Instr:200008210082559 Page: 1 OF 7
REC'D FOR REC 08/21/2000 3:28:29PM
RECORD FEE: $31.00
M. TAX: $0.00 T. TAX: $5550.00

Prepared by:

Janice K. Pulver, Attorney
Tennessee Valley Authority
1101 Market Street, CST 7D
Chattanooga, Tennessee 37402-2801
Telephone No.: (423) 751-2096

TVA TRACT NO. XNTPSC-3

Mail Tax Bills To:
GRANTEE
Western Properties
3750 Stewarts Lane
Nashville TN 37218

SPECIAL WARRANTY DEED

NASHVILLE, TENNESSEE, POWER SERVICE CENTER
AT COCKRILL BEND INDUSTRIAL PARK

THIS INDENTURE, made and entered into by and between the UNITED STATES OF AMERICA (hereinafter sometimes referred to as the "GRANTOR"), acting herein by and through its legal agent, the TENNESSEE VALLEY AUTHORITY (hereinafter sometimes referred to as "TVA"), a corporation created and existing under an Act of Congress known as the Tennessee Valley Authority Act of 1933, as amended, and WESTERN PROPERTIES, a general partnership (hereinafter referred to as the "GRANTEE");

W I T N E S S E T H:

WHEREAS Section 31 of the above-referenced Act of Congress authorizes and directs TVA, as legal agent of the UNITED STATES OF AMERICA, to sell at public auction after due advertisement to the highest bidder any land purchased by TVA in the name of the UNITED STATES OF AMERICA not necessary to carry out plans and projects actually decided upon; and

WHEREAS no permanent dam, hydroelectric power plants, fertilizer plant, or munitions plant is located on the land hereinafter described and designated in the TVA land records as Tract No. XNTPSC-3, and TVA has determined that said land is not necessary to carry out any of its plans and projects actually decided upon; and

WHEREAS TVA pursuant to and in accordance with the provisions of said Act of Congress advertised said land for sale at public auction; and

WHEREAS pursuant to said advertisement said land was offered for sale at public auction on June 22, 2000, in Nashville, Tennessee, and the terms of said sale having been cried for a reasonable time, said land was finally sold to the GRANTEE for the sum of ONE MILLION FIVE HUNDRED THOUSAND AND NO/100 DOLLARS ($1,500,000.00) that being the highest and best bid made at said sale.

NOW, THEREFORE, in consideration of the premises and the full payment of the aforesaid bid, receipt whereof is hereby acknowledged, TVA as legal agent for the UNITED STATES OF AMERICA does hereby bargain, sell, transfer, and convey unto the GRANTEE a parcel of land located in Davidson County, Tennessee, designated as TVA Tract No. XNTPSC-3, described in Exhibit A and shown on Exhibit B, both of which are attached hereto and made a part hereof.

GRANTOR and TVA hereby agree to indemnify the GRANTEE against and save it harmless from all environmental claims, damages, demands, actions, costs, and charges to which it may be subject or which it may have to pay as a result of GRANTOR's or TVA's past use of said land prior to the date of closing. Furthermore, by the acceptance hereof, GRANTEE agrees to indemnify the GRANTOR and TVA

against and save them harmless from all environmental claims, damages, demands, actions, costs, and charges to which they or either of them may be subject or which they or either of them may have to pay by reason of GRANTEE's use of said land subsequent to the date of closing.

Said land is conveyed subject to such facts as would be disclosed by an accurate survey of the premises.

Said land is conveyed subject to such rights as may be vested in third parties to road rights-of-way, a gas pipeline, a railroad spur track, telephone lines, electric power distribution line and other existing utilities. Said land is also conveyed subject to such rights as may be vested in the Metropolitan Government of Nashville and Davidson County, Tennessee, or their successors in interest to an easement for a sewerline as conveyed by the United States of America by and through its legal agent TVA by virtue of a Grant of Easement dated October 25, 1985, of record in Deed Book 6710, page 367, in the office of the Register of Davidson County, Tennessee, said conveyance being designated in the TVA land files as Tract No. XNTPSC-1S.

TO HAVE AND TO HOLD said land and premises unto the GRANTEE, its successors and assigns, in fee simple together with all and singular, the hereditaments and appurtenances thereunto belonging or in any way appertaining.

And TVA does hereby covenant that the UNITED STATES OF AMERICA is seized and possessed of said land; that TVA as legal agent of the UNITED STATES OF AMERICA is duly authorized to convey the same; that said land is free and clear of liens and encumbrances; and that, subject only to such exceptions, conditions, restrictions, and/or limitations as may be expressly mentioned above, it will warrant and defend the title thereto against the lawful demands of all persons claiming by, through, or under the UNITED STATES OF AMERICA, but not further or otherwise.

IN WITNESS WHEREOF, the TENNESSEE VALLEY AUTHORITY, acting herein as legal agent of the UNITED STATES OF AMERICA and being duly authorized to do so, has caused this instrument to be executed in the name of the UNITED STATES OF AMERICA, by its duly authorized officers, and its corporate seal to be hereunto affixed this the 27th day of July, 2000.

UNITED STATES OF AMERICA
By TENNESSEE VALLEY AUTHORITY,
its legal agent

ATTEST:

J. WAYNE OWENS
Assistant Secretary

GREGORY C. HADDEN
Manager, Realty Strategic Initiatives
Realty Assets



STATE OF TENNESSEE)
) SS
COUNTY OF HAMILTON)

On the 27th day of July, 2000, before me GREGORY C. HADDEN and J. WAYNE OWENS, to me personally known, who, being by me duly sworn, did say that they are the Manager, Realty Strategic Initiatives, Realty Assets, and Assistant Secretary, respectively, of the TENNESSEE VALLEY AUTHORITY, a corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed, sealed, and delivered on behalf of said corporation, by authority of its Board of Directors, and as legal agent for the UNITED STATES OF AMERICA; and the said GREGORY C. HADDEN and J. WAYNE OWENS acknowledged said instrument to be the free act and deed of the UNITED STATES OF AMERICA, as principal, and the TENNESSEE VALLEY AUTHORITY, as its agent.

WITNESS my hand and official seal of office in Chattanooga, Tennessee, the day and year aforesaid.

ANGELA B. SIMS NOTARY PUBLIC LARGE HAMILTON COUNTY

Angela B. Sims
Notary Public

My commission expires: March 6, 2002

The name and address of the Grantee is:

GRANTEE: Western Properties
3750 Stewarts Lane
P.O. Box 280958
Nashville, Tennessee 37228
Telephone Number: 800-316-7160

The name and address of the Grantor is:

GRANTOR: United States of America
Tennessee Valley Authority
c/o Realty Assets
1101 Market Street, CST 7A
Chattanooga, Tennessee 37402-2801
Telephone Number: (423) 751-2127

Tax Map: 79

Parcel No.: 45

jkp
xntpsc\3\deed

TVA TRACT NO. XNTPSC-3

AFFIDAVIT OF VALUE

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The undersigned hereby offers this instrument for recording within the meaning of the statutes of the State of Tennessee under Tennessee Code Annotated, Section 67-4-409, and hereby swears and affirms that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is ONE MILLION FIVE HUNDRED THOUSAND AND NO/100 DOLLARS ($1,500,000.00), which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Wayne M Wise
Affiant

Sworn to and subscribed before me this 2nd day of August, 2000.

Notary Public

My commission expires: 2-18-2001

TVA TRACT NO. XNTPSC-3

EXHIBIT A
TO
SPECIAL WARRANTY DEED

NASHVILLE, TENNESSEE, POWER SERVICE CENTER
AT COCKRILL BEND INDUSTRIAL PARK

A parcel of land located in the Eighth Civil District of Davidson County, State of Tennessee, in the City of Nashville, along the southwest side of Prison Farm Road immediately west of its intersection with Centennial Boulevard, as shown on sheet 1 of US-TVA drawing MW-7582, revision 1, entitled "Nashville, Tenn. Power Service Center at Cockrill Bend Industrial Park Land Sale Map for XNTPSC-3," the said parcel being more particularly described as follows:

Beginning at a point, the said point being a 1½-inch iron pipe at the southwest corner of the herein described parcel; thence leaving the said point and with the west line of the herein described parcel N13°23'E, 1,644.7 feet to a concrete monument; thence leaving the said west line and with a southwest line of the herein described parcel N46°27'W, 248.6 feet to a 2-inch iron pipe on the southeast right-of-way line of Boxwell Drive; thence leaving the said southwest line and with the said road right-of-way line along a curve to the right having an arc length of 199.9 feet and forming a chord of N60°37'E, 198.4 feet to a point of tangency; thence continuing with the said road right-of-way line N72°48'E, 630.9 feet to a point on a curve on the southwest right-of-way line of Prison Farm Road; thence leaving the said southeast right-of-way line of Boxwell Drive and with the said southwest right-of-way line of Prison Farm Road along a curve to the right having an arc length of 55.8 feet and forming a chord of S75°16'E, 52.7 feet to a 2-inch iron pipe at a point of tangency; thence continuing with the said road right-of-way line S43°20'E, 715.8 feet to a point of curvature; thence continuing with the said road right-of-way line along a curve to the right having an arc length of 23.5 feet and forming a chord of S42°59'30"E, 23.5 feet to a point of tangency; thence continuing with the said road right-of-way line S42°39'E, 379.5 feet to a point of curvature; thence continuing with the said road right-of-way line along a curve to the left having an arc length of 30.7 feet and forming a chord of S43°05'E, 30.7 feet to a point of tangency; thence continuing with the said road right-of-way line S43°31'E, 580.1 feet to a point of curvature; thence continuing with the said road right-of-way line along a curve to the right having an arc length of 21.8 feet and forming a chord of S31°01'E, 21.6 feet to a point of tangency on the southwest right-of-way line of Centennial Boulevard; thence leaving the said southwest right-of-way line of Prison Farm Road and with the said southwest right-of-way line of Centennial Boulevard S18°31'E, 155.5 feet to a 2-inch iron pipe; thence leaving the said road right-of-way line and with a southeast line of the herein described parcel S71°29'W, 500.0 feet to a 2-inch iron pipe; thence leaving the said southeast line and with a southwest line of the herein described parcel N17°12'W, 674.7 feet to a 2-inch iron pipe; thence leaving the said southwest line and with a south line of the herein described parcel S77°14'W, 500.0 feet to a 2-inch iron pipe; thence leaving the said south line and with a southeast line of the herein described parcel S36°44'W, 800.0 feet to a 1-inch iron pipe; thence leaving the said southeast line and with the east line of the herein described parcel S00°52'E, 502.2 feet to a 2-inch iron pin; thence leaving the said east line and with a south line of the herein described parcel N76°37'W, 658.1 feet to the point of beginning and containing 48.84 acres, more or less.

Grantor also conveys any appurtenant right, title and interest it may have in and to said roads abutting said land.

It is the intent of the GRANTOR to convey all of its right, title, and interest in and to the above-described property and appurtenances thereto, which was acquired from the State of Tennessee by virtue of the Quitclaim Deed dated November 30, 1977, and filed of record on March 22, 1978, in Deed Book 5264, page 643, in the office of the Register of Davidson County, Tennessee.

This description prepared from the maps and records of:
Tennessee Valley Authority
Haney Building 2A
1101 Market Street
Chattanooga, Tennessee 37402-2801

6/27/00 (Revised 6/28/00)
jkp
xntpsc\3\exhibita.doc

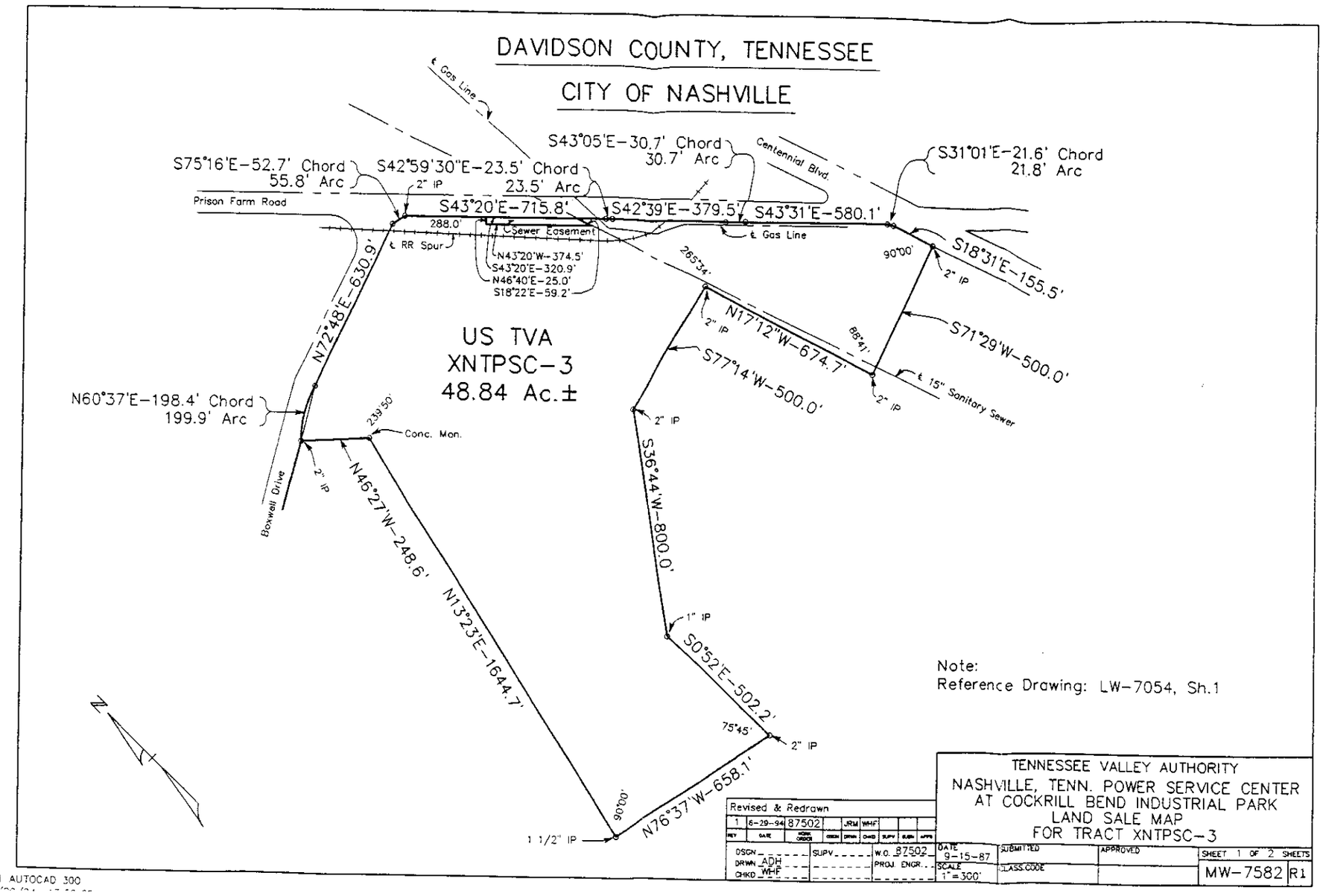

DAVIDSON COUNTY, TENNESSEE
CITY OF NASHVILLE
℄ Gas Line
S43°05'E-30.7' Chord
30.7' Arc
Centennial Blvd.
S31°01'E-21.6' Chord
21.8' Arc
S75°16'E-52.7' Chord
55.8' Arc
S42°59'30"E-23.5' Chord
23.5' Arc
2" IP
Prison Farm Road
S43°20'E-715.8'
S42°39'E-379.5'
S43°31'E-580.1'
288.0'
℄ Sewer Easement
℄ RR Spur
℄ Gas Line
N43°20'W-374.5'
S43°20'E-320.9'
N46°40'E-25.0'
S18°22'E-59.2'
265.34'
90°00'
S18°31'E-155.5'
2" IP
N72°48'E-630.9'
US TVA
XNTPSC-3
48.84 Ac.±
N17°12'W-674.7'
88.41'
S71°29'W-500.0'
2" IP
S77°14'W-500.0'
℄ 15" Sanitary Sewer
2" IP
N60°37'E-198.4' Chord
199.9' Arc
239.50'
Conc. Mon.
2" IP
Boxwell Drive
N46°27'W-248.6'
N13°23'E-1644.7'
2" IP
S36°44'W-800.0'
1" IP
S0°52'E-502.2'
75°45'
2" IP
90°00'
1 1/2" IP
N76°37'W-658.7'
Note:
Reference Drawing: LW-7054, Sh.1
Revised & Redrawn
1 6-29-94 87502 JRM WHF
TENNESSEE VALLEY AUTHORITY
NASHVILLE, TENN. POWER SERVICE CENTER
AT COCKRILL BEND INDUSTRIAL PARK
LAND SALE MAP
FOR TRACT XNTPSC-3
DSGN SUPV W.O. 87502
DRWN ADH PROJ. ENGR.
CHKD WHF
DATE 9-15-87
SCALE 1"=300'
SUBMITTED
APPROVED
CLASS CODE
SHEET 1 OF 2 SHEETS
MW-7582 R1
M7582S1 AUTOCAD 300

EXHIBIT B