Box 37 (APC)

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Address New Owner:	Map-Parcel Numbers:
Hickory Downs Venture, a joint venture composed of Hickory Downs, Ltd. and Atlas Realty Corporation	Map 163 Parcel 215
Send Tax Bills To:	**Address of Mortgagee:**
SAME	American General Investment Corporation 2777 Allen Parkway Houston, Texas 77251

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

SPECIAL WARRANTY DEED

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, Hickory Hollow Mall, Inc., a Georgia corporation as to an undivided 50% interest and Intereal Company, a Tennessee corporation, as to an undivided 50% interest, together doing business as Hickory Hollow Associates, a joint venture (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said Hickory Downs Venture, a joint venture composed of Hickory Downs, Ltd., a Tennessee limited partnership, and Atlas Realty Corporation, a Texas corporation (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 reference (the "Property").

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $204,765.00.

Affiant

Subscribed and sworn to before me this 12th day of December, 1986.

Loretta B. Lane
Notary Public
My Commission Expires: 7/18/87

LORETTA B. LANE NOTARY PUBLIC DAVIDSON COUNTY

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the permitted exceptions listed on Exhibit B attached hereto and incorporated herein by reference.

This is unimproved property, located near I-24, Antioch, 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 it, 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.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 22nd day of December, 1986, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

HICKORY HOLLOW ASSOCIATES, a joint venture

By: Hickory Hollow Mall, Inc., a Georgia corporation,

By: _____

Title: Sr V P

By: Intereal Company, a Tennesse corporation

By: _____

Title: Senior Vice President

STATE OF GA
COUNTY OF Cobb

Before me, Kathleen A. Bobinski, a Notary Public of the State and County aforesaid, personally appeared Robert P. Hunter Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Senior Vice President of Hickory Hollow Mall, Inc., a Georgia corporation, and that said corporation is a joint venturer of Hickory Hollow Associates, the within named bargainor, a joint venture, and that he as such Senior Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as a joint venturer, by himself as Senior Vice President

WITNESS my hand and official seal this 11th day of December, 1986.

Kathleen A. Bobinski
Notary Public

My Commission Expires: _____

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Loretta B. Lane, a Notary Public of the State and County aforesaid, personally appeared W. G. Orr with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Senior Vice President of Intereal Company, a Tennessee corporation, and that said corporation is a joint venturer of Hickory Hollow Associates, the within named bargainor, a joint venture, and that he as such Senior Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as a joint venturer, by himself as Senior Vice Pres.

WITNESS my hand and official seal this 12th day of December, 1986.

Loretta B. Lane
Notary Public

My Commission Expires: 7/18/87

EXHIBIT A

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.

Being the same property conveyed by Deeds of record in Book 4920, page 916, and Book 4920, page 933, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the current year not yet due and payable.

2. Lack of access to and from subject property.

3. All matters shown on survey of Morrow & Associates, Inc., dated December 8, 1986 as revised December 11, 1986.

72670

IDENTIFICATION REFERENCE

DEC 12 4 22 PM '86

FELIX E. MARTIN JR. REGISTER
DAVIDSON COUNTY, TN

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

RECEIVED OF _____

FOR _____

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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
			204765.00- CAMT.	
			573.44 CSTAX	
			.50 PRFEE	
			15.00 WDEED	
			CHECK	589.94-
6753A	12/12/86		BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7267.0

IDENTIFICATION REFERENCE

Dec 12 4 22 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 22545