File 35
CT Tc

BOOK 11146 PAGE 422

This Instrument Prepared By:
WYATT, TARRANT & COMBS
Suite 1, Maple Glen Office Bldg.
313 East Main Street
Hendersonville, Tennessee 37075
(615) 822-8822

Return Recorded Instrument to:
Samuel E. Konigsberg, Esq.
475 Metroplex Operating Associates,
Limited Partnership
c/o BGK Metroplex LLC
330 Garfield Street
Santa Fe, New Mexico

WARRANTY DEED

Address New Owner(s)	**Send Tax Bills To:**	**Map & Parcel Nos.:**
475 Metroplex Operating Associates, Limited Partnership c/o BGK Metroplex LLC 330 Garfield Street Santa Fe, New Mexico 87501	SAME	Map 134, Parcel 255

FOR AND IN CONSIDERATION of the sum of Five Million Seven Hundred Fifty Thousand and No/100 Dollars ($5,750,000.00), and other good and valuable consideration, receipt of which is hereby acknowledged, **DOWNTOWN DEVELOPMENT, L.L.C.**, a Tennessee limited liablity company ("Grantor"), has bargained and sold and does hereby transfer and convey unto **475 METROPLEX OPERATING ASSOCIATES, LIMITED PARTNERSHIP**, a New Mexico limited partnership ("Grantee"), its successors and assigns, a certain tract of land located in Davidson County, Tennessee and described as follows (the "Property"):

> Land in Nashville, Davidson County, Tennessee, known as Lot 1, Section 3 on that Plan of Metroplex, as shown on plat of record in Plat Book 5800, page 189, Register's Office for Davidson County, Tennessee and being more particularly described as follows:
>
> Beginning at a monument found in the southwest right-of-way line of Metroplex Drive at its intersection with the east right-of-way line of Paragon Mills Road;
>
> Thence, with a right-of-way line of Metroplex Drive, S 33° 28' 21" E, 79.96 feet to a point.

Thence, continuing along said right-of-way with a curve to the left, 351.86 feet to an existing monument, said curve having a central angle of 54° 15' 39", a radius of 371.54 feet, a tangent of 190.38 feet and a chord of S 60° 36 ' 11" E 338.86 feet;

Thence, leaving said right-of-way, S 02° 16' 00" W, 15.00 feet to a point;

Thence, S 87° 44' 00" E, 35.00 feet to a point in the edge of Sorghum Branch;

Thence, with said Sorghum Branch the following calls:

S 30° 22' 42" E, 457.00 feet to a point;

S 87° 44' 21" E, 20.00 feet to a point in the northwest corner of Lot No. 2 as shown on the plan of the Re-subdivision of Lot No. 2 Harding Place Park of record in Book 4660, page 7, R.O.D.C.;

Along the west line of said Lot No. 2, S 38° 28' 36" E, 56.64 feet to a point;

S 06° 48' 30" E, 79.94 feet to a point;

S 03° 11' 30" W, 72.83 feet to a point;

S 03° 11' 30" W, 72.83 feet to a point;

S 25° 18' 30" E, 99.06 feet to a point;

S 27° 30' 00" W, 154.97 feet to an existing iron pin;

Thence, along the south line of this parcel, N 87° 38' 30" W, 423.12 feet to a point in the northwest right-of-way line of Interstate 24;

Thence, with said right-of-way along a curve to the left, 470.12 feet to a point, said curve having a central angle of 02° 18' 37", a radius of 11,659.16 feet, a tangent of 235.09 feet and a chord N 32° 18' 31" W 470.09 feet to a point;

Thence, continuing with said right-of-way, N 33° 27' 49" W, 44.20 feet to a point;

Thence, continuing with said right-of-way, N 71° 22' 49" W, 15.38 feet to a point in the east right-of-way line of Paragon Mills Road;

Thence, with said right-of-way, N 05° 14' 26" E, 599.42 feet to a found monument;

Thence, N 56° 30' 55" E, 26.30 feet to the point of beginning.

BEING the same property conveyed to Downtown Development, L.L.C., by Deed of Record in Book 10004, page 435, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered, except for 1998 real estate taxes which Grantee agrees to assume, all matters shown on the Plat recorded in Book 5800, page 189, easements of record in Book 4435, page 50; Book 2544, page 229; and Book 5953, page 829; Restrictions of record in Book 5653, page 11; Leases of record in Book 6218, page 947 and Book 6228, page 756; an easement for the flow of Sorghum Creek, all of record in the Register's Office for Davidson County, Tennessee. In addition, the Property is subject to the following instruments which secure a Promissory Note in the original principal amount of Four Million Four Hundred Fifty Thousand and No/100 Dollars ($4,450,000.00), the original payee of which is Lehman Brothers Holdings, Inc. d/b/a Lehman Capital (the "Indebtedness"): a Deed of Trust executed by Downtown Development, L.L.C. to G. Thomas Kirk, Trustee for the benefit of Lehman Brothers Holdings, Inc. d/b/a Lehman Capital of record in Book 10676, page 915, Register's Office for Davidson County, Tennessee, an Assignment of Leases and Rents of record in Book 10676, page 971, Register's Office for Davidson County, Tennessee; and a Financing Statement of record in Book 10676, page 985, Register's Office for Davidson County, Tennessee.; provided further that Grantee, by acceptance of this Warranty Deed,

does expressly agree to assume and does further agree to indemnify and hold Grantor harmless from any and all liability arising from or otherwise related to the Indebtedness that may arise after the date of this instrument, including attorney's fees.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 5th day of October, 1998.

DOWNTOWN DEVELOPMENT, L.l.C., a Tennessee limited liability company

By: _____
Andrew G. Higgins, Chief Manager

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $5,750,000.00.

_____
AFFIANT

Subscribed and sworn to before me this 6TH day of October, 1998.

_____
NOTARY PUBLIC

My Commission Expires:

7-23-2001

BRENDA S. LANE NOTARY PUBLIC DICKSON COUNTY

98 OCT -6 PM 4:16
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

0627 10/06 0101 03CHECK 21298-00

04971135
IDENTIF. + REFERENCE

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Keith C. Dennen, a Notary Public of said County and State, **ANDREW G. HIGGINS**, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Chief Manager of Downtown Development, L.L.C., a Tennessee limited liability company, the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand, at office in Nashville, Davidson County, Tennessee, this 5th day of October, 1998.

Keith C. Dennen
NOTARY PUBLIC

My Commission Expires:

My Commission Expires December 24, 2000

KEITH C. DENNEN NOTARY PUBLIC AT LARGE SUMNER COUNTY, TENN.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11146 PAGE 427

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 5750000.00
CON TX 21275.00
PRFEE 1.00
WDEED 20.00
CFEE 2.00
TOTAL 21298.00
CHECK 21298.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/06/98 01 16:18 0001 0827

04971135
IDENTIF. # REFERENCE

98 OCT -6 PM 4:17

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

No. 1355886