This instrument prepared by:
Thomas C. Scott
315 Deaderick St., Suite 2100
Nashville, Tennessee 37238

FILE BOX 57

SPECIAL WARRANTY DEED

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
Metropolitan Development And Housing Agency 701 South 6th Street Nashville, TN 37206	SAME	Map 93-11 Parcels 22 & 27

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged,

The Guardian Life Insurance Company of America (the "Grantor"), does hereby bargain, sell, transfer and convey unto **Metropolitan Development and Housing Agency** (the "Grantee") its successors and assigns, all its right title and interest in and to property located in Nashville, Davidson County, Tennessee, more particularly described as Tracts One and Two on attached Exhibit A, but excluding the Condemnation Property and the Spur Track Property described on Exhibit A.

BEING a portion of the same property conveyed to The Guardian Life Insurance Company of America by Warranty Deed of record in Book 1683, Page 623, Book 1683, page 626 and Book 1727, page 166, Register's Office, Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

AND the Grantor does covenant with the said Grantee, that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except as shown on Exhibit B attached hereto.

GRANTOR hereby quitclaims and conveys to Grantee, its successors and assigns all right, title and interest it may have, if any, in and to the Spur Track Property.

AND the Grantor does further covenant and bind itself , its successors and assigns to warrant and forever defend the title to said land to the said Grantee, its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor but not further or otherwise. This conveyance is made subject to the matters set forth in Exhibit B attached hereto.

Davidson County DEEDWARR
Recvd: 06/14/02 11:10 8pgs
Fees:42.00 Taxes:0.00
20020614-0072491

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 12th day of June, 2002.

THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA

By: _____

Name: KEITH E. DUANE

Director, Real Estate Asset Management

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $1,392,266.00.

_____
AFFIANT

_____
NOTARY PUBLIC

PATSY D. WELCH
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires: 7/30/05.

My Commission Expires JULY 30, 2005

STATE OF NEW YORK)
COUNTY OF New York)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Keith Duane, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Director, Real Estate, authorized to execute this instrument on behalf of **The Guardian Life Insurance Company of America**, the within named bargainor, and that he as such Director, Real Estate, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Director, Real Estate.

WITNESS my hand and official seal at office on this the 12th day of June, 2002.

_____
NOTARY PUBLIC

JARED M. WILLIAMS
Notary Public, State of New York
No. 02WI6056222
Qualified in New York County
Commission Expires Feb. 20, 2003

JARED M. WILLIAMS NOTARY PUBLIC STATE OF NEW YORK

My Commission Expires: _____

H:\PWelch\MATHEWS.DIR\Guardian W-D MHDA.doc

EXHIBIT A

March 25, 2002
Project No. 21033.01

SURVEYOR'S DESCRIPTION
OF
THE GUARDIAN LIFE INSURANCE COMPANY OF AMERICA PROPERTY

Two tracts of land located in the Nineteenth Councilmanic District of Davidson County Tennessee near First Avenue South and Peabody Street, being more particularly described as follows:

Tract No. One – Property Map 93-11, Parcel 22

Beginning North 61° 09' 35" West, 49.41 feet from the intersection of the northerly right-of-way of Peabody Street and the easterly right-of-way of Hermitage Avenue and First Avenue South;

Thence with said easterly right-of-way as follows:

North 61° 09' 35" West, 177.27 feet;
Northwesterly with a curve to the right 52.75 feet, said curve having a radius of 281.824 feet, a central angle of 10° 43' 25", and a chord of 52.67 feet at North 55° 47' 52 ½" West;

Thence North 63° 51' 11" East, 125.14 feet;

Thence South 26° 56' 06" East, 190.98 feet to the beginning.

Containing 0.2853 acre, more or less, and being part of property conveyed to the Guardian Life Insurance Company of America by deed of record in Book 2086, Page 246, R.O.D.C.

Tract No. Two – Property Map 93-11, Parcel 27

Beginning at the intersection of the northerly right-of-way of Peabody Street and the westerly right-of-way of Crockett Street, South 63° 04' 49" West, 631.09 feet from a chiseled "X" on a stone column near the northeasterly terminus of Peabody Street;

Thence with said right-of-way of Peabody Street as follows:

South 63° 04' 49" West, 235.94 feet;
North 26° 55' 11" West, 0.70 feet;
Northwesterly with a curve to the right 19.16 feet to the easterly right-of-way of Hermitage Avenue, said curve having a radius of 19.685 feet, a central angle of 55° 45' 36" and a chord of 18.41 feet at North 89° 02' 23" West;

Thence with the easterly right-of-way of Hermitage Avenue and First Avenue South North 61° 09' 35" West, 49.41 feet;

Thence North 26° 56' 06" West, 202.98 feet;

Thence North 63° 51' 11" East, 280.02 feet to the westerly right-of-way of Crockett Street;

Thence with said right-of-way of Crockett Street South 26° 56' 06" East, 249.36 feet to the beginning.

Containing 1.5948 acres, more or less, and being property conveyed to the Guardian Life Insurance Company of America by deeds of record in Book 1683, Page 623, Book 1683, Page 626 and Book 1727, Page 116, R.O.D.C.

This description is derived from and based upon the survey prepared by John M. Duffer, R.L.S. #1431, Gresham, Smith & Partners dated March 25, 2002 and last revised June 11, 2002.

EXHIBIT "A"
LEGAL DESCRIPTION

(Condemnation Property)

FIRST CIVIL DISTRICT
DAVIDSON COUNTY, TENNESSEE
MAP 93-11, PARCEL 24, 27

FEE SIMPLE

Beginning at the point of intersection of the exiting northeast margin of Hermitage Avenue and the east boundary of the Guardian Life Insurance Company of America property (being tract 4 of state project 19958-2792-94); thence with said boundary north 27 degrees 03 minutes 06 seconds west 25 feet more or less to a point, said point being 46.26 feet right of Hermitage Avenue proposed centerline station 6+090.105; thence with the proposed northeast margin of said road south 61 degrees 09 minutes 34 seconds east 45 feet to a point, said point being 46.26 feet right of Hermitage Avenue proposed centerline station 6+075.948; thence with the proposed north margin of said road having a 19.69 foot radius curve left and easterly 21.60 feet to a point; thence with the proposed east margin of said road southerly 4 feet more or less to a point, said point being 53.110 feet right of Hermitage Avenue proposed centerline station 6+069.809; thence with the existing north margin of Peabody Street westerly 25 feet more or less to a point; thence with said existing northeast margin northwesterly 31 feet, more or less to the point of beginning, containing 710 square feet and being part of the same property conveyed by Perry Dale and Will T. Jones, individually and as a partnership doing business under the name and style of Dale Brokerage Company to the Guardian Life Insurance Company of America of record in Book 1683, page 626, Register's Office for Davidson County, Tennessee.

TEMPORARY CONSTRUCTION EASEMENT FOR SLOPES

An easement for the construction of slopes outside the proposed right of way line. The land on which the slopes are to be constructed remains the property of the Grantee. This easement shall terminate upon completion of construction of the project.

Beginning at the point of intersection of the proposed northeast margin of Hermitage Avenue and the east boundary of said Guardian Life Insurance Company of America property (tract 4), said point of intersection being 46.26 feet right of Hermitage Avenue proposed centerline station 6+090.105; thence with said boundary north 27 degrees 03 minutes 06 seconds west 9 feet more or less to a point; thence with the meander of the slope (1) southeasterly 67 feet more or less (2) southerly 10 feet more or less to a point; thence with the proposed north margin of said road having a 19.69 foot radius curve right and westerly 21.60 feet to a point; thence with the proposed northeast margin of said road north 61 degrees 09 minutes 34 seconds west 46.45 feet to the point of beginning, containing 530 square feet.

EASEMENT FOR WORKING AREA

An easement for the construction of a working area outside of the proposed right of way line. The title to the below described land remains vested in the Grantee and is to be used by the State of Tennessee, its contractors or assigns for a period of two (2) years, from and after the commencement of construction.

Beginning at the point of intersection of the east boundary of said Guardian Life Insurance Company of America property (tract 4) and the slope easement described above, said point of intersection being 51 feet more or less right of Hermitage Avenue proposed centerline station 6+092 more or less; thence with said boundary North 27 degrees 03 minutes 06 seconds West 18 feet more or less to a point; thence with the proposed margin of the herein described working area (1) southeasterly 75 feet more or less (2) southerly 6 feet more or less to a point; thence with the meander of the slope northwesterly 67 feet more or less to the point of beginning, containing 704 square feet.

FIRST CIVIL DISTRICT
DAVIDSON COUNTY, TENNESSEE
MAP 93-11, PARCEL 22

FEE SIMPLE

Beginning at the point of intersection of the existing northeast margin of Hermitage Avenue and the south boundary of the Ragland Corporation property; thence with said south boundary north 63 degrees 13' 56" east 23.91' to a point, said point being 46.26' right of Hermitage Avenue proposed centerline station 6+159.378; thence with the proposed northeast margin of said road (1) having a 285.43' radius curve left and southeasterly 33.097' (2) south 61degrees 09' 34" east 179.734' to a point, said point being 46.26' right of Hermitage Avenue proposed centerline station 6+090.105; thence with the west boundary of the Guardian Life Insurance Company of America property (being tract 9 of State Project 19958-2792-94), south 27 degrees 03' 06" east 25.65' to a point; thence with said existing margin northwesterly 254' more or less to the point of beginning, containing 3765 square feet and being part of the same property conveyed by Pepsi-Cola Company to Guardian Life Insurance Company of America as of record in Book 2086, page 256, Register's Office for Davidson County, Tennessee.

TEMPORARY CONSTRUCTION EASEMENT FOR SLOPES

An easement for the construction of slopes outside of the proposed right of way line. The land on which the slopes are to be constructed remains the property of the Grantee. This easement shall terminate upon completion of construction of the project.

Parcel 1 - Beginning at the point of intersection of the proposed northeast margin of Hermitage Avenue and the south boundary of said Ragland Corporation property, said point of intersection being 46.26' right of Hermitage Avenue proposed centerline station 6+159.378; thence with said south boundary north 63 degrees 13' 56" east 7' more or less to a point; thence with the meander of the slope southeasterly 114' more or less to a point; thence with said proposed margin (1) north 61 degrees 09' 34" west 79' more or less (2) having a 285.43' radius curve right and northwesterly 33.097' to the point of beginning.

Parcel 2 - Beginning at the point of intersection of the proposed northeast margin of Hermitage Avenue and the west boundary of said Guardian Life insurance Company of America (tract 9), said point of intersection being 46.26' right of Hermitage Avenue proposed center line station 6+090.105; thence with said proposed margin north 61 degrees 09' 34" west 102' more or less to a point; thence with the meander of the slope southeasterly 94' more or less to a point; thence with said west boundary south 27 degrees 03' 06" east 10' more or less to the point of beginning.

Parcels 1 and 2 combined contain 968 square feet.

EASEMENT FOR WORKING AREA

An easement for the construction of a working area outside of the proposed right of way line. The title to the below described land remains vested in the Grantee, and is to be used by the State of Tennessee, its contractors or assigns for a period of 2 years, from and after the commencement of construction.

Being a strip of land parallel to and at all points no greater than 10.00' from the slope easements described above in Parcels 1 and 2, containing 1951 square feet.

The State of Tennessee, or its duly authorized agents and assigns has been given the right to enter upon Tract No. One for the purpose of removing improvements and/or, encroachments which are located both on the land granted to said State of Tennessee and the remaining land of the Grantor herein.

The above fee simple parcels and easements are the same property condemned by Condemnation Petitions filed in the Circuit Court for Davidson County, Tennessee under State of Tennessee, on Relation of the Commissioner of the Department of Transportation, for and on behalf of Metropolitan Government of Nashville, Davidson County, Tennessee vs. Guardian Life Insurance Company of America, et al under Docket Nos. 02C966 and 02CP68, Project No. 19968-2792-94, BR-STP-3245(1).

EXHIBIT A
SPUR TRACT PROPERTY

Right of the Tennessee Central Railway Company to maintain a spur tract reserved in the deed of record in Book 1727, page 116, Register's Office for Davidson County, Tennessee and being a twenty (20) foot wide easement lying ten (10) feet on either side of a center line described as follows:

Beginning at the point of beginning of Tract No. Two; thence, South 63° 04' 49" West, 235.94 feet to a point which is the beginning point of said centerline; thence North 26° 40' 33" West, 201.37 feet to a point; thence, with a curve to the left with an arc length of 50.05 feet, a radius of 262.04 feet a delta of 10° 56' 40" and a chord of 49.98 feet @ North 32° 08' 53" West and containing 5,028.4 square feet.

EXHIBIT B

EXCEPTIONS TO TITLE

1. 2002 Metropolitan Government Taxes - a lien but not yet due and payable. (Map 93-11, Parcels 22 and 27).

2. Development Agreement between Metropolitan Development and Housing Agency and The Guardian Life Insurance Company of America, of record in Book 10569, Page 414, said Register's Office. Grantor agrees that this Agreement has been terminated and Grantee by acceptance of this Deed accepts said termination.

3. Sewer Easement conveyed to the City of Nashville, of record in Book 1816, page 305, said Registers Office. (Applies to Tract No. 11)

4. Slope Easement conveyed to the City of Nashville, of record in Book 1816, Page 312, said Registers Office. (Applies to Tract No. 11)

5. Sanitary sewer and/or storm drainage easement and any temporary construction easements of record in Book 10198, page 328, said Register's Office. (Applies to Tract No. 11)

6. Easements, if any, retained by the City of Nashville, contained in various closed streets, roads or alleys. 9.

7. Right of the State of Tennessee to demolish the building located on Tract One of Exhibit A.