BOOK 9539 PG 976

SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Graymar Investors, L.P., a Tennessee limited partnership, 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
Graymar Investors, L.P. c/o Lipman Distribution Inc. P. O. Box 24696 Nashville, TN 37210	Same	Map 71-12 Parcel 6

94 DEC -7 AM 8:48

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million and 00/100 Dollars ($1,000,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 6th day of December, 1994.

Notary Public

My Commission Expires: 7-22-98

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 Graymar Investors, L.P., a Tennessee limited partnership, 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:

> Tract 17 as shown on the plat of the Resubdivision of Tracts 17 and 35, MetroCenter Tract 35C, Section 11, of record in Book 5210, page 251, Register's Office for Davidson County, Tennessee, (the "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 407-411 Great Circle Road, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto and to all matters shown on the Survey dated July 14, 1994 by Barge, Waggoner, Sumner & Cannon, Survey No. 11469.

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 5th day of December, 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 5th day of December, 1994.

_____
Notary Public

My Commission Expires:

March 23, 1996

EXHIBIT A

1. Matters shown on the recorded Plat of Resubdivision of Tracts 17 and 35 of MetroCenter Tract 35C, Section 11, of record in Book 5210, page 251, Register's Office for Davidson County, Tennessee.

2. Restrictions as contained in Book 5242, page 389, Book 5792, page 787, Book 5225, page 112, Book 5225, page 120, Book 7012, page 61 and Book 4784, page 659.

3. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 7487, page 952, and in any allied instrument(s) referred to in said restrictions.

4. Flowage Easement of record in Book 2291, page 295.

5. The nature or extent of riparian rights.

6. Rights of U.S.A., the State of Tennessee, and the public generally below the mean high water mark of The Cumberland River.

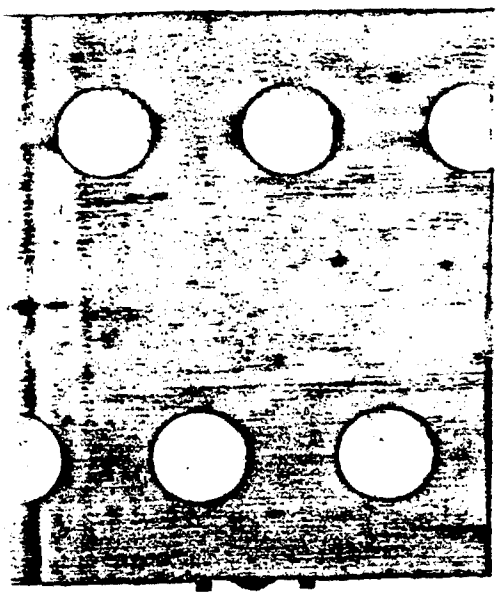
7. Easement for the flow of The Cumberland River.

8. Declaration of Restrictive Covenant of record in Book 9420, page 176, said Register's Office in favor of Taco Bell Corp. prohibiting use of the Property for a restaurant with the primary purpose of selling Mexican food on a fast food basis.

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

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OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9539 PG 979

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 1000000.00
CON TX 3700.00
PRFEE 1.00
WDEED 12.00
TOTAL 3713.00
CHECK 3713.00

12/07/94 01 08:49 0001 3757

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

15171
IDENTIFICATION REFERENCE

94 DEC -7 AM 8:48

REGISTER
DAVIDSON COUNTY, TN.

No. 860752