THIS INSTRUMENT PREPARED BY:
WHITE & REASOR, PLC (CBRJR)
3305 WEST END AVENUE
NASHVILLE, TENNESSEE 37203
File Box 42

Address New Owner:	**Send Tax Bills to:**	**Map/Parcel Nos.:**
Union Street Plaza Investors, L.P. 319 21st Avenue, North Nashville, TN 37203	Same	Map: 105-04 Parcel: 387

QUITCLAIM DEED

FOR NO MONETARY CONSIDERATION but to effect a distribution from a limited liability company to a member in accordance with an agreement of the members of such limited liability company, UNION STREET PLAZA, L.L.C., a Tennessee limited liability company ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto UNION STREET PLAZA INVESTORS, L.P., a Tennessee limited partnership ("Grantee"), its successors and assigns, all of Grantor's right, title and interest in and to certain real estate in Davidson County, Tennessee, described in Exhibit "A," which is attached hereto and incorporated herein by this reference.

This is improved property known as 43 Trimble Street, Nashville, Tennessee 37210.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The consideration actually received for this conveyance as provided in T.C.A. § 67-4-409 is $0.00.

AFFIANT

SUBSCRIBED and sworn to before me, this 24th day of February, 2000.

Notary Public

My Commission Expires:
10/25/03

JENNIFER R. FREY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

This conveyance is without representation or warranty and is subject to all matters, recorded and unrecorded, affecting title to the Property.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly-authorized Chief Manager on this the 24th day of February, 2000.

"GRANTOR"

UNION STREET PLAZA, L.L.C., a
Tennessee limited liability company

By:
Ben H. Willingham, III,
Chief Manager

Instr:200002280018997 Page: 1 OF 3
REC'D FOR REC 02/28/2000 11:13:37AM
RECORD FEE: $14.00
M. TAX: $0.00 T. TAX: $0.00

[Acknowledgment on Following Page]

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Jennifer R. Frey, a Notary Public of said County and State, personally appeared Ben H. Willingham, III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager (or other officer authorized to execute the instrument) of UNION STREET PLAZA, L.L.C., the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager.

Witness my hand and seal, at office in Nashville, this 24 day of February, 2000.

Notary Public

My Commission Expires:

October 25, 2003

JENNIFER R. FREY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

EXHIBIT "A"

LEGAL DESCRIPTION

BEING land in Davidson County, Tennessee, more particularly described as follows:

TRACT 1:

Land in Davidson County, Tennessee, being Lot Nos. 13 and 15 on the Map of Old Fair Grounds Subdivision, of record in Book 21, Page 116, Register's Office for said County.

Said Lot Nos. 13 and 15 front together 100 feet on the southerly side of Trimble Street and run back between lines, 160 feet on the westerly line and 161.4 feet on the easterly line with the westerly margin of Lewis Street, formerly East Hill Street, to an alley measuring 116 feet thereon.

TRACT 2:

Land in Davidson County, Tennessee, being Lot No. 11 on the Map of Old Fair Grounds Subdivision, of record in Book 21, Page 116, Register's Office for said County.

Said Lot No. 11 fronts 50 feet on the south side of Old Murfreesboro or Buchanan Mill Road and runs back between parallel lines 160 feet to an alley.

TRACT 3:

Land in Davidson County, Tennessee, being Lot No. 9 on the Map of Old Fair Grounds Subdivision, of record in Book 21, Page 116, Register's Office for said County.

Said Lot No. 9 fronts 50 feet on the south side of Trimble Street or Avenue and runs back between parallel lines 160 feet to an alley.

BEING the same property conveyed to Union Street Plaza, L.L.C., by a deed from Lineberry Properties, Inc., as of record as Instrument No. 200002160015559, Register's Office for Davidson County, Tennessee.