30987 GTR

THIS INSTRUMENT PREPARED BY:
NEAL & HARWELL
200 First Union Tower
150 Fourth Avenue North
Nashville, TN 37219

SPECIAL WARRANTY DEED BOOK 10004 PG 435

Address New Owner(s)	Send Tax Bills To	Map-Parcel Number(s)
Downtown Development, L.L.C. c/o Andrew G. Higgins Suite 2723 611 Commerce Street Nashville, TN 37203	Same	134-255

THIS INDENTURE made the 1st day of April, 1996, between ZREG HOLDINGS INCORPORATED, a corporation organized under the laws of the State of Delaware ("Grantor"), of the one part, and DOWNTOWN DEVELOPMENT, L.L.C., a limited liability company organized and existing under the laws of the State of Tennessee ("Grantee"), of the other party.

WITNESSETH that the said ZREG HOLDINGS INCORPORATED, for and in consideration of the sum of Two Million Seven Hundred Thousand Dollars ($2,700,000.00) to it in hand paid by the said DOWNTOWN DEVELOPMENT, L.L.C., the receipt whereof is hereby acknowledged, does hereby grant, bargain, sell and convey to the said DOWNTOWN DEVELOPMENT, L.L.C., its successors and assigns, in fee simple forever, the certain tract of lands situated and being in the County of Davidson and State of Tennessee and further described as follows (the "Property"):

Lot No. 1, Section 3 on that Plan of Metroplex, as shown on plat of record in Plat Book 5800, page 189, Register's Office for Davidson County, Tennessee, to which plat reference is made for a more particular description.

BEING the same premises which G. Scott Thomas, Successor Trustee, conveyed to ZREG Holdings Incorporated, by Successor Trustee's Deed dated July 15, 1994 and recorded July 15, 1994 in the Register's Office for Davidson County, Tennessee in Book 9408, page 417.

Together with and including the improvements located on the aforesaid premises. This is improved property known as Lot #1, Section Three, Metroplex, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property above described, together with privileges and appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Downtown Development, L.L.C., its successors and assigns, in fee simple forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered by reason of anything arising after July 15, 1994 until the date hereof, except for 1996 real estate taxes which Grantee agrees to assume, all matters shown on the Plat recorded in Book 5800, page 189, easements of record in Book 4435, page 50; Book 2544, page 229; and Book 5953, page 829; Restrictions of record in Book 5653, page 11; Leases of record in Book 6218, page 947 and Book 6228, page 756; and an easement for the flow of Sorghum Creek, all in the Register's Office for Davidson County, Tennessee.

AND the said ZREG Holdings Incorporated warrants the title to the aforesaid real property, subject as aforesaid, against the lawful claims to all persons claiming by, through, or under it, but not further or otherwise.

IN WITNESS WHEREOF, ZREG Holdings Incorporated, through its duly undersigned officers, has caused this instrument to be executed this 2nd day of April, 1996.

ZREG HOLDINGS INCORPORATED

By: _____
Martin V. Zeller
President

Attest: _____
Carole P. Brown
Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, the undersigned, a Notary Public in and for the Sate and County aforesaid, duly commissioned and qualified, personally appeared Martin V. Zeller, proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the President of ZREG Holdings Incorporated, a

corporation, the within named bargainor, and who acknowledged that he, being authorized to do so, executed the within instrument for the purposes therein contained by signing the name of the corporation by himself as President.

WITNESS my hand, and seal of office, this 3 day of April, 1996.

My Commission Expires:

Notary Public

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

PATRICIA M JONES
My Commission CC469573
Expires Jun. 06, 1999
Bonded by ANB
800-852-5878

The actual consideration or value of the property is $2,700,000.00.

Andrew G. Higgins
Chief Manager
Downtown Development, L.L.C.
Affiant

Subscribed and sworn to before me this 3RD day of April, 1996.

THOMAS KIRK JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Notary Public

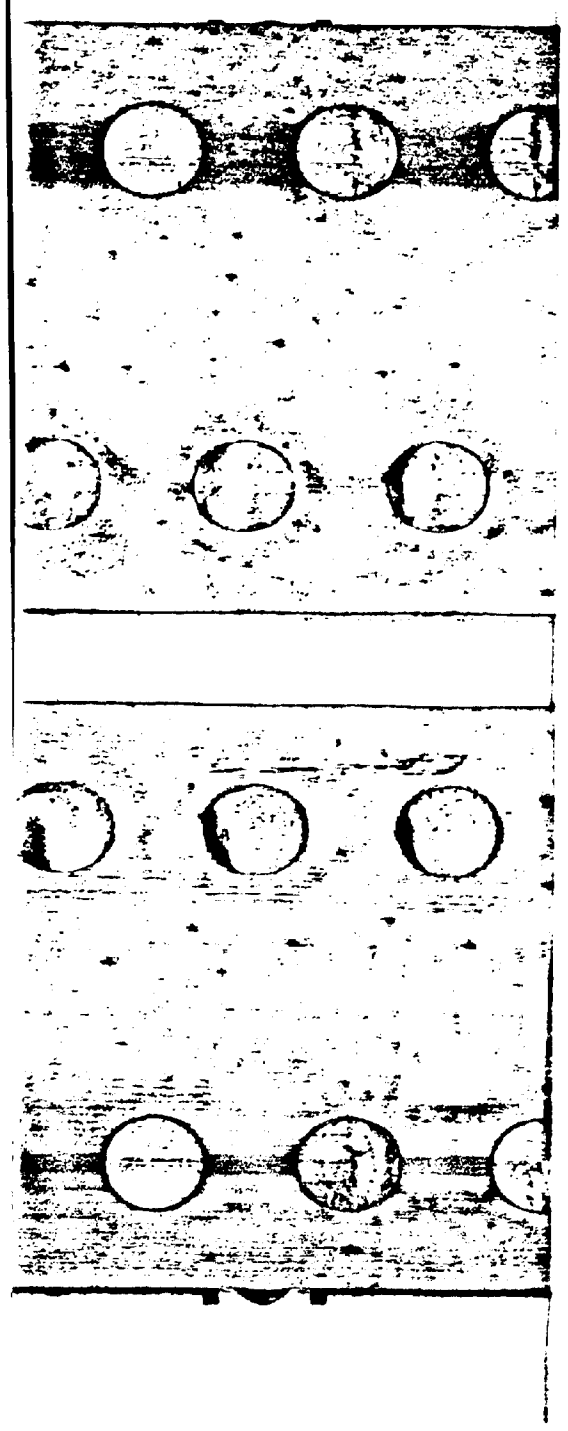
My commission Expires 9-26-98

0167686
IDENTIF. ↑ REFERENCE

96 APR -4 AM 9:10
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

PHLIT:82450_1.WP5

5537 04/04 0101 03CHECK 10003.00



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

RECEIVED OF _____

FOR _____

BOOK 10004 PG 438

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	
				2700000.00
			CON TX	9990.00
			PRFEE	1.00
			WDEED	12.00
			TOTAL	10003.00
			CHECK	10003.00
04/04/96	01		09:11 0001	6537

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0167686
IDENTIF. ↑ REFERENCE

96 APR -4 AM 9:10
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1024530