Box 4:

BOOK 10526 PG 773

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR (CBRJR)
3305 WEST END AVENUE
NASHVILLE, TENNESSEE 37203

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL NOS.:
State Auto Financial Corporation 518 East Broad Street Columbus, OH 43215 ATTN: General Administration	Same	Map 26 Parcel 113

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of SEVEN HUNDRED THIRTY-FIVE THOUSAND FOUR HUNDRED SEVENTY-FIVE AND 50/100 ($735,475.50) DOLLARS, cash in hand paid, the receipt of which is hereby acknowledged, S. C. REALTY, INC., a Delaware corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto STATE AUTO FINANCIAL CORPORATION, an Ohio corporation ("Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, described in Exhibit "A," which is attached hereto and incorporated herein by reference (the "Property").

STATE OF OHIO
COUNTY OF FRANKLIN

The actual consideration or value, whichever is greater, for this transfer is $735,475.50.

STATE AUTO FINANCIAL CORPORATION
by John R Lowther
AFFIANT VICE PRESIDENT & SECRETARY

Subscribed and sworn to before me this 10th day of July, 1997.

Bonnie L. Riggsby
NOTARY PUBLIC

My Commission Expires:
3-12-2001

BONNIE L. RIGGSBY
Notary Public - State of Ohio
My Commission Expires 3/12/2001

This is unimproved property.

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

Grantor further covenants and binds itself and its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor; provided, however, that this conveyance is subject to the following:

1. 1997 Metropolitan Nashville and Davidson County real property taxes, a lien but not presently due and payable;

2. Easements, or claims of easements, not shown by the public records;

3. Matters shown on the survey of Ragan Smith dated June 16, 1997, entitled "State Auto Insurance Companies, Second Civil District, Metropolitan Nashville, City of Goodlettsville, Tennessee, ALTA/ACSM Land Title survey" (Job No. 97-040);

4. Easements to Madison Suburban Utility District as set forth in an instrument recorded in Book 4377, Page 94, Register's Office for Davidson County, Tennessee; and

5. Easements to American Telephone and Telegraph Company as set forth in an instrument of record in Book 6753, Page 772, said Register's Office.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly authorized officer on this the 11th day of July, 1997.

GRANTOR:

S. C. REALTY, INC.

BY: _____
J. Scott Hilley, Vice President

STATE OF ALABAMA
COUNTY OF JEFFERSON

PERSONALLY APPEARED BEFORE ME, June Freeman, a Notary Public, J. Scott Hilley, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is vice president of S. C. REALTY, INC., a Delaware corporation, being authorized to execute the foregoing instrument on behalf of the corporation.

WITNESS MY HAND, at office this 10th day of July, 1997.

June Freeman
NOTARY PUBLIC

MY COMMISSION EXPIRES:
April 13, 2001

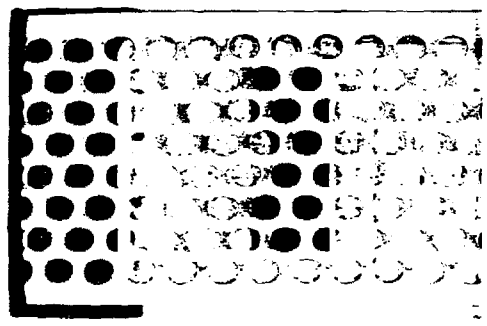
EXHIBIT "A"
Legal Description

BEING a tract of land in the Second Civil District of Metropolitan Nashville, City of Goodlettsville, Tennessee, being more particularly described in accordance with a survey of Ragan Smith Associates dated June 16, 1997, entitled "State Auto Insurance Companies, Second Civil District, Metropolitan Nashville, City of Goodlettsville, Tennessee, ALTA/ACSM Land Title Survey" (Job No. 97-040), as follows:

BEGINNING at an existing iron pin at the north end of the northerly return curve at the intersection of Conference Drive (60-foot public right-of-way) and Windsor Green Boulevard (100-foot public right-of-way); thence northwestwardly with the easterly right-of-way line of Conference Drive having a 1,714.62-foot radius curve to the left, an arc distance of 657.41 feet to an iron pin (set); said curve has a chord bearing and distance of N 15° 23' 32" West 653.39 feet; thence N 26° 17' 18" W, a distance of 66.13 feet to an existing iron pin at the southwesterly property corner of a tract of land deeded to the Fellowship of Christian Athletes as of record in Deed Book 8176, Page 583, Register's Office for Davidson County, Tennessee; thence leaving said right-of-way line, with the south property line of Fellowship of Christian Athletes tract, N 63° 36' 55" E, a distance of 654.22 feet to an existing iron pin in the west property line of Lot No. 1 as shown on the final plat of Piccadilly Apartments as of record in Plat Book 5200, Page 592, said Register's Office; thence with the west property line of the aforesaid Lot No. 1, in part, S 10° 11' 08" E, a distance of 980.28 feet to an existing iron pin on the north right-of-way line of Windsor Green Boulevard; thence with the north right-of-way line of Windsor Green Boulevard, S 85° 52' 44" W, a distance of 531.42 feet to an existing iron pin at the southeasterly end of the northeast return curve at the intersection of Windsor Green Boulevard and Conference Drive; thence, with said return curve, having a 25.00-foot radius curve to the right, an arc distance of 39.10 feet to the point of beginning; said return curve having a chord bearing and distance of N 49° 09' 06" W, 35.24 feet and containing 490,317 square feet or 11.256 acres, more or less, according to said survey.

BEING a portion (Tract 3) of the same property conveyed to S. C. Realty, Inc., by a deed from Barrett B. Sutton, Jr., Trustee, of record in Book 8436, Page 513, said Register's Office.

03254488
IDENTIF. A REFERENCE
97 JUL 11 PM 3:41
REGISTER
DAVIDSON COUNTY, TN
3537 07/11 0101 03CHECK 2734.2



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

RECEIVED OF _____

FOR _____

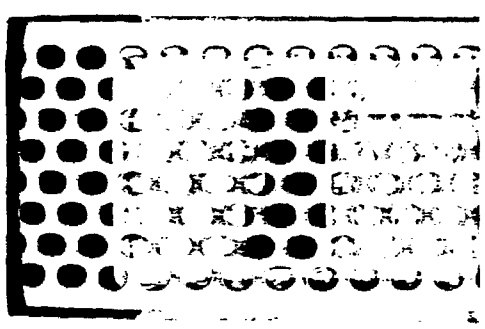
BOOK 10526 PG 776

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
735475.50
CON TX 2721.26
PRFEE 1.00
WDEED 12.00
TOTAL 2734.26
CHECK 2734.26
07/11/97 01 15:38 0001 3537

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03254488
IDENTIF. & REFERENCE

97 JUL 11 PM 3:41
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TN

No. 1173282