41

SPECIAL WARRANTY DEED
WITH RESERVATION OF EASEMENTS BOOK 9408 PAGE 790

FROM: MetroCenter Holdings, Inc., Grantor

TO: National Tape & Disc Corporation, Grantee

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
National Tape & Disc Corporation 1110 48th Avenue North Nashville, Tennessee 37209		Map 71-13 Parcel 20

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Six Hundred Thousand and 00/100 Dollars ($600,000.00).

Charles V. Duncan
Affiant

SUBSCRIBED AND SWORN TO before me, this the 14 day of July, 1994.

Robert N. Buchanan III
Notary Public

My Commission Expires: 3-23-96

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation has bargained and sold, and by these presents does transfer and convey unto the said National Tape & Disc Corporation, a Tennessee corporation, herein the Grantee, its successors, and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

> Lot 4M, on the Plan of Resubdivision of Part of Block H, Section No. 1 (Book 4675, page 48) MetroCenter Tract 4M and 4G, of record in Book 6200, page 751, Register's Office for Davidson County, Tennessee, (the "Plat"), together with all easements appurtenant to Lot 4M as shown on the Plat limited to, the non-exclusive

easement to connect onto any sanitary, storm sewer or utility lines as shown on said Plat.

BEING part of the property deeded to MetroCenter Holdings, Inc. by Quitclaim Deed from MetroCenter Properties, Inc., of record in Book 8321, page 668, R.O.D.C.

This is unimproved property at _____ Great Circle Road, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto and to the Easements reserved herein.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors, and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and/or assigns against the lawful claims of all persons whomsoever except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 14 day of July, 1994.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Robert N. Buchanan III, a Notary Public of said County and State, personally appeared Randall W. Parham, 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 METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, and that he as such President 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 in Nashville, this 14 day of July, 1994.

Robert N. Buchanan III
Notary Public

ROBERT N. BUCHANAN, III NOTARY PUBLIC DAVIDSON COUNTY, TENN.

My Commission Expires:

March 23, 1994

1. Matters shown on the recorded Plat of Resubdivision of part of Block "H" Section No. 1 (Book 4675, page 48) MetroCenter Tract 4M and 4G of record in Book 6200, page 751, Register's Office for Davidson County, Tennessee including, but not limited to drainage easements, canals, easements for pedestrians, esplanade, drainage, utilities and vehicular traffic as shown on the Plat.

2. A lien for 1994 real estate taxes which are being and will be prorated between Grantor and Grantee.

3. Terms, provisions, restrictions and assessments for the Cumberland Bend Property Owners' Association as set forth in Book 5028, page 333 and amended in Book 5035, page 972, said Register's Office.

4. Restrictions as contained in Book 4784, page 659, as modified in Book 5792, page 787 and made applicable by Book 7012, page 61, Register's Office for Davidson County, Tennessee; restrictive covenants of record in Book 5225, pages 112 and 120, Book 5242, page 389 and Book 7012, pages 61 and 62, Register's Office for Davidson County, Tennessee; restrictive covenants of record in Book 4829, page 722, made applicable by Book 5028, page 333 and amended by Book 5035, page 972 (Tracts 4G, 4J and 4M); restrictive covenants of record in Book 5242, page 389, Book 5225, pages 112 and 120; restrictive covenants of record in Book 5347, page 88, Book 4793, page 166 and Book 7487, page 952, Register's Office for Davidson county, Tennessee.

5. 30 foot common access and public utility easement for Cumberland Bend as shown on the plan of record in Book 5035, page 975.

6. Title to the property embraced within the bounds of any roads or highways.

7. A Metropolitan Government Easement for the operation and maintenance of a flood control levee outlet works, including retention lakes and drainage canals.

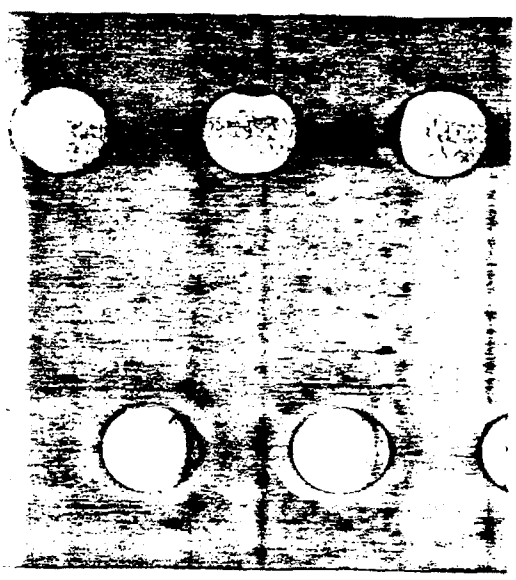
8. Easement held by Nashville Electric Service for transmission lines.

9. Easement held by South Central Bell Telephone Company.

10. Restrictive covenant in favor of Taco Bell Corp., not yet of record, prohibiting use of the Property for a restaurant with the primary purpose of selling Mexican food on a fast food basis.

11. Declaration of Restrictive Covenant of record in Book 9382, page 56, said Register's Office restricting use of the Property for a restaurant with the primary purpose of selling roast beef sandwiches on a fast food basis.

71586
IDENTIF. & REFERENCE
94 JUL 15 PM 3:35
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.
7502 07/15 0101 03CHECK 2237.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

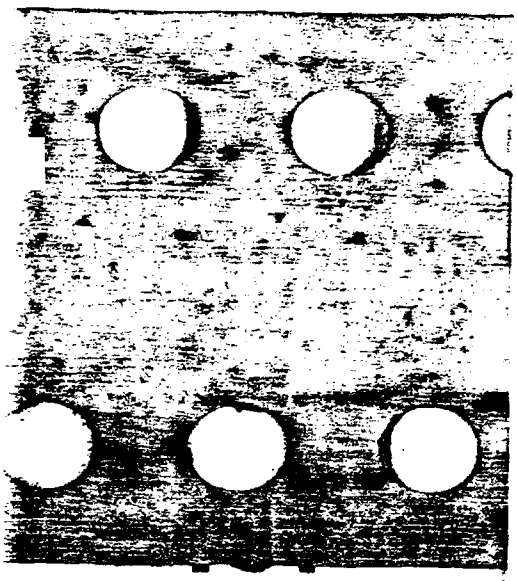
RECEIVED OF _____

FOR _____

BOOK 9408 PAGE 794

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 600000.00
CON TX 2220.00
PRFEE 1.00
WDEED 16.00
TOTAL 2237.00
CHECK 2237.00

07/15/94 01 15:35 0001 7502

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

71586
IDENTIF. & REFERENCE

94 JUL 15 PM 3:35
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 814099