2

New Owner's Address:	Send Tax Bills To:	Map Parcel No.
New York Life Insurance Company Attn: Mortgage Finance 51 Madison Avenue New York, New York 10010	New York Life Insurance Company Attn: Mortgage Finance Dept. Room 909 51 Madison Avenue New York, New York 10010	142-0-299

BOOK 10433 PG 524

SPECIAL WARRANTY DEED

IN CONSIDERATION of One Dollar ($1.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Bruno's, Inc., an Alabama corporation ("Grantor"), does hereby sell, transfer and convey unto New York Life Insurance Company, a New York Mutual Insurance Company, ("Grantee") certain real property located in Davidson County, Tennessee, more particularly described on Exhibit "A" attached hereto and made a part hereof. This conveyance is subject to the matters set forth on Exhibit "B" attached hereto and made a part hereof.

TO HAVE AND TO HOLD said property unto Grantee, its successors and assigns, forever in fee simple.

Grantor covenants that it is lawfully seized and possessed of said property; that it has full power and lawful authority to sell and convey same; and the Grantor will forever warrant and defend the title to the property herein conveyed against all persons lawfully claiming the same from, through or under it, but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this conveyance this 25th day of April, 1997.

BRUNO'S, INC.

6072 05/01 0101 03CHECK 27170.07

By: _____
Vice President

By: Walter M. Grant
Secretary

Prepared by:
R. Mike Conley
Bruno's, Inc.
800 Lakeshore Parkway
Birmingham, Alabama 35201

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, Peggy B Jeske, of the state and county aforesaid, personally appeared James F Peters, and Walter M. Grant with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Vice President and Secretary of Bruno's, Inc., the within named bargainor, a corporation, and that they as such officers, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by themselves as such officers.

WITNESS my hand and seal at office in Birmingham, Alabama, this 25th day of April, 1997.

Peggy B Jeske
Notary Public
[Affix Notarial Seal]

My commission expires:
NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: Jan. 11, 2001.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

97 MAY -1 PM 4:15
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE
03000387

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

BOOK 10433 PG 525

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $7,338,666.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Ronald D. Feldman, Attorney
AFFIANT--Grantee

Subscribed and sworn to before me, on
this 25th day of April, 1997.

Cynthia R. Davis
Notary Public

My Commission Expires:
10-25-99

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 6 on the Plan of the First Revision of the Resubdivision of Lots 3, 4, 5, 6, 7 and 8 Bellevue Center as shown on a plat of record in Plat Book 7900, pages 473 and 474, Register's office for said County (the "Plat"). Reference is here made to the Plat for a metes and bounds description of the Property.

Being the same property conveyed to Bruno's, Inc. by deed of record in Book - 10430, page 828 said Register's Office.

Together with:

(i) Reciprocal rights inuring to the benefit of the Property as set forth in that certain Construction Operation and Reciprocal Easement Agreement (the "COREA") of record in Book 7762, page 492, said Register's Office; and

(ii) All appurtenant easements as shown on the Plat.

This is improved property known as 7604 Highway 70 South, Nashville, Tennessee 37221.

EXHIBIT "B"

This conveyance of said Property is made subject to the following:

1. Conditions of the Owner's Certificate, easements, setback lines and other matters appearing upon the Plat.

2. Matters shown on a survey of the Property prepared by Barge, Waggoner, Sumner & Cannon, as most recently revised April 18, 1997, (the "Survey"), including, among other things, the following:

   (a) 10 foot sanitary sewer easement, public utility and drainage easement;

   (b) 15 foot minimum building set back lines;

   (c) 15 foot drainage easement;

   (d) 25 foot drainage easement;

   (e) 30 foot public utility and drainage easement;

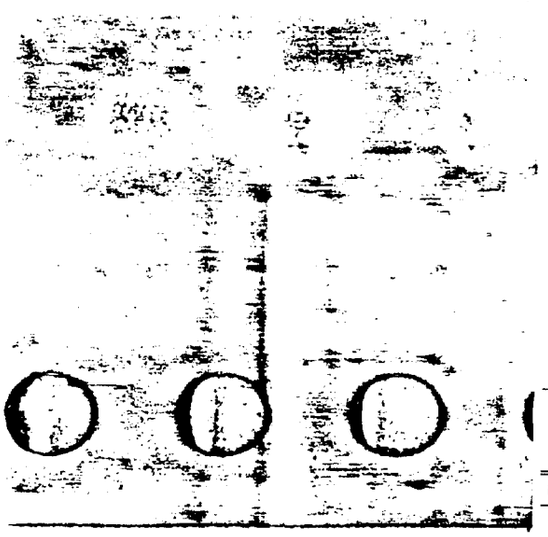
   (f) 10 foot sidewalk and public utility easement;

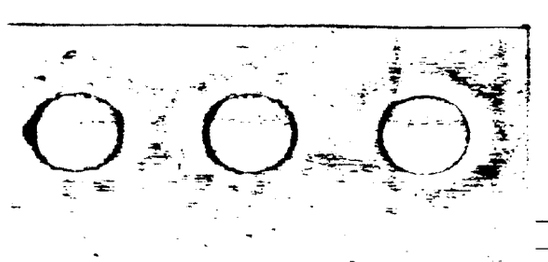
   (g) pylon sign easement; and

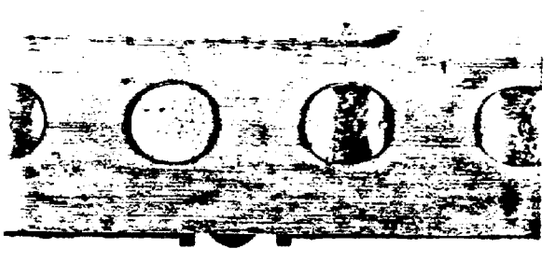
   (h) Traffic light control boxes.

3. Notice of Setback dated April 25, 1997, executed by Bruno's, Inc. recorded in Book _____, Page _____ in the Register's Office of Davidson County, Tennessee.

4. Lease dated December 5, 1996 between Bruno's, Inc. and Amsouth Bank of Tennessee.







OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10433 PG 528

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
7338666.00
CON TX 27153.07
PRFEE 1.00
WDEED 16.00
TOTAL 27170.07
CHECK 27170.07

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 6072

03000387

IDENTIF. # REFERENCE

97 MAY -1 PM 4:15

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1146153