4/

SPECIAL WARRANTY DEED

TO:	Morningside of Belmont, L.P.	This instrument was prepared by: C. Mark Carver, Esq. Farris, Warfield & Kanaday, PLC
FROM:	Maple Tree Properties, Inc.	SunTrust Center, 18th Floor Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel Numbers
LifeTrust America, Inc. 220 Athens Way, Suite 146 Nashville, TN 37228	Same	104-12-348

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

BOOK 10513 PG 862

The actual consideration for this transfer is $5,100,000.

George M. [illegible]
Affiant

Sworn to and subscribed before me, this 30th day of June, 1997.

Fred Russell Harwell
Notary Public

FRED RUSSELL HARWELL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires: FRED RUSSELL HARWELL
Notary Public, Davidson Co., TN
My Comm. Expires July 22, 2000

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged, **Maple Tree Properties, Inc.** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **Morningside of Belmont, L.P.** (hereinafter called the "Buyer"), and Buyer's successors and assigns, all of Seller's interest in a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference.

The above-referenced property is conveyed subject to the following:

1. 1997 taxes to Davidson County, a lien, but not yet due and payable.

2. Easements and other rights as set out in Metro Council Bills No. 75-1273 and 77-479.

This is improved property, known as Belmont Plaza, Nashville, Tennessee.

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

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns, against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Seller has caused this Special Warranty Deed to be executed effective as of the 30th day of June, 1997.

SELLER:

MAPLE TREE PROPERTIES, INC.,
a Tennessee corporation

By: _____

Title: _____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

BOOK 10513 PG 864

Before me, Fred Russell Harwell a Notary Public of said County and State, personally appeared Paul F. Durham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Maple Tree Properties, Inc., a corporation, the within named bargainor, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President of Maple Tree Properties, Inc.

Witness my hand and seal, at Office in Nashville, this 4th day of June, 1997.

FRED RUSSELL HARWELL NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Notary Public

My Commission Expires: FRED RUSSELL HARWELL Notary Public, Davidson Co., TN My Comm. Expires July 22, 2000

EXHIBIT A

PROPERTY DESCRIPTION

BOOK 10513 PG 865

Land in Davidson County, Tennessee being part of Lots Nos. 48, 49 and 50, all Lots Nos. 51, 52 and 53 on the Plan of Belmont Park Company's Addition, as of record in Book 57, page 156, Register's Office for said County, a part of the Belmont College property, a part of Alley No. 919 closed by Bills Nos. 75-1273 and 77-479 and a part of Belmont Boulevard closed by Bills Nos. 75-1273 and 77-461, Metropolitan City Council, described together according to a survey made December 19, 1975, as amended by Michael V. Holmes Company, as follows:

Beginning at an iron pin in the northerly margin of Acklen Avenue 170 feet east from the easterly margin of 18th Avenue South, as measured along the northerly margin of Acklen Avenue; thence with the centerline of now closed Alley No. 919, North 7 deg. 04' 13" East, 190.64 feet to the southerly margin of Magnolia Blvd.; thence with the southerly margin of Magnolia Blvd. with a curve to the left (Radius 2866.0), northeasterly a distance of 223.87 feet to an iron pin at the end of said curve and having a chord bearing and distance of North 56 deg. 13' 55" East 223.81 feet; thence continuing with the southerly margin of Magnolia Blvd. North 53 deg. 59' 50" East 90.89 feet to an iron pin; thence leaving the southerly margin of Magnolia Blvd., South 7 deg. 10' 44" West 403.03 feet to an iron pin; thence with a line (the extension of the northerly margin of Acklen Avenue) North 81 deg. 57' 41" West, 65.0 feet to a point at the intersection of the northerly margin of Acklen Avenue and the westerly margin of Belmont Blvd.; thence continuing with the northerly margin of Acklen Avenue, North 81 deg. 57' 41" West, 170.0 feet to the point of beginning and containing 1.59 acres, more or less.

Being the same property conveyed to Maple Tree Properties, Inc. by Charles S. Sanger, Successor Trustee by Deed of record in Book 8838, page 918, Register's Office for Davidson County, Tennessee.

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

0322020
IDENTIF. & REFERENCE

97 JUL -1 PM 4:11
FELIX J. WILSON II REGISTER
DAVIDSON COUNTY, TN.

9809 07/01 0101 03CHECK 18887.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10513 PG 866

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 5100000.00

CAMT 5100000.00
CON TX 18870.00
PRFEE 1.00
WDEED 16.00
TOTAL 18887.00
CHECK 18887.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

07/01/97 01 16:11 0001 9809

0322020
IDENTIF. ↑ REFERENCE

97 JUL -1 PM 4:11
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1169593