BOOK 10141 PG 779

RE-RECORD BOOK 10180 PG 578

THIS INSTRUMENT PREPARED BY: **Sara Hansen Wilson** **PILLSBURY MADISON & SUTRO** P. O. Box 7880 San Francisco, CA 94120-7880 (415) 983-1000	STATE OF Colorado COUNTY OF Arapahoe The actual consideration or value, whichever is greater, for this transfer is $80,000. AFFIANT Subscribed and sworn to before me, this 31st day of July, 1996. Notary Public My Commission Expires: 3/14/98

Address new owner as follows: Intermedia Partners East 235 Montgomery St., Suite 400 San Francisco, CA 94104	Send Tax Bills to: Intermedia Partners East 235 Montgomery St., Suite 400 San Francisco, CA 94104	Map-Parcel Numbers 76-1-1

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, TELE-VUE SYSTEMS, INC., a Washington corporation, successor by merger to VSC CABLE, INC., a Delaware corporation, d/b/a Viacom Cable, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto INTERMEDIA PARTNERS SOUTHEAST, a California general partnership, hereinafter called the Grantee, its heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See Exhibit A attached hereto and incorporated herein.

This conveyance is and all covenants and warranties contained herein are made expressly subject to the following:

See Exhibit B attached hereto and incorporated herein.

This is improved property, known as 411 Tulip Grove Road, Hermitage, Tennessee.

TO HAVE AND TO HOLD this said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its heirs and assigns, forever; and it does covenant with the said Grantee that the property is free from all encumbrances as made or suffered by the said Grantor, except to the extent otherwise set forth herein; and it does further covenant and bind itself, to warrant and defend title to the property to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under said Grantor, but not otherwise, except that no warranty is made as to the amount of acreage in the property, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this deed to be effective as of the 1st day of August, 1996.

TELE-VUE SYSTEMS, INC., a Washington corporation, successor by merger to VSC Cable, Inc. d/b/a Viacom Cable

By _____

Its VP

RE-RECORD BOOK 10180 PG 579

STATE OF Colorado
COUNTY OF Arapahoe

The foregoing instrument was acknowledged before me this 31st day of July, 1996 by William R. Fitzgerald, as Vice-President of Tele-Vue Systems, Inc., a Washington corporation, successor by merger to VSC Cable, Inc. d/b/a Viacom Cable.

My Commission Expires: 3/14/98

_____
Notary Public

JANICE M. SATO NOTARY PUBLIC STATE OF COLORADO

Exhibit A

Legal Description

Land in the Fourth Civil District of Davidson County, Tennessee, and described according to an unrecorded survey dated October, 1972, prepared by Joel B. Spaulding and Company, Inc., to-wit:

BEGINNING at a point 200.00 feet south 00 degrees 0' 11" east of the southwest corner of real property conveyed to Berhop Investment, Inc., by deed from Robert C. Harris, et ux, of record in Book 5374, Page 92, Register's Office, Davidson County, Tennessee; thence with Tulip Grove Road south 00 degrees 00' 11" east, 370.22 feet to a point; thence south 87 degrees 01' 57" west, 267.91 feet to a point; thence north 00 degrees 04' 23" east, 384.11 feet to a point; thence south 89 degrees 59' 49" west, 268.06 feet to the POINT OF BEGINNING.

BEING the same property conveyed to VSC Cable, Inc., d/b/a Viacom Cable, by deed appearing of record in Book 10112, Page 523, Register's Office, Davidson County, Tennessee. VSC Cable, Inc., d/b/a/ Viacom Cable, subsequently merged into Tele-Vue Systems, Inc., a Washington corporation, on July 31, 1996.

RE-RECORD BOOK 10180 PG 580

EXHIBIT B

1. 1996 State and County taxes, a lien not yet due and payable.

2. Rights of tenants, as tenants only, subject to existing leases, whether of record or not.

3. General or special taxes and assessments required to be paid in the year 1996 and subsequent years.

RE-RECORD BOOK 10180 PG 581

0209919
IDENTIF. & REFERENCE

96 AUG -1 PM 2:25
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

12291607

4852 09/05 0101 03CHECK 16.00

0221885
IDENTIF. & REFERENCE
RE-RECORD
96 SEP -5 PM 2:55
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

2054 08/01 0101 03CHECK 313.00