Box 49

This Instrument Prepared By:
Alston & Bird
1201 W. Peachtree Street
Atlanta, Georgia 30309

BOOK 10181 PG 938

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
The Prudential Insurance Company of America One Ravinia Drive, Suite 1400 Atlanta, Georgia 30346	The Prudential Insurance Company of America One Ravinia Drive Suite 1400 Atlanta, Georgia Attention: Vice President, Asset Management	128-4A-8

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration , receipt of all of which is hereby acknowledged, SOUTH ATLANTIC LIMITED PARTNERSHIP OF TENNESSEE, a North Carolina limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey corporation ("Grantee"), certain real property in Davidson County, Tennessee, described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

The source of this description is the Final Plat of "The Lexington, Phase I (formerly Williamsburg Village)" as recorded in Plat Book 7900, page 895, in the Register's Office of Davidson County, Tennessee.

Being part of the real property conveyed to Grantor by deed dated June 10, 1994 from Jack M. Ostrow, Trustee of the Ostrow Family Trust and the University of Judaism of record in Book 9387, page 818, said Register's Office.

This is improved property known as:

510 Old Hickory Boulevard
Nashville, Tennessee

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.

AA962480.113

32485 GTK

GRANTOR covenants and binds itself and its representatives and successors 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 through and under Grantor (other than claims arising out of the matters set forth on Exhibit "B"), but not further or otherwise.

As used herein, the singular number shall include the plural, and the masculine gender all other genders.

IN WITNESS WHEREOF, Grantor executed this instrument on this 5th day of September, 1996.

SOUTH ATLANTIC LIMITED PARTNERSHIP OF TENNESSEE, a North Carolina limited partnership

By: SOUTH ATLANTIC MANAGEMENT COMPANY, a North Carolina corporation, general partner

By: _____
E. Stephen Stroud
President

02222258
IDENTIFICATION REFERENCE

96 SEP -6 PM 12:49
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

5255 09/06 0101 03CHECK 53078.00

AA962480.113

STATE OF North Carolina)

COUNTY OF Wake)

Personally appeared before me, Doris B. Marsh, a Notary Public, E. Stephen Stroud, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of South Atlantic Management Company, a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation, general partner of South Atlantic Limited Partnership of Tennessee, the Grantor under this instrument.

WITNESS my hand, at office, this 5th day of September, 1996.

Doris B. Marsh
Notary Public

My Commission Expires:

9-10-2000

DORIS B. MARSH
NOTARY PUBLIC
WAKE COUNTY, N.C.
My Commission Expires 9-10-2000

STATE OF North Carolina)

COUNTY OF Wake)

The actual consideration or value (whichever is greater) for this transfer is $15,690,000.00.

E. Stephen Stroud
Affiant

Subscribed and sworn to before me, this 5th day of September, 1996.

Doris B. Marsh
Notary Public

My Commission Expires:

9-10-2000

DORIS B. MARSH
NOTARY PUBLIC
WAKE COUNTY, N.C.
My Commission Expires 9-10-2000

AA962480.113

EXHIBIT A

PROPERTY DESCRIPTION - LOT 1

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being lot 1 on the Final Plat of "The Lexington, Phase 1 (formerly Williamsburg Village)" as recorded in Plat Book 7900, Page 895, R.O.D.C., Tennessee, and being more particularly as follows:

Beginning at an iron pin (new) on the easterly right-of-way of Old Hickory Boulevard (right-of-way varies), said point being the southeast property corner of Ada Wells of record in Deed Book 3788, Page 195, R.O.D.C., Tennessee, and also being 1565 feet, more or less, form the south right-of-way of Tolbert Road as measured along the easterly margin of Old Hickory Boulevard; thence,

1. Leaving the right-of-way of Old Hickory Boulevard, with Ada Wells' southerly line S85°00'13"E, 261.16 feet to an existing iron pin; thence,

2. SO1°38'04"E a distance of 95.89 feet to an existing iron pin; thence,

3. S 89°53'53"E a distance of 340.00 feet to an existing iron pin, the northwest corner of Williamsburg Village, Phase II, as recorded in Plat Book 6250, Page 437, R.O.D.C., Tennessee; thence,

4. S00°06'07"W a distance of 220.00 feet with the westerly line of Williamsburg Village's property to an existing iron pin; thence,

5. S40°32'36"W a distance of 536.36 feet to an existing iron pin; thence,

6. S00°44'01"E a distance of 292.20 feet to an iron pin (new), the northeast corner of Lot 2 (Water Booster Station), of the Final Plat of "The Lexington, Phase I"; thence,

7. S89°15'59"W a distance of 80.00 feet with the north line of Lot 2 to an iron pin (new), the northwest corner of Lot 2; thence,

8. S18°46'58"W a distance of 79.95 feet to an iron pin (new) on the northerly margin of Private Drive "B" as recorded in Plat Book 7900, Page 895, R.O.D.C., Tennessee; thence,

9. Easterly with a curve to the left having a radius of 466.84 feet and a central angle of 13° 28'21" (chord bearing and distance of S77°43'33"E 109.52 feet) a distance of 109.77 feet to an iron pin (new) in the westerly line of Williamsburg Village's property; thence,

10. S00°44'01"E a distance of 129.79 feet to an existing iron pin; thence,

11. S89°15'59"W a distance of 234.00 feet to an existing iron pin; thence,

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

12. S00°44'01"E a distance of 373.00 feet to an existing iron pin in the northerly property line of Alice Ann Anderson as recorded in Deed Book 7543, Page 913, R.O.D.C.,Tennessee; thence,

13. Leaving the westerly property line of Williamsburg Village, Phase II with the northerly property line of Alice Ann Anderson S89°15'59"W a distance of 385.76 feet to an existing iron pin in the easterly right-of-way line of Old Hickory Boulevard; thence,

14. N20°54'51"W a distance of 17.04 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin; thence,

15. N05°36'12"W a distance of 96.59 feet to an iron pin (new) in the westerly line of the Williamsburg Village's property; thence,

16. N38°09'13"W a distance of 113.45 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin; thence,

17. In a northeasterly direction with a curve to the right having a radius of 1392.39 feet and a central angle of 24°13'49" (chord bearing and distance of N07°45'03"E584.46 feet) a distance of 588.84 feet to an existing iron pin; thence,

18. N21°54'47" E distance of 157.75 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin; thence

19. N22°58'21"E a distance of 599.59 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin; thence,

20. N22°03'51"E a distance of 41.34 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin; thence,

21. With an offset in the east right-of-way line of Old Hickory Boulevard, S67°18'31"E distance of 3.00 to an existing iron pin; thence,

22. N22°42'06"E a distance of 10.00 feet to an existing iron pin; thence,

23. N 67°18'31"W a distance of 3.00 feet to an existing iron pin on the east right-of-way line of Old Hickory Boulevard; thence,

24. N22 °03'51"E a distance of 105.39 feet with the east right-of-way of Old Hickory Boulevard to an existing iron pin, the beginning of a curve; thence,

25. In a northeasterly direction with a curve to the left having a radius of 1677.02 feet and a central angle of 00°55'58" (chord bearing and distance of N19°54'44"E 27.30 feet) a distance of 27.30 feet to the Point of Beginning and containing 949,071 square feet or 21.788 acres, more or less, as calculated using the above described courses which were determined by a survey accomplished within the requirements of an ALTA/ACSM 1992 "Urban" Land Title Survey.

RECORDERS MEMO
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EXHIBIT B

PERMITTED EXCEPTIONS

1. 1996 Taxes, a lien, which are not yet due and payable.

2. Matters shown on Plat recorded in Book 6250, page 437, as amended by Book 7900, page 895 as follows.

(a) Private Drive(s) "A" and "B" with Public Utility and Drainage Easement(s), as shown.
(b) Sanitary Sewer Easement(s) surround buildings, as shown.
(c) 75' Scenic Boulevard and Public Utility and Drainage Easement(s) adjacent to Old Hickory Boulevard.
(d) Public Utility Easement(s) adjacent to Private Drive(s).

ALL as more particularly shown on said plats and Survey Number 84-045, dated July 22, 1996, last revised July 30, 1996, prepared by Ragan-Smith-Associates, Inc., Surveyors.

3. Restrictions as contained in Book 6354, page 973.

4. Storm Water Detention Agreement of Record in Book 9464, page 676.

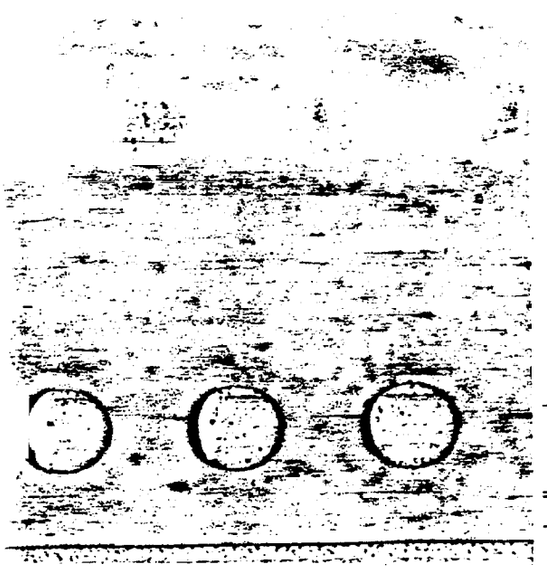
5. 20' x 35' Permanent Drainage Easement granted to State of Tennessee as set forth in Book 7874, page 751.

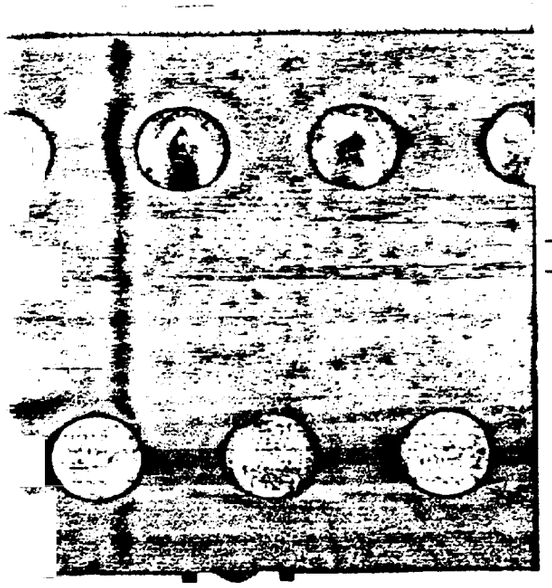
6. Easement and Maintenance Agreement recorded in Book 9530, page 388, in favor of Nandi Hills Associates.

7. Memorandum of Option Agreement between Nandi Hills Associates and South Atlantic Income Properties as recorded in Book 9530, page 402.

8. Storm Water Detention Agreement in favor of Metropolitan Government of Nashville and Davidson County as recorded in Book 9464, page 676.

9. Easement and License Agreements in favor of Interactive Cable Systems, Inc. as recorded in Book 9983, page 154, Book 9983, page 157 and Book 9983, page 160.





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

RECEIVED OF _____

FOR _____

BOOK 10181 PG 944

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		15,690,000.00	

CON TX 58053.00
PRFEE 1.00
WDEED 24.00
TOTAL 58078.00
CHECK 58078.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

09/06/96 01 12:31 0001 5265

0222258
IDENTIF. & REFERENCE

96 SEP -6 PM 12:49
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1027761