THIS INSTRUMENT PREPARED BY: Wesley D. Turner GULLETT, SANFORD, ROBINSON & MARTIN 230 Fourth Avenue, North P. O. Box 198888 Nashville, Tennessee 37219-8888 (615) 244-4994	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is $1,775,000.00 AFFIANT Subscribed and sworn to before me, this 6 day of December, 1994. Notary Public My Commission Expires: 7/22/95

Address New Owners As Follows:	Send Tax Bills To:	Map-Parcel Number:
Opryland USA Inc 1 Gaylord Place Nashville TN 37214	SAME	Map 106 Parcel 26.01

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **JUDITH FAITH PUSHIN FRIEDMAN,** now **JUDITH FAITH PUSHIN FRIEDMAN NETHERTON, SUSAN PARKER FRIEDMAN, now SUSAN PARKER FRIEDMAN BERCK, GERALD AVERBUCH, SUBSTITUTE TRUSTEE to MILTON GROSSMAN, TRUSTEE,** under Irrevocable Trust Agreement dated April 17, 1967 of record at Book 4142, page 890, as amended at Book 5497, page 515, and Book 7699, page 993, Register's Office for Davidson County, Tennessee, and **EUGENE D. PARGH, SUBSTITUTE TRUSTEE to MILTON GROSSMAN, TRUSTEE** under Irrevocable Trust Agreement dated April 17, 1967 of record at Book 4142, page 904, as amended at Book 5497, page 510, and Book 7700, page 1, Register's Office for Davidson County, Tennessee, hereinafter collectively called the Grantors, have bargained and sold, and by these presents do transfer and convey unto **OPRYLAND USA INC,** hereinafter called the Grantee, its successors and assigns, a certain

tract or parcel of land in Davidson County, State of Tennessee, more particularly described on the attached Exhibit A, which is incorporated by reference herein.

This conveyance is subject to the following:

1. State and County taxes, payable for 1995 and subsequent years.

2. Easements as reserved in Book 3802, page 413, Register's Office for Davidson County, Tennessee.

3. Easements to State of Tennessee, as set forth in instrument recorded in Book 3671, page 21, Register's Office for Davidson County, Tennessee.

4. Easements to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 3883, page 643, re-recorded in Book 3907, page 339, Register's Office for Davidson County, Tennessee.

5. Easements to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 3883, page 649, re-recorded in Book 3907, page 345, Register's Office for Davidson County, Tennessee.

6. Title to that portion of the Property located within the bounds of Murfreesboro Road.

7. Such matters as an accurate survey of the property would disclose.

This is improved property known as 823 Murfreesboro Road, Nashville, Tennessee 37217.

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; and Grantors shall warrant and defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantors, but not further or otherwise.

IN WITNESS WHEREOF, this instrument has been executed this 6th day of December, 1994.

Judith Faith Pushin Friedman Netherton
Judith Faith Pushin Friedman Netherton

Susan Parker Friedman Berck
Susan Parker Friedman Berck

Gerald Averbuch, substitute Trustee
Gerald Averbuch, Substitute Trustee

Eugene D. Pargh, substitute Trustee
Eugene D. Pargh, Substitute Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **JUDITH FAITH PUSHIN FRIEDMAN NETHERTON**, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 6th day of December, 1994.

Notary Public

My Commission Expires: 7/22/95

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **SUSAN PARKER FRIEDMAN BERCK,** with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 6th day of December, 1994.

Notary Public

My Commission Expires: 7/22/95

STATE OF FLORIDA)
COUNTY OF Broward)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **GERALD AVERBUCH, Substitute Trustee,** with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 3rd day of December, 1994.

Notary Public Marie Levine

My Commission Expires: 12/27/96

MARIE LEVINE
Notary Public-State of Florida
My Commission Expires DEC 27, 1996
COMM. # CC248320

STATE OF FLORIDA)
COUNTY OF Broward)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **EUGENE D. PARGH, Substitute Trustee,** with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 3rd day of December, 1994.

Notary Public Marie Levine

My Commission Expires: 12/27/96

MARIE LEVINE
Notary Public-State of Florida
My Commission Expires DEC 27, 1996
COMM. # CC248320

EXHIBIT A

Land lying in the Sixth Civil District of Davidson County, Tennessee, lying on the southerly side of Murfreesboro Road (U.S. Route 41 and 70-S) approximately 4.3 miles southerly from Nashville, Tennessee, and being more particularly described as follows:

Beginning at a spike in the centerline of the southerly traffic lane of Murfreesboro Road, 658 feet, more or less, from the centerline of Spence Lane and 2,329 feet, more or less, from the centerline of Crutchfield Avenue; thence with the centerline of the southbound traffic lane of Murfreesboro Road (33 feet northeasterly from and parallel to the southerly right-of-way line of said road) easterly 120.08 feet to a spike; thence to the right with an interior angle of 90 deg. and southwardly 183.0 feet; thence to the left with an interior angle of 270 deg. and eastwardly 133.87 feet to a point; thence to the right with an interior angle of 83 deg. 29 min. southwardly 507.04 feet to an iron stake; thence to the right with an interior angle of 89 deg. 56 min. a total distance of 344.20 feet to an iron stake in the southeasterly line of an old road; thence to the right with an interior angle of 83 deg. 55 min. northwardly along the southeasterly line of said road (passing an iron stake set in the southerly right-of-way of Murfreesboro Road at 629.75 feet) a total distance of 663.57 feet to the point of beginning.

Being the same property conveyed to Susan Parker Friedman (1/4 undivided interest), by Deed of record in Book 5341, page 466 and Judith Faith Pushin Friedman (1/4 undivided interest), by Deed of record in Book 5018, page 106, and to Milton Grossman as Trustee under the Trust Agreement of record in Book 4142, page 890, (1/4 undivided interest) and to Milton Grossman as Trustee under the Trust Agreement of record in Book 4142, page 904 (1/4 undivided interest), by Deed of record in Book 4498, page 803, Register's Office for Davidson County, Tennessee; the said Milton Grossman having since died and Gerald Averbuch and Eugene D. Pargh having succeeded to such interest as Substitute Trustees.

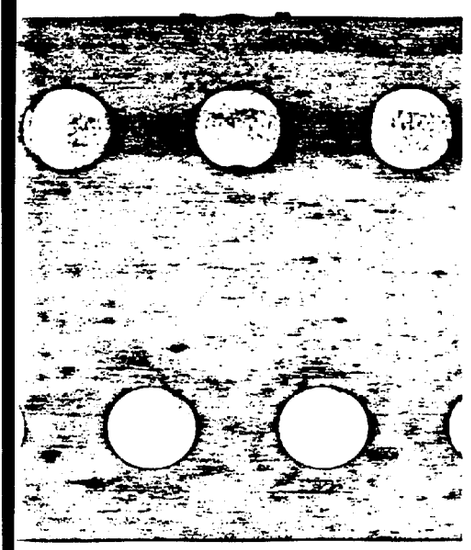
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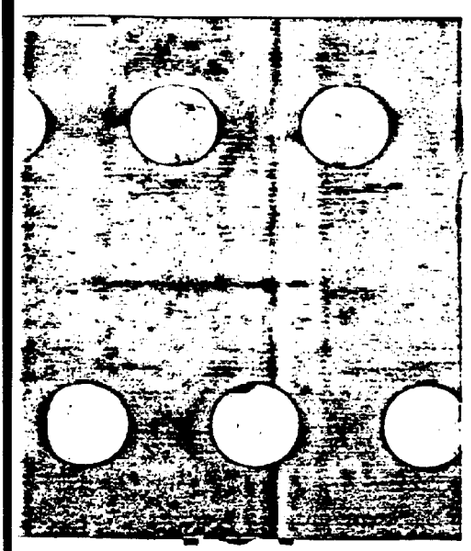
15005

IDENTIFICATION REFERENCE

DEC - 6 [illegible]

REGISTER
DAVIDSON COUNTY, TN





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9539 PG 374

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
1775000.00
CON TX 6567.50
PRFEE 1.00
WDEED 16.00
TOTAL 6584.50
CHECK 6584.50

12/06/94 01 12:27 0001 0582

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

15005
IDENTIF. # REFERENCE

94 DEC -6 P1:12:27

REGISTER
DAVIDSON COUNTY, TN.

No. 860581