THIS INSTRUMENT PREPARED BY:
John M. Baird
WHITE & REASOR
3305 West End Avenue
Nashville, Tennessee 37203
File Box Number ~~42~~ 14-B

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel Nos.:
Bank Midwest, N.A. Attn: Scott Gauldin City Center Square 1100 Main Post Office Box 26458 Kansas City, MO 64196-6458	New Owner	96-1-3 96-1-4 96-1-8 96-1-142 96-1-143 96-1-144 85-13-46

SPECIAL WARRANTY DEED IN LIEU OF FORECLOSURE

FOR AND IN CONSIDERATION OF the sum of TEN and NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, DONELSON PLAZA, L.L.C., a Tennessee limited liability company, successor by conversion to DONELSON PLAZA JOINT VENTURE, a Tennessee joint venture, by virtue of Articles of Conversion of record in Book 9589, page 936, Register's Office for Davidson County, Tennessee, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto BANK MIDWEST, N.A., hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

A tract of land in Davidson County, Tennessee, being composed of Lot 1 and Lot 33 on the Plan of Resubdivision of Cliffdale, as of record in Book 974, page 49, R.O.D.C., Tennessee, and being Lots 1 through 7 and part of Lot 8 on the Plan of the Subdivision of the Jere Bowen land as of record in Book 2, page 134, R.O.D.C., Tennessee and being Lots 1 through 3 on the Plan of Donelson Plaza Subdivision as of record in Book 5200, page 381, R.O.D.C., Tennessee, and being more particularly described as follows:

Beginning at the South West corner of Lot 3 on the Plan of Donelson Plaza Subdivision, of record in Plat Book 5200, page 381, of the Register's Office of Davidson County, Tennessee, thence North 06° 39' 29" East, 235.40 feet to a point, thence North 83° 20' 31" West, 31.62 feet to a point, thence with a curve to the left, having a radius of 2075.21 feet, a distance of 128.04 feet to a point, thence North 06° 16' 44" East, 429.38 feet to a point, thence North 89° 41' 21" East, 195.14 feet to a point, thence North 89° 39' 15" East, 172.13 feet to a point, thence North 06° 08' 04" East, 96.24 feet to a point, thence South 87° 39' 52" East, 24.95 feet to a point, thence North 83° 51' 09" East, 242.26 feet to a point, thence South 03° 13' 10" East, 119.25 feet to a point, thence South 40° 53' 05" East, 156.42 feet to a point, thence with a curve to the right, having a radius of 36.10, a distance of 33.88 feet to a point, thence South 12° 53' 09" West, 3.96 feet to a point, thence South 82° 22' 41" East, 45.27 feet to a point, thence South 82° 22' 41" East, 121.89 feet to a point, thence North 13° 23' 53" East, 25.13 feet to a point, thence

South 59° 30' 35" East, 183.63 feet to a point, thence South 19° 01' 09" West, 116.43 feet to a point, thence South 17° 32' 13" West, 297.75 feet to a point, thence North 46° 59' 03" West, 33.58 feet to a point, thence North 56° 14' 06" West, 51.66 feet to a point, thence North 63° 06' 38" West, 46.11 feet to a point, thence South 10° 10' 04" West, 153.55 feet to a point, thence North 80° 04' 33" West, 195.85 feet to a point, thence South 10° 20' 26" West, 182.08 feet to a point, thence North 71° 06' 00" West, 11.76 feet to a point, thence North 21° 12' 09" East, 14.37 feet to a point, thence North 70° 58' 22" West, 70.01 feet to a point, thence North 71° 07' 01" West, 84.23 feet to a point, thence North 17° 11' 58" East, 5.00 feet to a point, thence with a curve to the left, having a radius of 2843.66, a distance of 185.27 feet to a point, thence North 14° 01' 19" East, 15.00 feet to a point, thence with a curve to the left, having a radius of 2858.66, a distance of 196.40 feet to the point of beginning, containing 694,156.12 square feet or 15.9356 acres.

Being a part of the real property conveyed to Donelson Plaza Joint Venture by Stephen P. Sandler, Trustee, pursuant to the provisions of that certain trust agreement dated July 12, 1979, by quitclaim deed of record in Book 7606, page 364, Register's Office for Davidson County, Tennessee, and being the same property described in Mortgage Deed of Trust and Security Agreement of record in Book 7606, page 367, Register's Office for Davidson County, Tennessee.

This is improved property known as Donelson Plaza Shopping Center, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

Grantor further covenants that it is seized and possessed of said real estate and has the right to convey it, and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to: (i) 1995 real property taxes not yet due and payable; (ii) 1994 property taxes (including penalty and interest) remaining unpaid; (iii) rights of parties in possession pursuant to recorded, or unrecorded, leases.

The conveyance is made by Grantor in lieu of the foreclosure by the Grantee of that certain Mortgage Deed of Trust and Security Agreement from Donelson Plaza Joint Venture to Stephen C. Small, Trustee, dated July 21, 1988, and recorded in Book 7606, page 367, Register's Office for Davidson County, Tennessee.

In addition to the foregoing described real property, Grantor further has this day bargained and sold, and does hereby transfer and convey unto Bank Midwest, N.A., its successors and assigns, all personal property located on the subject real property which is secured by certain UCC-1 financing statements in favor of Bank Midwest, N.A., and more particularly described as follows:

All furniture, fixtures and equipment owned by the Grantor at 2710-2720 Lebanon Road, Nashville, Tennessee, including, without limitation, appliances, air conditioners and maintenance equipment.

This deed is given and accepted in full satisfaction of the indebtedness secured by the above described Mortgage Deed of Trust and Security Agreement, and shall operate as a release of any Guarantors of that indebtedness.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 25th day of May, 1995.

"GRANTOR"

DONELSON PLAZA, L.L.C., a Tennessee limited liability company, successor by conversion to DONELSON PLAZA JOINT VENTURE

By: _____
Lloyd Hood, Chief Manager

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

Before me, PERLITA L. NEWMAN, a Notary Public of said County and State, personally appeared Lloyd Hood, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager (or other officer authorized to execute the instrument) of DONELSON PLAZA, L.L.C., a Tennessee limited liability company, successor by conversion to DONELSON PLAZA JOINT VENTURE, the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager.

Witness my hand and seal, at office, this 25th day of May, 1995.

PERLITA L. NEWMAN
Comm. # 983327
NOTARY PUBLIC - CALIFORNIA
San Diego County
My Comm. Expires Jan. 28, 1997

_____
Notary Public

My commission expires:
January 28, 1997

STATE OF Tennessee
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 4,130,000.00 .

_____
AFFIANT

SUBSCRIBED and sworn to before me, this 23rd day of June, 1995.

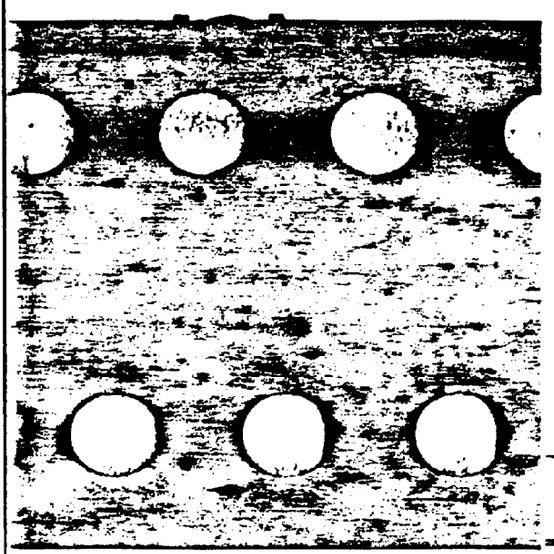
_____
Notary Public

My Commission Expires:
Jan. 20, 1999

95 JUN 26 AM 11:21
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

00073377
IDENTIF. & REFERENCE

46/96/26 0101 03CHECK 15294.00



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

RECEIVED OF _____

FOR _____

BOOK 9712 PG 132

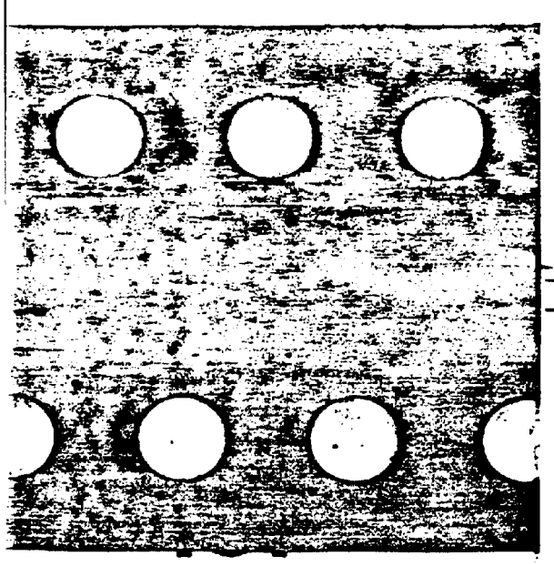
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 4130000.00
CON TX 15281.00
PRFEE 1.00
WDEED 12.00
TOTAL 15294.00
CHECK 15294.00

06/26/95 01 11:21 0001 4902

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0073377 IDENTIF. ↑ REFERENCE

95 JUN 26 AM 11:21

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 924102