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This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

BOOK 9350 PAGE 184

| Address New Owner as follows: | Send tax bills to: | Map-Parcel: |
|---|---|---|
| **Mathews Partners, Inc.**<br>**P.O. Box 22149**<br>**Nashville, TN 37202** | **Same** | **093-06-2-35**<br>**093-06-2-069**<br>**105-15-017,**<br>**019** |

## QUITCLAIM DEED

For the purpose of making a capital contribution and no monetary consideration, **RCM Interests, L.P.,** a Tennessee limited partnership, hereinafter called Grantor, by these presents does transfer, quitclaim and convey unto **Mathews Partners, Inc.,** hereinafter called Grantee, Grantee's heirs and assigns, our interest in certain real property lying and being situated in the County of Davidson, State of Tennessee, described in Exhibit A attached hereto.

Said real property is encumbered with the encumbrances described in Exhibit B attached hereto and Grantee, as evidenced by its signature below, hereby assumes the obligations of the Grantor as set forth in said encumbrances and the obligations secured thereby.

Grantor further transfers and conveys unto Grantee all personalty and fixtures existing on the within conveyed property.

**IN WITNESS WHEREOF,** the undersigned have caused this instrument to be executed on this 15th day of April, 1994.

**RCM INTERESTS, L.P.**

**By:** _____
**Robert C.H. Mathews, Jr.,**
**General Partner**

**By:** _____
**Robert C.H. Mathews, III,**
**General Partner**

**MATHEWS PARTNERS, INC.**

**By:** _____

**Its:** Vice President

51808
IDENTIFICATION REFERENCE

94 MAY 19 AM 10:48
REGISTER
DAVIDSON CO., TN.

PICK-UP

**STATE OF TENNESSEE )**
**COUNTY OF DAVIDSON )**

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared **Robert C.H. Mathews, Jr. and Robert C.H. Mathews, III,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the general partners of **RCM Interests, L.P.,** a Tennessee limited partnership, and that they as such general partners executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by themselves as the general partners.

**WITNESS** my hand and official seal at office on this 18th day of May, 1994.

Cathy H. Pruitt
Notary Public

My commission expires: 3/22/97

**STATE OF TENNESSEE )**
**COUNTY OF DAVIDSON )**

Before me, Cathy H. Pruitt of the state and county mentioned, personally appeared Robt C.H. Mathews III 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 Mathews Partners, Inc., the within named bargainor, a corporation, and that he as such Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Vice President.

Witness my hand and seal, at office in Nashville, this 18th day of May, 1994.

Cathy H. Pruitt
Notary Public

My Commission Expires: 3/22/97

**STATE OF TENNESSEE )**
**COUNTY OF DAVIDSON )**

The actual consideration or value, whichever is greater, for this transfer is $0.00.

Thomas C. Mathews
**AFFIANT**

Sworn to and subscribed before me this 18th day of May, 1994.

Cathy H. Pruitt
**NOTARY PUBLIC**

My commission expires: 3/22/97

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# EXHIBIT A



158 Second Avenue, North.

Land in Davidson County, Tennessee, being part of Lot No. 13 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning at a point on the eastern margin of Second Avenue, North, formerly Market Street, 366.30 feet from the south margin of Church Street at a point now known as the southwest corner of a lot owned by Tennessee Wholesale Drug Company by deed from Mrs. Nancy B. Overton, of record in Book 1129, Page 251, Register's Office for said County (said corner being the center line of the partition wall between the second and third houses on the Foote Block counting from north to south, or between the third and fourth houses of said block counting south to north) and running southwardly along said Second Avenue, North, formerly Market Street, 30.00 feet, more or less, to the Mary Overton Thompson property at a point opposite the center of the partition wall between the third and fourth houses of the Foote Block counting from north to south, or between the second and third houses of said block counting from south to north; thence eastwardly through the center of said partition wall and the line of the Thompson property, 212.00 feet, more or less, to First Avenue, North, formerly Front Street; thence northwardly with First Avenue, North, formerly Front Street 30.00 feet, more or less, to a point in the center of said partition wall of the property owned by the said Tennessee Wholesale Drug Company, hereinbefore referred to, which point is 365.10 feet distant from the south margin of Church Street, measuring along First Avenue, North, formerly Front Street; thence, westwardly through the center of said partition wall, 212.00 feet, more or less, to the beginning.

160-162 Second Avenue, North.

Land in Davidson County, Tennessee, being a part of Lot No. 13 on the Original Plan of Nashville, not of record, described as follows:

Beginning at a point in the easterly margin of Second Avenue, North, formerly Market Street, said point being 311.30 feet southerly from the south margin of Church Street; thence, southwardly along said margin of Second Avenue, North, 55.00 feet, more or less, to a point opposite the center of a partition wall; thence, eastwardly through the center of said partition wall, 212.00 feet, more or less, to the westerly margin of First Avenue, North, formerly Front Street; thence, north 55.00 feet, more or less, to a point which is 310.10 feet distant from the south margin of Church Street, as measured along First Avenue, North; thence, westwardly 212.00 feet, more or less, to the point of beginning.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

170-400 Craighead.

A parcel of land in the 7th Civil District of Nashville, Davidson County, Tennessee, bounded on the north by Gonesco and on the south by Craighead Avenue, being part of Lot No. 1, on the Plan of the Lands of W.W. Berry, as of record in Book 421, page 26, Register's Office for said County, and described according to a copy of a survey thereof made by Barge, Waggoner, Sumner & Cannon, Surveyors, dated September 24, 1973, as follows:

Beginning at a point in the northerly margin of Craighead Avenue, 951.00 feet, more or less, from the westerly margin of Bransford Avenue; thence with said margin, north 82 degrees 25 minutes 18 seconds west, 407.55 feet to a point; thence, leaving Craighead Avenue, north 05 degrees 18 minutes west 191.06 feet to a point; thence, south 51 degrees 51 seconds east, 160.40 feet to a point; thence, south 73 degrees 16 minutes 12 seconds east, 114.12 feet to a point; thence, north 59 degrees 09 minutes east, 58.60 feet to a point; thence, north 59 degrees 12 minutes 17 seconds east, 76.84 feet to a point; thence, north 52 degrees 44 minutes 15 seconds east, 123.44 feet to a point; thence, south 06 degrees 18 minutes 48 seconds, west, 257.75 feet to the point of beginning, containing 1.38 acres, more or less.

The above tracts being the same property conveyed to RCM Interests, L.P. by deed from Thomas C. Scott, Trustee of record in Book 9350, page 138, Register's Office for Davidson County, Tennessee.

126 Third Av. North

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, bounded on the west by Third Avenue, North, located north of Broadway and south of Commerce Street, more particularly described as follows:

Beginning at a point in the easterly margin of Third Avenue, North 259.7 feet from Commerce Street; thence, leaving said street, north 59 degrees 56 minutes east, 104.46 feet to Alley No. 11; thence, with said alley, south 30 degrees 02 minutes east, 95.15 feet; thence, south 59 degrees 50 minutes west, 104.46 feet to the easterly margin of third Avenue, North; thence, with said avenue, north 30 degrees 02 minutes west, 95.35 foot to the point of beginning, containing 9,949 square feet or 0.23 acre, more or less.

Being the same property conveyed to RCM Interests, L.P. by deed from The Ryman Group, Inc., Trustee of record in Book 9350, page 134, Register's Office for Davidson County, Tennessee.

(1) Deed of Trust dated December 23, 1981, of record in Book 5041, page 821, Register's Office for Davidson County, Tennessee, as amended by (A) Deed of Trust Amendment and Modification Agreement dated December 7, 1984, of record in Book 6444, page 696, Register's Office for Davidson County, Tennessee, (B) Second Deed of Trust Amendment and Modification Agreement dated December 27, 1985, of record in Book 6748, page 533, Register's Office for Davidson County, Tennessee, (C) Third Deed of Trust Amendment dated May 6, 1987, or record in Book 7232, page 228, Register's Office for Davidson County, Tennessee, (D) Fourth Deed of Trust Amendment and Modification Agreement dated July 14, 1989, or record in Book 7896, page 91, Register's Office for Davidson County, Tennessee, (E) Fifth Amendment to Deed of Trust dated January 23, 1991, of record in Book 8280, page 988, Register's Office for Davidson County, Tennessee, (F) Sixth Amendment to Deed of Trust dated May 1, 1991, of record in Book 8369, page 607, Register's Office for Davidson County, Tennessee, and (G) Seventh Amendment to Deed of Trust dated July 29, 1991, of record in Book 8420, page 555, Register's Office for Davidson County, Tennessee (as amended, the "LOC Deed of Trust");

(2) Deed of Trust dated March 2, 1988, of record in Book 7482, page 163, Register's Office for Davidson County, Tennessee, as amended by (A) First Amendment to Deed of Trust dated January 23, 1991, of record in Book 8281, page 1, Register's Office for Davidson County, Tennessee, (B) Second Amendment to Deed of Trust dated May 1, 1991, of record in Book 8369, page 620, Register's Office for Davidson County, Tennessee, and (C) Third Amendment to Deed of Trust dated July 29, 1991, of record in Book 8420, page 547, Register's Office for Davidson County, Tennessee ("Parking Garage B Deed of Trust");

(3) Cross-Default and Cross-Collateralization Agreement dated January 23, 1991, of record in Book 8281, page 11, Register's Office for Davidson County, Tennessee, and of record in Book 176, page 148, Register's Office for Sumner County, Tennessee, as amended by First Amendment to Cross-Default and Cross-Collateralization Agreement dated May 2, 1991, or record in Book 8369, page 614, Register's Office for Davidson County, Tennessee, and of record in Record Book 404, page 405, Register's Office for Sumner County, Tennessee (the "CDCC Agreement").

(4) The LOC Deed of Trust and Garage B Deed of Trust have been further amended by a Consolidated, Amended and Restated Cross-Default and Cross-Collateralization Agreement of record in Book 9350, page 151, Register's Office for Davidson County, Tennessee, modifying the LOC Deed of Trust and Garage B Deed of Trust to reflect that it now secures that certain Secured, Consolidated, Modified, Restated and Bifurcated Note in the principal amount of $5,307,517.00 and dated as of April 15, 1994.

(5) Deed of Trust held by Robert M. O'Neal and Maggie O'Neal of record in book 5909, page 709, said Register's Office, securing a note in the amount of $90,000.00 (160-162 Second Av. N.)

**Exhibit B Continued -**

(6) Deed of Trust, Assignment of Rents and Leases and Security Agreement dated March 2, 1988, of record in Book 7482, page 145, Register's office for Davidson County, Tennessee, as amended by (A) First Amendment to Deed of Trust dated January 23, 1991, or record in Book 8281, page 6, Register's Office for Davidson County, Tennessee, (B) Second Amendment to Deed of Trust dated May 1, 1991, of record in Book 8369, page 627, Register's Office for Davidson County, Tennessee, and (C) Third Amendment to Deed of Trust dated July 29, 1991, of record in Book 8420, page 551, Register's office for Davidson County, Tennessee ("Parking Garage A Deed of Trust);

(7) Financing Statement of record in Book 7482, page 160, Register's Office for Davidson County, Tennessee, as amended by amendments in Book 8283, page 592 and in Book 8369, page 605, Register's Office for Davidson County, Tennessee.