60 x 95

Box 38-F

This Instrument Was Prepared By:
George E. Mudter, Jr., Esq.
2000 Richard Jones Road, Suite 110
Nashville, Tennessee 37215

BOOK 11388 PG. 888

Address New Owner(s):	Send Tax Bills to	Map: 60-04
Anschutz Digital Media, Inc. 555 17th STREET, STE 2400 DENVER, CO 80202	New Owner 555 17th STREET, STE 2400 DENVER, CO 80202	Parcels: 18 and 22

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, RMS LIMITED PARTNERSHIP, a Nevada limited partnership, ("Grantor"), has this day bargained and sold and does hereby transfer and convey to ANSCHUTZ DIGITAL MEDIA, INC., a Colorado corporation ("Grantee"), its successors and assigns, all those tracts or parcels of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

Tract I is improved property located at 3201 Dickerson Pike, Nashville, Tennessee.
Tract II is unimproved property located on Dickerson Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee, its successors and assigns, forever.

AND Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as set out on Exhibit "B" hereto. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to Grantee, its successors and assigns against the lawful claims of all persons, except as set out on Exhibit "B" hereto.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized representative on this 12TH day of MARCH, 1999.

RMS LIMITED PARTNERSHIP, a Nevada limited partnership

By: CRYSTAL DIAMOND, INC., a Nevada corporation, its general partner

By: _____
C. Thomas Burton, Jr., President

0562453
IDENTIF. ↑ REFERENCE

99 MAR 17 PM 2:39
BILL GIBBS, REGISTER
DAVIDSON COUNTY, TN.

RECORDERS MEMO
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PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

STATE OF NEVADA)
)
COUNTY OF Washoe)

BOOK 11388 PG. 889

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared C. Thomas Burton, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged (himself/herself) to be President of Crystal Diamond, Inc., a Nevada corporation, the general partner of the within named bargainor, a limited partnership, 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 Reno, Nevada, this 12th day of March, 1999.

Dorothy C. Kerley
Notary Public

My Commission Expires: 12/11/00

DOROTHY C. KERLEY
Notary Public - State of Nevada
Appointment Recorded in Washoe County
No: 96-5545-2 - EXPIRES DEC. 11, 2000

STATE OF NEVADA)
)
COUNTY OF Washoe)

The actual consideration or value, whichever is greater, for this transfer is $7,600,000

C. Thomas Burton
Affiant C. THOMAS BURTON, JR.

Subscribed and sworn to before me, this 12th day of March, 1999.

Dorothy C. Kerley
Notary Public

My Commission Expires: 12/11/00

DOROTHY C. KERLEY
Notary Public - State of Nevada
Appointment Recorded in Washoe County
No: 96-5545-2 - EXPIRES DEC. 11, 2000

TRACT I:

Beginning at an iron pipe in the east right-of-way line of Dickerson Pike, said point also being a southwest corner of the property more particularly described as follows:

Thence with the east right-of-way line of Dickerson Pike North 05 degrees 14 minutes 28 seconds East, a distance of 655.11 feet to an iron pipe; thence South 16 degrees 14 minutes 03 seconds East, a distance of 42.82 feet to an iron pin; thence South 84 degrees 53 minutes 56 seconds East, a distance of 234.98 feet to an iron pin; thence North 05 degrees 04 minutes 18 second East, a distance of 184.63 feet to an iron pipe; thence South 85 degrees 58 minutes 44 seconds East, a distance of 678.20 feet to an iron pin; thence South 09 degrees 38 minutes 26 seconds West, a distance of 566.41 feet to an iron pipe; thence South 13 degrees 25 minutes 30 seconds West, a distance of 301.68 feet to an iron pipe in the north right-of-way line of Maplewood Lane; thence with said right-of-way line North 83 degrees 06 minutes 14 seconds West, a distance of 817.71 feet to an iron pipe said point being the beginning of a curve to the right; thence with the arc of a curve to the right with a radius of 25.00 feet and a chord bearing and distance of North 39 degrees 15 minutes 46 seconds West, 34.79 feet an arc distance of 38.48 feet to the point of beginning and containing 16.18 acres or 704,799 square feet.

Being the same property conveyed to RMS Limited Partnership by quitclaim deed from WNAB Channel 58 Nashville, Inc. of record in Book 10121, page 507, Register's Office for Davidson County, Tennessee.

TRACT II:

Land lying in the Third Councilmanic District of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the westerly margin of Dickerson Pike said point being the northeasterly corner of the property described herein and being South 02 degrees 45 minutes 33 seconds West 443.50 feet from the southerly margin of Homestead Road as widened to the existing 50 feet right-of-way; thence with said westerly margin South 02 degrees 45 minutes 33 seconds West 767.37 feet to a concrete monument; thence leaving said westerly margin, North 86 degrees 40 minutes 14 seconds West 210.51 feet to an iron rod at the northeasterly corner of the Resubdivision of Oak Park Commercial Development, Section 3, of record in Book 4060, page 152, Register's Office for Davidson County, Tennessee; thence with Oak Park's line North 86 degrees 40 minutes 14 seconds West 99.73 feet to an iron rod; thence North 86 degrees 49 minutes 39 seconds West 316.06 feet to an iron rod at the northeasterly corner of Oak Park Commercial Development, Section 2, of record in Book 4060, page 120, Register's Office for Davidson County, Tennessee; thence with Oak Park's

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line North 86 degrees 54 minutes 33 seconds West 189.35 feet to a concrete monument on the easterly line of Oak Park Subdivision, Section 1, of record in Book 3600, page 84, Register's Office for Davidson County, Tennessee thence with said easterly line North 03 degrees 06 minutes 00 seconds East 742.94 feet to an iron rod; thence South 88 degrees 30 minutes 37 seconds East 811.41 feet to the point of beginning, containing 14.09 acres, more or less.

Being the same property conveyed to RMS Limited Partnership by quitclaim deed from Speer Communications Limited Partnership of record in Book 10121, page 510, Register's Office for Davidson County, Tennessee.

Exhibit "B"

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TRACT I:

1. 1999 Real Property Taxes.

2. All matters appearing on the Plan of Sam's Wholesale Club of record in Plat Book 6250, page 569, Register's Office for Davidson County, Tennessee.

3. Easements to the Metropolitan Government of Nashville and Davidson County, Tennessee for sanitary sewers and/or storm drainage of record in Book 5713, page 763, and Book 6549, page 793, Register's Office for Davidson County, Tennessee.

4. Non-exclusive Easement for ingress and egress and driveway to Burger King limited partnership, III of record in Book 6690, page 494, Register's Office for Davidson County, Tennessee.

5. Easement for utility anchor easement to Nashville Electric Service of record in Book 10103, page 599, Register's Office for Davidson County, Tennessee.

TRACT II:

1. 1999 Real Property Taxes.

2. Easements to the Metropolitan Government of Nashville and Davidson County for sanitary sewers and/or storm drainage, of record in Book 6161, page 351, Register's Office for Davidson County, Tennessee.

RECORDED 03/17/00 10:01 AM
KEY 28143.00
0021 TAX

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 11388 PG. 893

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

0562453

IDENTIF. & REFERENCE

99 MAR 17 PM 2:39

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CAMT
7600000.00
DON TX 28120.00
PRFEE 1.00
WDEED 20.00
CFEE 2.00
TOTAL 28143.00
CHECK 28143.00

03/17/99 01 14:38 0001 0021

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1439141