundred Eighty One & NO/100 ($ 1,327,181.02) Dollars, cash in hand paid, and other good and valuable consideration, the receipt of all of which are hereby acknowledged, **OSIAS ENTERPRISES, INC.**, a Tennessee corporation (the "Grantor") has bargained and sold, and by these presents transfers and conveys to **NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY**, a Minnesota corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

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

This deed is executed, delivered and accepted pursuant to a certain Agreement of even date herewith, by and between Grantor and Grantee, and in consideration of Grantee's agreement to release Grantor from any further personal liability for a certain indebtedness secured by, among other things, that certain Deed of Trust and Security Agreement dated June 30, 1992, from Grantor to Attorneys Title Company, Inc., Trustee, for the use and benefit of Grantee, of record in Book 8666, page 563, Register's Office for Davidson County, Tennessee, as the same may have been amended prior to the execution and delivery of this deed (the "Deed of Trust"), all as more particularly set forth in, and subject to the terms and conditions of, said Agreement. This deed is executed, delivered

and accepted as a deed in lieu of foreclosure of (or exercise of the power of sale under), and not as additional security for the indebtedness secured by, the Deed of Trust. It is the intention of Grantor to transfer to Grantee absolute fee simple title to the herein described property free of any right and/or equity of redemption of Grantor. Furthermore, it is the intention of Grantor and Grantee that neither the lien and security title of the Deed of Trust, nor those of any other instruments or documents securing the indebtedness secured thereby, will merge into the fee simple title conveyed to Grantee pursuant to this deed. No such merger will occur unless and until Grantee executes a written instrument specifically effecting such merger and records same in the aforesaid Register's Office.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters shown on Exhibit B attached hereto and incorporated herein by reference.

This is improved property known as 901 Two Mile Parkway, Goodlettsville, Tennessee.

Grantor further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters shown on Exhibit B), but not further or otherwise.

Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed or has caused the name to be executed this 3rd day of March, 1994.

OSIAS ENTERPRISES, INC.

By: Gary Dixon Pres. O.E.I. Inc.
Gary Dixon, President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me the undersigned authority, a Notary Public in and for the State and County aforesaid, personally appeared Gary Dixon with whom I am personally acquainted, and who, under oath, acknowledged himself to be the President of Osias Enterprises, Inc., the within named bargainor, a corporation, and he as such President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

WITNESS my hand and seal at office this 3rd day of March, 1994.

Connie M. Cockwright
Notary Public

My commission expires: July 27, 1996

c:\wp92\forms\specwarr.oei

EXHIBIT A TO
SPECIAL WARRANTY DEED

BOOK 9267 PAGE 54

LEGAL DESCRIPTION

Being a certain parcel of land located within the city limits of Goodlettsville, Davidson County, Tennessee; also being further described as Lots #1 & #2 of "RIVERGATE EXECUTIVE PARK" as recorded in Book 7900, Page 138, Register's Office for Davidson County, Tennessee (RODC, Tn); more particularly described according to a survey dated November 30, 1984 (last updated June 27, 1992), prepared by C. Michael Moran (PLS 970), 640 Tobylynn Court, Nashville, TN 37211-5927, as follows:

Beginning at an iron rod located at the back of a concrete sidewalk which is the westerly margin of Two Mile Pike; said iron rod being located approximately 122 feet northwesterly along the said margin of Two Mile Pike from the northerly margin of Glancy Street; said iron rod also being the most northwest corner of Lot #1 of the "ALLSTATE REALTY SUBDIVISION" as recorded in Book 4660, Page 105, RODC, Tn (current location of a Steak & Ale Restaurant);

Thence, leaving the said margin of Two Mile Pike and along the westerly boundary line of said Lot #1 of Allstate Realty Subdivision S 67°01'54" W - 324.03 feet to an iron rod;

Thence S 27°46'47" E - 171.47 feet to an iron rod situated in the aforementioned northerly margin of Glancy Street; said iron rod being located approximately 288 feet southwestwardly along the said margin of Glancy Street from the aforementioned westerly margin of Two Mile Pike;

Thence, along the said margin of Glancy Street S 62°13'40" W - 359.14 feet to an iron rod; said iron rod being the most northeast corner of "ECHO MEADOWS" as recorded in Book 2331, Page 64, RODC, Tn;

Thence, leaving the said margin of Glancy Street and along the boundary line of "ECHO MEADOWS" N 23°23'56" W - 255.50 feet to an old concrete monument;

Thence, N 47°30'44" E - 443.29 feet to a concrete monument;

Thence, N 66°54'58" E - 251.62 feet to an iron rod located at the back of the aforementioned sidewalk (westerly margin of Two Mile Pike);

Thence, with the said margin of Two Mile Pike S 22°58'24" E - 203.17 feet to the POINT OF BEGINNING.

Containing 3.91 Acres (170,237 square feet).

Being the same property conveyed to Grantor by deed dated June 30, 1992 from Grantee of record in Book 8666, page 558, Register's Office for Davidson County, Tennessee.

EXHIBIT B TO
SPECIAL WARRANTY DEED

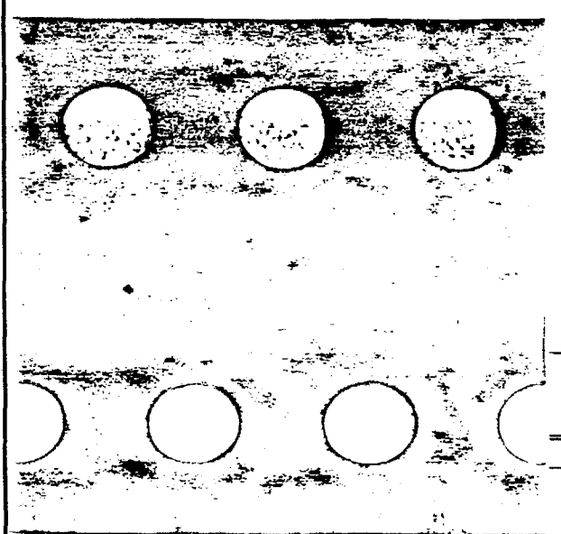
1. Property taxes, including any assessments collected with taxes to be levied for the year 1994, which are a lien not yet payable.

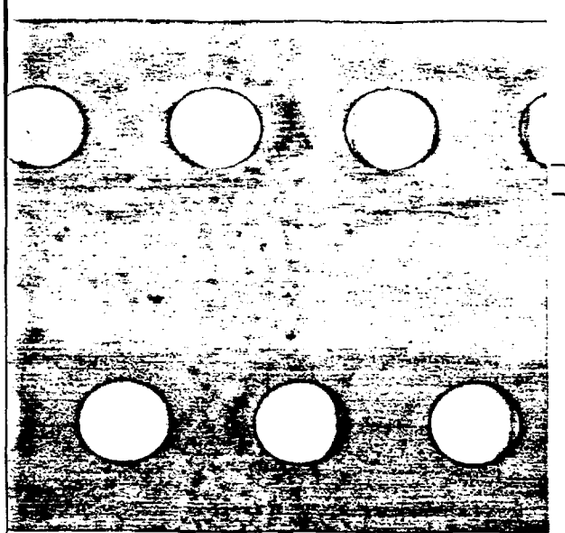
2. Plan of record in Book 7900, page 138, said Register's Office, showing an Owner's Certificate, certain minimum building setback lines, certain notes and certain easements.

3. Rights and claims of tenants in possession.

4. Matters shown on the survey of C. Michael Moran dated November 30, 1984, last updated June 27, 1992.

7212 03/03 0101 03CHECK 4927.64





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

RECEIVED OF _____

FOR _____

BOOK **9267** PAGE **56**

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
1327181.02
CON TX 4910.64
PRFEE 1.00
WDEED 16.00
TOTAL 4927.64
CHECK 4927.64

03/03/94 01 14:46 0001 7212

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

23550
IDENTIFICATION REFERENCE

94 MAR -3 PM 2:45
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 762636