THIS INSTRUMENT PREPARED BY:
John M. Baird
WHITE & REASOR
3305 West End Avenue
Nashville, Tennessee 37203
File Box Number 42

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel No.:
Elm Hill Center, L.P. 302 Adams Lane Mt. Juliet, TN 37122	New Owner	106-2-41 106-2-42 106-2-43

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of TEN and NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, ELM HILL INVESTORS, LTD., a Tennessee limited partnership, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto ELM HILL CENTER, L.P., a Tennessee limited partnership, hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

TRACT I:

Land lying in the Third Civil District of Davidson County, Tennessee, being Lot No. 5 on the Plan of Interstate Business Center, Section Two, of record in Book 4660, page 113, Register's Office for Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at an iron pin in the northerly margin of the new dedicated right-of-way of Elm Hill Pike (to locate said point of beginning, commence at the intersection of the northerly margin of Elm Hill Pike and the westerly right-of-way line of the Louisville and Nashville Railroad; thence, proceed westerly along said northerly margin of Elm Hill Pike 170 feet to a point; thence, North 01° 39′ West 10.0 feet to the point of beginning); thence, from said point of beginning, along the new dedicated northerly right-of-way line of Elm Hill Pike, South 88° 21′ West 388.1 feet to a point; thence westerly, with a curve to the right having a radius of 1,552.85 feet, a distance of 46.91 feet to a point; thence, leaving said northerly right-of-way line, North 01° 39′ West 264.99 feet to a point; thence, North 26° 28′ East 154.73 feet to a point; thence, South 63° 32′ East 410.53 feet to a point; thence, South 01° 39′ East 208.7 feet to the point of beginning.

TRACT II:

Land in Davidson County, Tennessee, being Lots Nos. 6 and 7 on the Plan of Interstate Business Center, Section 3, of record in Book 4885, page 75, Register's Office for Davidson County, Tennessee, being more particularly described as follows:

Said Lot No. 6 fronts 272.22 feet on the northerly side of Elm Hill Pike and extends back 419.72 feet on the easterly line which is a broken line and

531.77 feet on the westerly line to a dead line which measures 297.04 feet thereon.

Said Lot No. 7 fronts 206.00 feet on the northerly side of Elm Hill Pike and extends back 579.20 feet on the westerly line and 531.77 feet on the easterly line to an irregular rear line which measures 211.67 feet.

TRACT III:

Together with a non-exclusive easement for ingress and egress over a part of the property shown as Interstate Business Center Future Development described as follows:

Beginning at a point in the northerly margin of Elm Hill Pike at the southwest corner of Lot No. 7 on the Plan of Interstate Business Center Section 3 of record in Book 4885, page 75, Register's Office for Davidson County, Tennessee; thence with the westerly line of Lot No. 7, North 07° 09' East 589.20 feet to a point; thence North 71° 11' West 40.84 feet to a point; thence S 07° 09' West 597.46 feet to a point in the northerly margin of Elm Hill Pike; thence South 82° 51' East 40 feet to the point of beginning.

Being the same property conveyed to Elm Hill Investors, Ltd., by Deed of record in Book 7366, page 286, Register's Office for Davidson County, Tennessee.

Together with all plants, shrubs and trees located thereon, and together with all rights, ways and easements appurtenant thereto, including, without limitation, all of Grantor's right, title and interest in and to the land underlying and the air space overlying any public or private ways or streets crossing or abutting said real property.

This is improved property known as Elm Hill Business Center, Elm Hill Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

Grantor further covenants that it is seized and possessed of said real estate and has the right to convey it, and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to the following:

1. 1994 taxes which have been prorated and assumed by Grantee;

2. All matters shown on the Plat recorded in Book 4660, page 113, Register's Office for Davidson County, Tennessee;

3. All matters shown on the Plat recorded in Book 4885, page 75, Register's Office for Davidson County, Tennessee;

4. Easements set forth in instrument recorded in Book 5219, page 177, Register's Office for Davidson County, Tennessee;

5. Easements set forth in instrument recorded in Book 5025, page 645, Register's Office for Davidson County, Tennessee;

6. Easements set forth in instrument recorded in Book 5011, page 646, Register's Office for Davidson County, Tennessee; and

7. Rights of parties in possession pursuant to unrecorded leases.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 9th day of June, 1994.

"GRANTOR"

ELM HILL INVESTORS, LTD., a
Tennessee limited partnership

By: JACQUES-MILLER ASSOCIATES, a
Tennessee partnership,
General Partner

By: JMA EQUITIES, L.P.,
General Partner

By: MAE JMA, INC.,
General Partner

By: _____
Title: Special Vice-President/
Signatory

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Jan O'Brien, a Notary Public in and for the County and State aforesaid, personally appeared Steve B. Bartlett, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledged himself to be Special Vice-President/Signatory of MAE JMA, Inc., a Delaware corporation, and that he as such Special Vice-President/Signatory, being authorized so to do, executed the foregoing instrument by signing the name of the corporation by himself as Special Vice-President/Signatory, in its capacity as General Partner for JMA Equities, L.P., a Delaware limited partnership, in its capacity as General Partner of Jacques-Miller Associates, a Tennessee partnership, in its capacity as General Partner of Elm Hill Investors, Ltd, the bargainor, a Tennessee limited partnership, and that the corporation, as such General Partner, being authorized so to do by the partnership, executed the same for the purposes therein contained, by signing the name of the partnership by itself as General Partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 9th day of June, 1994.

Jan O'Brien
Notary Public

JAN O'BRIEN NOTARY PUBLIC LARGE DAVIDSON

My Commission Expires:
7-26-97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,227,000.00.

AFFIANT

SUBSCRIBED and sworn to before me, this 9th day of June, 1994.

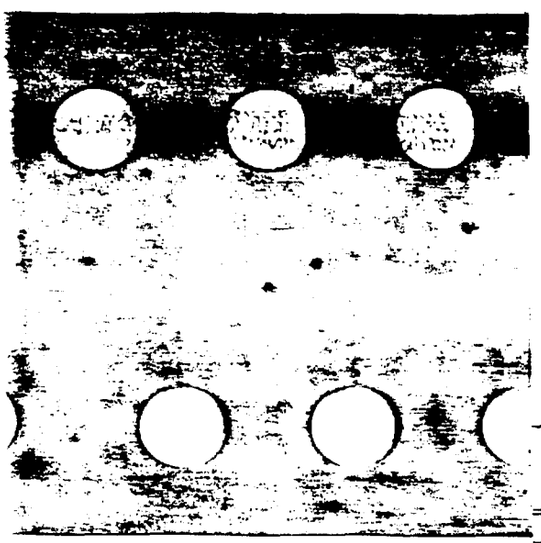
Notary Public

My Commission Expires:
7-26-97

4521 06/09 0101 03CHECK 8256.90

59606
IDENTIF. ↑ REFERENCE

94 JUN -9 PM 3:48
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.



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

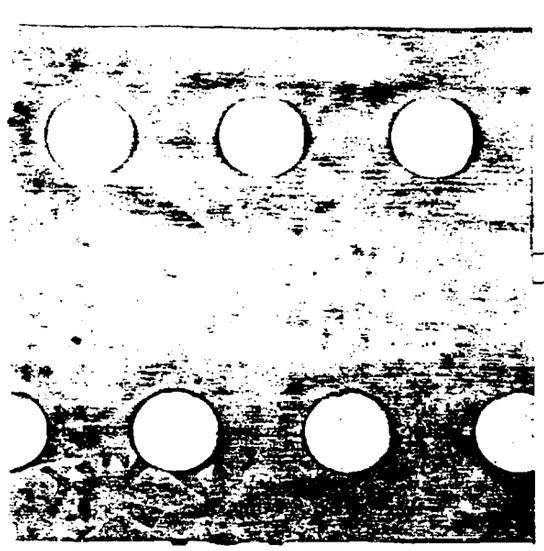
RECEIVED OF _____

FOR _____

BOOK 9374 PAGE 395

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 2227000.00
CON TX 8239.90
PRFEE 1.00
WDEED 16.00
TOTAL 8256.90
CHECK 8256.90

06/09/94 01 15:49 0001 4521

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

59606
IDENTIF. ↑ REFERENCE

94 JUN -9 PM 3:48
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 801280