11

GENERAL WARRANTY DEED

BOOK 10579 PG 438

FROM:	C. Gregory Smith, Jr., Grantor	This instrument was prepared by: Jeffrey R. King Farris, Warfield & Kanaday, PLC Suite 1900 SunTrust Center Nashville, Tennessee 37219
TO:	SUSA Partnership, L.P., Grantee	

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers Parts of 149-0-168, 342 & 344
Suite 229 6075 Poplar Avenue Memphis, TN 378119		

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Million Three and 00/100 Dollars ($2,396,250.00). Hundred-Ninety-Six Thousand Two Hundred-Fifty

Affiant

SUBSCRIBED AND SWORN TO before me, this the 8 day of August, 1997.

Notary Public

My Commission Expires: 3/25/2000

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, C. GREGORY SMITH, JR. (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto SUSA PARTNERSHIP, L.P. (the "Grantee"), its successors and assigns, all of his undivided one-half (1/2) interest in and to a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as 2757 Murfreesboro Road, Nashville, Tennessee.

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This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, his heirs, successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantor represents and warrants that the Property is commercial in nature and has never been used as his residence.

Witness my hand this 8 day of August, 1997.

C. Gregory Smith Jr.

C. GREGORY SMITH, JR.,
By Doyle R. Monday,
Attorney-in-Fact

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Denise M. Laumeyer a Notary Public of said County and State, C. GREGORY SMITH, JR., by Doyle R. Monday, Attorney-in-Fact, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 8 day of August, 1997.

Denise M. Laumeyer
Notary Public

My Commission Expires: 3/25/2000

EXHIBIT A

Property Description

Land in Davidson County, Tennessee, being Lot No. 3 as shown on Plan of Revision One of Priest Lake Investments of record in Book 9700, page 412, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete and accurate description.

Being the same property conveyed to Grantor by Quitclaim Deed from Priest Lake Storage, LLC, of record in Book 10579, page 435, said Register's Office.

The above description was prepared by Terry W. Jenkins, Tennessee RLS #1389, 5224 Central Pike, Mt. Juliet, Tennessee 37122.

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EXHIBIT B

Encumbrances

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

2. Storm Water Detention Agreements with the Metropolitan Government of Nashville and Davidson County, of record in Book 6949, page 703, Register's Office for Davidson County, Tennessee.

3. Easement for construction of working area outside of proposed right-of-way line contained in Deeds to the State of Tennessee of record in Book 10353, pages 274, in said Register's Office.

4. Deed of Conveyance to Metro Government of sanitary sewer services of record in Book 7593, page 472, in said Register's Office.

5. Memorandum of Lease by and between Priest Lake Storage, LLC, a Tennessee limited liability company, and Contel Cellular of Nashville, Inc., a Washington corporation, dated February 24, 1995, of record in Book 10410, page 646, in said Register's Office, together with all access and utility easements contained therein.

6. Amended and Restated Memorandum of Lease by and between Priest Lake Storage, LLC, a Tennessee limited liability company, and GTE Mobilnet of Nashville Incorporated of record in Book 10499, page 131, said Register's Office.

7. Easement Agreement by and between Priest Lake Storage, LLC, a Tennessee limited liability company, and GTE Mobilnet of Nashville Incorporated of record in Book 10499, page 138, said Register's Office.

8. Non-Disturbance Agreement of record in Book 10535, page 471, said Register's Office, filed in connection with the Amended and Restated Memorandum of Lease of record in Book 10499, page 131, said Register's Office.

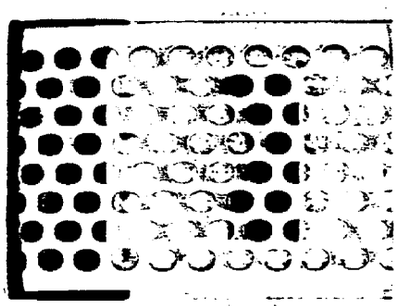
9. Matters shown on Plan of record in Book 9700, page 412, in said Register's Office.

10. Declaration of Restrictive Covenants of record in Book 9595, page 845, in said Register's Office.

11. Deed of Trust executed by Priest Lake Storage, LLC, a Tennessee limited liability company, to John L. Van Cleave, Trustee, dated August 16, 1996, of record in Book 10159, page 188, Register's Office for Davidson County, Tennessee, in favor of Columbine Life Insurance Company in the amount of $2,625,000.00, together with the following related documents:

    (i) Assignment of Leases, Rents and Profits, by Priest Lake Storage, LLC, a Tennessee limited liability company, to Columbine Life Insurance Company, in the amount of $2,625,000.00, of record in Book 10159, page 219, in said Register's Office.

    (ii) UCC-1 Financing Statement naming Priest Lake Storage, LLC, Debtor, and Columbine Life Insurance Company, Secured Party, of record in Book 10159, page 231, in said Register's Office.



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 10579 PG 442

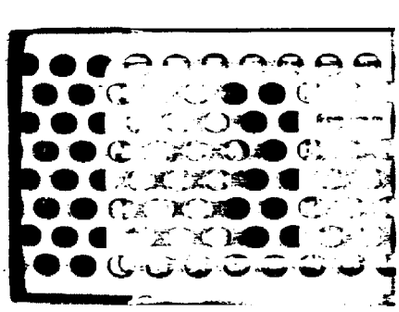
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	
				2396250.00
			CON TX	8866.13
			PRFEE	1.00
			WDEED	16.00
			TOTAL	8883.13
			CHECK	8883.13
08/22/97	01		16:11 0001	0169

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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REGISTER
DAVIDSON CO. TN.

034 0628
IDENTIFICATION REFERENCE



No. 1189694