BOOK 9695 PG 739

FB 12-
JR

SPECIAL WARRANTY DEED

This Instrument Was Prepared By:

Christopher Vrana
AT&T Corp.
222 Mt. Airy Road
Basking Ridge, NJ 07920

Tax Map Number 51-4,
Parcel Number 57.00
Send Tax Bills to:

The Memorial Foundation, Inc.
One Northchase Drive
Suite 320
Goodlettsville, TN 37072

After Recording, Return To:

William R. Willis, Jr., Esq.
Willis & Knight
Two Fifteen Second Avenue, North
Nashville, TN 37201

RCD 06/08 0101 03CHECK 2237.00

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transaction is $600,000.00.

AFFIANT:

THE MEMORIAL FOUNDATION

By: _____

Subscribed and Sworn to before me this 8th day of June, 1995.

_____
Notary Public

My Commission Expires: 9/16/95

95 JUN -8 PM 3:43
FELIX ... REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
0068287

FOR AND IN CONSIDERATION of the sum of Six Hundred Thousand and 00/100 Dollars ($600,000.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, INC., a Delaware corporation, having an office at c/o AT&T Resource Management Corporation, 222 Mt. Airy Road, Basking Ridge, New Jersey 07920 ("Grantor"), hereby grants, bargains, sells, conveys and specially warrants to THE MEMORIAL FOUNDATION, INC., a Tennessee corporation, having an office at One Northchase Drive, Suite 320, Goodlettsville, Tennessee 37072 ("Grantee"), all of Grantor's right, title and interest in and to the

following described real property located in Davidson County, Tennessee to-wit (the "Property"):

See Exhibit A attached hereto and made a part hereof consisting of one (1) page, being a portion of the property conveyed to the Grantor herein by deed dated December 2, 1983 and recorded in Book 6209, Page 255.

TO HAVE AND TO HOLD THE SAME, together with all and singular the tenements, hereditaments and appurtenances thereto belonging or in any wise appertaining, forever. Grantor warrants and will forever defend the interest herein conveyed to Grantee and to its successors and assigns only against any person or persons whomsoever lawfully claiming any interest therein by, through or under Grantor.

The persons executing this Deed on behalf of Grantor represent under oath that they are fully empowered pursuant to Grantor's By-Laws, resolutions of Grantor's Board of Directors, Grantor's Schedule of Authorizations, and delegations to execute and deliver this Deed.

Grantor also hereby assigns to Grantee all of its right, title and interest in leases of all or any part of the Property.

AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, INC.
a Delaware corporation

WITNESS:

Christopher Vrana
Christopher Vrana

By: A L Marano
Anthony L. Marano, Real Estate Vice President

DATED: June 6, 1995

STATE OF NEW JERSEY

COUNTY OF SOMERSET

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Anthony L. Marano, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the Real Estate Vice President of the within named bargainor, and that he as such Real Estate Vice President, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Real Estate Vice President.

WITNESS may hand the seal at the office this 6th day of June, 1995.

Notary Public

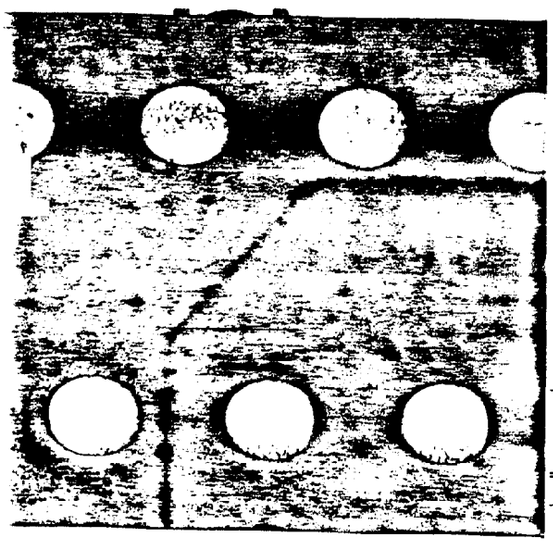
My Commission Expires:

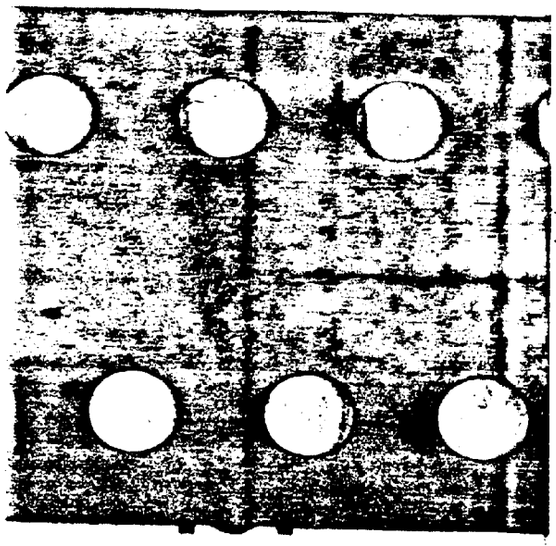
DOLORES P. OTTENTHAL
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 27, 1997

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 1 on the plan of Madison South Central, Section One, of record in Book 4350, page 155, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being part of the same property conveyed to AT&T Communications of the South Central States, Inc., a Delaware corporation by deed from South Central Bell Telephone Company, a Delaware corporation, of record in Book 6209, page 255, Register's Office for Davidson County, Tennessee.





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

RECEIVED OF _____

FOR _____

BOOK 9695 PG 743

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 15.00
TOTAL 2237.00
CHECK 2237.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

00682287
IDENTIF. ↑ REFERENCE

95 JUN -8 PM 3:43
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

06/08/95 01 15:46 0001 9260

No. 918532