bat 31
BSW

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
TSC Realty Capital, L.P. 5214 Maryland Way Suite 405 Brentwood, Tennessee 37027	163/145; 163/146; 163/215; 163/343; 163/354; 174/026; 174/030/ 174/032; 174/033; 174/067; 174/068; 174/176; 174/196; 174/199; 174/202 and 174/203	Same as New Owner
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (BW) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, Tennessee 37219		

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

This Indenture, made as of the date set forth below, between ***AMERICAN GENERAL REALTY INVESTMENT CORPORATION***, a Texas corporation, whose mailing address is c/o American General Realty Advisors, Inc., 2929 Allen Parkway, 40th Floor, Houston, Texas 77019, Attn: George Polydoros ("**Grantor**"), and ***TSC REALTY CAPITAL, L.P.***, a Tennessee limited partnership, whose mailing address is 5214 Maryland Way, Suite 405, Brentwood, Tennessee 37027, Attn: G. Nelson Crowe ("**Grantee**").

W I T N E S S E T H:

That Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt and sufficiency of which consideration is hereby confessed and acknowledged, has **GRANTED, BARGAINED, SOLD** and **CONVEYED**, and by these presents does **GRANT, BARGAIN, SELL** and **CONVEY** to Grantee (a) that certain real property, more particularly described on **Exhibit "A"** attached hereto; and (b) all rights and appurtenances of Grantor pertaining thereto including any right, title and interest of Grantor (but without warranty, whether statutory, express or implied) in and to adjacent streets, alleys or rights-of-way.

The property and property rights described above shall be hereinafter collectively referred to as the "Subject Property."

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, ~~for~~ this transfer is $4,749,955.20.

Affiant

Subscribed and sworn to before me this 1st day of September, 1999.

Barbara S. Williams
Notary Public

My Commission Expires: BARBARA S. WILLIAMS
Notary Public, Davidson Co. TN
My Comm. Expires May 28, 2003

The conveyance of the Subject Property is made by Grantor and accepted by Grantee subject to (a) the matters expressly stated herein, (b) the exclusions from the Subject Property as described in "**Exhibit A**"), attached hereto, (c) all matters of record, including, without limitation, the matters described on **Exhibit "B"**, attached hereto, (d) municipal codes and zoning ordinances, to the full extent same are valid and pertain to the Subject Property, and (e) any and all matters on the ground that a true and correct survey would reveal (collectively, the **Permitted Exceptions**").

EXCEPT AS TO THE WARRANTY OF TITLE AS EXPRESSLY PROVIDED HEREIN, AND EXCEPT AS TO THOSE WARRANTIES CONTAINED IN SECTION 12(b) OF THAT CERTAIN COMMERCIAL LAND PURCHASE AND SALE AGREEMENT BETWEEN GRANTOR AND GRANTEE DATED JUNE 23, 1999. GRANTEE ACKNOWLEDGES THAT, EXCEPT AS EXPRESSLY PROVIDED HEREIN, GRANTOR HAS NOT MADE, DOES NOT MAKE, AND SPECIFICALLY NEGATES AND DISCLAIMS ANY REPRESENTATIONS, WARRANTIES, PROMISES, COVENANTS, AGREEMENTS OR GUARANTIES OF ANY KIND OR CHARACTER WHATSOEVER, WHETHER EXPRESS OR IMPLIED, ORAL OR WRITTEN, OF, AS TO, CONCERNING, OR WITH RESPECT TO, (i) THE VALUE, NATURE, QUALITY OR CONDITION OF THE SUBJECT PROPERTY, INCLUDING, WITHOUT LIMITATION, THE WATER, SOIL AND GEOLOGY, (ii) THE SUITABILITY OF THE SUBJECT PROPERTY FOR ANY AND ALL ACTIVITIES AND USES WHICH MAY BE CONDUCTED THEREON, (iii) THE COMPLIANCE OF OR BY THE SUBJECT PROPERTY WITH ANY LAWS, RULES, ORDINANCES OR REGULATIONS OF ANY APPLICABLE GOVERNMENTAL AUTHORITY OR BODY, (iv) THE HABITABILITY, MERCHANTABILITY, MARKETABILITY, PROFITABILITY OR FITNESS FOR A PARTICULAR PURPOSE OF THE SUBJECT PROPERTY, OR (v) ANY OTHER MATTER WITH RESPECT TO THE SUBJECT PROPERTY. SPECIFICALLY, BUT NOT IN LIMITATION OF THE FOREGOING, GRANTEE FURTHER ACKNOWLEDGES THAT GRANTOR HAS NOT MADE, DOES NOT MAKE AND SPECIFICALLY NEGATES AND DISCLAIMS ANY REPRESENTATIONS OR WARRANTIES REGARDING COMPLIANCE OF THE SUBJECT PROPERTY WITH ANY ENVIRONMENTAL PROTECTION, POLLUTION OR LAND USE LAWS, RULES, REGULATIONS, ORDERS OR REQUIREMENTS, INCLUDING WITHOUT LIMITATION, THOSE PERTAINING TO SOLID WASTE, AS DEFINED BY THE U.S. ENVIRONMENTAL PROTECTION AGENCY REGULATIONS AT 40 C.F.R., PART 261, OR THE DISPOSAL OR EXISTENCE, IN OR ON THE SUBJECT PROPERTY, OF ANY HAZARDOUS SUBSTANCES, AS DEFINED BY THE COMPREHENSIVE ENVIRONMENTAL RESPONSE COMPENSATION AND LIABILITY ACT OF 1980, AS AMENDED, AND THE REGULATIONS PROMULGATED THEREUNDER. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT HAVING BEEN GIVEN THE OPPORTUNITY TO INSPECT THE SUBJECT PROPERTY, GRANTEE IS RELYING SOLELY ON GRANTEE'S OWN INVESTIGATION OF THE SUBJECT PROPERTY AND NOT ON ANY INFORMATION PROVIDED OR TO BE PROVIDED BY GRANTOR. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT ANY INFORMATION PROVIDED OR TO BE PROVIDED WITH RESPECT TO THE SUBJECT PROPERTY WAS OBTAINED FROM A VARIETY OF SOURCES AND THAT GRANTOR HAS NOT MADE ANY INDEPENDENT INVESTIGATION OR VERIFICATION OF SUCH INFORMATION AND MAKES NO REPRESENTATIONS AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. GRANTEE FURTHER ACKNOWLEDGES AND AGREES THAT THE SALE OF THE SUBJECT PROPERTY AS PROVIDED FOR HEREIN IS MADE ON AN "AS IS" CONDITION AND BASIS WITH ALL FAULTS.

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

TO HAVE AND TO HOLD the Subject Property, together with all and singular the rights and appurtenances thereunto in anywise belonging, unto Grantee, its successors and assigns, forever; and Grantor, for its successors, assigns and legal representatives, does covenant and agree to and with the Grantee, its successors and assigns, that Grantee is lawfully seized in fee of the aforesaid premises, that the same are free of all encumbrances (subject, however, to (a) the Permitted Exceptions and the matters herein stated; and (b) taxes for the year 1999, which have been prorated as of the date hereof and payment of which is assumed by Grantee), that it has good right to sell and convey the same to Grantee as aforesaid and that it will warrant and forever defend, all and singular, the Subject Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through, or under Grantor, but not otherwise.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 31 day of August, 1999.

APPROVED
AS TO CONTRACT COMPLIANCE
PER SPM NO. 132
LAW DEPARTMENT
AGC 99-704
CONTROL NO.
DATE 8/31/99
SIGNED:

AMERICAN GENERAL REALTY INVESTMENT CORPORATION, a Texas corporation

By:
Name: W. Larry Mask
Title: Real Estate Investment Officer

STATE OF Texas §
§
COUNTY OF Harris §

BEFORE ME, the undersigned authority, on this day personally appeared W. Larry Mask, Real Estate Investment Officer of **AMERICAN GENERAL REALTY INVESTMENT CORPORATION**, a Texas corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Witness my hand and seal of office this 31 day of August, 1999.

Print Name: Edna Dominguez
(Notary Public)

(AFFIX NOTARY SEAL)

My Commission Expires:
5-31-00

EDNA DOMINGUEZ
Notary Public, State of Texas
My Commission Expires
MAY 31, 2000

0586643.01
001710-061 08/30/1999

EXHIBIT "A"

Legal Descriptions

Being a tract of land lying in Davidson County, Tennessee and being a portion of the property of record in Book 7034, page 488, Register's Office for Davidson County, Tennessee and being bounded on the east by Hickory Hollow Limited, on the south by Hickory Downs Development, on the west and north by Hickory Hollow Limited and being more particularly described as follows:

BEGINNING at a point, said point being located south 87 deg. 07 min. 45 sec. east, 169.24 feet; south 89 deg. 47 min. 43 sec. east, 1221.02 feet; south 02 deg. 07 min. 59 sec. west, 504.83 feet from the intersection of the south right-of-way line of CSX Transportation Railroad and the east right-of-way line of Hickory Hollow Parkway.

THENCE, on a severance line across Hickory Hollow Limited, south 02 deg. 07 min. 59 sec. west, 300.00 feet to a point;

THENCE, south 43 deg. 52 min. 29 sec. east, 463.03 feet to a point in the line of Hickory Downs Development.

THENCE, with Hickory Downs Development north 81 deg. 16 min. 30 sec. west, 600.45 feet to a point;

THENCE, on a severance line across Hickory Hollow Limited the following bearings and distances;

THENCE, on a curve to the right, the central angle of which is 12 deg. 23 min. 09 sec. the radius of which is 2241.83 feet, the chord of which is north 16 deg. 20 min. 11 sec. west, 483.68 feet along the curve distance of 484.63 feet to a point;

THENCE, on a curve to the right, the central angle of which is 91 deg. 52 min. 54 sec. the radius of which is 30.00 feet, the chord of which is north 35 deg. 47 min. 51 sec. east, 43.12 feet, along the curve distance of 48.11 feet to a point;

THENCE, north 81 deg. 44 min. 18 sec. east, 245.15 feet to a point;

THENCE, on a curve to the right, the central angle of which is 10 deg. 23 min. 41 sec. the radius of which is 840.00 feet, the chord of which is north 86 deg. 56 min. 09 sec. east, 152.19 feet along the curve distance of 152.40 feet to the point of beginning.

Containing 239,580 square feet (5.50 acres, more or less).

EXHIBIT A (CONTINUED)

SAVE AND EXCEPT the following described tract:

Being parcel of land lying in Davidson County, Tennessee and being Lot One, Section Two, The Crossings at Hickory Hollow as of record in Book 7900, page 114, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning at a point in the north right-of-way line of Crossings Boulevard, said point being located westerly, 1232.03 feet from the west right-of-way return of Old Franklin Road at its intersection with Crossings Boulevard;

Thence, with the north right-of-way line of Crossings Boulevard, north 51 deg. 45 min. 42 sec. west, 270.00 feet to a point;

Thence, on a curve to the right, the radius of which is 45.00 feet, the central angle of which is 90 deg. 00 min. 00 sec., the chord of which is north 06 deg. 45 min. 42 sec. west, 63.64 feet, along the curve distance of 70.69 feet to a point;

Thence, leaving Crossings Boulevard and on a severance line across The Crossings at Hickory Hollow (Future Development) the following bearings and distances;

Thence, north 38 deg. 14 min. 18 sec. east, 163.56 feet to a point;

Thence, on a curve to the left, the radius of which is 900.00 feet, the central angle of which is 06 deg. 11 min. 30 sec., the chord of which is north 35 deg. 08 min. 33 sec. east, 97.21 feet, along the curve distance of 97.26 feet to a point;

Thence, south 54 deg. 41 min. 53 sec. east, 320.67 feet to a point;

Thence, south 36 deg. 14 min. 18 sec. west, 322.05 feet to the point of beginning.

Containing 98,637 square feet (2.264 acres, more or less).

EXHIBIT A (CONTINUED)

TRACT ONE (MIZE)

Being a triangular parcel of land being bounded on the East by Old Franklin Road; on the West by W.W. Wair; on the North by Seaboard Systems Railroad and being more particularly described as follows:

Beginning at an iron pin corner at the intersection of the south right-of-way line of Seaboard Systems Railroad and the West right-of-way line of Old Franklin Road;

Thence with the West right-of-way of Old Franklin Road, S 79° 21' 03" W, 223.38 feet to a point;

Thence on a curve to the left, the radius of which is 565.00 feet, the central angle of which is 72° 15' 52", the chord of which is S 43° 13' 08" W, 666.31 feet, along the curve distance of 712.61 feet to an iron pin corner common with W.W. Wair in the West right-of-way line of Old Franklin Road;

Thence with W.W. Wair, North 07° 5' 12" E, 784.93 feet to an iron pin corner common with W.W. Wair in the South right-of-way line of Seaboard Systems Railroad;

Thence with the South right-of-way line of Seaboard Systems Railroad, S 66° 28' 17" E, 631.47 feet to the point of beginning.

Containing 144,529 square feet (3.32 acres more or less).

EXHIBIT A (CONTINUED)

PARCEL 1 - TRACT 3 (MIZE)

Being a parcel of land bounded on the North by Seaboard Systems Railroad; on the East by Harold Ferguson; on the South by Harold Ferguson and Elsie Hall; on the West by Old Franklin Road and being more particularly described as follows:

Beginning at an iron pin at the intersection of the South right-of-way line of Seaboard Systems Railroad and the East right-of-way line of Old Franklin Road;

Thence with the South right-of-way line of Seaboard Systems Railroad, South 66° 28' 17" E, 872.62 feet to a point;

Thence S 65° 23' 16" E, 322.23 feet to a point;

Thence on a curve to the right, the radius of which is 2764.79 feet, the central angle of which is 09° 47' 35", the chord of which is South 58° 17' 42" E, 471.99 feet, along the curve distance of 472.57 feet to a point;

Thence S 51° 12' 07" E, 322.23 feet to a point;

Thence S 50° 07' 06" E, 795.07 feet to an iron pin corner common with Harold Ferguson in the south right-of-way line of Seaboard Systems Railroad;

Thence with Harold Ferguson the following bearings and distances:
Thence N 82° 18' 03" W, 554.15 feet to an iron pin;
Thence N 66° 55' 03" W, 1910.58 feet to an iron pin;
Thence S 07° 43' 54" W, 433.73 feet to a point in the center of a branch, a corner common with Elsie Hall in the West line of Harold Ferguson;

Thence with Elsie Hall, N 64° 46' 03" W, 800.89 feet to an iron pin corner common with Elsie Hall in the East right-of-way line of Old Franklin Road;

Thence with the East right-of-way of Old Franklin Road, N 07° 03' 18" E, 211.51 feet to a point;

Thence on a curve to the right, the radius of which is 515.00 feet, the central angle of which is 72° 15' 52", the chord of which is North 43° 13' 08" E, 607.34 feet, along the curve distance of 649.55 feet to a point;

Thence N 79° 21' 03" E, 297.01 feet to the point of beginning.

Containing 1,670,436 square feet (38.35 acres, more or less).

EXHIBIT A (CONTINUED)

PARCEL 2 (W. TURNER)

Being a parcel of land lying in Davidson County, Tennessee and being bounded on the East by Hazel Whitfield; on the West by Interstate Highway 24; on the North by W.W. Wair and being more particularly described according to a survey performed by Morrow & Associates, Inc. and dated October 21, 1986:

Beginning at a concrete monument corner common with Hazel Whitfield in the East right-of-way line of Interstate Highway 24, said monument being located N 41° 47' 27" W, 961.90 feet from the intersection of the West right-of-way line of Old Franklin Road and the East right-of-way line of Interstate Highway 24;

Thence with the East right-of-way line of Interstate Highway 24, N 41° 47' 27" W, 607.16 feet to a point, a corner common with W.W. Wair in the East right-of-way line of Interstate Highway 24;

Thence with Wair, S 83° 45' 39" E, 453.99 feet to an iron pin corner common with Hazel Whitfield in the South line of W.W. Wair;

Thence with Whitfield S 06° 36' 05" W, 406.04 feet to the point of beginning.

Containing 2.12 acres, more or less.

EXHIBIT A (CONTINUED)

PARCEL 3 (H. TURNER)

Being a parcel of land lying in Davidson County, Tennessee and being bounded on the East by Old Franklin Road; on the West by Interstate Highway 24; on the North by Hazel Whitfield and being more particularly described according to a survey performed by Morrow & Associates, Inc. and dated October 21, 1986:

Beginning at a concrete monument at the intersection of the West right-of-way line of Old Franklin Road and the East right-of-way line of Interstate Highway 24;

Thence with the East right-of-way line of Interstate Highway 24, N 41° 47' 27" W, 612.55 feet to a concrete monument corner common with Hazel Whitfield in the East right-of-way line of Interstate Highway 24;

Thence with Whitfield, South 84° 00' 56" East, 553.99 feet to an iron pin corner common with Hazel Whitfield in the West right-of-way line of Old Franklin Road;

Thence with the West right-of-way line of Old Franklin Road, on a curve to the right, the radius of which is 1,372.39 feet, the central angle of which is 17° 45' 40", the chord of which is S 19° 41' 21" W, 423.72 feet, along the curve distance of 425.43 feet to the point of beginning.

Containing 2.72 acres, more or less.

EXHIBIT A (CONTINUED)

PARCEL 4 (HICKORY HOLLOW)

Being a triangular tract of land lying in Davidson County, Tennessee and being bounded on the South and West by Interstate Highway No. 24; on the North by George Horton, Jr.; on the East by W.W. Wair and being more particularly described as follows:

Beginning at a concrete monument corner common with W.W. Wair in the East right-of-way line of Interstate Highway No. 24, said monument being located, North 41° 47' 27" W, 1682.31 feet from the intersection of the North right-of-way line of Old Franklin Road and the East right-of-way line of Interstate Highway No. 24;

Thence with the East right-of-way line of Interstate Highway No. 24 the following bearings and distances;

Thence N 41° 47' 27" W, 1183.28 feet to a point;

Thence on a curve to the left, the radius of which is 5899.58 feet, the central angle of which is 03° 55' 18", the chord of which is N 43° 45' 06" W, 403.73 feet, along the curve distance of 403.81 feet to a concrete monument;

Thence N 45° 50' 15" W, 101.55 feet to a concrete monument;

Thence N 36° 45' 39" W, 119.48 feet to a concrete monument;

Thence N 28° 24' 36" W, 144.53 feet to a concrete monument;

Thence N 24° 22' 22" W, 400.00 feet to a concrete monument;

Thence N 32° 00' 06" W, 101.51 feet to a concrete monument corner common with George Horton, Jr., in the East right-of-way line of Interstate Highway No. 24;

Thence with George Horton, Jr., S 84° 01' 53" E, 347.45 feet to a point;

Thence S 81° 16' 30" E, 1376.93 feet to an iron pin corner common with George Horton, Jr., in the West line of W.W. Wair;

Thence with W.W. Wair, S 06° 22' 18" W, 355.15 feet to a point;

Thence S 07° 05' 29" W, 980.26 feet to a point;

Thence S 07° 36' 46" W, 350.27 feet to the point of beginning.

Containing 37.23 acres, more or less.

EXHIBIT A (CONTINUED)

PARCEL 5 (WAIR)

Beginning at a point situated in the westerly margin of Old Franklin Road, said point being the Northeast corner of the Hazel Whitfield property of record in Deed Book 5449, page 157, R.O.D.C., Tennessee and the Southeast corner of the property herein described;

Thence, leaving said road, along a rock wall, N 81° 27' 22' W, a distance of 515.02 feet to an iron rod;

Thence, N 81° 44' 32" W, a distance of 789.96 feet to an iron rod in the Easterly margin of Interstate 24;

Thence, with the Easterly margin of Interstate 24, N 39° 59' 36" W, a distance of 113.25 feet to a concrete monument;

Thence, leaving said highway, N 9° 42' 52" E, a distance of 350.27 feet to a point;

Thence, N 9° 06' 18" E, a distance of 980.26 feet to a point;

Thence, N 8° 23' 07" E, a distance of 361.77 feet to a point;

Thence, N 36° 15' 40" E, a distance of 30.89 feet to a point;

Thence, N 23° 38' 22" E, a distance of 500.26 feet to a point;

Thence, N 25° 18' 16" E, a distance of 254.28 feet to a point;

Thence, N 21° 48' 12" E, a distance of 336.56 feet to an iron rod situated in the Southerly margin of the Seaboard Systems Railroad right-of-way;

Thence, with said right-of-way, around a curve to the right having a central angle of 8° 12' 04", a radius of 2764.93 feet, a total length of 395.76 feet to a point;

Thence, S 63° 27' 16" E, a distance of 755.91 feet to a point;

Thence, S 9° 06' 01" W, a distance of 873.78 feet to a point in the Westerly margin of Old Franklin Road;

Thence, with said road, S 9° 02' 47" W, a distance of 1638.50 feet to the point of beginning and containing 82.95 acres of land more or less.

The foregoing description being intended to describe the entire property conveyed to W.W. Wair by deed of record in Book 1585, page 57, Register's Office for Davidson County, Tennessee.

EXHIBIT A (CONTINUED)

PARCEL 6 - TRACT B (FERGUSON)

Being a parcel of land bounded on the West by Elsie Hall, Tract 1 herein described and Herman Mize; on the North by Herman Mize and Seaboard Systems Railroad; on the East by R.H. and W.H. Bonds; on the South by R.H. & W.H. Bonds, Elsie Hall and Mary Guthrie and being more particularly described as follows:

Beginning at a point in the center of Collins Creek, said point being the Northeast corner of Elsie Hall and a corner common with Herman Mize;

Thence with Herman Mize the following bearings and distances;

Thence N 07° 43' 54" E, 433.73 feet to a point;
Thence S 66° 55' 03" E, 1910.58 feet to a point;
Thence S 82° 18' 03" E; 554.15 feet to a point, a corner common with Herman Mize in the South right-of-way line of Seaboard Systems Railroad;

Thence with the South right-of-way line of Seaboard Systems Railroad, S 50° 07' 06" E, 1184.63 feet to a point, a corner common with R.H. & W.H. Bonds in the South right-of-way line of Seaboard Systems Railroad;

Thence with R.H. & W.H. Bonds the following bearings and distances:

Thence S 07° 18' 35" W, 383.06 feet to a point;
Thence N 85° 25' 45" W, 698.29 feet to a point;
Thence N 83° 25' 00" W, 807.08 feet to a point;
Thence S 08° 49' 16" W, 207.66 feet to a point;
Thence N 83° 16' 00" W, 712.26 feet to a point;
Thence N 09° 46' 24" W, 208.23 feet to a point;
Thence N 85° 42' 26" W, passing a corner common with line of W.W. Bonds and Elsie Hall, a total distance of 685.74 feet to a point; a corner common with Mary Guthrie in the North line of Elsie Hall;

Thence with Mary Guthrie, N 11° 29' 41" W, 299.66 feet to a point;

Thence continuing with Guthrie, N 83° 18' 29" W, 330.79 feet to a point, a corner common with Mary Guthrie in the East line of Elsie Hall;

Thence with Elsie Hall, W 07° 23' 14" E, 925.50 feet to the point of beginning.

Containing 88.50 acres, more or less.

EXHIBIT A (CONTINUED)

PARCEL 6 (FERGUSON)

A. Being a 20-foot wide access right-of-way bounded on the West by Old Franklin Road; on the North by Elsie Hall; on the East by Tract Two herein described; on the South by Elsie Hall and being more particularly described as follows:

Beginning at an iron pin corner in the East right-of-way line of Old Franklin Road, said pin being located South 07° 03' 18" W, 99.24 feet from the Northeast corner of Elsie Hall property;

Thence leaving Old Franklin Road, and thru the Elsie Hall property, the following bearings and distances:

Thence N 89° 54' 48" E, 157.13 feet to a point;
Thence S 85° 43' 59" E, 70.35 feet to a point;
Thence S 66° 07' 36" E, 71.58 feet to a point;
Thence S 54° 04' 58" E, 160.13 feet to a point;
Thence S 57° 13' 46" E, 96.12 feet to a point;
Thence S 57° 59' 30" E, 63.75 feet to a point;
Thence S 67° 13' 02" E, 89.29 feet to a point;
Thence S 75° 27' 00" E, 96.31 feet to a point in the West line of Tract 2, herein described, said point being located S 07° 23' 14" W, 29.80 feet from the Northeast corner of the Elsie Hall property;

Thence with the West line of Tract 2, S 07° 23' 14" W, 20.16 feet to a point;

Thence leaving Tract 2 and thru the Elsie Hall property, the following bearings and distances:

Thence N 75° 27' 00" W, 100.26 feet to a point;
Thence N 67° 13' 02" W, 92.34 feet to a point;
Thence N 57° 59' 30" W, 65.49 feet to a point;
Thence N 57° 13' 46" W, 96.80 feet to a point;
Thence N 54° 04' 58" W, 158.56 feet to a point;
Thence N 66° 07' 36" W, 66.01 feet to a point;
Thence N 85° 43' 59" W, 66.14 feet to a point;
Thence S 89° 54' 48" W; 158.88 feet to an iron pin in the East right-of-way line of Old Franklin Road;

Thence with the East right-of-way of Old Franklin Road, N 07° 03' 18" E, 20.16 feet to the point of beginning.

Containing 0.37 acres, more or less.

EXHIBIT A (CONTINUED)

PARCEL 8 - TRACT A

BEING A PARCEL OF LAND LYING IN DAVIDSON COUNTY, TENNESSEE AND BEING BOUNDED ON THE NORTH BY A 20 FOOT RIGHT-OF-WAY OWNED BY HAROLD FERGUSON; ON THE EAST BY ELSIE HALL; ON THE SOUTH BY EARL HALL; ON THE WEST BY OLD FRANKLIN ROAD AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN CORNER COMMON WITH HAROLD FERGUSON'S 20 FOOT RIGHT-OF-WAY IN THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD, SAID PIN BEING LOCATED SOUTHERLY, 1277.46 FEET FROM THE INTERSECTION OF THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD AND THE SOUTH RIGHT-OF-WAY LINE OF SEABOARD SYSTEMS RAILROAD;

THENCE WITH THE SOUTH LINE OF HAROLD FERGUSON'S 20 FOOT RIGHT-OF-WAY THE FOLLOWING BEARINGS AND DISTANCES;
THENCE NORTH 89 DEG. 54 MIN. 48 SEC. EAST, 158.83 FEET TO A POINT;
THENCE SOUTH 85 DEG. 43 MIN. 59 SEC. EAST, 66.14 FEET T A POINT;
THENCE SOUTH 66 DEG. 07 MIN 36 SEC. EAST, 66.01 FEET TO A POINT;
THENCE SOUTH 54 DEG. 04 MIN. 58 SEC. EAST, 158.56 FEET TO A POINT;
THENCE SOUTH 57 DEG. 13 MIN. 46 SEC. EAST, 96.80 FEET TO A POINT;
THENCE SOUTH 57 DEG. 59 MIN. 30 SEC. EAST, 65.49 FEET TO A POINT;
THENCE SOUTH 67 DEG. 13 MIN. 02 SEC. EAST, 13.47 FEET TO AN IRON PIN IN THE SOUTH LINE OF HAROLD FERGUSON'S 20 FOOT RIGHT-OF-WAY;

THENCE LEAVING FERGUSON AND ON A SEVERANCE LINE THRU THE ELSIE HALL PROPERTY THE FOLLOWING BEARINGS AND DISTANCES;
THENCE SOUTH 63 DEG. 01 MIN. 58 SEC. WEST, 91.90 FEET TO A POINT;
THENCE ON A CURVE TO THE LEFT, THE RADIUS OF WHICH IS 1041.35 FEET, THE CENTRAL ANGLE OF WHICH IS 56 DEG. 00 MIN. 00 SEC., THE CHORD OF WHICH IS SOUTH 35 DEG. 01 MIN. 58 SEC. WEST, 977.77 FEET, ALONG THE CURVE DISTANCE OF 1017.80 FEET TO A POINT;

THENCE ON A LINE PARALLEL TO AND 50 FEET EAST OF THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD, SOUTH 07 DEG. 01 MIN. 58 SEC. WEST, 829.88 FEET TO A POINT;

THENCE ON A CURVE TO THE RIGHT, THE RADIUS OF WHICH IS 1577.89 FEET, THE CENTRAL ANGLE OF WHICH IS 06 DEG. 08 MIN. 02 SEC., THE CHORD OF WHICH IS SOUTH 10 DEG. 05 MIN. 59 SEC. WEST, 168.84 FEET, ALONG THE CURVE DISTANCE OF 168.92 FEET TO AN IRON PIN CORNER IN THE NORTH LINE OF EARL HALL;

THENCE WITH EARL HALL, NORTH 83 DEG. 20 MIN. 00 SEC. WEST, 23.91 FEET TO AN IRON PIN CORNER COMMON WITH EARL HALL IN THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD;

THENCE WITH THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD THE FOLLOWING BEARINGS AND DISTANCES;

EXHIBIT A (CONTINUED)

THENCE ON A CURVE TO THE LEFT, THE RADIUS OF WHICH IS 1472.39 FEET, THE CENTRAL ANGLE OF WHICH IS 04 DEG. 40 MIN. 15 SEC. THE CHORD OF WHICH IS NORTH 09 DEG. 22 MIN. 05 SEC. EAST, 120.00 FEET, ALONG THE CURVE DISTANCE OF 120.03 FEET TO A POINT;
THENCE NORTH 07 DEG. 01 MIN. 58 SEC. EAST, 56.35 FEET TO A CONCRETE MONUMENT;
THENCE NORTH 82 DEG. 58 MIN. 02 SEC. WEST, 21.95 FEET TO A POINT;
THENCE NORTH 07 DEG. 01 MIN. 58 SEC. EAST, 1883.28 FEET TO THE POINT OF BEGINNING.

CONTAINING 6.924 ACRES, MORE OR LESS.

EXHIBIT A (CONTINUED)

PARCEL 8 - TRACT B

BEING A PARCEL OF LAND LYING IN DAVIDSON COUNTY, TENNESSEE AND BEING BOUNDED ON THE NORTH BY HERMAN MIZE; ON THE EAST BY ELSIE HALL; ON THE SOUTH BY A 20 FOOT RIGHT-OF-WAY OWNED BY HAROLD FERGUSON; ON THE WEST BY OLD FRANKLIN ROAD AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN CORNER COMMON WITH HERMAN MIZE IN THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD, SAID PIN BEING LOCATED SOUTHERLY, 1158.07 FEET FROM THE INTERSECTION OF THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD AND THE SOUTH RIGHT-OF-WAY LINE OF SEABOARD SYSTEMS RAILROAD;

THENCE WITH HERMAN MIZE, SOUTH 64 DEG. 46 MIN. 03 SEC. EAST, 692.81 FEET TO AN IRON PIN CORNER IN THE SOUTH LINE OF HERMAN MIZE;

THENCE LEAVING THE SOUTH LINE OF HERMAN MIZE AND ON A SEVERANCE LINE THRU THE ELSIE HALL PROPERTY, SOUTH 63 DEG. 01 MIN. 58 SEC. WEST, 61.76 FEET TO AN IRON PIN IN THE NORTH LINE OF HAROLD FERGUSON'S 20 FOOT RIGHT-OF-WAY;

THENCE WITH THE NORTH LINE OF HAROLD FERGUSON'S 20 FOOT RIGHT-OF-WAY THE FOLLOWING BEARINGS AND DISTANCES;
THENCE NORTH 67 DEG. 13 MIN. 02 SEC. WEST, 28.79 FEET TO A POINT;
THENCE NORTH 57 DEG. 59 MIN. 30 SEC. WEST, 63.75 FEET TO A POINT;
THENCE NORTH 57 DEG. 13 MIN. 46 SEC. WEST, 96.12 FEET TO A POINT;
THENCE NORTH 54 DEG 04 MIN. 58 SEC. WEST, 160.13 FEET TO A POINT;
THENCE NORTH 66 DEG. 07 MIN 36 SEC. WEST, 71.58 FEET TO A POINT;
THENCE NORTH 85 DEG 43 MIN 59 SEC. WEST, 70.35 FEET TO A POINT;
THENCE SOUTH 89 DEG. 54 MIN. 48 SEC. WEST, 157.09 FEET TO AN IRON PIN CORNER COMMON WITH HAROLD FERGUSON IN THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD;

THENCE WITH THE EAST RIGHT-OF-WAY LINE OF OLD FRANKLIN ROAD, NORTH 07 DEG. 01 MIN. 58 SEC. EAST, 99.23 FEET TO THE POINT OF BEGINNING.

CONTAINING 0.510 ACRES, MORE OR LESS.

EXHIBIT A (CONTINUED)

PARCEL 10 (JOHN HENRY GUTHRIE)

Being a Parcel of Land lying in Davidson County, Tennessee and being bounded on the North by W.W. Wair and Arthur Wilson; on the East by Old Franklin Road; on the South by Willie Ethel Turner; and on the West by Interstate Highway 24:

Beginning at an iron pin corner common with Willie Ethel Turner in the west right-of-way line of Old Franklin Road, said iron pin being located northerly, 425 feet, more or less, from the intersection of the west right-of-way line of Old Franklin Road and the easterly right-of-way line of Interstate Highway 24;

Thence with Turner, North 84 deg. 00 min. 56 sec. West, 553.99 feet to a concrete monument corner common with Turner in the easterly right-of-way line of Interstate Highway 24;

Thence with the easterly right-of-way line of Interstate Highway 24, North 41 deg. 47 min. 27 sec. West, 349.35 feet to a concrete monument corner common with Willie Ethel Turner;

Thence with Turner, North 06 deg. 36 min. 05 sec. East, 406.04 feet to an iron pin corner common with W.W. Wair;

Thence with Wair, South 83 deg. 41 min. 52 sec. East, 430.98 feet to an iron pin corner common with Arthur Wilson;

Thence with Wilson, South 7 deg. 01 min. 58 sec. West, 210.00 feet to an iron pin corner common with Wilson;

Thence with Wilson South 83 deg. 28 min. 29 sec. East, 420.00 feet to an iron pin corner in the West right-of-way line of Old Franklin Road;

Thence with the West right-of-way line of Old Franklin Road the following Bearings and Distances:

Thence, South 07 deg. 01 min. 58 sec. West, 278.38 feet to an iron pin; Thence, North 82 deg. 58 min. 02 sec. West, 28.05 feet to a concrete monument;

Thence, South 07 deg. 01 min. 58 sec. West, 56.35 feet to an iron pin; Thence, North 82 deg. 58 min. 02 sec. West, 28.05 feet to a concrete monument; Thence, South 07 deg. 01 min. 58 sec. West, 56.35 feet to an iron pin; Thence, on a curve to the right, the radius of which is 1372.39 feet, the central angle of which is 03 deg. 46 min. 33 sec., the chord of which is south 08 deg. 55 min. 14 sec. West, 90.43 feet, along the curve distance of 90.44 feet to the point of beginning.

Containing 418,406 Sq. ft. (9.605 acres, more or less)

EXHIBIT A (CONTINUED)

PARCEL 11 (WILSON)

Being a Parcel of Land lying in Davidson County, Tennessee and being bounded on the North by W.W. Wair; on the East by Old Franklin Road; on the South by Hazel Whitfield; and on the West by Hazel Whitfield and being more particularly described as follows:

Beginning at an iron pin corner common with Hazel Whitfield in the West right-of-way line of Old Franklin Road, said iron pin being located northerly, 850 feet, more or less, from the intersection of the easterly right-of-way line of interstate highway 24 and the west right-of-way line of Old Franklin Road;

Thence with Whitfield the following bearings and distances; Thence, North 83 deg. 28 min. 29 sec. West, 420.00 feet to an iron pin; Thence, North 07 deg. 01 min. 58 sec. East, 210.00 feet to an iron pin corner common with Whitfield and W.W. Wair;

Thence with Wair, South 83 deg. 28 min. 29 sec. East, 420.00 feet to an iron pin corner in the West right-of-way of Old Franklin Road;

Thence with the west right-of-way line of Old Franklin Road, South 07 deg. 01 min. 58 sec. West, 210.00 feet to the point of beginning.

Containing 88,197 Sq. Feet (2.025 Acres, more or less).

PARCEL 12 - GUTHRIE
CENTERLINE DRIVE OF PARCEL 32, MAP 174

Being the centerline of a drive across the property of Elsie R. Hall, as of record in Deed Book 1011, page 195, Register's Office for Davidson County, Tennessee and extending from the east right-of-way of Old Franklin Road to a point in the west line of Mary L. Guthrie as of record in Deed Book 1286, page 632, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning at a point in the east right-of-way line of Old Franklin Road, said point being located northerly 2,150 feet, more or less, along the east right-of-way line of Old Franklin Road from the intersection of the east right-of-way line of Old Franklin Road and the north right-of-way line of Interstate 24;

Thence, on the centerline of drive across the Hall property the following bearings and distances;

Thence, South 44° 49'50" East, 30.92 feet to a point;
Thence, South 26° 02'11" East, 111.39 feet to a point;
Thence, South 49° 33'00" East, 36.94 feet to a point;
Thence, South 69° 02'42" East, 59.80 feet to a point;
Thence, South 58° 26'02" East, 108.78 feet to a point;
Thence, South 32° 49'46" East, 60.18 feet to a point;
Thence, South 46° 30'54" East, 112.37 feet to a point;
Thence, South 66° 12'18" East, 145.78 feet to a point;
Thence, South 49° 23'54" East, 61.15 feet to a point;
Thence, South 14° 18'52" West, 78.35 feet to a point;
Thence, South 08° 17'25" West, 54.91 feet to a point;
Thence, South 10° 19'15" East, 100.29 feet to a point;
Thence, South 26° 06'08" East, 50.57 feet to a point;
Thence, South 42° 06'59" East, 101.93 feet to a point;

Thence, South 79° 36'45" East, 36.66 feet to a point of terminus in the west line of Guthrie, said point being located South 10° 23'15" West, 43.95 feet, more or less from the northwest corner of Guthrie, common with Harold Ferguson, et ux, in the east line of Hall.

PARCEL 31, MAP 174
Being a parcel of land lying in Davidson County, Tennessee and being owned by Mary L. Guthrie as of record in Deed Book 1286, page 632, Register's Office for Davidson County, Tennessee and being bounded on the north and east by Harold Ferguson, et ux, and on the south and west by Elsie R. Hall and being more particularly described as follows:

Beginning at an iron pin, the northwest corner of the tract herein described, common with Ferguson, in the east line of Hall;

Thence, with Ferguson, South 83° 18'29" East, 330.79 feet to an iron pin corner common with Ferguson;

Thence, continuing with Ferguson, S 11° 29'41" East, 299.66 feet to an iron pin corner common with Ferguson, in the north line of Hall;

Thence, with Hall, the following bearings and distances:

Thence, North 82° 29'07" West, 139.09 feet to an iron pin;
Thence, North 84° 03'00" West, 296.45 feet to an iron pin corner;
Thence, North 07° 44'31" East, 158.41 feet to an iron pin;
Thence, North 10° 23'15" East, 128.42 feet to the point of beginning.

Containing 109,378 square feet (2.51 acres, more or less).

EXHIBIT A (CONTINUED)

PARCEL 13 - TRACT A (HALL PROPERTY)

Being a parcel of land lying in Davidson County, Tennessee and being bounded on the south, west, North and east by Hickory Downs Venture and more particularly described according to a survey of Morrow and Associates, Inc. dated August 10, 1988 and revised December 15, 1988 as follows:

Beginning at a point at the southeast corner of Tract One described herein, said point being located North 07 degrees 23 minutes 14 seconds east, 200.16 feet from the northeast corner of Tract Two described herein;

Thence, North 75 degrees 27 minutes 00 seconds west, 96.31 feet to a point; thence, North 67 degrees 13 minutes 02 seconds west, 60.49 feet to a point; thence, North 63 degrees 01 minutes 58 seconds east, 61.76 feet to a point; thence south 64 degrees 46 minutes 03 seconds east, 108.09 feet to a point; thence, south 07 degrees 23 minutes 14 seconds west, 29.80 feet to the point of beginning.

Containing 5,347 square feet (0.1228 acre more or less).

EXHIBIT A (CONTINUED)

PARCEL 13 - TRACT B (HALL)

Being a parcel of land lying in Davidson County, Tennessee and being bounded on the west by Old Franklin Road and Hickory Downs Venture; on the North by Hickory Downs Venture; on the east by Hickory Downs Venture, George Guthrie, and R. H. and W. H. Bonds; on the south by Interstate Highway 24 and being more particularly described according to a survey of Morrow and Associates, Inc. dated August 10, 1988 and revised December 15, 1988 as follows:

Beginning at an iron pin corner at the intersection of the North right-of-way line of Interstate Highway 24 and the east right-of-way line of Old Franklin Road; thence with the east right-of-way line of Old Franklin Road the following bearings and distances; thence on a curve to the left, the radius of which is 1502.39 feet, the central angle of which is 08 degrees 16 minutes 18 seconds, the chord of which is North 27 degrees 03 minutes 01 seconds east, 216.71 feet, along a curve distance of 216.90 feet to an iron pin; thence, North 67 degrees 05 minutes 08 seconds west, 30.00 feet to an iron pin corner;

Thence on a curve to the left, the radius of which is 1472.39 feet, the central angle of which is 11 degrees 12 minutes 39 seconds, the chord of which is North 17 degrees 18 minutes 32 seconds east, 287.63 feet, along a curve distance of 288.09 feet to an iron pin corner common with Hickory Downs Venture in the east right-of-way line of Old Franklin Road;

Thence leaving Old Franklin Road and with Hickory Downs Venture the following bearings and distances; thence, south 83 degrees 20 minutes 00 seconds east, 23.91 feet to a point; thence on a curve to the left, the radius of which is 1577.89 feet, the central angle of which is 06 degrees 08 minutes 02 seconds, the chord of which is North 10 degrees 05 minutes 59 seconds east, 168.84 feet, along a curve distance of 168.92 feet to a point; thence, North 07 degrees 01 minutes 58 seconds east, 829.88 feet to a point; thence on a curve to the right, the central angel of which is 56 degrees 00 minutes 00 seconds, the chord of which is North 35 degrees 01 minutes 58 seconds east, 977 feet, along a curve distance of 1017.80 feet to a point; thence North, 63 degrees 01 minutes 58 seconds east, 91.90 feet to a point; thence, south 67 degrees 13 minutes 02 seconds east, 78.87 feet to a point; thence south 75 degrees 27 minutes 00 seconds east, 100.26 feet to a point; thence, south 07 degrees 23 minutes 14 seconds west, 875.55 feet to an iron pin corner common with Hickory Downs Venture and George Guthrie;

Thence with George Guthrie the following bearings and distances; thence, south 10 degrees 23 minutes 15 seconds west, 128.42 feet to an iron pin; thence, south 07 degrees 44 minutes 31 seconds west, 158.41 feet to an iron pin corner; thence, south 84 degrees 03 minutes 00 seconds east, 296.45 feet to an iron pin; thence, south 82 degrees 29 minutes 07 seconds east, 139.09 feet to an iron pin corner common with George Guthrie and Hickory Downs Ventures;

Thence with Hickory Downs Venture, south 85 degrees 42 minutes 26 seconds east, 125.90 feet to an iron pin corner common with R. H. and W. H. Bonds in the south line of Hickory Downs Venture; thence with R. H. and W. H. Bonds the following bearings and distances: thence, south 07 degrees 45 minutes 21 seconds west, 698.29 feet to an iron pin; thence south, 07 degrees 25 minutes 37 seconds west, 564.05 feet to an iron pin; thence, south 07 degrees 20 minutes 51 seconds west, 301.22 feet to an iron pin; thence, south 07 degrees 49 minutes 46 seconds west, 770.53 feet to an iron pin corner common with R. H. Bonds and W. H. Bonds and the North right-of-way line of Interstate Highway 24.

Thence with the North right-of-way line of Interstate Highway 24 the following bearings and distances; thence, North 41 degrees 46 minutes 11 seconds west, 16.00 feet to a concrete monument corner common with Ray C. Hall in the North right-of-way line of Interstate Highway 24, thence, south 48 degrees 13 minutes 49 seconds west, 60.00 feet to a concrete monument corner; thence, North 41 degrees 46 minutes 11 seconds west, 1740.75 feet to the point of beginning.

Containing 3,065,531 square feet (70.375 acres, more or less) according to said survey.

EXHIBIT A (CONTINUED)

PARCEL 13 - TRACT C (HALL)

Being a parcel of land lying in Davidson County, Tennessee and being bounded on the North by R. H. and W. H. Bonds; on the east by Mary Sue Clark and L. Hunter Burkitt, Jr.; on the south and west by Interstate Highway 24 and being more particularly described according to a survey of Morrow and Associates, Inc. dated August 10, 1988 and revised December 15, 1988 as follows:

Beginning at an iron pin at the southeast corner of R. H. and W. H. Bonds and the North right-of-way line of Interstate Highway 24, said pin being located south 41 degrees 46 minutes 11 seconds east, 198.57 feet from the corner common of R. H. and W. H. Bonds, Earl A. Hall, the southeast corner of Tract Two in the North right-of-way line of Interstate Highway 24;

Thence with R. H. and W. H. Bonds the following bearings and distances; thence, south 80 degrees 56 minutes 57 seconds east, 527.95 feet to an iron pin; thence, south 80 degrees 15 minutes 31 seconds east 267.68 feet to an iron pin; thence, south 82 degrees 15 minutes 20 seconds east, 426.00 feet to an iron pin; thence, south 81 degrees 21 minutes 54 seconds, east 170.00 feet to an iron pin corner common with Mary Sue Clark and the south line of R. H. and W. H. Bonds;

Thence with Mary Sue Clark, south 05 degrees 29 minutes 39 seconds west, and passing a corner common to Mary Sue Clark and L. Hunter Burkitt, Jr. and passing a corner common with L. Hunter Burkitt, Jr. and Interstate Highway 24 a total distance of 1286.70 feet to a concrete monument in the North right-of-way line of Interstate Highway 24;

Thence with the North right-of-way line of Interstate Highway 24 the following bearings and distances; thence, North 41 degrees 46 minutes 11 seconds west, 1936.52 feet to a concrete monument; thence, North 48 degrees 13 minutes 49 seconds east, 60.00 feet to a concrete monument; thence, North 41 degrees 46 minutes 11 seconds east, 10.43 feet to the point of beginning.

Containing 947,683 square feet (21.756 acres, more or less).

EXHIBIT A (CONTINUED)

Being parts of the same property conveyed to American General Realty Investment Corporation by deed of record in Book 8601, page 976, Register's Office for Davidson County, Tennessee. A portion of the property was subsequently conveyed to Hickory Downs Development, Inc. by Deed of record in Book 9534, page 423, said Register's Office; however, the said Hickory Downs Development, Inc. has since merged into American General Realty Investment Corporation, as evidenced by Certificate of Ownership and Merger dated November 21, 1997, having an effective date of January 2, 1998, as filed in the office of the Tennessee Secretary of State on January 20, 1998.

Included in the above descriptions but specifically excluded are the tracts of land conveyed in the following deeds (herein, the "Excluded Parcels"): Book 8075, page 883, Book 9534, page 423; Book 9663, page 235 (First Security Bank of Utah); Book 9730, page 967 (Christian Network); Book 9772, page 479; Book 9772, page 483; Book 10095, page 96 (Waterford Crossings, G.P.); Book 10435, page 757 (AGLA); Book 10523, page 878 (American Properties Co.); Book 10548, page 974; Book 10548, page 978; Book 10722, page 1010 (Butler Real Estate); Book 10728, page 212 (Beck Arnley); Book 11067, page 44 (Feintool); and Book 11638, page 47 (Pool and Spa Depot, L.L.C.), Register's Office for Davidson County, Tennessee, and any and all roads, easements, rights-of-way or other portions of the aforesaid property which have been dedicated or otherwise conveyed pursuant to any plat or similar instrument recorded in the Register's Office (herein, the "Plats"). The Plats and the previously mentioned deeds describing the Excluded Parcels are incorporated herein by reference.

IT 0631731 REFERENCE
99 SEP -2 PM 12:29
DAVIDSON COUNTY, TN.

EXHIBIT "B"

Permitted Exceptions

1. 1999 taxes, a lien, which are not yet due and payable and which have been prorated between Grantor and Grantee and assumed by Grantee.

2. Taxes and/or assessments levied or assessed against the subject property pursuant to the provisions of TCA 67-5-603, et seq., which have not been assessed and are not payable.

3. All matters shown on Plat recorded in Book 7900, page 39; Book 7900, page 69; Book 7900, page 114; Book 7900, page 229; Book 9700, page 36; Book 9700, page 199; Book 9700, page 392; Book 9700, page 511; Book 9700, page 512; and Book 9700, page 707. Surveyor's Certificate of Correction of Plat in Book 10728, page 740; Book 9700, page 586, and The Crossings at Hickory Hollow Phase II, Resubdivision of Lot 3 of record in Book 9700, 969, Register's Office for Davidson County, Tennessee.

4. Restrictions as contained in Book 7963, page 145, as rerecorded in Book 7966, page 60, amended in Book 8085, page 402 and Book 9730, page 957, and supplemented in Book 10722, page 95.

5. Easement(s) to Tennessee Valley Authority as set forth in instrument recorded in Book 2394, page 533 and Book 3067, page 173.

6. Easement(s) to Tennessee Valley Authority as set forth in instrument recorded in Book 4423, page 828 and Book 4472, page 155.

7. Lack of direct ingress and egress to I-24, a controlled access highway, as conveyed to State of Tennessee of record in Book 2813, page 369 and Book 2813, page 385.

8. Family cemetery located on Map 174/30 together with rights of ingress and egress thereto.

9. Easement as of record in Book 10728, page 225 and Book 10728, page 219.

10. Easement as of record in Book 8075, page 890, modified in Book 10036, page 334.

11. Easement as of record in Book 8075, page 883.

12. Infrastructure Funding Agreement as of record in Book 7963, page 165.

13. Easement(s) to Metropolitan Government of Nashville and Davidson County for sanitary sewer and/or storm drainage, as set forth in instrument recorded in Book 7154, page 308.

14. Rights of the railroad company servicing the railroad siding located on the Subject Property in and to the ties, rails and other properties constituting said railroad siding or in and to the use thereof and also rights of others entitled in and to the use thereof.

15. Rights of the Railroad under a Charter Right-of-Way.

16. Detention Pond Easement as of record in book 10095, page 208.

17. Subject to the rights of purchasers pursuant to those certain real estate purchase contracts for the sale of portions of the Subject Property which are more particularly described in that certain Assignment and Assumption of Real Estate Contracts between Grantor and Grantee dated September 1, 1999.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

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

063173 1

IDENTIFICATION REFERENCE

99 SEP -2 PM 12:29

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CAMT

4746955.20
CON TX 17574.84
PRFEE 1.00
MORTD 96.00
CFEE 2.00
TOTAL 17673.84
CHECK 17673.84

09/02/99 01 12:30 0001 4054

BOOK 11647 PAGE 167

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1512094