FILE BOX 57 626787.7

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MSP)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED BOOK 11268 PAGE 269

Address New Owner	Send Tax Bills To:	Map-Parcel Number(s)
Commerce Street Associates c/o College Street, LLC 300 Broadway Nashville, Tennessee 37201	SAME	Map 93-6-2 Parcel 34, Parcel 35 and part of Parcel 36

WHEREAS, the Capitol Mall Redevelopment Project Plan (the "Redevelopment Plan") has been adopted pursuant to those certain ordinances adopted by the Metropolitan Council of the Metropolitan Government of Nashville and Davidson County, Tennessee, said ordinances being numbered 77-716, 82-845, 87-1695, 91-1567, 93-774, 97-755 and 98-1187, respectively (collectively the "Metro Ordinance");

WHEREAS, the Metropolitan Development and Housing Agency is the owner and holder of record of fee simple title to certain real property located within the geographic area of the Capitol Mall Redevelopment Project, as described in the Redevelopment Plan (the "Redevelopment Area"), including without limitation the property consisting of seven tracts of real estate located at the southeastern quadrant of the intersection of Third Avenue North and Commerce Street in Nashville, Davidson County, Tennessee, as more particularly hereinafter described (the "Property");

WHEREAS, in order to finance the acquisition and/or sale costs of such Property, as authorized pursuant to the Metro Ordinance and the provisions of Tennessee Code Annotated Sections 13-20-101 et.seq. (the "Act"), The Metropolitan Development and Housing Agency has issued its Tax Increment Revenue Bond (Magnetek Building Project) dated November 18, 1998 in the amount of $6,565,000 (the "TIF Bond");

WHEREAS, pursuant to the Redevelopment Plan and Sections 13-20-202, 13-20-204, 13-20-209 and 13-20-210 of the Tennessee Code Annotated, as amended to date, the Metropolitan Development and Housing Agency is authorized to sell portions of the property within the Redevelopment Area, including without limitation, the Property;

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, the METROPOLITAN DEVELOPMENT AND HOUSING AGENCY, a public body and body corporate and politic organized and existing in accordance with the provisions of the Act ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto COMMERCE STREET ASSOCIATES, a Tennessee general partnership ("Grantee"), certain real property in Davidson County, Tennessee, (collectively, the "Property") described as follows:

Lot No. 1 as shown on the First Revision, A Portion of Tract 76A, Capitol Mall Redevelopment Plan, of record in Book 9700, page 706, Register's Office of Davidson County, Tennessee, which plat is incorporated herein by reference, and to which plat reference is hereby made for a more particular description;

Together with six (6) tracts of land lying in Nashville, Davidson County, Tennessee, or certain of Grantor's interests therein, constituting portions of Lot No. 2 as shown on the First Revision, A Portion of Tract 76A, Capitol Mall Redevelopment Plan, of record in Book 9700, page 706, Register's Office of Davidson County, Tennessee, which plat is incorporated herein by reference, and to which plat reference is hereby made for a more particular description, as such six (6) tracts are more particularly described on Exhibit A attached hereto and incorporated herein by reference, and in accordance with the terms and provisions of the Declaration of Covenants and Easements (Magnetek Building and Parking Garage) referenced as item 5 on attached Schedule I.

Being the same property conveyed to Grantor by deeds of record in Book 11268, page 261, Book 11268, page 265, and Book 8443, page, 355 said Register's Office.

The foregoing unimproved property is located at the intersection of Commerce Street and Third Avenue North, Nashville, Davidson County, Tennessee. The description of the foregoing property is derived from the ALTA/ACSM Land Title Survey prepared by Wendell H. Talley (Tennessee Registered Land Surveyor No. 785) dated November 5, 1998 and last revised on November 23, 1998, said surveyor's address being Barge, Waggoner, Sumner & Cannon, Inc., 162 Third Avenue North, Nashville, Tennessee 37201.

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

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to said Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Schedule I), but not further or otherwise.

By acceptance of this Special Warranty Deed, Grantee, for itself, its successors and assigns, covenants that (i) Grantee shall not discriminate upon the basis of race, color, creed, sex or national origin in the sale, lease, or rental of the Property, or in the use or occupancy of the Property or any improvements erected or to be erected thereon, and (ii) until the Grantor's Tax Increment Revenue Bond (Magnetek Building Project) of even date herewith in the principal amount of $6,565,000 (the "Bond") has been repaid in full, Grantee shall not take or support any action or contest any assessment or imposition of property taxes on the Property which would cause the annual incremental tax revenue to fall below $550,000, nor shall Grantee undertake any appeal of any assessment or imposition with respect to the Property without first notifying Grantor in writing. All such covenants shall be covenants running with the land.

Grantor certifies that all conditions precedent to the valid execution and delivery of this Special Warranty Deed on its part have been complied with and that all things necessary to

constitute this Special Warranty Deed as a valid, binding, and legal agreement on the terms and conditions and for the purposes set forth herein have been done and performed and have happened, and that the execution and delivery of this Special Warranty Deed on its part have been and are in all respects authorized in accordance with the Redevelopment Plan, the Metro Ordinance, the Act and other applicable law.

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed by its duly authorized officer as of the 18th day of December, 1998.

METROPOLITAN DEVELOPMENT AND
HOUSING AGENCY

By: _____
Calvin O. Atchison, Chairperson

Attest: _____

Gerald F. Nicely,
Executive Director

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public, Calvin O. Atchison and Gerald F. Nicely, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained, and who further acknowledged that they are the Chairperson and Executive Director, respectively, of METROPOLITAN DEVELOPMENT AND HOUSING AGENCY, a public corporation, and are authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 18th day of December, 1998.

Notary Public

My Commission Expires: Sept. 29, 2001

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,528,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair, voluntary sale.

Affiant

Subscribed and sworn to before me, this 18th day of December, 1998.

Notary Public

My Commission Expires: My Commission Expires MAR 24 2001

BOOK 11268 PAGE 273

SCHEDULE I

Encumbrances

1. Real property taxes for 1998, a lien, now due and payable but not yet delinquent.

2. All matters shown on Plan of record in Plat Book 9700, page 706, Register's Office of Davidson County, Tennessee.

3. Restrictions contained in Book 9208, page 613, Register's Office of Davidson County, Tennessee.

4. All matters shown on ALTA/ACSM Land Title Survey dated November 5, 1998, last revised November 23, 1998, prepared by Wendell H. Talley (Tennessee Registered Land Surveyor No. 785).

5. Declaration of Covenants and Easements (Magnetek Building and Parking Garage) dated December 18, 1998, by and between Grantor and Grantee, as of record in Book 11268, page 281, Register's Office of Davidson County, Tennessee.

6. Terms and conditions of Metropolitan Government of Nashville and Davidson County, Tennessee Ordinance No. 97-692.

7. Deed of Trust of record in Book 11139, page 536, Register's Office of Davidson County, Tennessee.

8. Memorandum of Development Agreement of record in Book 11268, page 305, Register's Office of Davidson County, Tennessee.

EXHIBIT A

TRACT NO. 1
SURVEYOR'S DESCRIPTION
AIR SPACE PARCEL

Being a parcel of land in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way o Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.

THENCE, with said easterly right-of-way of Third Avenue North S 30^02'00" E, 203.83 feet to the common line of Lot Nos. 1 and 2 of said Capitol Mall Redevelopment Plan;

THENCE, leaving said right-of-way with the common line of Lot Nos. 1 and 2, N 59^58'00" E, 34.00 feet to the true point of beginning;

THENCE, continuing with said common lot line the following calls:

N 59^58'00" E, 51.29 feet to a point;
S 30^02'00" E, 30.83 feet to a point;

THENCE, leaving said common lot line S 59^58'00" W, 51.29 feet to a point;

THENCE, N 30^02'00" W, 30.83 feet to the point of beginning.

Containing 1,581 square feet or 0.04 acres more or less.

Above description applies to air space between elevation 448.5 and above.

Together with a perpetual easement for building columns to be constructed and maintained with air space between elevation 436.5' and 448.5' within the above legal description.

EXHIBIT A continued

BOOK 11268 PAGE 275

TRACT NO. 2
SURVEYOR'S DESCRIPTION
INGRESS-EGRESS EASEMENT

Being a perpetual easement for ingress and egress over a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right of way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said easterly right-of-way of Third Avenue North S 30^02'00"E, 286.33 feet to the true point of beginning;

THENCE, leaving said right-of-way N 59^58'00" E, 38.17 feet to a point;

THENCE, S 30^02'00" E, 44.00 feet to a point;

THENCE, S 59^58'00" W, 38.17 feet to a point in the easterly right-of-way of Third Avenue North;

THENCE, with said easterly right-of-way N 30^02'00" W, 44.00 feet to the point of beginning.

Containing 1,679 square feet or 0.04 acres more or less.

EXHIBIT A continued

TRACT NO. 3
SURVEYOR'S DESCRIPTION
FIRE STAIRS, ELEVATOR SHAFT, ELEVATOR EQUIPMENT ROOM
AND MECHANICAL HOUSING AIR SPACE PARCEL

Being a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right of way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said easterly right-of-way of Third Avenue North S 30^02'00"E, 337.07 feet to a point;

THENCE, leaving said right-of-way with the northerly boundary of property conveyed to Weng-The Lin & Keco of record in Book 10410, Page 761, R.O.D.C., N 59^45'54" E, 37.67 feet to the true point of beginning;

THENCE, leaving said northerly boundary of property N 30^02'00" W, 20.61 feet to a point;

THENCE, N 59^58'00" E, 28.52 feet to a point;

THENCE, S 30^02'00" E, 20.51 feet to a point in the northerly boundary of property conveyed to Weng-Teh Lin and Keco of record in Book 10410, Page 761, R.O.D.C.;

THENCE, with said northerly boundary S 59^45'54" W, 28.52 to the point of beginning.

Containing 586 square feet or 0.01 acre more or less.

Above description applies to air space between elevation 425.0 and above.

EXHIBIT A continued

BOOK 11268 PAGE 277

TRACT NO. 4
SURVEYOR'S DESCRIPTION
NON-EXCLUSIVE INGRESS-EGRESS EASEMENT

Being a perpetual non-exclusive easement for ingress and egress over a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right of way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said southerly right-of-way of Commerce Street N 59^46'37" E, 104.46 feet to the westerly right-of-way of Alley No. 11;

THENCE, leaving said southerly right-of-way of Commerce Street with the westerly right-of-way of Alley No. 11, the following calls:

S 30^02'00"E, 187.45 feet to a point;
S 29^44'48" E, 47.55 feet to the common line between Lot Nos. 1 and 2 of said plat and the true point of beginning;

THENCE, continuing with said right-of-way of said Alley No. 11, S 29^44'48" E,90.50 feet to a point;

THENCE, leaving said right-of-way S 59^58'00" W, 20.35 feet to a point;

THENCE, N 30^02'00"W, 90.50 feet to a point in the common line of Lot Nos. 1 and 2 of said recorded plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said common line N 59^58'00" E, 20.80 feet to the point of beginning.

Containing 1,862 square feet or 0.04 acres more or less.

EXHIBIT A continued

TRACT NO. 5
SURVEYOR'S DESCRIPTION
EXHAUST CHASE AIR SPACE PARCEL

Being a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right of way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said southerly right-of-way of Commerce Street N 59^46'37" E, 104.46 feet to the westerly right-of-way of Alley No. 11;

THENCE, leaving said southerly right-of-way of Commerce Street with the westerly right-of-way of Alley No. 11, the following calls:

S 30^02'00"E, 187.45 feet to a point;
S 29^44'48" E, 149.60 feet to the northerly boundary line of Weng-Teh Lin & Keco of record in Book 10410, Page 761, R.O.D.C., and the true point of beginning;

THENCE, with said northerly boundary line S 59^45'54" W, 14.29 feet to a point;

THENCE, leaving said boundary line N 30^02'00" W, 32.90 feet to a point;

THENCE, N 59^58'00"E, 20.80 feet to a point in the southerly right-of-way of Alley No. 11;

THENCE, with said southerly right-of-way S 29^44'48" E, 32.85 feet to the point of beginning.

Containing 473 square feet or 0.01 acres more or less.

Above description applies to air space between elevation 426.0 and above.

EXHIBIT A continued

TRACT NO. 6
SURVEYOR'S DESCRIPTION
SUB-SURFACE PARCEL

BOOK 11268 PAGE 279

Being all of the area located below the surface of a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North, said parcel of land being Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C., at elevation 425.0 extending down to elevation 351.0 and the perpetual right to maintain any and all portions of the structure, mechanical and electrical systems of the garage to be constructed below the surface of said Lot No. 2 at any elevation higher than 425.0. Said Lot No. 2 being more particularly described as follows:

COMMENCING at the intersection of the southerly right of way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, Page 706, R.O.D.C.

THENCE, with said easterly right-of-way of Third Avenue North S 30^02'00"E, 203.83 feet to the true point of beginning;

THENCE, leaving said right-of-way with the common line between Lot No. 1 and 2 the following calls:

N 59^58'00" E, 85.29 feet to a point;
S 30^02'00" E, 30.83 feet to a point;
N 59^58'00" E, 18.93 feet to a point in the westerly right-of-way of Alley No. 11;

THENCE, with said westerly right-of-way of Alley No. 11 S 29^44'48" E, 102.05 feet to a point in the northwest corner of the property conveyed to Weng-The Lin, et.ux. by deed of record in Book 10410, Page 761, R.O.D.C.;

THENCE, with said northerly line of said Weng-The Lin property, S 59^45'54" W, 103.71 feet to a point in the easterly right-of-way of Third Avenue North;

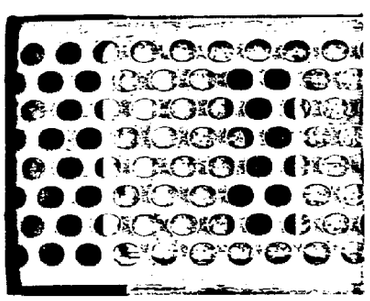
THENCE, with said easterly right-of-way N 30^02'00" W, 133.24 feet to the point of beginning.

Containing 13,257 square feet or 0.30 acres more or less.

0529398
IDENTIF. & REFERENCE
98 DEC 28 PM 4:56
BILL [illegible] REGISTER
DAVIDSON COUNTY. TN.
4961 12/28 0101 03CHECK 9400-60

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 11268 PAGE 280

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

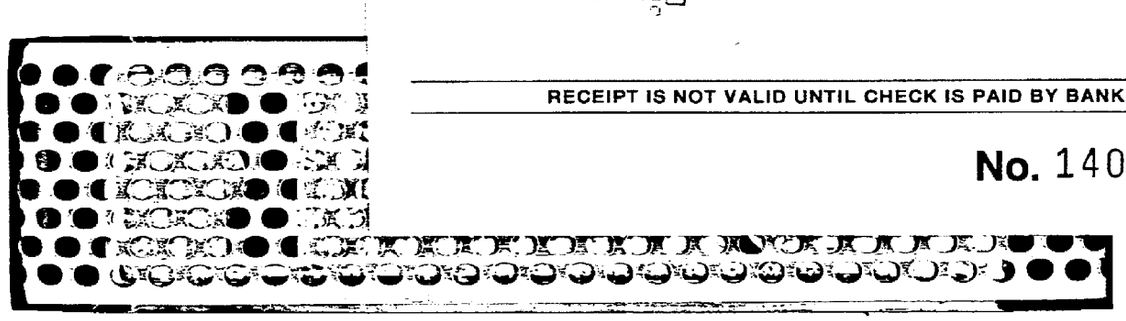
	CAMT
	2528000.00
CON TX	9353.60
PRFEE	1.00
WDEED	44.00
CFEE	2.00
TOTAL	9400.60
CHECK	9400.60

12/28/98 01 16:53 0001 4961

0529398
IDENTIF. & REFERENCE

98 DEC 28 PM 4:56

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1406477