BOOK 10739 PG 730

SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Donald E. Massey, Grantee

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday, PLC
Suite 1800, SunTrust Center
Nashville, Tennessee 37219

Address New Owner as Follows:

2121 MetroCenter Blvd.
Nashville, TN 37228

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

Map-Parcel Numbers:

70-15-37

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million Eight Hundred Forty Six Thousand and 00/100 Dollars ($1,846,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 30th day of December, 1997.

Notary Public

My Commission Expires: 5/27/01

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation has bargained and sold, and by these presents does transfer and convey unto the said Donald E. Massey, in the Grantee, his heirs, successors, and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

> Being Lot No. 3, on the Plan of Resubdivision of MetroCenter, Tract 25, as shown on plat of record in Book 9700, page 421, in the Register's Office for Davidson County, Tennessee (the "Plat") and described by Barge Waggoner Sumner and Cannon, Inc. (file 11469-59) as follows:
>
> Being land in the First Civil District, Twentieth Councilmanic District, Nashville, Davidson County, Tennessee. Being generally located south of Metrocenter Boulevard and

west of Athens Way and being more particularly described as follows:

BEGINNING at an iron pin (old) in the southerly right-of-way of Metrocenter Boulevard said iron pin (old) also being the northeast corner of Lot 1 as shown on the plat of Metrocenter Tract 25 as of record in Plat Book 9700, Page 421, R.O.D.C.

THENCE, with the southerly right-of-way of Metrocenter Boulevard:

S 79° 43' 21" E, 922.71 feet to the beginning of a curve to the right;

THENCE, along said curve to the right 82.39 feet having a radius of 50.00 feet a central angle of 94° 24' 58" a tangent of 54.01 feet and a chord of S 32° 30' 57" E, 73.38 feet to a point on the westerly right-of-way of Athens Way;

THENCE, with said right-of-way S 14° 41' 35" W, 92.49 feet to the beginning of a curve to the right;

THENCE, along said curve 184.92 feet having a radius of 600.00 feet, a central angle of 17° 39' 29", a tangent of 93.20 feet and a chord of S 23° 31' 20" W, 184.18 feet to the beginning of a curve to the right;

THENCE, along said curve 36.44 feet having a radius of 600.00 feet, a central angle of 03° 30' 03", a tangent of 18.34 feet and a chord S 30° 36' 03" W, 36.66 feet to the beginning of a curve to the right;

THENCE, with said curve 61.62 feet having a radius of 50.00 feet, a central angle of 70° 36' 57", a tangent of 35.41 feet and a chord S 64° 09' 14" W, 57.79 feet to a point on the northerly right-of-way of Ponder Place;

THENCE, with said right-of-way N 80° 32' 23" W, 112.42 feet to the beginning of a curve to the left;

THENCE, along said curve 546.68 feet, having a radius of 560.00 feet, a central angle of 55° 55' 59", a tangent of 297.34 feet and a chord of S 71° 29' 37" W, 525.23 feet.

THENCE, S 43° 31' 38" W, 41.35 feet to the south east corner of said Lot 1 Metrocenter Tract 25;

THENCE, leaving said right-of-way along the east property line of said Lot 1, N 11° 10' 47" W, 733.74 feet to the true point of beginning.

Containing 401,445 square feet or 9.21 acres, more or less.

BEING part of the property conveyed to MetroCenter Holdings, Inc. by deed from MetroCenter Properties, Inc., of record in

Book 8321, page 668, Register's Office for Davidson County, Tennessee.

This is unimproved property at _____, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

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, his heirs, successors, and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted by any matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, his heirs, successors, and/or assigns against the lawful claims of all persons from matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 30th day of December, 1997.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

0385180

IDENTIFICATION REFERENCE

97 DEC 30 PM 3:34

REGISTER
DAVIDSON COUNTY, TN.

6633 12/30 0101 03CHECK 6851.20

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, RANDALL W. PARHAM, a Notary Public of said County and State, personally appeared Randall W. Parham, 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 (or other officer authorized to execute the instrument) of METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, 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.

Witness my hand and seal, at Office in Nashville, this 30th day of DECEMBER, 1997.

Allison Gee
Notary Public

ALLISON GEE NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

My Commission Expires:

5/27/01

EXHIBIT A

BOOK 10739 PG 734

1. Restrictive Covenants in favor of Mat-Nel Company, recorded in Book 4784, page 659, as amended in Book 5792, page 787; Book 7012, page 61 and made applicable in Book 7012, page 62, said Register's Office.

2. Restrictive Covenants in favor of Metrocenter Properties, recorded in Book 5242, page 389, as amended in Book 7012, page 61, said Register's Office.

3. Restrictive Covenants in favor of Arbys, Inc., recorded in Book 9382, page 56, said Register's Office.

4. Restrictive Covenants in favor of Taco Bell Corp., recorded in Book 9420, page 176, said Register's Office.

5. Terms, conditions, easements, rights and liens as set forth in The Declaration of Covenants, Conditions and Restrictions recorded in Book 7487, page 952, as amended in Book 10602, page 499 in favor of Metrocenter Improvements Association.

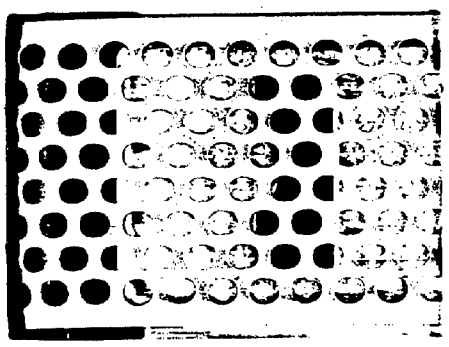
6. All matters shown on Plat recorded in Book 9700, page 421.

7. Sanitary sewers easement, as set forth in instrument recorded in Book 3347, page 150.

8. Colonial Pipeline easement, as set forth in instrument recorded in Book 3644, page 3 and Book 3648, page 52.

9. Sewer easement, as set forth in instrument recorded in Book 2441, page 273.

10. General Sessions Court Judgment filed against Scoles Cadillac a/k/a Crest Cadillac of Nashville, a certified copy being of record in Book 8449, page 245, said Register's Office.



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

RECEIVED OF _____

FOR _____

BOOK 10739 PG 735

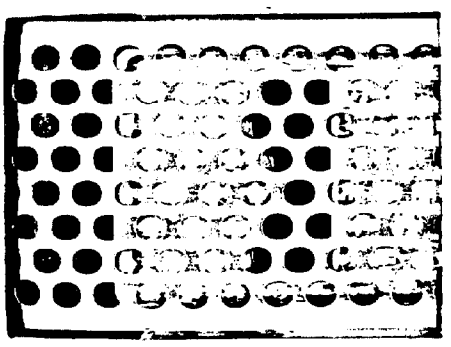
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 1846000.00
CON TX 6830.20
PRFEE 1.00
WDEED 20.00
TOTAL 6851.20
CHECK 6851.20

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/30/97 01 15:41 0001 6833



0385180
IDENTIF. & REFERENCE

97 DEC 30 PM 3:34
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1237332