BOOK 11336 PAGE 410

SPECIAL WARRANTY DEED

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Bertelsmann TJS, Inc. c/o Clemon Williams 1540 Broadway New York, New York 10036	Portion of Parcel Nos: 104-8-250 104-8-251 104-8-253	Bertelsmann TJS, Inc. c/o Clemon Williams 1540 Broadway New York, New York 10036
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (WWE) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

AB 1, LLC, a Tennessee limited liability company ("Grantor"), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration paid in cash to Grantor by the Grantee herein named has GRANTED, BARGAINED, SOLD, AND CONVEYED, and does hereby GRANT, BARGAIN, SELL, AND CONVEY unto **BERTELSMANN TJS, INC.**, a Delaware corporation ("Grantee"), that certain real property situated in Nashville, Tennessee, more particularly described on **EXHIBIT A**, attached hereto and made a part hereof for all purposes (the "Property").

THIS CONVEYANCE IS MADE SUBJECT TO the Permitted Encumbrances set forth on **EXHIBIT B**, attached hereto and made a part hereof.

TO HAVE AND TO HOLD the Property and all improvements located thereon, free, clear, and discharged of and from all former grants, charges, taxes, judgments, mortgages

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $10,323,193.58.

Affiant

Subscribed and sworn to before me this 9th day of February, 1999.

ROBIN D. HUCKER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TEN.

Notary Public

My Commission Expires: November 24, 2001

0535079.01
004101-001 02/03/1999

and other liens and encumbrances of whatsoever nature, except the Permitted Encumbrances described on **EXHIBIT B**, together with all and singular the rights and appurtenances thereto and in anywise belonging unto Grantee, its successors, and assigns, forever; and Grantor does hereby bind itself, its successors and assigns to WARRANT AND FOREVER DEFEND all and singular the Property unto the Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through and under Grantor, but not otherwise.

For the same consideration, Grantor hereby GRANTS, BARGAINS, SELLS and CONVEYS, without warranty express or implied, all interest as of the date hereof, if any, of Grantor's in (i) strips and gores, if any, between the Property and abutting properties, and (ii) any land lying in or under the bed of any street, alley, road, or right-of-way (opened or proposed) abutting or adjacent to the Property.

Grantor warrants and represents that all taxes and assessments against the Property for tax years prior to 1999 have been paid.

When the context requires, singular nouns and pronouns include the plural.

IN WITNESS WHEREOF, Grantor executes this Special Warranty Deed effective as of the 9th day of February, 1999.

AB 1, LLC, a Tennessee limited liability company

By: William G Darby

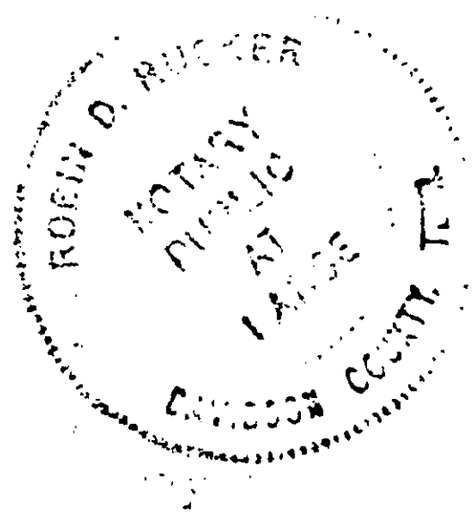
Title: Chief Manager

State of Tennessee
County of Davidson

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, William C. Barkley, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be the Chief Manager of AB 1, LLC, a limited liability company, and that he as such Chief Manager, being authorized to do so, executed the foregoing instrument, for the purposes therein contained by signing the name of the limited liability company by himself as such officer.

Witness my hand seal at office this 9th day of February, 1999.

Robin D Rucker
Notary Public



My Commission Expires:
November 24, 2001

After Recording, Return to:

William W. Earthman
BOULT, CUMMINGS, CONNERS & BERRY, PLC
414 Union Street
Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219

EXHIBIT A

Land located in Nashville, Davidson County, Tennessee and being Lot 1 on the Resubdivision Plat of Lot 1, BMG Music Complex of record in Book 9700, page 833, Register'Office for Davidson County, Tennessee, to which reference is hereby made for a more complete description.

Being a portion of the same property conveyed to AB 1, LLC, a Tennessee limited liability company by deed of record in Book 10536, page 942, and Book 10587, page 225, Register's Office for Davidson County, Tennessee, and a portion of an unnumbered alley, 15 feet in width, which was closed by Council Bill 097-789, easements were abandoned.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

0547768
IDENTIF. & REFERENCE
99 FEB 10 PM 3:09
REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT B
Permitted Exceptions

1. 1999 Taxes, a lien, not yet due and payable.

2. Terms and conditions of Memorandum of Lease recorded in Book 10861, page 676, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

4572 02/10 0101 03CHECK 38218.62

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

BOOK 11336 PAGE 415

RECEIVED OF _____

FOR _____

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

0547768
IDENTIF. ↑ REFERENCE

99FEB 10 PM 3:09

REGISTER
DAVIDSON COUNTY, TN.

C AMT 10,323,193.58

CON TX	38195.82
PRFEE	1.00
WDEED	20.00
CFEE	2.00
TOTAL	38218.82
CHECK	38218.82

02/10/99 01 15:09 0001 4532

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1423817