(1)
30149

THIS INSTRUMENT PREPARED BY:

Steven L. West
WHITE & REASOR
3305 West End Avenue
Nashville, TN 37203

BOOK 10087 PG 244

Address New Owner(s) as Follows:	Send Tax Bill To:	Map-Parcel No.:
Rivergate Crossroads, LLC c/o Wayne Tomlinson & Associates, Inc. 5548 Franklin Road, Suite 202 Nashville, Tennessee 37220	SAME	34-6-1

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, and other good and valuable consideration, receipt of all of which is hereby acknowledged, Richard McHenry, Joseph Mann McHenry and wife, Catherine D. McHenry, Trustees, U/A/D November 12, 1993, Harriet D. McHenry, Martha M. Cunningham and husband, Ben D. Cunningham, Elizabeth M. Smith and husband, Joe Harry Smith, and Josephine M. Campbell and husband, McCoy C. Campbell ("Grantors"), have this day bargained and sold, and do hereby transfer and convey unto Rivergate Crossroads, LLC, a Tennessee limited liability company ("Grantee"), certain real property in Davidson County, Tennessee, described on Exhibit "A" attached hereto.

This is improved property known as McHenry Center, 1748 Gallatin Road, Madison, Tennessee 37115.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

Grantors covenant and bind themselves and their heirs to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantors (other than claims arising out of the matters set forth on Exhibit "B"), but not further or otherwise.

IN WITNESS WHEREOF, Grantors have executed this instrument as of the 13th day of June, 1996.

3602 06/14 0101 03CHECK 30566.00

0192824
IDENTIF. & REFERENCE

96 JUN 14 PM 2:44
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

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[SIGNATURES CONTAINED ON NEXT PAGE]

95-28521 GTK

"GRANTORS"

Richard McHenry

Joseph Mann McHenry, Trustee

Catherine D. McHenry, Trustee

Harriet D. McHenry By Wm L McHenry Attorney-in-Fact

Martha M. Cunningham

Ben D. Cunningham

Elizabeth M. Smith

Joe Harry Smith

Josephine M. Campbell

McCoy C. Campbell

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $8,250,000.00.

E. Wayne Tomlinson
AFFIANT

SUBSCRIBED and sworn to before me, this 13th day of June, 1996.

Notary Public

My Commission Expires:

3/23/98

STEVEN L. H... NOTARY PUBLIC AT LARGE TENN.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Steven L. West, a Notary Public for the State and County aforesaid, Richard McHenry, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L. West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Steven L. West, a Notary Public for the State and County aforesaid, Joseph Mann McHenry, Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L. West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Steven L West, a Notary Public for the State and County aforesaid, Catherine D. McHenry, Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L. West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, STEVEN L. WEST, a Notary Public in and for the County and State aforesaid, WILLIAM LEE McHENRY, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the foregoing instrument in behalf of, and as Authorized Agent and Attorney-in-Fact for Harriet D. McHenry, and acknowledged that he executed the same as the free act and deed of said Harriet D. McHenry, and on her behalf, for the purposes therein contained.

WITNESS MY HAND AND SEAL, at office in Nashville, Tennessee, this the 13th day of June, 1996.

Steven L West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, STEVEN L. WEST, a Notary Public for the State and County aforesaid, Martha M. Cunningham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, STEVEN L. WEST, a Notary Public for the State and County aforesaid, Ben D. Cunningham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, STEVEN L. WEST, a Notary Public for the State and County aforesaid, Elizabeth M. Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, STEVEN L. WEST, a Notary Public for the State and County aforesaid, Joe Harry Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of June, 1996.

Steven L West
Notary Public

My commission expires:
3/31/98

STATE OF TENNESSEE
COUNTY OF Hamilton

Personally appeared before me, Nina E Baker, a Notary Public for the State and County aforesaid, Josephine M. Campbell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 7th day of June, 1996.

Nina E Baker
Notary Public

My commission expires:
March 8, 1998

STATE OF TENNESSEE
COUNTY OF Hamilton

Personally appeared before me, Nina E Baker, a Notary Public for the State and County aforesaid, McCoy C. Campbell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 7th day of June, 1996.

Nina E Baker
Notary Public

My commission expires:
March 8, 1998

NINA E. BAKER NOTARY PUBLIC AT LARGE HAMILTON COUNTY, TN

EXHIBIT "A"

LEGAL DESCRIPTION

BEING a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the westerly side of Gallatin Road, southerly side of Two Mile Pike and the easterly side of Gleaves Street, being a part of the property conveyed to Joseph M. McHenry, et al, by deed of record in Book 2926, page 61, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, Inc. dated May 31, 1995, as follows:

BEGINNING at a point in the southerly margin of Two Mile Pike at the intersection with the easterly margin of Gleaves Street;

THENCE, with said southerly right-of-way of Two Mile Pike, the following calls:

South 18° 35′ 40" East, 50.77 feet to a point;
South 71° 24′ 20" West, 6.47 feet to a point;
South 18° 35′ 40" East, 69.40 feet to a point;

THENCE, leaving said southerly margin of Two Mile Pike with the westerly line of the property conveyed to Nancy A. Diskin and Pattie L. Diskin, by deed of record in Book 4250, page 380, Register's Office for Davidson County, Tennessee, South 83° 40′ West, 121.60 feet to a point;

THENCE, with the southerly line of said Diskin Property South 30° 33′ East, 335.09 feet to a point in the westerly margin of Gallatin Road;

THENCE, with said westerly margin of Gallatin Road, the following calls:

WITH a curve to the right 63.40 feet to a point, said curve having a central angle of 13° 55′ 40", a radius of 260.80 feet, a tangent of 31.86 feet and a chord of South 28° 24′ 05" West, 63.24 feet;

WITH a curve to the right 495.82 feet to a point, said curve having a central angle of 00° 16′ 51", a radius of 101,186.00 feet, a tangent of 247.91 feet and a chord of South 35° 22′ 21" West, 495.82 feet;

SOUTH 54° 46′ East, 10.00 feet to a point;

SOUTH 34° 54′ West, 446.22 feet to a point;

THENCE, leaving said westerly margin of Gallatin Road, with the northerly line of Lot No. 1, All Care Medical Center, as of record in Book 5190, page 701, Register's Office for Davidson County, Tennessee, North 57° 03′ West, 190.11 feet to a point;

THENCE, with the westerly line of said Lot No. 1, All Care Medical Center, South 34° 56′ West, 162.08 feet to a point;

THENCE, North 58° 28′ West, 340.99 feet to a point;

THENCE, with the easterly line of Rivergate PruCare Subdivision, as of record in Book 5800, page 57, Register's Office for Davidson County, Tennessee, the following calls:

North 32° 16′ East, 178.55 feet to a point;
North 20° 24′ West, 52.37 feet to a point;
North 04° 39′ West, 50.00 feet to a point;
North 10° 21′ East, 100.00 feet to a point;
North 18° 21′ East, 103.99 feet to a point;

THENCE, with the northerly line of said Rivergate PruCare Subdivision, North 56° 20′ West, 130.84 feet to a point in the easterly margin of Gleaves Street;

THENCE, with said easterly margin of Gleaves Street, North 58° 36′ East, 1,141.20 feet to a point;

THENCE, continuing with said easterly margin, with a curve to the right 44.86 feet to the point of beginning, said curve having a central angle of 102° 48′ 20", a radius of 25.00 feet, a tangent of 31.32 feet and a chord of South 69° 59′ 50" East, 39.08 feet.

CONTAINING 764,931 square feet or 17.56 acres, more or less.

BEING the same property conveyed to Joseph Mann McHenry and wife, Catherine D. McHenry, F. Pierce HcHenry and wife, Harriet D. McHenry, Richard McHenry and wife, Peggy B. McHenry, Martha M. Cunningham and husband, Ben D. Cunningham, Josephine M. Campbell and husband, McCoy C. Campbell, Elizabeth M. Smith and husband Joe Harry Smith, by Deed of record in Book 2926, page 61, Register's Office for Davidson County, Tennessee. F. Pierce McHenry having since died, his interest is now vested in Harriet D. McHenry. Joseph Mann McHenry and wife, Catherine D. McHenry conveyed their interest to Joseph Mann McHenry and wife, Catherine D. McHenry, Trustees U/A/D November 12, 1993 in Book 9288, page 189, Register's Office for Davidson County, Tennessee. Peggy B. McHenry having Quit-Claimed her interest to Richard McHenry in Book 9581, page 742, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

PERMITTED EXCEPTIONS

1. 1996 taxes, a lien, which are not yet due and payable. Tax Parcel No. 34-6-1.

2. Rights of tenants in possession under unrecorded lease(s) as set forth in Schedule B-1, attached.

3. Terms and provisions of Lease of record in Book 4554, page 286, Register's Office for Davidson County, Tennessee.

4. Terms and provisions of Short Form Lease of record in Book 4697, page 747, Register's Office for Davidson County, Tennessee.

5. Memorandum of Land Lease of record in Book 4977, page 411, as amended in Book 5121, page 606, Register's Office for Davidson County, Tennessee.

6. Terms and provisions of Lease of record in Book 5678, page 558, as amended in Book 5678, page 579, Register's Office for Davidson County, Tennessee.

7. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 4403, page 106, Book 5947, page 475, and Book 7586, page 396, Register's Office for Davidson County, Tennessee.

8. Gas Line Easement(s) as set forth in instrument recorded in Book 8042, page 591, Register's Office for Davidson County, Tennessee.

9. Right-of-way Easement(s) to South Central Bell Telephone Company, as set forth in instrument recorded in Book 5722, page 366, Register's Office for Davidson County, Tennessee.

10. Non-Exclusive Joint Access Easement of record in Book 6220, page 245, and shown as Joint Access Easement on Plat of record in Book 5190, page 701, Register's Office for Davidson County, Tennessee.

11. 10' Public Utility and Drainage Easement as shown on Plat recorded in Book 5800, page 57, Register's Office for Davidson County, Tennessee.

12. Non-Exclusive Joint Access Easement as set forth in Book 5891, page 737, as re-recorded in Book 5894, page 124, Register's Office for Davidson County, Tennessee.

13. Survey Number 4177-12, dated 5/31/95, prepared by Barge, Waggoner, Sumner & Cannon, Inc., Surveyors, indicates the following:

    (a) Telephone pole and line in the northeasterly corner of the subject property.

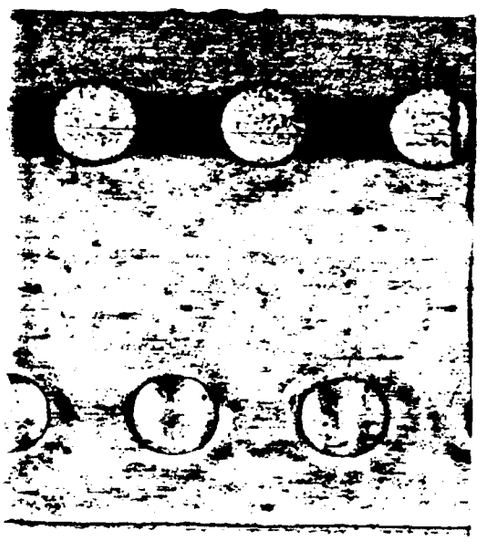
    ALL as more particularly shown on said survey.

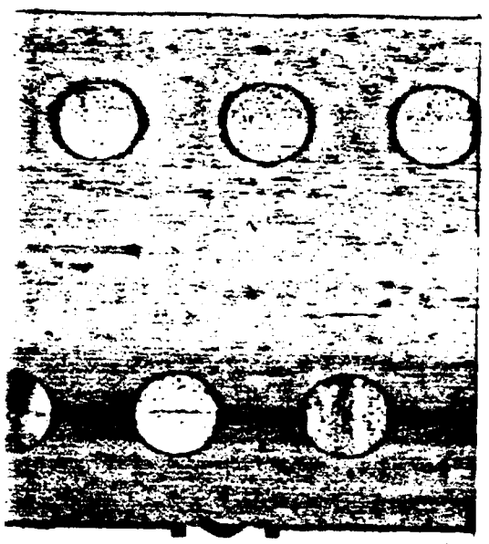
BOOK 10087 PG 253

Schedule B-1

Leases

Unit	Tenants	Expiration Date
1	Wal-Mart	01/31/06
2A	Sofa Connection	12/31/98
2B	Volunteer Beauty	02/28/98
2C	Vacant	00/00/00
2D	Fashionation	02/22/99
3	Revco	09/30/97
4AB	GoldenGarden	12/31/00
4C	Expo Nail	07/31/97
4D	Superior Haircut	03/31/99
4EF	Regions Bank	09/01/97
5A	Proline Golf	06/30/97
5B	Moto Photo	06/30/01
5C	American Tuxedo	12/31/96
5D	Moto Photo	06/30/01
7A	Baskin Robbins	03/31/00
7B	AVCO Financial	05/31/98
7CD	Vacant	00/00/00
7EF	Vacant	00/00/00
7GH	Perma Slim	09/30/96
8A	Shearon Mattress	12/31/98
8B	Tot Stop	02/28/99
8C	Nashville Hardwood	02/28/97
8D	Precision Print	02/28/97
8E	Dr. Fox	02/28/97
8F	The Blind Place	02/28/99
8G	Vacant	00/00/00
8H	Chic's Pawn	07/31/96
9AB	Kitchens & More	08/31/97
9CD	Taekwando	07/31/96
9E	Making Memories	12/31/96
9F	Cash Now	mo-mo
X01	TN Teachers	12/31/97
X02	Florida Tropical	08/31/98
X03	CK's Locksmith	mo-mo
X05	Kitchens storage	mo-mo
X06	Arby's	02/08/01





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

RECEIVED OF _____

FOR _____

BOOK 10087 PG 254

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 8250000.00
				CON TX 30525.00
				PRFEE 1.00
				MDEED 40.00
				TOTAL 30566.00
				CHECK 30566.00
			06/14/96 01	14:51 0001 3602

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0192824
IDENTIFICATION REFERENCE

96 JUN 14 PM 2:44
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1051416