Box 28

...10037PG448

STATE OF TENNESSEE
COUNTY OF Davidson

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $632,700.00.

Cecil D Branstetter
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 1st DAY OF May, 1996.

Jo Ann Smith
NOTARY PUBLIC

MY COMMISSION EXPIRES: 11/25/98

(AFFIX SEAL)

STATE

THIS INSTRUMENT WAS PREPARED BY

BRANSTETTER, KILGORE, STRANCH & JENNINGS, 227 SECOND AVENUE, NORTH, 4TH FLOOR, NASHVILLE, TN 37201

NAME	ADDRESS

NAME & ADDRESS OF PROPERTY OWNER	NAME & ADDRESS OF PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF REAL PROPERTY TAXES	MAP-PARCEL NOS
(NAME) CECIL D. BRANSTETTER	(NAME) SAME AS PROPERTY OWNER	DAVIDSON COUNTY: MAP: 126 PARCELS: 62 & 65 MAP: 140 PARCELS: 1, 4, 5, 6, 10, 11, 12, 17, 18, 19, 20, 21, 22, 23, 24, 26, 27, 28, 29, & 40
(STREET ADDRESS OR ROUTE NO.) 227 SECOND AVENUE, NORTH	(STREET ADDRESS)	
(CITY) (STATE) (P.O. ZIP) NASHVILLE, TN 37201-1631	(CITY) (STATE) (ZIP)	CHEATHAM COUNTY: TAX MAP: 95 PARCEL: 109 TAX MAP: 100 PARCEL: 5.00 TAX MAP: 101 PARCELS: 101 & 200

Warranty Deed Of Exchange

For and in Consideration of the sum of **No Cash ($0.00)**, but solely in exchange for like kind property within the meaning of Section 1031 of the Internal Revenue Code of 1986, which like kind property is more particularly described in Warranty Deed of Exchange executed and delivered simultaneously herewith, we, **FIRST HOTEL INVESTMENT CORPORATION**, hereinafter called the **GRANTORS**, have bargained and exchanged, and by these presents do transfer and convey unto **CECIL D. BRANSTETTER**, hereinafter called the **GRANTEE**, his heirs and assigns, a 33.3% undivided interest in certain tracts or parcels of land in Davidson and Cheatham Counties, Tennessee, to-wit:

Description attached as ***EXHIBIT A***.

Being part of the same property conveyed to **FIRST HOTEL INVESTMENT CORPORATION**, by Deed from **WESTINGHOUSE ELECTRIC CORPORATION**, of record in Book 9320, Page 787, Register's Office for Davidson County, Tennessee, and of record in Book 349, Page 245, Register's Office for Cheatham County, Tennessee.

A PART OF THIS CONVEYANCE IS MADE SUBJECT TO THE FOLLOWING:

1. Restrictive Covenants contained in instrument of record in Book 9342, Page 312, Register's Office for Davidson County, Tennessee, and all Amendments thereto.

This is unimproved property, known as **BILTMORE PROPERTIES.** Book 10037 Page 449

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**, his heirs and assigns, forever. We do covenant with 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 set out herein. We do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the **GRANTEE**, his heirs 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 29th day of April, 1996.

FIRST HOTEL INVESTMENT CORPORATION

BY: Gerald P. Segner

GERALD P. SEGNER
Vice President

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)

Before me, the undersigned authority, a Notary Public in and for the commonwealth and county aforesaid, personally appeared **GERALD P. SEGNER**, with whom I am personally acquainted (or proved to me in the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the **Vice-President** of **FIRST HOTEL INVESTMENT CORP.**, a Delaware corporation, and that he, as such **Vice-President**, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as **Vice-President**.

WITNESS my hand and official seal at Pittsburgh, Pennsylvania, on this the 29th day of April, 1996.

Elaine K. Youngwirth

NOTARY PUBLIC

MY COMMISSION EXPIRES:

Notarial Seal
Elaine K. Youngwirth, Notary Public
Pittsburgh, Allegheny County
My Commission Expires April 2, 1998
Member, Pennsylvania Association of Notaries

EXHIBIT A

LAND DESCRIPTION

10037 450

ATTACHED HERETO IS THE SURVEYOR'S DESCRIPTION OF SIX TRACTS OF PROPERTY TO BE CONVEYED HEREUNDER.

0177933

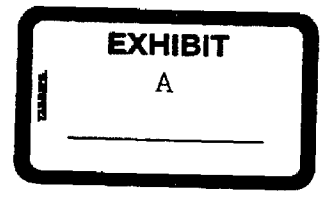
IDENTIF. & REFERENCE

96 MAY -2 PM 3:02

REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT

A



SURVEYOR'S DESCRIPTION

Tract One

BOOK 10037 PG 451

Being a parcel of land located in the Second Civil District, Thirty-Fifth Councilmanic District, Nashville, Davidson County, Tennessee, Twelfth Civil District, Cheatham County, Tennessee, said parcel being located south of Interstate 40 and west of McCrory Lane, being more particularly described as follows:

BEGINNING at an iron pin in the southern right-of-way line of McCrory Lane, said point being approximately 1.3 miles east of the intersection of McCrory Lane and Interstate 40 and also being the northeast corner of the R. H. Buchanan property, as recorded in Book 3136, Page 415, R.O.D.C. and Book 5114, Page 629, R.O.D.C.;

THENCE, along a fence line and bounded by the Buchanan property the following seven calls:

N 84° 42' 42" W, 167.62 feet to an iron pin;

S 04° 03' 48" W, 382.27 feet to an iron pin;

S 19° 33' 42" E, 383.19 feet to a corner stone;

S 09° 11' 19" W, 118.06 feet to an iron pin;

S 31° 17' 57" E, 527.15 feet to an iron pin;

S 66° 54' 18" E, 240.98 feet to a fence corner;

S 07° 33' 33" W, 394.50 feet to a post at an old stump, being the northeast corner to the Gatlinburg Trace Subdivision, unrecorded;

THENCE, with the northerly line of Tract 18 of said subdivision deeded to Larry K. Watts, as recorded in Book 9778, Page 391, R.O.D.C., N 81° 23' 59" W, 992.56 feet to an iron pin, also being the northwest corner of said tract;

THENCE, with the westerly line of said Tract 18 and Tract 17 deeded to Larry K. Watts, as recorded in Book 9778, Page 381, R.O.D.C., S 06° 56' 27" W, 526.75 feet to a planted stone, also being the southwest corner of said Tract 17 and in the northerly line of Tract 11 deeded to Larry K. Watts, as recorded in Book 9778, Page 325, R.O.D.C.;

THENCE, with the northerly line of said Tract 11 and Tract 10 deeded to J. Jay Peeler, III, as recorded in Book 9778, Page 320, R.O.D.C., N 83° 23' 37" W, 784.38 feet to an

iron pin, also being the northwest corner of said Tract 10 and the southeastern most corner of Tract 9 deeded to Richard W. Moore and wife Marlene Moore, as recorded in Book 9778, Page 310, R.O.D.C.;

THENCE, with the easterly line of said Tract 9, N 06° 43' 10" E, 538.77 feet to a planted stone, also being the northeast corner of said tract;

THENCE, with the northerly line of said tract, N 82° 09' 12" W, 647.27 feet to a red painted rock in the middle of a stump, also being the northwest corner of said tract;

THENCE, with the westerly line of said Tract 9 and Tract 8 deeded to Keith Sherril, as recorded in Book 9778, Page 305, R.O.D.C., Tract 7 deeded to Karen A. Surber, as recorded in Book 9778, Page 300, R.O.D.C., Tract 6 deeded to Kirk. S. Chaberski and wife Sharon L. Chaberski, as recorded in Book 9778, Page 290, R.O.D.C., Tract 5 deeded to Farhad Davachi, as recorded in Book 9778, Page 280, R.O.D.C., Tract 3 deeded to Jeffery B. Amann, as recorded in Book 9778, Page 265, R.O.D.C., and Tract 2 deeded to Jeffery B. Amann, as recorded in Book 9778, Page 260, R.O.D.C., S 07° 31' 29" W, 2,521.22 feet to an iron pin, also being the southwest corner of said Tract 2;

THENCE, leaving said subdivision, near a fence line and bounded by the Freddy L. Judd property, Book 4945, Page 299, R.O.D.C., S 00° 45' 12" W, 399.66 feet to an iron pin;

THENCE, the following call which is bounded by the Danny Sullivan property, Book 8040, Page 819, the Imoline M. Watson property, Book 7349, Page 501, the Johnny Dunlap property, Book 5952, Page 860, and the R. T. Pinkerton property, Book 2033, Page 174, R.O.D.C., N 84° 57' 38" W, 2,063.87 feet to an iron pin;

THENCE, continuing with the boundary of the R. T. Pinkerton property the following two calls:

S 07° 51' 26" W, 1,066.73 feet to an iron pin;

N 84° 44' 00" W, 352.00 feet to a planted stone with red paint;

THENCE, the following eight calls bounded by the Mrs. Armada Pinkerton property, Book 5449, Page 649, R.O.D.C.:

N 21° 28' 07" W, 1,170.35 feet to an iron pin;

N 03° 50' 15" E, 919.02 feet to the middle of a rock by a 30-inch beech;

N 84° 10' 38" W, 716.27 feet to an iron pin;

N 05° 41' 26" E, 869.27 feet to an iron pin;

N 76° 52' 14" W, 2,794.85 feet to an iron pin;

S 02° 49' 19" W, 1,409.60 feet to an iron pin;

N 87° 13' 28" W, 2,419.64 feet to a 30-inch beech;

S 01° 38' 43" E, 155.70 feet to an iron pin;

THENCE, N 84° 50' 45" W, passing through the Davidson-Cheatham County line and bounded by the Willie Lee Davis property, Book 4902, Page 588, R.O.D.C., 1,225.96 feet to an iron pin;

THENCE, continuing with the Willie Lee Davis property, as recorded in Book 80, Page 322, R.O.C.C., the following three calls:

N 01° 47' 19" E, 793.85 feet to an iron pin;

N 84° 46' 36" W, 156.74 feet to a 24-inch beech with white paint;

N 83° 03' 01" W, 53.53 feet to an iron pin;

THENCE, with the Willie Lee Davis property, as recorded in Book 4902, Page 589, R.O.D.C., N 01° 27' 03" E, 532.51 feet to an iron pin;

THENCE, with the Willie Lee Davis property, Book 4902, Page 589, R.O.D.C., and Book 80, Page 322, R.O.C.C., N 84° 24' 05" W, 2,390.98 feet to a 2-inch iron pipe;

THENCE, continuing with the Willie Lee Davis property, the following four calls:

N 05° 48' 08" E, 156.47 feet to a 1-inch pipe;

N 83° 05' 26" W, 462.00 feet to an iron pin;

S 30° 11' 14" W, 670.83 feet to an iron pin;

N 80° 35' 01" W, 100.00 feet to a point in the center of the South Harpeth River;

THENCE, the following eight calls along the approximate centerline of the South Harpeth River, and bounded by the Arthur L. Brooks property, Book 137, Page 409, R.O.C.C.;

N 37° 49' 29" E, 451.22 feet to a point;

N 19° 11' 21" E, 591.26 feet to a point;

N 23° 17' 29" E, 155.93 feet to a point;

N 27° 19' 26" E, 275.42 feet to a point;

N 20° 42' 12" W, 68.57 feet to a point;

N 47° 40' 00" W, 242.00 feet to a point;

N 62° 07' 00" W, 192.50 feet to a point;

N 80° 17' 59" W, 341.14 feet to a point;

THENCE, leaving the center of the river, the following three calls bounded by the Joe M. Rodgers property, Book 329, Page 411, R.O.C.C.:

N 44° 19' 25" E, 149.62 feet to an iron pin;

S 82° 08' 27" E, 720.67 feet to an existing nail in a flat rock with carved "D";

N 07° 11' 12" E, 2,972.27 feet to an iron pin;

THENCE, the following three calls bounded by the Francis Anderson property, Book 205, Page 320, R.O.C.C.:

N 12° 02' 26" E, 593.05 feet to a steel corner post;

N 60° 52' 00" E, 181.50 feet to a steel corner post;

N 08° 42' 24" E, 2,294.52 feet to a concrete monument in the southerly right-of-way line of Interstate 40, said point being located at Highway Station 515+00, said

point also being the northwesterly corner of the herein described parcel;

THENCE, with said southerly right-of-way line in an easterly direction, the following calls:

S 52° 31' 08" E, 399.32 feet to a concrete monument;

S 33° 54' 33" W, 32.72 feet to a concrete monument;

S 52° 51' 45" E, 1,299.65 feet to a concrete monument;

S 37° 30' 43" W, 24.51 feet to a concrete monument;

S 52° 53' 12" E, 700.73 feet to a concrete monument;

N 42° 10' 41" E, 20.52 feet to a concrete monument;

S 52° 50' 46" E, 620.71 feet to a concrete monument;

S 35° 36' 51" W, 18.20 feet to a concrete monument;

with a curve to the left crossing the Cheatham-Davidson County line, having a delta of 14° 29' 10", a radius of 3,989.72 feet, a distance of 1,008.72 feet to a concrete monument;

S 11° 47' 51" W, 33.44 feet to a concrete monument;

with a curve to the left having a delta of 12° 04' 15", a radius of 4,022.72 feet, a distance of 847.49 feet to a concrete monument;

S 81° 27' 23" E, 205.34 feet to a concrete monument;

N 07° 28' 43" E, 75.00 feet to a concrete monument;

S 82° 31' 16" E, 675.98 feet to a concrete monument;

S 07° 28' 44" W, 65.00 feet to a concrete monument;

S 82° 31' 16" E, 693.13 feet to a concrete monument;

N 07° 28' 45" E, 70.00 feet to a concrete monument;

with a curve to the left having a delta of 08° 01' 50", a radius of 5,894.58 feet, a distance of 826.19 feet to a concrete monument;

N 89° 17' 40" E, 651.03 feet to a concrete right-of-way marker;

S 84° 15' 21" E, 1,494.96 feet to a existing concrete right-of-way marker;

with a curve to the right having a delta of 24° 01' 43", a radius of 889.93 feet, a distance of 373.22 feet to a concrete right-of-way marker;

S 59° 27' 07" E, 146.91 feet to a concrete right-of-way marker;

N 32° 40' 46" E, 30.01 feet to a point in the southerly right-of-way line of McCrory Lane;

THENCE, with the southerly right-of-way line of McCrory Lane, the following five calls:

S 57° 19' 37" E, 453.69 feet to an iron pin;

with a curve to the left having a delta of 16° 29' 50", a radius of 1,454.37 feet, a distance of 418.76, to an iron pin;

S 73° 49' 49" E, 258.33 feet to an iron pin;

N 16° 09' 16" E, 4.97 feet to a point;

S 73° 49' 26" E, 168,04 feet to an iron pin;

THENCE, leaving McCrory Lane right-of-way line, the following three calls bounded by the J. D. Cheek property, Book 8515, Page 38, R.O.D.C., and Book 8183, Page 89, R.O.D.C. and the Alfred C. Farris, III, property, Book 3312, Page 241, R.O.D.C.:

S 26° 03' 06" W, 910.66 feet to an iron pin;

S 51° 43' 02" E, 755.52 feet to an iron pin;

N 26° 03' 32" E, 1,235.50 feet to an iron pin in the southerly right-of-way line of McCrory Lane;

THENCE, with the southerly right-of-way line of McCrory Lane, the following eleven calls:

with a curve to the left having a delta of 02° 23' 15",

a radius of 2,807.77 feet, a distance of 117.00 feet to an iron pin;

S 85° 21' 21" E, 259.98 feet to an iron pin;

with a curve to the right having a delta of 36° 52' 20", a radius of 1,385.00 feet, a distance of 891.31 feet to an iron pin;

S 41° 31' 00" W, 15.00 feet to a point;

with a curve to the right having a delta 08° 05' 03", a radius of 1,370.00 feet, a distance of 193.30 feet to an iron pin;

N 49° 36' 03" E, 15.00 feet to an iron pin;

S 40° 23' 57" E, 204.85 feet to an iron pin;

with a curve to the left having a delta of 17° 57' 58", a radius of 1,197.17 feet, a distance of 375.39 feet to an iron pin;

S 58° 21' 55" E, 363.22 feet to an iron pin;

with a curve to the right having a delta of 20° 39' 30", a radius of 2,823.29 feet, a distance of 1,017.95 feet to an iron pin;

S 37° 42' 25" E, 340.69 feet to an iron pin, this point being the point of beginning.

Containing 84,044,152 square feet or 1,929.39 acres, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11

Included in the above description, but expressly excluded from this conveyance is the following described portion of Tract One:

Approximately 18.18 acres, more or less, of land in Davidson County, Tennessee, being Lot 1 on the Plan of Biltmore Church, McCrory Lane, of record in Book 9700, Page 130, and as amended by Surveyor's Certificate of Correction, of record in Book 10027, Page 312, Register's Office for Davidson County, Tennessee, to which Plan reference is hereby made for a more particular description of said Lot.

SURVEYOR'S DESCRIPTION

Tract Two

Being a parcel of land located in the Second Civil District, Twenty-Third Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located north of Interstate 40 and Newsom Station Road and east of McCrory Lane as shown on the Planned Unit Development Boundary Master Plat of Boone Farm at Biltmore, as of record in Book 6900, Page 470, R.O.D.C., and being more particularly described as follows;

BEGINNING at a point, this point being an iron pin at a fence corner, this point also being the southeast corner of the Robert E. Lee Travis property as recorded in Will Book 57, Page 456, R.O.D.C., and being N 25° 18' 39" W, 36.64 feet from an iron pin set in the northern right-of-way line of Newsom Station Road approximately 2,550 feet east of the centerline of McCrory Lane;

THENCE, along a fence bounded by the Robert E. Lee Travis property, the following seven calls:

N 25° 18' 39" W, 189.19 feet to an iron pin;

N 51° 52' 32" W, 406.01 feet to a fence corner at a 12-inch Hackberry;

N 18° 00' 32" W, 597.60 feet to an iron pin;

N 51° 49' 38" W, 413.19 feet to an iron pin;

N 26° 04' 03" W, 420.00 feet to an iron pin;

N 36° 48' 48" W, 795.09 feet to an iron pin;

N 57° 40' 00" W, 345.79 feet to an iron pin at a 24-inch Hackberry on the southern bank of the Harpeth River;

THENCE, along the southern bank of the Harpeth River, the following six calls:

N 52° 45' 09" E, 265.81 feet to a 10-inch Hackberry;

N 46° 41' 26" E, 453.69 feet to a point;

N 33° 15' 33" E, 560.61 feet to a point;

N 30° 01' 11" E, 181.45 feet to a point;

N 34° 09' 51" E, 291.18 feet to an iron pin;

N 36° 57' 29" E, 421.32 feet to an iron pin in the boundary of the Seaboard Railroad right-of-way;

THENCE, leaving the river along the western boundary of the Seaboard Railroad right-of-way, along a curve to the right having a delta of 11° 59' 18", a radius of 3,267.54 feet, a distance of 683.69 feet to an iron pin;

THENCE, continuing with the railroad right-of-way, S 84° 43' 36" E, 41.56 feet to an iron pin;

THENCE, leaving the railroad along a fence bounded by the Donald Ray Lannom property as recorded in Book 6269, Page 13, R.O.D.C., the following two calls:

S 16° 24' 03" E, 1,561.24 feet to an 18-inch oak;

S 17° 53' 35" E, 1,239.88 feet to an iron pin set in the northern right-of-way line of Newsom Station Road;

THENCE, leaving said road right-of-way and continuing with Lannom property, the following two calls:

S 69° 28' 45" W, 358.21 feet to an iron pin;

S 22° 48' 55" E, 310.51 feet to an iron pin in the western right-of-way line of Newsom Station Road;

THENCE, along the western and northern right-of-way lines of Newsom Station Road, the following ten calls:

S 12° 29' 06" E, 72.49 feet to a 24-inch Hackberry;

S 18° 41' 19" E, 234.69 feet to an iron pin;

S 21° 26' 58" E, 352.39 feet to an iron pin;

along a curve to the right having a delta of 102° 39' 03", a radius of 69.16 feet, a distance of 123.91 feet to an iron pin;

S 81° 12' 30" W, 499.73 feet to an iron pin;

N 08° 16' 14" W, 26.46 feet to a concrete monument;

S 80° 49' 55" W, 157.64 feet to a concrete monument;

along a curve to the left having a delta of 21° 40' 51",

a radius of 345.00 feet, a distance of 130.55 feet to a concrete monument;

N 27° 08' 04" W, 13.72 feet to a concrete monument;

S 59° 34' 34" W, 207.32 feet to an iron pin;

THENCE, leaving said road right-of-way line, N 25° 18' 39" W, 36.64 feet bounded by Tract No. 6, McDermott/Biltmore, Inc., to an iron pin, this point being the point of beginning.

Containing 6,590,782 square feet or 151.30 acres, more or less.

Included in the above description, but expressly excluding Phase One Boone Trace at Biltmore, as of record in Book 7900, Page 667, R.O.D.C., containing 31.05 acres, more or less. This exclusion makes the actual conveyable property in Tract Two to be 120.25 acres, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11
Revised April 25, 1996

Included in the above description, but expressly excluded from this conveyance is the following described portion of Tract Two, attached hereto and designated as **TRACT A** and **TRACT B**:

SURVEYOR'S DESCRIPTION

Tract A

Being land in the Second Civil District (Twenty-Third Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, lying generally north of Phase One, Boone Trace, as of record in Book 7900, Page 667, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Boone Trace, said point being the northeasterly corner of Lot 268, Phase One, Boone Tract;

THENCE, S 54° 27' W, 115.00 feet to a point;

THENCE, N 35° 54' W, 1,704.69 feet to a point in the northerly boundary of the Boone Farm tract;

THENCE, following the southerly bank of the Harpeth River, N 33° 15' 33" E, 362.00 feet to a point;

THENCE, N 30° 01' 11" E, 181.45 feet to a point;

THENCE, N 34° 09' 51", 291.18 feet to a point;

THENCE, N 36° 57' 29", 421.32 feet to a point in the southerly margin of the CSX Railroad;

THENCE, with said southerly margin along a curve to the right, having a radius of 3,267.54 feet and a central angle of 11° 59' 18", a distance of 683.69 (Chord of S 78° 40' 56" E, 682.44 feet) to a point;

THENCE, S 84° 43' 36" E, 41.56 feet to a point;

THENCE, leaving said southerly margin along the easterly boundary of the Boone Farm Tract, S 16° 24' E, 1,391.23 feet to a point;

THENCE, S 48° 15' W, 220.97 feet to a point;

THENCE, S 17° 54' E, 420.00 feet to the northeasterly corner of Lot 69 (unrecorded);

THENCE, S 84° 55' W, 72.69 feet to a point;

THENCE, S 88° 42' W, 94.42 feet to a point;

THENCE, S 78° 00' W, 92.00 feet to a point;

THENCE, S 68° 38' W, 92.20 feet to a point;

THENCE, S 55° 41' W, 257.24 feet to a point;

THENCE, S 35° 33' E, 65.00 feet to a point in the northeasterly corner of Lot 94 as of record in Book 7900, Page 667, R.O.D.C;

THENCE, with the northerly boundary of said Lot 94, S 54° 27' W, 125.00 feet to a point in the easterly margin of Boone Trace;

THENCE, S 54° 27' W, 25.00 feet to a point in the centerline of Boone Trace;

THENCE, with said centerline, N 35° 33' W, 35.32 feet to a point;

THENCE, S 54° 27' E, 25.00 feet to the point of beginning;

Containing 2,692,909 square feet or 61.82 acres, more or less.

Being part of the Westinghouse Credit Corporation property of record in Book 8230, Page 1, R.O.D.C.

Barge, Waggoner, Sumner and Cannon, Inc.
File 10287-11
April 24, 1996

SURVEYOR'S DESCRIPTION

Tract B

Being land in the Second Civil District (Twenty-Third Councilmanic District) of Metropolitan Nashville and Davidson County, Tennessee, lying generally north of Phase One, Boone Trace as of record in Book 7900, Page 667, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the northerly margin of Settler's Way at the southeasterly corner of Lot 85, Phase One, Boone Trace;

THENCE, with the common line of Lot 85 and Lot 84 (unrecorded) N 53° 01" W, 160.29 feet to a point;

THENCE, N 63° 15' E, 71.88 feet to a point;

THENCE, N 17° 58' E, 129.80 feet to a point;

THENCE, S 71° 41' E, 140.00 feet to a point;

THENCE, S 72° 06' E, 328.59 feet to a point in the boundary line of the Boone Farm Tract;

THENCE, with said boundary, S 17° 54' E, 587.05 feet to a point;

THENCE, S 69° 29' W, 358.21 feet to a point;

THENCE, N 89° 07' W, 15.18 feet to the southeasterly corner of Lot 41 of Phase One, Boone Trace;

THENCE, with easterly boundary of said Lot 41, N 10° 17' W, 18.00 feet to a point;

THENCE, with the westerly boundary of Lots 41, 42, 43 and 45, N 24° 15' W, 300.26' feet to a point;

THENCE, N 53° 35' W, 100.00 feet to a point in the southerly margin of Settler's Way;

THENCE, crossing Settler's Way, N 61° 41' W, 50.54 feet to the point of beginning;

Containing 26,197 square feet or 6.18 acres, more or less;

Being part of the Westinghouse Credit Corporation property of record in Book 8230, Page 1, R.O.D.C.

Barge, Waggoner, Sumner and Cannon, Inc.
File 10287-11
April 24, 1996

SURVEYOR'S DESCRIPTION

Tract Three

Being a parcel of land located in the Second Civil District, Twenty-Third Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located north of Interstate 40, south of Newsom Station Road and east of McCrory Lane, being more particularly described as follows:

BEGINNING at a point, this point being a concrete right-of-way marker for Interstate 40 where the right-of-way intersects the right-of-way of Newsom Station Road approximately 2,375 feet east of the centerline of McCrory Lane along Newsom Station Road;

THENCE, along the southern boundary of Newsom Station Road the following six calls:

N 61° 19' 04" E, 391.55 feet to a concrete right-of-way marker;

N 30° 48' 32" W, 15.42 feet to a concrete right-of-way marker;

with a curve to the right having a delta of 21° 45' 36", a radius of 255.00 feet, a distance of 96.84 feet to a concrete right-of-way marker;

N 81° 40' 36" E, 157.74 feet to a concrete right-of-way marker;

N 09° 58' 16" W, 32.20 feet to an iron pin;

N 81° 12' 30" E, 0.77 feet to the corner of a rock wall at a cemetery;

THENCE, leaving said Newsom Station Road right-of-way the following three calls bounding a cemetery and the wall that surrounds it:

S 15° 23' 35" E, 156.26 feet to an iron pin;

N 80° 38' 17" E, 208.73 feet to an iron pin;

N 16° 08' 25" W, 155.08 feet to an iron pin in the southern right-of-way line of Newsom Station Road;

THENCE, along the southerly right-of-way line of Newsom Station Road the following two calls:

N 81° 12' 30" E, 292.72 feet to an iron pin;

along a curve to the left having a delta of 70° 53' 25", a radius of 102.16 feet, a distance of 126.40 feet to an iron pin, in the westerly line of the Lannom property as recorded in Book 6269, Page 13, R.O.D.C.;

THENCE, leaving the margin of Newsom Station Road and bounded by the Lannom property the following two calls:

S 40° 25' 06" E, 75.27 feet to a two-inch pipe;

S 21° 35' 17" E, 379.97 feet to a concrete right-of-way marker;

THENCE, along Interstate 40 right-of-way the following three calls:

S 21° 36' 30" E, 21.19 feet to a right-of-way marker;

along a curve to the left, a delta of 0° 59' 52", a radius of 22,720.32 feet, a distance of 395.70 feet to a concrete right-of-way marker;

S 89° 18' 12" W, 956.28 feet to the point of beginning.

Containing 288,801 square feet or 6.63 acres, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11

SURVEYOR'S DESCRIPTION

Tract Four

Being a parcel of land located in the Second Civil District, Twenty-Third Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located in the northwest corner of the intersection of Interstate 40 and McCrory Lane, being more particularly described as follows:

BEGINNING at a point, said point being a concrete right-of-way marker at the intersection of the right-of-way lines of Interstate 40 and McCrory Lane;

THENCE, along the Interstate 40 right-of-way, S 89° 09' 48" W, 189.01 feet to an iron pin;

THENCE, leaving the right-of-way and bounded by the McDermott/Biltmore, Inc., Tract Seven as recorded in Book 6845, Page 425, R.O.D.C., N 10° 44' 21" W, 315.94 feet to an iron pin in the western right-of-way line of McCrory Lane;

THENCE, along the western right-of-way line of McCrory Lane, S 38° 51' 29" E, 395.07 feet to the point of beginning.

Containing 29,413 square feet or 0.68 acre, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11

SURVEYOR'S DESCRIPTION

Tract Five

Being a parcel of land in the Second Civil District, Thirty-Fifth Councilmanic District, Davidson County, Tennessee, laying southwardly of Interstate 40 and eastwardly of McCrory Lane and being more particularly described as follows:

BEGINNING at an existing concrete monument in the intersection of the southerly right-of-way line of Interstate 40 and the easterly right-of-way line of McCrory Lane;

THENCE, with the southerly right-of-way line of Interstate 40, N 81° 11' 01" E, 454.08 feet to a concrete monument;

THENCE, N 89° 24' 18" E, 999.82 feet to a point;

THENCE, S 00° 39' 00" E, 59.60 feet to a point;

THENCE, N 89° 21' 50" E, 399.67 feet to a concrete monument;

THENCE, N 83° 57' 17" E, 650.57 feet to a concrete monument;

THENCE, N 83° 57' 17" E, 650.57 feet to a concrete monument;

THENCE, with a curve to the left having a radius of 23,068.32 feet and a central angle of 01° 15' 40" for a distance of 507.75 feet to a concrete monument;

THENCE, N 87° 32' 09" E, 536.07 feet to a concrete monument;

THENCE, S 02° 51' 27" E, 94.60 feet to a concrete monument;

THENCE, N 86° 16' 10" E, 265.44 feet to an iron pin;

THENCE, leaving the Interstate 40 right-of-way and with the west boundary of the J. P. Wilson, III, property of record in Book 4742, Page 699, R.O.D.C., S 06° 26' 40" E, 164.54 feet to an existing 1/2-inch pipe;

THENCE, continuing with the Wilson Property, S 37° 06' 58" E, 1,540.17 feet to an iron pin set in the northerly line of the J. P. Pickard property of record in Book 5114, Page 623, R.O.D.C.;

THENCE, with Pickard's northerly line, N 82° 46' 42" W, 1,076.58 feet to an iron pin;

THENCE, with Pickard's westerly line, S 10° 06' 29" W, 321.26 feet to an iron pin in the easterly right-of-way line of McCrory Lane;

THENCE, with said easterly margin, N 40° 33' 10" W, 53.17 feet to

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an iron pin;

THENCE, with a curve to the left having a radius of 1,445 feet and a central angle of 07° 59' 50", a distance of 201.69 feet to a point;

THENCE, S 41° 27' 00" W, 5.00 feet to a point;

THENCE, with a curve to the left having a radius of 1,440 feet and a central angle of 14° 07' 00", a distance of 354.79 feet to a point;

THENCE, S 27° 20' 00" W, 5.00 feet to a point;

THENCE, with a curve to the left having a radius of 1,435 feet and a central angle of 22° 42' 09", a distance of 568.60 feet to an iron pin;

THENCE, N 85° 22' 09" W, 259.37 feet to an iron pin;

THENCE, with a curve to the right having a radius of 2,757.77 feet and a central angle of 11° 31' 18", a distance of 554.56 feet to an iron pin;

THENCE, N 73° 50' 51" W, 482.26 feet to an iron pin;

THENCE, N 16° 09' 09" E, 5.00 feet to a point;

THENCE, N 73° 50' 51" W, 259.79 feet to an iron pin;

THENCE, with a curve to the right having a radius of 1,371.71 feet and a central angle of 16° 32' 07", a distance of 395.87 feet to an iron pin;

THENCE, N 57° 18' 44" W, 453.87 feet to a point;

THENCE, N 32° 41' 16" E, 30.00 feet to a point;

THENCE, N 59° 32' 34" W, 435.61 feet to the point of beginning.

Containing 3,893,246 square feet or 89.38 acres, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11

SURVEYOR'S DESCRIPTION

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Tract Six

Being a parcel of land in the Second Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, laying north of Interstate 40 and eastwardly of McCrory Lane and being more particularly described as follows:

BEGINNING at a point in the easterly right-of-way line of McCrory Lane, said point being 1.35 feet southerly of an iron pin and being in an existing fence line;

THENCE, S 82° 45' 08" E, 1,080.13 feet to a point;

THENCE, S 82° 38' 50" E, 358.69 feet to a point;

THENCE, S 82° 41' 19" E, 659.69 feet to a point;

THENCE, S 84° 23' 32" E, 618.92 feet to a point;

THENCE, S 24° 29' 01" E, 36.69 feet to an iron pin in the northerly right-of-way line of Newsom Station Road;

THENCE, with said northerly right-of-way line, S 59° 42' 00" W, 216.80 feet to an existing concrete monument;

THENCE, S 35° 27' 35" E, 14.80 feet to an existing concrete monument in the northerly right-of-way line of Newsom Station Road and Interstate 40 right-of-way;

THENCE, with said northerly right-of-way line along a curve to the right having a radius of 253.00 feet and a central angle of 30° 08' 48", a distance of 133.12 feet to a point;

THENCE, with said right-of-way, S 89° 22' 51" W, 1,176.87 feet to a concrete monument;

THENCE, with said right-of-way, N 75° 05' 53" W, 1,088.26 feet to a concrete monument in the easterly right-of-way line of McCrory Lane;

THENCE, N 45° 20' 40" W, 205.70 feet to a point;

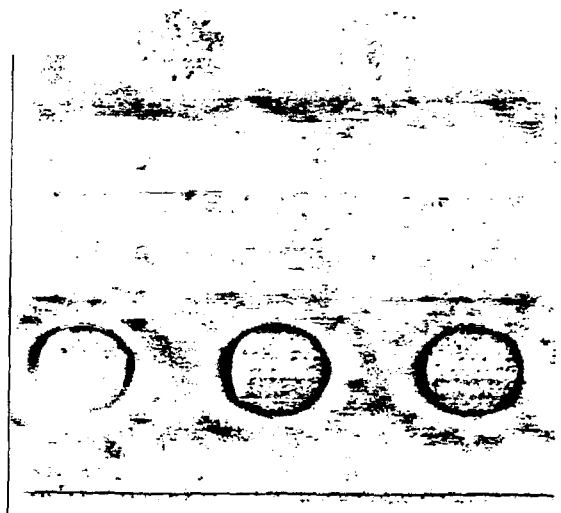
THENCE, N 17° 13' 48" W, 110.25 feet to the point of beginning.

Containing 746,960 square feet or 17.15 acres, more or less.

Barge, Waggoner, Sumner and Cannon, Inc.
January 2, 1996
File 10287-11

7407 05/08/96 12:08 CHECK 2429.99

(EXHIBIT A - CONCLUDED)



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

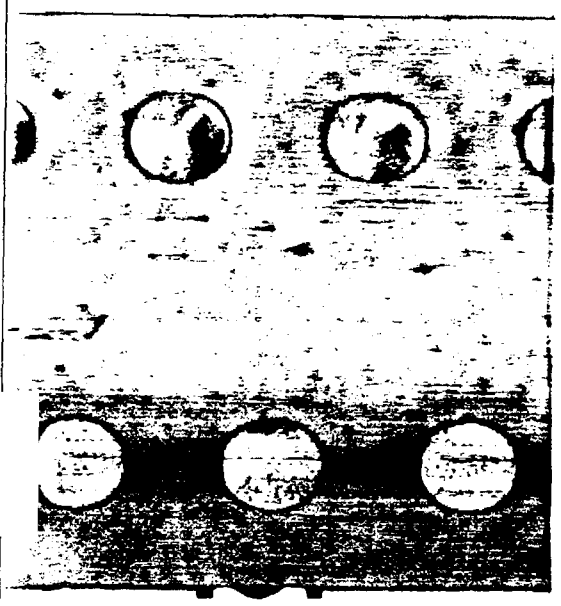
RECEIVED OF _____

FOR _____

BOOK 10037 PG 470

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	
				532700.00
			CON TX	2340.99
			PRFEE	1.00
			WDEED	88.00
			TOTAL	2429.99
			CHECK	2429.99
05/02/96	01	15:05	0001	7407



0177933
IDENTIF. ← REFERENCE

96 MAY -2 PM 3:02
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1035439