Address New Owners As follows:
The State of Tennessee
511 Union Street, Suite 730
Nashville, TN 37243-0299
(Tax Exempt)

Prepared By:
Weldon B. White, Jr.
Suite 3F
631 Second Avenue South
Nashville, TN 37210

Map-Parcel Number:
Map 80
Parcel 69

WARRANTY DEED

FOR AND IN CONSIDERATION OF THE SUM OF FIFTEEN MILLION, SIX HUNDRED SEVENTY- FOUR THOUSAND EIGHTY-THREE AND NO/100 DOLLARS ($15,674,083.00) CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEE, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, CUMBERLAND BEND ASSOCIATES, L.P., A TENNESSEE LIMITED PARTNERSHIP, HEREINAFTER CALLED THE GRANTOR, HAS BARGAINED AND SOLD, AND BY THESE PRESENTS DOES TRANSFER AND CONVEY UNTO THE STATE OF TENNESSEE, HEREINAFTER CALLED THE GRANTEE, ITS SUCCESSORS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS:

Land being in the Eighth Civil District of Nashville, Davidson County, Tennessee and being a portion of the former Main State Penitentiary site of record in Deed Book 448 Page 250, Register's Office of Davidson County, Tennessee and being the same property conveyed to Grantor by deed of record in Book 9476, Page 170, said Register's Office, more particularly described as follows:

Commencing at an iron pin (new) at the northerly right-of-way of the CSX Transportation Railroad, said pin being the most southerly corner of the former State Penitentiary site and being in the northwesterly common line of the Laroche Industrial Park Plat Book 7900, Page 128; and having a north coordinate of 670386.2925 and easting of 1713845.5764 on the Tennessee State Plane Coordinate System, NAD 83.

Thence, North 45 degrees 35 minutes 26 seconds East 60.24 feet to an iron pin (new);

Thence, North 10 degrees 30 minutes 56 seconds West 254.32 feet to an iron pin (new);

Thence, North 08 degrees 38 minutes 49 seconds East 411.14 feet to an iron pin (new) said pin being the southwesterly corner of the herein described tract and being the TRUE POINT OF BEGINNING for this property description;

Thence, with a new line severing the subject former Main State Penitentiary North 08 degrees 38 minutes 49 seconds East 537.54 feet to an iron pin (new);

Thence, North 26 degrees 34 minutes 08 second West 321.45 feet to an iron pin (new);

Thence, North 60 degrees 17 minutes 55 seconds East 436.00 feet to a point on the low water mark of the Cumberland River;

Thence, with the low water mark of the Cumberland River, South 29 degrees 42 minutes 05 seconds East 124.59 feet to a point;

Thence, with said low water mark South 40 degrees 53 minutes 58 seconds East 328.36 feet to a point;

Thence, South 41 degrees 07 minutes 33 seconds West 900.81 feet to the TRUE POINT OF BEGINNING and containing 7.06 acres, according to a survey made by Thomas, Miller and Partners, Kevin A. Edmonson, RLS No. 1515, dated September 28, 1993.

Together with the easement as described in Book 9476, Page 174 said Register's Office.

This property is subject to:

1. Deed of Flowage Easement of record in Book 2271, Page 217, said Register's Office.

2. Sublease Agreement between the State of Tennessee and Marriott Management Services Corp. and Marriott International, Inc. as of record in Book 9476, Page 315, said Register's Office.

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 SUCCESSOR AND ASSIGNS, FOREVER; AND WE DO COVENANT WITH THE SAID GRANTEE THAT WE ARE LAWFULLY SEIZED AND POSSESSED OF SAID LAND IN FEE SIMPLE, HAVE A GOOD RIGHT TO CONVEY IT, AND THE SAME IS UNENCUMBERED, UNLESS OTHERWISE HEREIN SET OUT; AND WE DO FURTHER COVENANT AND BIND OURSELVES, OUR SUCCESSORS AND ASSIGNS TO WARRANT AND FOREVER DEFEND THE TITLE TO THE SAID LAND TO THE SAID GRANTEE, ITS SUCCESSORS AND ASSIGNS, AGAINST THE LAWFUL CLAIMS OF ALL PERSONS WHOMSOEVER. WHEREVER USED, THE SINGULAR NUMBER SHALL INCLUDE THE PLURAL, THE PLURAL THE SINGULAR, AND THE USE OF ANY GENDER SHALL BE APPLICABLE TO ALL GENDERS.

Witness our hands this 28th day of June, 1995.

95 JUN 28 PM 12:17
FELIX Z. ... II REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

0074172
IDENTIF. & REFERENCE

CUMBERLAND BEND ASSOCIATES, L.P.

By: Stan H Hardaway
Stan H. Hardaway
Its: Managing General Partner

Approved:

By: WALDEN CORPORATION
Corporate General Partner

By: _____
Stan H. Hardaway
Its: President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

5766 06/28 0101 03CHECK 12.00

Before me, Weldon B White, Jr. of the state and county mentioned, personally appeared Stan H. Hardaway, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Managing General Partner of Cumberland Bend Associates, L.P., the within named bargainor, a Tennessee Limited Partnership, and that he as such Managing General Partner executed the within instrument for the purposes contained therein contained, by signing the name of the partnership by himself as such Managing General Partner

Witness my hand and seal at office in Nashville this 28th day of June, 1995.

_____
Notary Public

My Commission Expires: March 28, 1998

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Weldon B White, Jr. of the state and county mentioned, personally appeared Stan H. Hardaway, 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 of Walden Corporation, Corporate General Partner of Cumberland Bend Associates, L.P., the within named bargainor, a Tennessee Limited Partnership, and that he as such Corporate General Partner executed the within instrument for the purposes contained therein, by signing the name of the corporation by himself as such President.

Witness my hand and seal at office in Nashville this 28th day of June, 1995.

_____
Notary Public

My Commission Expires: March 28, 1998