BOOK 9558 PG 896

331474.02

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (MSP)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Merchants Walk, L.P. Two Brentwood Commons Suite 150 750 Old Hickory Blvd. Brentwood, TN 37027	Same	171-00-149 (Davidson County) 11A-D-011 (Williamson County)

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, FIRST AMERICAN NATIONAL BANK, a national banking association ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto MERCHANTS WALK, L.P., a Tennessee limited partnership ("Grantee"), certain real property located in Davidson and Williamson Counties, Tennessee described on Exhibit A attached hereto (the "Property").

The Property is known as Merchants Walk, Brentwood, Tennessee.

TO HAVE AND TO HOLD the Property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successor and assigns, forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on this 29th day of December, 1994.

FIRST AMERICAN NATIONAL BANK

By: _____
McCoy C. Zachry
Senior Vice President

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STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, McCoy C. Zachry, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the senior vice president of FIRST AMERICAN NATIONAL BANK, a national banking association, and is authorized by the association to execute this instrument on behalf of the association.

WITNESS my hand, at office, this 29th day of December, 1994.

Michael S Peek
Notary Public

My Commission Expires:

July 25, 1998

MICHAEL S. PEEK NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $3,000,000.

Affiant

Subscribed and sworn to before me, this 29th day of December, 1994.

Michael S Peek
Notary Public

My Commission Expires:

July 25, 1998

MICHAEL S. PEEK NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

94 DEC 29 PM 4:19

DAVIDSON COUNTY REGISTER

21313

IDENTIFICATION REFERENCE

9558 12/29/94 03CHECK 11117 00

EXHIBIT A

BOOK 9558 PG 898

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee and in the Fifteenth Civil District of Williamson County, Tennessee, more particularly described (and taken from the survey of Ragan, Smith, Murphy & Associates, dated May 1, 1985, and most recently revised September 16, 1986 (Job No. 85-039) as follows:

Beginning at an iron pin set on the South right-of-way line of Old Hickory Boulevard eastwardly 266.50 feet along the South right-of-way line of Old Hickory Boulevard from the northeast end of the easterly return curve at the intersection of Old Hickory Boulevard and Eastpark Drive, a 60-foot road; said iron pin is the northeast corner of Lot 6, 1.901 acres, on the plat of a Resubdivision of Tract Two, Maryland Farms East Park as recorded in Plat Book 5200, page 660, Register's Office for Davidson County, Tennessee and the northwest corner of the herein described tract; thence, with the South right-of-way line of Old Hickory Boulevard, South 88° 17' 59" East 321.31 feet to an iron pin set; thence, with a curve to the left having a radius of 1520.03 feet a distance of 243.40 feet to an iron pin set; said curve has a chord bearing and distance of North 87° 06' 47" East 243.14 feet; thence, North 82° 31' 32" East 256.06 feet to a railroad spike set; thence, southwestwardly, with the northwest boundary line of the property of Glen A. Noble as recorded in Deed Book 100, page 83, Register's Office for Williamson County, Tennessee and a curve to the right having a radius of 650.00 feet, a distance of 259.50 feet to an iron pin set; thence, with the northwest boundary line of the property of Glen A. Noble, and the property of Grace's Inc., as recorded in Deed Book 219, page 492, Register's Office for Williamson County, Tennessee, South 56° 54' 14" West 363.91 feet to an existing iron pin; thence, with the northwest boundary line of the property of Edwin Raskin Company as recorded in Deed Book 369, page 437, Register's Office for Williamson County, Tennessee South 58° 33' 55" West 72.53 feet to an existing P.K. nail; thence, with the North boundary line of Tract Three, 1.76 acres as shown on the plat of the Resubdivision of Tract Two, Maryland Farms East Park, North 86° 28' 42" West 290.29 feet to an existing P.K. nail; thence, with the east boundary line of Lot 6, 1.901 acres North 3° 31' 18" East 364.17 feet to the point of beginning and containing 214.668 square feet or 4.928 acres.

BEING the same property conveyed to First American National Bank, by Deed of Record in Book 9520, page 656, Register's Office for Davidson ~~and Williamson,~~ County, Tennessee, and of record in Book 1251, page 109, Register's Office for Williamson County, Tennessee.

LESS AND EXCEPT a tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee subject to partial release of record in Book 7135, page 973, more particularly described as follows:

BEGINNING at the point of intersection of the existing South margin of Old Hickory Boulevard and the West boundary of the G. A. Noble property; thence South 83° 20' 10" West 15 feet, more or less; thence South 83° 20' 10" West 31.625 feet; thence with a spiral curve right westwardly 256.707 feet; thence South 02° 35' 28" East 5.0 feet; thence with a curve right having a radius of 1,347.24 feet westwardly 5.69 feet; thence with a curve left having a radius of 934.77 feet westwardly 137.65 feet; thence North 82° 52' 17" West 131.35 feet; thence North 05° 43' 45" East 5.0 feet; thence North 82° 52' 08" West 65.04 feet to a point in the existing South margin of Old Hickory Boulevard; thence with said South margin eastwardly 632 feet, more or less to the point of beginning and containing 4,923 square feet.

Being the same property conveyed to Grantor by Deed of record in Book 9520, page 656, Register's Office of Davidson County, Tennessee and of record in Book 1251, page 109, Register's Office of Williamson County, Tennessee.

LEGIBILITY OF WRITING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT B

1. Applicable building and zoning laws.

2. Encroachments, easements and other matters which do not materially interfere with the existing uses of the Property.

3. Real estate taxes not yet due and payable.

4. Rights or claims of parties in possession as tenants under existing leases.

5. Easements set forth in instrument recorded in Book 7224, page 565, Register's Office of Davidson County, Tennessee and Book 664, page 380, Register's Office of Williamson County, Tennessee.

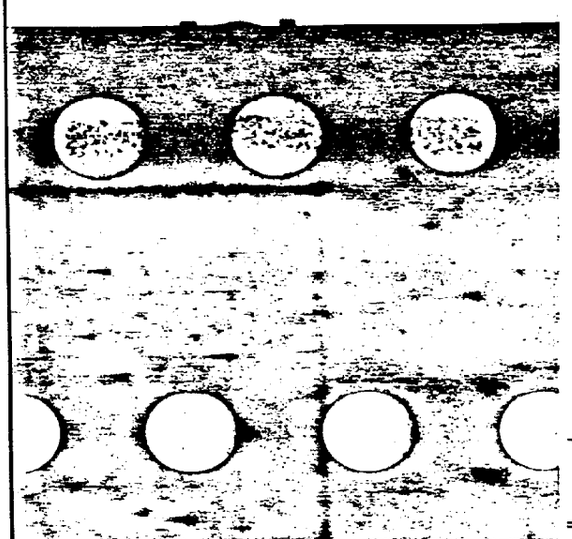
6. Easements set forth in instrument recorded in Book 7681, page 302 and Book 7681, page 336, Register's Office of Davidson County, Tennessee.

7. Covenants, conditions, restrictions, reservations, easements, liens for easement, options, powers of attorney and limitations on title set forth in restrictions recorded in Book 6185, page 274, Register's Office of Davidson County, Tennessee and Book 463, page 566, Register's Office of Williamson County, Tennessee.

8. Restrictions shown on plat recorded in Book 5200, page 660, Register's Office of Davidson County, Tennessee, and Book 8, page 107, Register's Office of Williamson County, Tennessee, as revised in Plat Book 20, page 3, said Register's Office.

9. Easements and building setbacks as shown on plat recorded in Book 5200, page 660, Register's Office of Davidson County, Tennessee, and Book 8, page 107, Register's Office of Williamson County, Tennessee, as revised in Plat Book 20, page 3, said Register's Office.

10. Assignment of Rents to Third National Bank in Nashville of record in Book 9490, page 343, Register's Office of Davidson County, Tennessee and in Book 634, page 421, Register's Office of Williamson County, Tennessee.



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

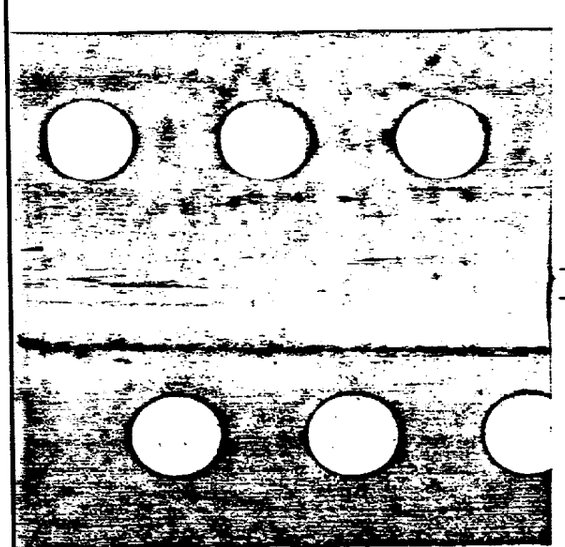
RECEIVED OF _____

FOR _____

BOOK 9558 PG 900

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 3000000.00
CON TX 11100.00
PRFEE 1.00
TDEED 16.00
ERR CO
TFEE 16.00-
WDEED 16.00
TOTAL 11117.00
CHECK 11117.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/29/94 01 16:18 0001 7566

21313
IDENTIF. & REFERENCE

94 DEC 29 PM 4:19
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 867462