BOOK 10216 PG 69

473738.2

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (JST)
2700 First American Center
Nashville, TN 37238-2700

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map-Parcel Number(s):
Green Hills Commons, LLC 2200 Abbott Martin Road Nashville, TN 37215	Same	Map 117-10, Parcels 121 and 135 Map 117-14, Parcels 50 and 159

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BELLSOUTH TELECOMMUNICATIONS, INC., a Georgia corporation ("Grantor") has bargained and sold, and hereby transfers and conveys, to GREEN HILLS COMMONS, LLC, a Tennessee limited liability company ("Grantee"), and its successors and assigns, certain real property in Davidson County, Tennessee, more particularly described on attached Exhibit A, which is incorporated herein by reference;

TO HAVE AND TO HOLD said property, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, to Grantee, its successors and assigns, forever.

This is improved property known as the Green Hills Office Building, 3841 Green Hills Village Drive, Nashville, Tennessee 37215.

Grantor covenants and binds itself and its successors to warrant specially and defend forever the title to said property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth on attached Exhibit B), but no further or otherwise.

94-21879 GTK

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument or has caused same to be executed as of the 4th day of October 1996.

BELLSOUTH TELECOMMUNICATIONS, INC.

By: DeWitt Ezell

Title: President Tennessee

BST FORM APPROVED GEN. ATTY.

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $9,500,000.

Affiant

Sworn to and subscribed before me this 4th day of October, 1996.

Notary Public

My Commission Expires:

July 25, 1998

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

BOOK 10216 PG 71

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Dewitt Ezell, 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/a(n) President-Tennessee of BELLSOUTH TELECOMMUNICATIONS, INC., a Georgia corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 4th day of October, 1996.

Deborah S. Thurman
Notary Public

My Commission Expires:

3/22/97

EXHIBIT A

FOUR tracts of land lying in the 25th Councilmanic District of Nashville, Davidson County, Tennessee, and being shown as Parcel Numbers 50 and 159 on Metropolitan Tax Identification Map 117-14, and as Parcels 135 and 121 on Metropolitan Tax Identification Map 117-10, and being more particularly described as follows:

PARCEL 50:

BEGINNING at an iron rod lying in the westerly margin of Green Hills Village Drive (now closed by instrument of record in Deed Book 3277, page 81, Register's Office for Davidson County, Tennessee), said iron rod also being a northwesterly corner of the Green Hills Associates property as of record in Deed Book 7912, page 261, Register's Office for Davidson County, Tennessee;

THENCE, with said westerly margin of Green Hills Village Drive and said Green Hills Associates property, the following calls:

South 42° 04' 53" West, 161.00 feet to an iron rod;

With a curve to the left, said curve having a central angle of 21° 30' 00", a radius of 396.20 feet, an arc length of 148.67 feet, and a chord bearing and distance of South 31° 19' 53" West, 147.80 feet to a P.K. Nail;

South 19° 32' 57" West, 357.48 feet to a P.K. Nail;

THENCE, leaving the westerly margin of said Green Hills Village Drive and continuing with said Green Hills Associates property and along the northerly line of the Dillards Tennessee Operating Limited Partnership property as of record in Deed Book 9944, page 51, Register's Office for Davidson County, Tennessee, North 87° 06' 20" West, 196.85 feet to an iron rod at the southeast corner of the South Central Bell Telephone Company property, Parcel 159, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 159, North 21° 04' 25" East, 629.56 feet to a P.K. Nail at a southeasterly corner of the South Central Bell Telephone Company property, Parcel 135, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 135 and the southerly line of the Metropolitan Government of Nashville and Davidson County property as of record in Deed Book 4027, page 113, South 86° 55' 07" East, 275.00 feet to the point of beginning.

PARCEL 159:

BEGINNING at an iron rod lying on the easterly margin of Cleghorn Avenue, also being the northwest corner of the Dillards Tennessee Operating Limited Partnership property as of record in Deed Book 9944, page 51, Register's Office for Davidson County, Tennessee;

THENCE, with the easterly margin of said Cleghorn Avenue, North 20° 07' 11" East, 52.01 feet to a concrete monument, said monument being the southwesterly corner of the Seth M. Smith property as of record in Deed Book 6117, page 50, Register's Office for Davidson County, Tennessee;

THENCE, leaving said easterly margin of Cleghorn Avenue and with said Smith Property, South 87° 04' 12" East, 225.84 feet to an iron rod, said iron rod being the southeasterly corner of said Smith property;

THENCE, with said Smith property, the Cleghorn Associates property as of record in Deed Book 6901, page 992, Register's Office for Davidson County, Tennessee, the Robert P. Sherman property as of record in Deed Book 9791, page 970, Register's Office for Davidson County, Tennessee, and the South Central Bell Telephone Company property Parcel 121, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee, North 20° 41" 00" East, 637.57 feet to a P.K. Nail;

THENCE, with said Parcel 121, the following calls:

South 87° 36' 41" East, 98.03 feet to a P.K. Nail;

North 08° 13' 20" East, 124.40 feet to a concrete monument lying on the southerly margin of Crestmoor Road;

THENCE, with said southerly margin of Crestmoor Road, South 86° 39' 42" East, 22.25 feet to an iron rod, said iron rod being the northwest corner of the South Central Bell Telephone Company property, Parcel 135, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 135, the following calls:

South 08° 13' 20" West, 124.20 feet to a P.K. Nail;

South 87° 36' 41" East, 102.97 feet to a P.K. Nail;

THENCE, continuing with said Parcel 135, and with the westerly line of the South Central Bell Telephone Company property, Parcel

50, South 21° 04' 25" West, 692.96 feet to an iron rod; said iron rod lying on the northerly line of the Dillards Tennessee Operating Limited Partnership property as of record in Deed Book 9944, page 51, Register's Office for Davidson County, Tennessee;

THENCE, with said Dillards Tennessee Operating Limited Partnership property, North 87° 06' 43" West, 443.09 feet to the point of beginning.

PARCEL 135:

BEGINNING at an iron rod lying on the southerly margin of Crestmoor Road, said iron rod also being a northeasterly corner of the South Central Bell Telephone Company property, Parcel 159, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said southerly margin of Crestmoor Road, South 86° 39' 42" East, 96.87 feet to an iron rod, said iron rod being the northwest corner of the Metropolitan Government of Nashville and Davidson County property as of record in Deed Book 4027, page 113, Register's Office for Davidson County, Tennessee;

THENCE, with said Metropolitan Government of Nashville and Davidson County property, South 02° 57' 41" West, 182.32 feet to a P.K. Nail, said P.K. Nail lying on the northerly line of the South Central Bell Telephone Company property, Parcel 50, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 50, North 86° 55' 07" West, 25.00 feet to a P.K. Nail, said P.K. Nail lying on the easterly line of the South Central Bell Telephone Company property, Parcel 159, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 159, the following calls:

North 21° 04' 25" East, 63.40 feet to a P.K. Nail;

North 87° 36' 41" West, 102.97 feet to a P.K. Nail;

North 08° 13' 20" East, 124.20 feet to the point of beginning.

PARCEL 121:

BEGINNING at an iron rod lying on the easterly margin of Cleghorn Avenue, said iron rod also being the northwest corner of the Robert P. Sherman property as of record in Deed Book 9791, page 970, Register's Office for Davidson County, Tennessee.

THENCE, with said easterly margin of Cleghorn Avenue, along a curve to the right, said curve having a central angle of 67° 12' 21", a radius of 270.00 feet, an arc length of 316.70 feet, and a chord bearing and distance of North 59° 44' 08" East, 298.85 feet to a concrete monument lying on the southerly margin of Crestmoor Road;

THENCE, with said southerly margin of Crestmoor Road, South 86° 39' 42" East, 109.67 feet to a concrete monument, said monument being a northwesterly corner of the South Central Bell Telephone Company property, Parcel 159, as of record in Deed Book 4389, page 417, Register's Office for Davidson County, Tennessee;

THENCE, with said Parcel 159, the following calls:

South 08° 13' 20" West, 124.40 feet to an iron rod;

North 87° 36' 41" West, 98.03 feet to a P.K. Nail;

South 20° 41' 00" West, 41.84 feet to a concrete monument, said monument being the northeast corner of the Robert P. Sherman property as of record in Deed Book 9791, page 970, Register's Office for Davidson County, Tennessee;

THENCE, with said Sherman property, North 86° 38' 01" West, 237.50 feet to the point of beginning.

TOGETHER WITH Easements Appurtenant thereto as described in Book 4315, page 556, Register's Office for Davidson County, Tennessee.

BEING THE SAME property conveyed by deed dated December 31, 1969, from Jack M. Bass, Jr. and wife, Edith McBride Bass, to South Central Bell Telephone Company, a Delaware corporation ("SCB-Delaware"), of record in Book 4389, page 417, Register's Office for Davidson County, Tennessee. SCB-Delaware was subsequently merged with and into South Central Bell Telephone Company, a Georgia corporation ("SCB-Georgia"). SCB-Georgia was subsequently merged with and into Southern Bell Telephone and Telegraph Company, a Georgia corporation, the hereinabove-named Grantor, which was subsequently renamed "BellSouth Telecommunications, Inc."

Frank V. Neeley, Tennessee Registered Land Surveyor No. 1493, IDE Associates, Incorporated, 5556 Franklin Road, Suite 100, Nashville, Tennessee 37220, prepared the boundary survey from which the foregoing legal description was prepared. The survey was recertified as of September 27, 1996 by James M. Cantrell, Tennessee Registered Land Surveyor No. 1859 (same address).

5749 10/04 0101 03CHECK 35137.00

0233044

IDENTIF. A REFERENCE

96 OCT -4 AM 11:37

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT B

Without limitation of any other provision of this Special Warranty Deed, the property described on Exhibit A is conveyed specifically subject to the following matters:

1. The lien of 1996 real property taxes;

2. Matters shown on the plats of record in Book 1130, page 35, and in Book 2330, page 81, Register's Office for Davidson County, Tennessee;

3. Bill of Sale and Easement of record in Book 3124, page 270, said Register's Office;

4. Sanitary sewer and/or storm drainage easements of record in Book 3913, pages 936 and 956 and in Book 3914, pages 29, 49 and 97, said Register's Office;

5. Rights of others in and to the land burdened by the easements contained in the deed of record in Book 4315, page 556, said Register's Office;

6. Agreement for Dedication of Easement for Water Main of record in Book 4858, page 385, said Register's Office;

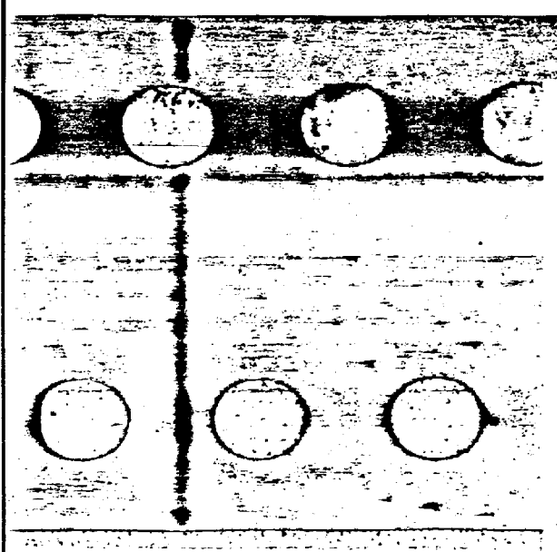
7. Agreement of record in Book 5786, page 809, said Register's Office;

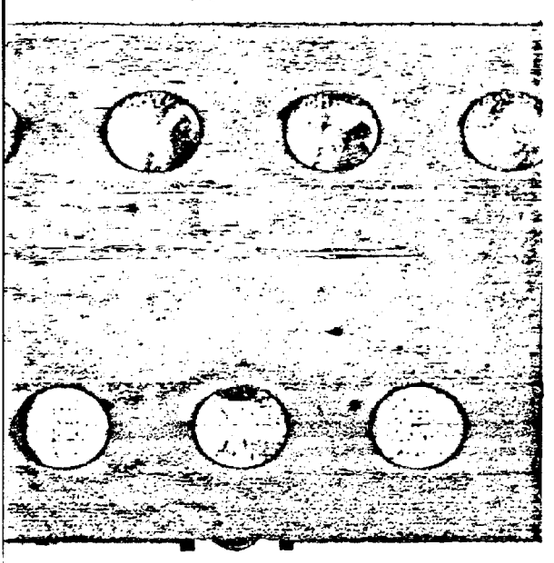
8. Line Easement of record in Book 5902, page 95, said Register's Office;

9. Reciprocal Easement Agreement of record in Book 5939, page 755, said Register's Office;

10. Lease to Jos. A. Bank Clothiers, Inc., a Delaware corporation, of record in Book 6562, page 124, said Register's Office; and

11. Matters shown on the survey titled "Boundary and Topographic Survey of the South Central Bell Telephone Company Property" dated March 7, 1995, prepared by Frank V. Neeley, Tennessee Registered Land Surveyor No. 1493, IDE Associates, Incorporated, 5556 Franklin Road, Suite 100, Nashville, Tennessee 37220, last revised and recertified as of September 27, 1996 by James M. Cantrell, Tennessee Registered Land Surveyor No. 1859 (same address).





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

RECEIVED OF _____

FOR _____

BOOK 10216 PG 78

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
				9500000.00
				CON TX 35150.00
				PRFEE 1.00
				WDEED 36.00
				TOTAL 35187.00
				CHECK 35187.00
			10/04/96 01	11:40 0001 6749

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0233044
IDENTIF. ↑ REFERENCE

96 OCT -4 AM 11:37
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

№ 1073823

No. [redacted]