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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 190

Address New Owner as follows:	Send tax bills to:	Map-Parcel:
Mathews Partners, Inc. **P.O. Box 22149** **Nashville, TN 37202**	**Same**	**Map: 85** **Parcel: 55** **& 78**

QUITCLAIM DEED

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

Said real property is encumbered with the encumbrances described in Exhibit C 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.

[illegible] 32.00

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

RCM INTERESTS, L.P.

By: [signature]
Robert C.H. Mathews, Jr.,
General Partner

By: [signature]
Robert C.H. Mathews, III,
General Partner

MATHEWS PARTNERS, INC.

By: [signature]

Its: Vice President

51809
IDENTIF. & REFERENCE

MAY 19 AM 10:49
REGISTER
DAVIDSON COUNTY, 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 Robert C.H. Mathews with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of Mathews Partners, Inc., the within named bargainor, a corporation, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as 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.

Shannon C. Hurt
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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085-00 055
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BOOK 8281 PAGE 25

"JACKSON DOWNS PROPERTY" 162

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located in the southwesterly quadrant of Lebanon Pike and the Stones River and being more particularly described as follows:

BEGINNING at the point of intersection of the southerly margin of Lebanon Pike and the westerly bank of the Stones River;

THENCE, with said westerly bank and the northerly bank of the Stones River the following calls:

S 13° 47' E, 185.66 feet to a point;

S 05° 17' E, 350.00 feet to a point; BOOK 9350 PAGE 192

S 03° 39' W, 100.00 feet to a point;

S 11° 03' E, 250.00 feet to a point;

S 03° 47' E, 350.00 feet to a point;

S 03° 38' W, 450.00 feet to a point;

S 12° 48' W, 250.00 feet to a point;

S 23° 38' W, 150.00 feet to a point;

S 28° 38' W, 350.00 feet to a point;

S 28° 38' W, 350.00 feet to a point;

S 42° 10' W, 300.00 feet to a point;

S 58° 58' W, 200.00 feet to a point;

S 67° 08' W, 150.00 feet to a point;

S 78° 38' W, 125.00 feet to a point;

S 62° 23' W, 140.00 feet to a point;

S 50° 33' W, 100.00 feet to a point;

S 67° 53, W, 150.00 feet to a point;

S 61° 43' W, 250.00 feet to a point;

S [illegible]° 08' W, 100.00 feet to a point;

S 54° 28' W, 225.00 feet to a point;

S 49° 23' W, 50.00 feet to a point;

S 27° 03' W, 100.00 feet to a point;

S 42° 48' W, 150.00 feet to a point;

S 50° 53' W, 135.00 feet to a point;

THENCE, leaving the northerly bank of said Stones River N 10° 18' W, 476.98 feet to a point;

THENCE, N 32° 01' E, 195.00 feet to a point;

THENCE, N 27° 36' E, 580.00 feet to a point;

EXHIBIT A

THENCE, with the terminus of Jackson Downs Boulevard, N 19° 09' E, 60.00 feet to a point;

THENCE, with the easterly margin of said Jackson Downs Boulevard, the following calls:

With a curve to the right 244.86 feet to a point, said curve having a central angle of 48° 22' 39", a radius of 290.00 feet, a tangent of 130.26 feet and a chord of N 46° 39' 41" W, 237.65 feet;

N 22° 28' 21" W, 192.19 feet to a point;

With a curve to the left 406.88 feet to a point, said curve having a central angle of 22° 44' 39", a radius of 1025.00 feet, a tangent of 206.16 feet and a chord of N 33° 50' 41" W, 404.22 feet;

N 45° 13' W, 103.50 feet to a point;

With a curve to the right 39.27 feet to a point in the southerly margin of Lebanon Pike, said curve having a central angle of 90° 00' 00", a radius of 25.00 feet, a tangent of 25.00 feet and a chord of N 00° 13' W, 35.36 feet;

THENCE, with said southerly margin the following calls:

N 44° 47' E, 48.60 feet to a point;

N 45° 18' E, 1150.03 feet to a point;

N 53° 42' E, 372.74 feet to a point;

N 53° 42' E, 372.74 feet to a point;

N 85° 30' E, 237.81 feet to a point;

N 29° 17' E, 209.38 feet to a point;

N 67° 33' E, 504.39 feet to a point;

N 64° 15' E, 231.11 feet to the point of beginning.

Containing 4,538,607 square feet or 104.19 acres, more or less.

Being the same property conveyed to RCM Interests, a Tennessee limited partnership by deed from The Equitable Life Assurance Society of The United States, a New York Corporation, of record in Book 6662, page 204, in the Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Being a parcel of land in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee, located on the easterly margin of Jackson Downs Boulevard, south of Lebanon Pike (U.S. Highway 70, State Route No. 24), being Lot No. 1 shown on Section Two, Jackson Downs, as of record in Book 6200, Page 926, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Jackson Downs Boulevard as widened, said point being southeasterly 255 feet from the southerly margin of Lebanon Pike;

THENCE, leaving said margin of Jackson Downs Boulevard, N 51° 51' 16" E, 124.00 feet to a point;

THENCE, at right angles S 38° 08' 44" E, 48.71 feet to a point;

THENCE, S 29° 02' 03" E, 105.76 feet to a point;

THENCE, at right angles S 60° 57' 57" W, 99.86 feet to a concrete monument;

THENCE, in a westerly direction with a curve to the right, 40.06 feet to a concrete monument in the easterly margin of said Jackson Downs Boulevard, said curve having a radius of 25.00 feet, central angle of 91° 49' 04", a tangent distance of 25.81 feet, and a chord of N 73° 07' 38" W, 35.91 feet;

THENCE, with said margin in a northwesterly direction with a curve to the left 108.67 feet to the point of beginning, said curve having a radius of 675.00 feet, a central angle of 09° 13' 27", a tangent distance of 54.45 feet, and a chord of N 31° 49' 52" W, 108.55 feet;

Containing 17,920 square feet or 0.41 acre.

Being the same property conveyed to Steven R. Kinney and wife, Flora S. Kinney by deed of record in Book 6027, Page 873, Register's Office for Davidson County, Tennessee.

EXHIBIT "D"

Being a parcel of land in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee, located on the easterly margin of Jackson Downs Boulevard, south of Lebanon Pike (U.S. Highway 70, State Route No. 24), being Lot No. 2 shown on Section Two, Jackson Downs, as of record in Book 6200, Page 926, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Jackson Downs Boulevard, said point being southeasterly 578 feet from the southerly margin of Lebanon Pike, said point being the southwest corner of the herein described parcel;

THENCE, with said margin of Jackson Downs Boulevard, N 22° 28' 21" W, 42.50 feet to a concrete monument;

THENCE, continuing with said margin in a northwesterly direction with a curve to the left 63.67 feet to a concrete monument, said curve having a radius of 1,025.00 feet, a central angle of 03° 33' 33", a tangent distance of 31.85 feet, and a chord of N 24° 15' 07" W, 63.66 feet;

THENCE, leaving said margin in a northeasterly direction with a curve to the right 37.96 feet to a concrete monument, said curve having a radius of 25.00 feet, a central angle of 86° 59' 51", a tangent distance of 23.72 feet, and a chord of N 17° 28' 02" E, 34.42 feet;

THENCE, N 60° 57' 57" E, 106.63 feet to a point;

THENCE, S 24° 02' 11" E, 144.76 feet to a point;

THENCE, S 67° 31' 39" W, 130.00 feet to the easterly margin of said Jackson Downs Boulevard, the point of beginning.

Containing 17,600 square feet or 0.40 acre.

Being the same property conveyed to Donelson O.B.G.Y.N. Group, Inc. and John Link by deed of record in Book 8027, Page 869, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Lots 1, 65 and 66, Rivers Edge Subdivision, Section One, of record in Book 7900, page 557, Register's Office for Davidson County, Tennessee.

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

(1) That certain Deed of Trust executed by RCM dated September 25, 1987, of record in Book 7363, page 617, Register's Office for Davidson County, Tennessee, as amended by (A) First Amendment to Deed of Trust Note and Deed of Trust and Guaranty dated January 23, 1991, of record in Book 8280, page 993, Register's Office for Davidson County, Tennessee, (B) Second Amendment to Deed of Trust dated May 1, 1991, of record in Book 8369, page 597, Register's Office for Davidson County, Tennessee (C) Third Amendment to Deed of Trust dated July 30, 1991, of record in Book 8420, page 560, Register's Office for Davidson County, Tennessee, and (D) Second Amendment to Deed of Trust Note and Deed of Trust and Guaranty dated March 12, 1992, of record in Book 8672, page 323, Register's Office for Davidson County, Tennessee (as amended, the "Jackson Downs Deed of Trust").

(2) The Jackson Downs Deed of Trust has been further amended by a Consolidated, Amended and Restated Cross-Default and Cross-Collateralization Agreement and Amendment to Deed of Trust recorded in Book 9350, page 151, and Book 9350, page 147, Register's Office for Davidson County, respectively Tennessee, modifying the Jackson Downs Deed of Trust to reflect that it now secures that certain Secured, Consolidated, Modified, Restated and Bifurcated Note in the principal amount of $5,207,517.00 and dated as of April 15, 1994.

(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").