Bk. 49 5

BOOK 6995 PAGE 501

Address New Owner:	Map-Parcel Numbers:
Windsor Park Properties 3 120 West Grand Avenue Suite 206 Escondido, California 92025	71-11-2, 71-11-273 and Part of 71-11-1
Send Tax Bills To:	**Address of Mortgagee:**
Same	

This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

SPECIAL WARRANTY DEED
(WITH COVENANTS OF GENERAL WARRANTY
BY PREDECESSOR IN TITLE)

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, QUEEN CITY INVESTMENTS, INC., a California corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said WINDSOR PARK PROPERTIES 3, a California limited partnership (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by this reference (the "Property").

STATE OF California
COUNTY OF San Diego

The actual consideration or value, whichever is greater, for this transfer is $2,700,000.00

Affiant

Subscribed and sworn to before me this 29th day of September 1986.

OFFICIAL SEAL
SHARON BANDICK
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
My Comm. Expires Dec 1 1989

Notary Public
My commission expires 12-1-89

47908

IDENTIFICATION REFERENCE

OCT 1 8 28 AM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters set forth in Exhibit B which is attached hereto and incorporated herein by this reference.

This is improved property, known as 1508 Dickerson Road, Nashville, Tennessee.

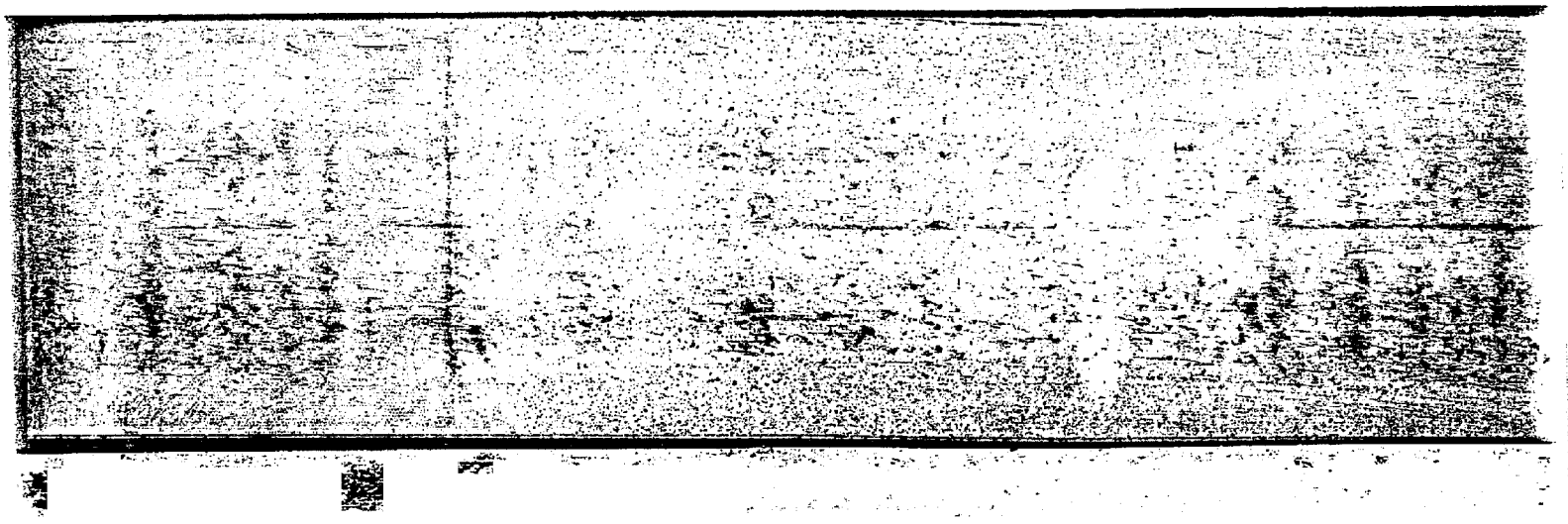
TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by itself, except to the extent otherwise set forth in this Deed.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the said land to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by, through, or under it.

Dwight M. Kendall and Dona S. Kendall, as Trustees (the "Trustees") of the Kendall Family Trust-1981 (the "Trust"), as grantor in that certain Warranty Deed of even date herewith (recorded immediately prior to this Special Warranty Deed) conveying the Property from the Trust to the Grantor (the "First Deed"), hereby join in this Special Warranty Deed for the purpose of making certain warranties herein, and said Trustees hereby covenant with the Grantee that all of the warranties and covenants set forth in the First Deed and made by the Trustees therein are likewise made unto the Grantee as if said warranties and covenants were made herein, by the Trustees to the Grantee.

Grantor herein has served merely as a conduit of the title to the Property and has never examined or inspected said Property and has no knowledge as to said Property, and has therefore made no representations or warranties, express or implied, as to said Property or the title, condition, use, operation or zoning thereof, and Grantor shall have no personal liability for any of the covenants, agreements, terms and provisions of the within Special Warranty Deed beyond its interest in the Property as a conduit of title, and Grantee herein agrees to look solely to the Trust and the Trustees in the First Deed for satisfaction of any covenants, agreements, terms and provisions of this Special Warranty Deed.



IN WITNESS WHEREOF, the Grantor and the Trust have caused this Special Warranty Deed to be executed this 24th day of September, 1986, but effective as of the 30th day of September, 1986.

QUEEN CITY INVESTMENTS, INC.

By: Kenneth G. Walker
Charles W. Hagan
Pres & Sec

Title: _____

TRUSTEES:

Dwight M. Kendall
DWIGHT M. KENDALL, TRUSTEE for
the Kendall Family Trust-1981

Dona S. Kendall
DONA S. KENDALL, TRUSTEE for
the Kendall Family Trust-1981

STATE OF California
COUNTY OF Los Angeles

Before me, Margaret Brown, a Notary Public of the State and County aforesaid, personally appeared Kenneth G. Walker & Charles W. Hagan, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged _____ to be Pres. & Sec. of Queen City Investments, Inc., the within named bargainor, a California corporation, and that they as such Pres & Sec., executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by them as Pres. & Sec..

WITNESS my hand and seal, at office in Long Beach, California, this 29th day of Sept., 1986.

Margaret Brown
Notary Public

My Commission Expires: _____

OFFICIAL SEAL
MARGARET BROWN
Notary Public - California
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY
MY COMMISSION EXPIRES APRIL 21, 1987

STATE OF California
COUNTY OF Los Angeles

Personally appeared before me, Lessie Jean Watkins, a Notary Public in and for said County and State, the within named Dwight M. Kendall, Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Los Angeles, California, this 24th day of September, 1986.

OFFICIAL SEAL
LESSIE JEAN WATKINS
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires JUN 6, 1988

Lessie Jean Watkins
Notary Public

My Commission Expires: 6-6-88

STATE OF California
COUNTY OF Los Angeles

Personally appeared before me, Lessie Jean Watkins, a Notary Public in and for said County and State, the within named Dona S. Kendall, Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Los Angeles, California, this 24th day of September, 1986.

OFFICIAL SEAL
LESSIE JEAN WATKINS
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My comm. expires JUN 6, 1988

Lessie Jean Watkins
Notary Public

My Commission Expires: 6-6-88

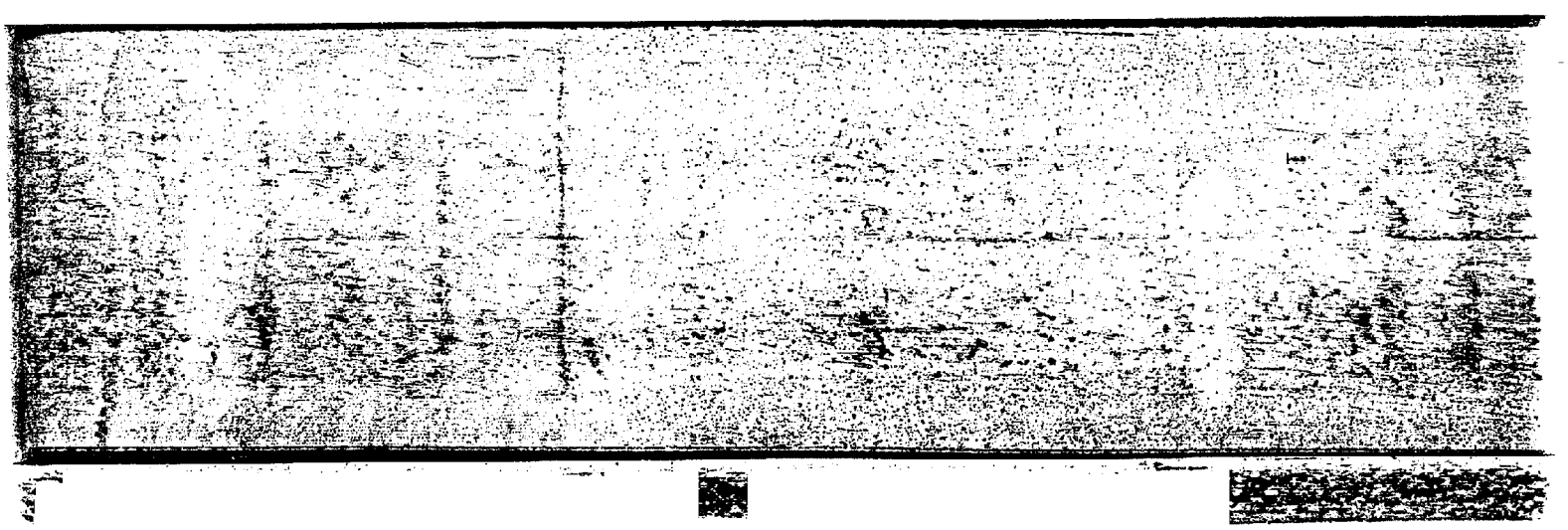


EXHIBIT A

Being a parcel of land situated in Nashville, Davidson County, Tennessee said parcel being a portion of the same property conveyed to Dwight Kendall and Dona S. Kendall as of record in Deed Book 5779, Page 639 in Register's Office of Davidson County, Tennessee and being more particularly described by metes and bounds according to a survey of Dale & Associates, Inc. dated September 23, 1986 (Job No. 86218) as follows:

Beginning at a point situated in the Westerly margin of Dickerson Pike said point being the Northeast corner of the Dickerson Road partnership subdivision, as recorded in Plat Book 6250, page 187 said Register's Office.

Thence, leaving said road N 84 27' 03" W, a distance of 222.39 feet to an iron rod;

Thence, S 05 48' 23" W, a distance of 33.83 feet to an iron rod;

Thence, N 83 53' 22" W, a distance of 50.03 feet to an iron rod;

Thence, S 03 17' 33" W, a distance of 180.88 feet to an iron rod situated in the Northerly line of the Metropolitan Government Shwab School Property;

Thence, along said line N 83 48' 41, a distance of 1073.64 feet to an iron road;

Thence, leaving said line N 08 14' 06" W, a distance of 460.85 feet to an iron rod;

Thence, N 44 51' 46" E, a distance of 492.99 feet to an iron rod;

Thence, S 84 28' 17" E, a distance of 814.49 feet to an iron rod;

Thence, S 86 48' 18" E, a distance of 357.41 feet to an iron rod situated in the westerly margin of Dickerson Pike;

Thence, with said margin of Dickerson Pike S 08 39' 16" W, a distance of 635.94 feet to a spike in the asphalt;

Thence, around a curve to the right having a central angle of 00 08' 25" having a radius of 2819.00 feet a total distance of 6.91 feet to the Point of Beginning and containing 24.89 acres of land more or less.

Being the same property conveyed to Grantor by Warranty Deed from Dwight M. Kendall and Dona S. Kendall, Trustees, recorded of even date herewith.

EXHIBIT B

1. Taxes for the current year.

2. Easements of record in Book 3990, Page 751 and Book 3990, Page 798, Register's Office for Davidson County, Tennessee.

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6995 PAGE 507

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		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		2,700,000.00	CONV.	

7560.00 CSTAX
.50 PRFE
18.00 WDC
CHECK 7578.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

47908

IDENTIFICATION REFERENCE

OCT 1 8 28 AM '96

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 301243