FILE BOX 57

This instrument prepared by:
Thomas C. Scott, Esq.
315 Deaderick Street
21st Floor, First American Center
Nashville, TN 37238

BOOK 10514 PG 756

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $528,296.00.

Robert C. H. Mathews
Affiant

Subscribed and sworn to before me this 1st day of July, 1997.

Notary Public

My commission expires: 12-28-98

SPECIAL WARRANTY DEED

Address New Owner:	Send tax bills to:	Map & Parcel No.
Grassmere Investors, LLC 300 Broad Street Nashville, TN 37201	Same	Map: 133 Parcel: 130

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, AT&T Corp. (successor by merger to AT&T Resource Management Corporation) (the "Grantor"), has bargained and sold and by these presents does transfer and convey unto Grassmere Investors, LLC (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows:

Lot No. 8 on the Plat of the Resubdivision of Lots 5 and 6, Section Four, Grassmere of record in Book 7900, page 344, Register's Office for Davidson County, Tennessee.

Being a portion of the same property conveyed to AT&T Resource Management Corporation by deed of record in Book 6476, Page 578, Register's Office for Davidson, Tennessee. The said AT&T Resource Management Corporation has merged into AT&T Corp. by Certificate of Merger of record in Book 10514 page 752, Register's Office for Davidson County, Tennessee.

This conveyance is subject to the following:

1. Taxes for 1997, a lien, but not yet due and payable.

2. Declaration of Restrictive Covenants of record in Book 6008, page 866, Register's Office for Davidson County, Tennessee, as amended by Amendment to Declaration of Restrictive Covenants, of record in Book 6200, page 524, Register's Office for Davidson County, Tennessee.

3. Matters shown on the Plan of record in Book 7900, page 344, Register's Office for Davidson County, Tennessee.

4. Agreement between Cumberland Museum and Science Center and Thomas C. Scott, Trustee of record in Book 6008, page 895, Register's Office for Davidson County, Tennessee to the extent this Agreement affects the subject property.

5. Agreement of Elise Croft acting for Miriam Smith, here attorney-in-fact of record in Book 6008, page 903, Register's Office for Davidson County, Tennessee to the extent this Agreement affects the subject property.

TO HAVE AND to hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns forever.

AND THE GRANTOR does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as set forth above.

AND THE GRANTOR does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor but not further.

BOOK 10514 PG 758

WITNESS the execution of Grantor this the 30th day of June, 1997

AT&T CORP.

By: Stephen M. Brazzell

Its: Stephen M. Brazzell
Asset Management - Vice President

FORM APPROVED
LEGAL DEPT.

STATE OF NEW JERSEY)
COUNTY OF SOMERSET)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Stephen Brazzell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be Stephen Brazzell, an officer authorized to execute this instrument on behalf of AT&T CORP., the within named Grantor, and that he as such Asset Mgmt- VP executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Asset Mgmt- VP.

Witness my hand and official seal of office on this the 30th day of June, 1997.

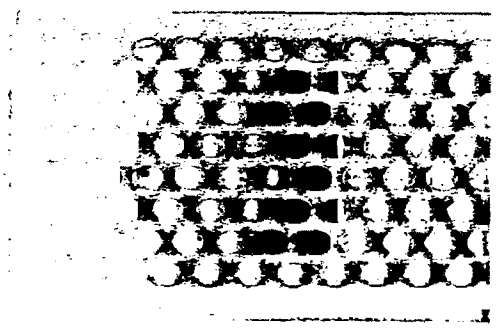
Notary Public
DARYLANN PERKOWSKI
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES DEC. 21, 1998

My Commission Expires: _____

0322233
IDENTIF. & REFERENCE

97 JUL -2 AM 11:01
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

0030 07/02 0101 03CHECK 1967.70



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10514 PG 759

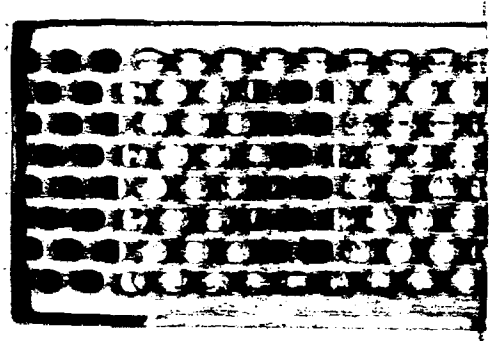
CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED
CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE
MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 528296.00
CON TX 1954.70
PRFEE 1.00
WDEED 12.00
TOTAL 1967.70
CHECK 1967.70

07/02/97 01 11:03 0001 0030

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0322233
IDENTIF. ↑ REFERENCE

97 JUL -2 AM 11:01
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1169811