FILE BOX 57

10803 563

GENERAL WARRANTY DEED

Address New Owner:	**Send Tax Bills To:**	**Map and Parcel No.:**
Shadowbluff, L.P. P.O. Box 22149 Nashville, TN 37202	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, **Grassmere Investors, LLC**, (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **Shadowbluff, L.P.** (the "Grantee"), its successors and assigns, a 62.16216% undivided interest as tenant in common in and to a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

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 the same property conveyed to Grassmere Investors, LLC by deed from AT&T Corp. of record in Book 10514, Page 756, Register's Office for Davidson, Tennessee.

This conveyance is subject to the following:

1. 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.

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

3. 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.

4. 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.

5. Deed of Trust, Assignment of Rents and Security Agreement of record in Book 10537, page 837, Register's Office for Davidson County, Tennessee securing a note in the amount of $2,850,000.00 payable to the order of First Tennessee Bank National Association payment of which is assumed by the Grantee.

6. UCC-1 of record in Book 10537, page 854, Register's Office for Davidson County, Tennessee.

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, have 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 land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the undersigned Grantor has executed this General Warranty Deed as of the 20th day of February, 1998.

GRASSMERE INVESTORS, LLC

By: R. C. Mathews III

Its: Chief Manager

BOOK 10803 PG 565

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert C H. Mathews, III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager or other officer authorized to execute this instrument on behalf of Grassmere Investors, LLC, a limited liability company, the within named bargainor, and that he as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Chief Manager.

Witness my hand and official seal at office on this the 20th day of February, 1998.

Notary Public

My Commission Expires:_____

My Commission Expires NOV. 25, 2000

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,315,540.46.

Affiant

Subscribed and sworn to before me this 20th day of February, 1998.

Notary Public

My commission expires:_____

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires NOV. 25, 2000

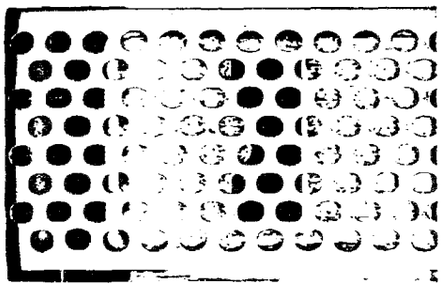
This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

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6157 02/20/98 10:01 03CHECK 6580-50

98 FEB 20 PM 4:21

0403263



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

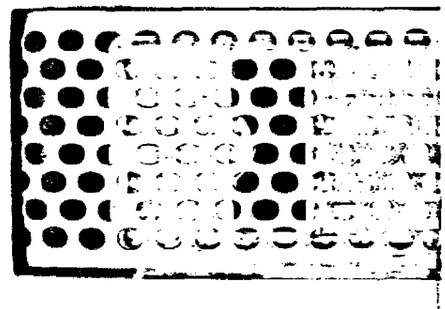
BOOK 10803 PG 566

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
315540.46
CON TX 8567.50
PRFEE 1.00
WFEE 12.00
TOTAL 8580.50
CHECK 8580.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 01 1157



0403263
IDENTIFYING REFERENCE

98 FEB 20 PM 4:21

No. 1256648