Address New Owner:	Map-Parcel Numbers:
Merchants Walk Venture c/o Southeast Venture Companies Suite 202 301 S. Perimeter Park Drive Nashville, Tennessee 37211	Part of Map 11 Parcel 1.04 (Williamson County) Map 171 Parcel 149 (Davidson County)
Send Tax Bills To:	**Address of Mortgagee:**
Same	First American National Bank of Nashville First American Center Nashville, Tennessee 37238 Attn: Mike Hendren
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 consideration, the receipt and sufficiency of which are hereby acknowledged, Winston Place Associates (the "Grantor"), a Tennessee joint venture composed of Winston Place Associates, Ltd. and Intereal Company has bargained and sold, and by these presents does transfer and convey unto the said Merchants Walk Venture, a Tennessee joint venture (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Williamson and Davidson Counties, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

RUSH

DEC 18 12 18 PM '86

743771

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

The actual consideration or value, whichever is greater, for this transfer is $1,450,000.00.

Affiant

Subscribed and sworn to before me this 17th day of December, 1986.

Notary Public
My Commission Expires: 11-1-87

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which shall be paid by Grantee.

2. Declaration of Restrictive Covenants and Owner's Association for Maryland Farms East Park, of record in Book 6185, page 274, Register's Office for Davidson County, Tennessee, and Book 463, page 566, Register's Office for Williamson County, Tennessee.

3. All matters shown and rights created in and pursuant to the Plan of record in Book 5200, page 660, Register's Office for Davidson County, Tennessee.

This is unimproved property, known as Tract Two, Maryland Farms East Park.

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's successors and assigns against the lawful claims of all persons claiming by, through, or under Grantor.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 16th 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.

WINSTON PLACE ASSOCIATES, a Joint Venture

By: Winston Place Associates, Ltd.

By: Richard Sorenson

Its: Managing G.P.

By: Intereal Company

By: [signature] RWM

Its: Senior Vice President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, ROBERT E. WOOD, a Notary Public in and for the County and State aforesaid, personally appeared RICHARD W. SORENSON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Managing General Partner of Winston Place Associates, Ltd., a limited partnership, which limited partnership is a general partner of Winston Place Associates, the within named bargainor, a joint venture, and that he as such Managing General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of Winston Place Associates, Ltd. as general partner on behalf of the joint venture by himself as Managing General Partner.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 17th day of December, 1986.

Robert E Wood

Notary Public

My Commission Expires: 11-1-87

STATE OF Texas

COUNTY OF Harris

Before me, Patti R. Porter, a Notary Public in and for the County and State aforesaid, personally appeared W. C. 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 the Senior Vice President of Intereal Company, a corporation, which corporation is a general partner of Winston Place 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 Intereal Company as general partner on behalf of the joint venture by himself as Senior Vice President.

WITNESS my hand and seal, at office in Houston, Texas, this 16th day of December, 1986.

NOTARY PUBLIC STATE OF TEXAS

Patti R. Porter
Notary Public in and for the State of Texas
My Commission Expires 10/26/89

Patti R. Porter
Notary Public

My Commission Expires: _____

EXHIBIT A

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee and in the Fifteenth Civil District of Williamson County, Tennessee, more particularly described (and taken from the survey of Ragan, Smith, Murphy & Associates, dated May 1, 1985, and most recently revised September 16, 1986 (Job No. 85-039)) as follows:

Beginning at an iron pin set on the south right-of-way line of Old Hickory Boulevard eastwardly 266.50 feet along the south right-of-way line of Old Hickory Boulevard from the northeast end of the easterly return curve at the intersection of Old Hickory Boulevard and Eastpark Drive, a 60-foot road; said iron pin is the northeast corner of Lot 6, 1.901 acres, on the plat of a Resubdivision of Tract Two, Maryland Farms East Park as recorded in Plat Book 5200, page 660, R.O.D.C., Tennessee and the northwest corner of the herein described tract; thence,

1. With the south right-of-way line of Old Hickory Boulevard, S 88° 17' 59" E 321.31 feet to an iron pin set; thence,

2. With a curve to the left having a radius of 1520.03 feet a distance of 243.40 feet to an iron pin set; said curve has a chord bearing and distance of N 87° 06' 47" E 243.14 feet; thence,

3. N 82° 31' 32" E 256.06 feet to a railroad spike set; thence,

4. Southwestwardly, with the northwest boundary line of the property of Glen A. Noble as recorded in Deed Book 100, page 83, R.O.W.C., Tennessee and a curve to the right having a radius of 650.00 feet, a distance of 259.50 feet to an iron pin set; thence,

5. With the northwest boundary line of the property of Glen A. Noble, and the property of Grace's Inc., as recorded in Deed Book 219, page 492, R.O.W.C., Tennessee, S 56° 54' 14" W 363.91 feet to an existing iron pin; thence,

6. With the northwest boundary line of the property of Edwin Raskin Company as recorded in Deed Book 369, page 437, R.O.W.C., Tennessee S 58° 33' 55" W 72.53 feet to an existing p.k.; thence,

7. With the north boundary line of Tract Three, 1.76 acres as shown on the plat of the Resubdivision of Tract Two, Maryland Farms East Park, N 86° 28' 42" W 290.29 feet to an existing p.k.; thence,

8. With the east boundary line of Lot 6, 1.901 acres N 3° 31' 18" E 364.17 feet to the point of beginning and containing 214,668 square feet or 4.928 acres.

Being part of the same property conveyed to Winston Place Associates, a Tennessee partnership composed of Winston Place Associates, Ltd., a Tennessee limited partnership, and Intereal Company, a Tennessee corporation, of record in Book 518, page 641, Register's Office for Williamson County, Tennessee, and in Book 6501, page 659, Register's Office for Davidson County, Tennessee.

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

RECEIVED OF _____

FOR _____

BOOK 7073 PAGE 577

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

1,450,000.00 conv.
4063.50 CSTAX
.50 PRFEE
15.00 WDED
CHECK 4079.00-
0702210/10/86 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

74377

IDENTIFICATION REFERENCE

Dec 18 12 18 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 24444