THIS INSTRUMENT PREPARED BY:
Armstrong Allen Prewitt
Gentry Johnston & Holmes
1900 One Commerce Square
Memphis, Tennessee 38103

Tax Map 33
P/O Parcel 123
11 D 38405

WARRANTY DEED

THIS INDENTURE is made and entered into this 22nd day of June, 1988, by and between MICHAEL J. VAUGHN, an individual residing in the State of Texas, and THE WOODS CHILDREN'S TRUST, a trust organized and validly existing in the State of Texas ("Grantors"), and FIDELITY SERVICE CORPORATION, a North Carolina corporation ("Grantee").

W I T N E S S E T H:

That for and in consideration of the cancellation and satisfaction of all indebtedness evidenced and secured by Deed of Trust dated May 4, 1987 executed by Realty Investors, Ltd., a Texas limited partnership to William A. Carson, II, Trustee for the benefit of Grantee, and recorded in Book 7254, Page 736, Register's Office, Davidson County, Tennessee (the "Mortgage"), and which pursuant to special warranty deed from Realty Investors, Ltd. to Grantors dated October 12, 1987 and recorded in Book 7387, Page 170, said Register's Office (the "Realty Investors Deed") the belowdescribed real estate was conveyed to Grantors subject to said Mortgage, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, Grantors have bargained and sold and do hereby bargain, sell, convey and confirm unto Grantee the following described real estate, situated and being in County of Davidson, State of Tennessee:

as more particularly described on Exhibit A attached hereto.

Being the same property encumbered by the Mortgage and conveyed to Grantors by the Realty Investors Deed.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto Grantee, its successors and assigns in fee simple forever.

Grantors do hereby covenant with Grantee that they are lawfully seized in fee of the aforedescribed real estate; that they have good right to sell and convey the same; that the same is unencumbered, except for matters shown on Exhibit B attached hereto and 1988 City of Goodlettsville and Davidson County, Tennessee real property taxes, which taxes Grantee agrees to assume and pay, and that the title and quiet possession thereto they will warrant and forever defend against the lawful claims of all persons.

This deed is an absolute conveyance, Grantors having sold said real estate to Grantee for a fair and adequate consideration, such consideration being full satisfaction of all obligations secured by the aforesaid Mortgage.

Grantors declare that this conveyance is freely and fairly made, and that there are no agreements, oral or written, or other than this deed between Grantors and Grantee with respect to said real estate.

Martha B. Vaughn joins in this Indenture solely for the purpose of waiving and releasing any right or interest, including homestead, dower or otherwise, which she may have in the

aforedescribed real estate by reason of her marriage to Michael J. Vaughn, but the said Martha B. Vaughn does not join in the covenants and warranties hereof.

IN WITNESS WHEREOF, Grantors have executed this instrument the day and year first above written.

MICHAEL J. VAUGHN

MARTHA B. VAUGHN

THE WOODS CHILDREN'S TRUST

BY: KENNETH H. MILLER, TRUSTEE

STATE OF TEXAS

COUNTY OF McLennan

On this 22nd day of June, 1988, before me personally appeared Michael J. Vaughn and Martha B. Vaughn, his wife, to me known (or proved to me on the basis of satisfactory evidence) to be the persons who executed the foregoing instrument, and acknowledged that they executed the same as their free act and deed.

NOTARY PUBLIC STATE OF TEXAS
SUE LIBAK
Notary Public, State of Texas
My Commission Expires June 1, 1990

Sue Libak
Notary Public

My commission expires: 6/01/90

STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Kenneth A. Miller, Trustee, to me known (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the Trustee of The Woods Children's Trust, the within named bargainor, and that he as such Trustee, executed the foregoing instrument for the purposes therein contained by signing the name of The Woods Children's Trust by himself as Trustee.

NOTARY PUBLIC COUNTY OF HARRIS STATE OF TEXAS

WITNESS my hand and Official Seal at office this 23rd day of June, 1988.

Marilyn Zuehlke
Notary Public
MARILYN ZUEHLKE

My Commission Expires: 5-16-89

PROPERTY ADDRESS: Vacant ground (see Exhibit A)

ADDRESS OF OWNER: Fidelity Service Corporation
P. O. Box 1387
Hickory, North Carolina 38603

MAIL TAX BILLS TO: (Person or agency responsible for payment of taxes) Fidelity Service Corporation
P. O. Box 1387
Hickory, North Carolina 38603

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $925,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

William A Carson, II
AFFIANT

Subscribed and sworn to before me this 24th day of June, 1988.

Barbara H. McBrien
Notary Public

My commission expires:

MY COMMISSION EXPIRES MAY 20, 1989

Tract I

Land in Davidson County, Tennessee, being Lot 5 of Rivergate Acres, Section Two of record in Plat Book 6250, page 206, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a point in the Southerly margin of a proposed collector street, and being 521.95' from the Easterly margin of Dickerson Pike as measured along the margin of said collector street the following calls; with a curve to the left having a radius of 602.96', and a long chord of 308.52', said chord having a bearing of N 89° 32' 57" E, a distance along the curve of 311.99' to a point; thence N 74° 43' 33" E, 781.51' to a point; thence with a curve to the left having a radius of 984.93', and a long chord of 277.87', said chord having a bearing of N 66° 37' 00" E, a distance along the curve of 278.80' to a point; thence N 58° 30' 26" E 46.64' to a point; thence leaving the street S 10° 23' 01" W 248.99' to a point; thence S 24° 05' 09" E 411.25' to a point, in the Northerly margin of a 50' access road; thence with margin of access road S 38° 39' 21" W 479.37' to a point, the Northeasterly corner of Hardaway Construction Co. property of record in Deed Book 4696, page 773, Register's Office for Davidson County, Tennessee; thence leaving said access road and with said Hardaway property the following calls: S 76° 43' 18" W 344.77' to a point; thence S 76° 24' 52" W 462.67' to a point; thence S 16° 27' 07" E 515.79' to a point in the Northerly margin of Interstate 65; thence leaving said Hardaway property and with said margin of the Interstate S 41° 59' 44" W 84.38' to a point in the center of Dry Creek; thence leaving the interstate and with the center of Dry Creek the following calls: N 54° 03' 08" W 41.38' to a point; thence N 60° 41' 05" W 214.13' to a point; thence N 25° 06' 12" W 68.76' to a point; thence N 04° 36' 50" E 51.13' to a point; thence N 32° 15' 06" W 221.42' to a point; thence N 40° 46' 47" W 414.70' to a point; thence N 52° 45' 04" W 104.35' to a point; thence N 33° 42' 04" W 108.75' to a point; thence N 01° 32' 51" E 46.48' to a point; thence leaving said creek N 32° 43' 44" E 538.73' to the point of beginning.

Exhibit A

Tract II

Land in Davidson County, Tennessee, being Lot 6 of Rivergate Acres, Section Two of record in Plat Book 6250, page 206, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a point in the Northerly margin of a proposed collector street, being 520.79' from the Easterly margin of Dickerson Pike as measured along the margin of said collector street; thence leaving street N 32° 43' 44" E 23.07' to a point; thence N 28° 22' 16" E 500.00' to a point; thence N 13° 39' 30" E 110.51' to a point; thence N 18° 07' 13" W 200.00' to a point in the Southerly line of Goodlettsville Heights, Section III of record in Plat Book 1833, page 98, Register's Office for Davidson County, Tennessee; thence with said Section of Goodlettsville Heights the following calls: S 89° 37' 13" E 544.30' to a point; thence S 88° 07' 00" E 535.19' to a point; thence S 88° 02' 39" E 231.22' to a point; thence leaving said line of Goodlettsville Heights S 10° 23' 01" W 450.42' to a point in the Northerly margin of said proposed collector street; thence with said street the following calls; S 58° 30' 26" W 100.44' to a point; thence with a curve to the right having a radius of 924.93', and a long chord of 260.94', said chord having a bearing of S 66° 37' 00" W, a distance along the curve of 261.81' to a point thence S 74° 43' 33" W 781.51' to a point; thence with a curve to the right having a radius of 542.96', and a long chord of 258.41' said bearing having a chord of N 88° 29' 31" W, a distance along the curve of 260.91' to the point beginning.

Being the same property conveyed to Grantors by special warranty deed recorded in Book 7387, Page 170, Register's Office, Davidson County, Tennessee.

EXHIBIT A (Cont'd.)

1. Deed of trust recorded in Book 7226, Page 785, and re-recorded in Book 7254, Page 736, Register's Office, Davidson County, Tennessee.

2. Transmission line easement(s) as set forth in instrument recorded in Book 1153, Page 652, Book 3223, Page 325, and Book 3223, Page 327, said Register's Office.

3. Sewer easement(s) as set forth in instrument recorded in Book 4472, Page 271, Book 4805, Page 797, and Book 5083, Page 272, said Register's Office.

4. Plat recorded in Book 6250, Page 206, said Register's Office.

5. Non-exclusive easement for ingress and egress executed by Neely Mortgage Company to Sam Martz and wife, Valda Martz, dated December 7, 1984, and recorded in Book 6448, Page 60 said Register's Office.

6. 1988 City of Goodlettsville and Davidson County taxes not yet due and payable.

0219 06/27 0101 03CHECK 2608.50

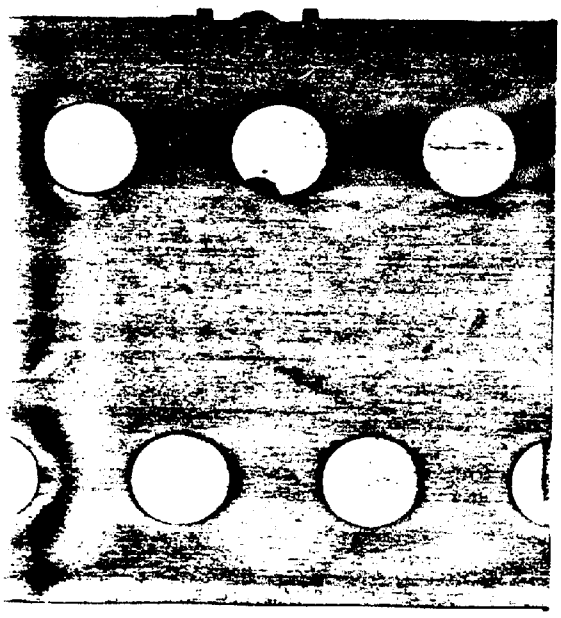
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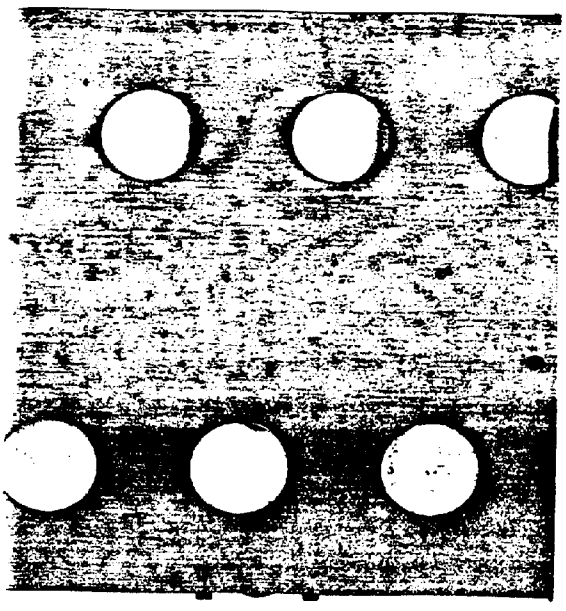
IDENTIFICATION REFERENCE

JUN 27 2 06 PM '88

FELIX Z. WILSON IV REGISTER
DAVIDSON COUNTY, TN

EXHIBIT B





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7584 PAGE 29

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
			CAMT	925000.00
			CON TX	2590.00
			PRFEE	0.50
			WDEED	18.00
			TOTAL	2608.50
			CHECK	2608.50
06/27/88	01		14:07 0001	0219

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

4411

IDENTIFICATION REFERENCE

JUN 27 2 05 PM '88

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 106990