Box 18 (cmc)

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GSTWP111 12/29/89 lwm

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (GST)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY AND QUITCLAIM DEED

BOOK 8017 PAGE 274

Address New Owner(s)	Send Tax Bills To	Map-Parcel Number(s)
First City Service Corporation 70 N. Baylen Street Pensacola, FL 32501 Attention: President	Same	See Exhibit D attached hereto.

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, HORSESHOE BEND LIMITED, a Tennessee limited partnership ("Grantor") has bargained and sold, and by these presents does transfer and convey unto FIRST CITY SERVICE CORPORATION, a Florida corporation ("Grantee"), its successors and assigns, a certain parcel of land located in Williamson and Davidson Counties, Tennessee, more fully described in Exhibit A attached hereto and incorporated herein by reference.

This is unimproved property known as Horseshoe Bend Subdivision, Phases I & II.

Said property is conveyed subject to the matters set forth in Exhibit B attached hereto (the "Encumbrances").

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

Grantor further covenants and binds itself and its successors and assigns, to warrant specially and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor, except claims arising out of the Encumbrances, but no further or otherwise.

Grantor does further quitclaim and convey unto Grantee, its successors and assigns, all of Grantor's right, title and interest in and to the property described in Exhibit C attached hereto and incorporated herein by reference.

It is the intention of Grantor and Grantee that Encumbrances 21, 22, 23 and 24 on Exhibit B (collectively, the "Mortgage Instruments") will not merge into the fee simple title acquired by Grantor pursuant to this Special Warranty and Quitclaim Deed. No such merger will occur unless and until such time as Grantee executes a written instrument specifically effecting such merger and duly records the same in the Registers' Offices for Williamson and Davidson Counties, Tennessee. Accordingly, unless and until such an instrument is executed and recorded by Grantee, the Mortgage Instruments will remain valid and continuous liens, security titles and security interests against, in and to the property described on Exhibit A.

Whenever used, the singular shall include the plural and the plural the singular and the use of any gender shall be applicable to all genders.

WITNESS our hands (21 of) this 21st day of December 1989, the corporate party having caused its name to be signed hereto by its duly authorized officers on said day and date.

HORSESHOE BEND LIMITED, a
Tennessee limited partnership

By: WEBBER PROPERTIES, INC., a
Tennessee corporation,
General Partner

By: _____
John W. Barton,
Vice President

ATTEST:

By: _____
John H. Roe, Jr.
Secretary

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

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Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared John W. Barton and John H. Roe, Jr., respectively with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Vice President and Secretary, respectively, of WEBBER PROPERTIES, INC., a Tennessee corporation, the general partner of HORSESHOE BEND LIMITED, the within named bargainor, a Tennessee limited partnership, and that they as such officers of the general partner executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by the said Fred R. Webber, Jr. as President of the general partner, and attesting the same by the said John H. Roe, Jr., as Secretary of the general partner.

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 22nd day of DECEMBER, 1989.

Lisa W. Mitchell
Notary Public

My Commission Expires:
My Commission Expires Sept. 25, 1993

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $4,560,000.

Affiant

Sworn to and subscribed before me this 29th day of DECEMBER, 1989.

Lisa W. Mitchell
Notary Public

My Commission Expires:
My Commission Expires Sept. 25, 1993

EXHIBIT A

PROPERTY DESCRIPTION

Phase I lots as follows:

Being certain building sites identified as Lot Nos. 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 15, 16, 17, 18, 19, 20, 35, 36, 37, 44, 45, 46, 47, 48, 49, 50, 51, 53, 54, 56, 57, 59, 60, 61, 65, 68, 69, 70, 71, 72, 73, 74, 75, 78, 79, 86, 87,90, 91, 92, 93, 94, 95, 96, 98, 99, 101, 102, 105, 106, 108, 109, 110, 111, 112, 113, 114, 118, 119, 120, 121, 122, 123 and 125 on the Plat of Horseshoe Bend Subdivision - Phase I as recorded in Plat Book 11, pages 1 through 11, as amended in Plat Book 12, page 92, Register's Office for Williamson County, Tennessee, to which plat reference is made for a more complete and accurate description.

Phase IIA lots as follows:

Being certain building sites identified as Lot Nos. 155, 156, 157, 158, 159, 160, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 173, 176, 185, 186, 187, 188, 189, 190, 191, 192, 193, 194, 195, 196, 198, 199, 200, 201, 214, 215, 216, 217, 218, 219, 220, 366 and 377 as shown on the Plat of Horseshoe Bend Subdivision - Phase IIA of record in Plat Book 12, page 15, as amended in Plat Book 12, page 88, Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more complete and accurate description.

Phase IIB lots as follows:

Being certain building sites identified as Lot Nos. 197, 202, 206, 207, 208, 209, 210, 211, 212, and 213, on the Plat of Horseshoe Bend Subdivision - Phase IIB of record in Plat Book 6200, page 918, Register's Office for Davidson County, Tennessee, and of record in Plat Book 13, page 90, Register's Office for Williamson County, Tennessee, to which plat reference is hereby made for a more complete and accurate description.

Phase IIC lots as follows:

Being certain building sites identified as Lot Nos. 203, 204 and 205 on the Plat of Horseshoe Bend Subdivision - Phase IIC of record in Plat Book 6200, page 919, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete and accurate description.

Being part of the same property conveyed to Horseshoe Bend Limited from Devonmeade Associates by Special Warranty Deed of record in Book 626, page 414, Register's Office for Williamson County, Tennessee and of record in Book 7036, page 966, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for 1989,due and owing on or before March 1, 1990. Taxes for 1990, and subsequent years, a lien, not yet due and payable.

2. Grant of transmission line easement to the United States of America, of record in Book 99, page 421, Register's Office for Williamson County, Tennessee.

3. Agreement pertaining to abandonment of thirty (30) foot road and granting access easement, of record in Book 158, Page 270, Register's Office for Williamson County, Tennessee.

4. Easement for water line to Harpeth Utilities District of Davidson and Williamson Counties, Tennessee, as described in an unrecorded agreement dated September 24, 1985.

5. Condemnation of land for construction of relocated new Vaughn Road as found in Volume 7, Pages 527 and 528, of the Civil Minute Book of the Williamson County Circuit Court.

6. Two hundred fifty (250) foot wide TVA transmission line easement, of record in Deed Book 98, Page 571, and Deed Book 111, Page 535, Register's Office for Williamson County, Tennessee.

7. Agreement for Dedication of Easement for Water Lines granted to Harpeth Valley Utilities District of Davidson and Williamson Counties, Tennessee, of record in Book 5258, Page 252, Register's Office for Davidson County, Tennessee.

8. Lots 53 and 86 are subject to sign easements granted to Phillips Builders, Inc. pursuant to an Agreement for Sale of Lots with Horseshoe Bend Limited, not of record.

9. Declaration of Easement and Restrictions, of record in Book 583, Page 415, Register's Office for Williamson County, Tennessee.

10. Declaration of Protective Covenants, Conditions and Restrictions for Devonmeade, of record in Book 583, Page 894, and re-recorded in Book 584, Page 891, Register's Office for Williamson County, Tennessee.

11. Agreement between Devonmeade Associates, Alfred E. Abbey, John C. Fox and Catherine S. Fox, of record in Book 590, Page 760, Register's Office for Williamson County, Tennessee. Grantee hereby assumes the obligations of Devonmeade Associates as contained in said Agreement.

12. Addendum to Declaration of Easements and Restrictions, of record in Book 625, Page 963, Register's Office for Williamson County, Tennessee.

13. Plat of Horseshoe Bend Subdivision Phase I of record in Plat Book 11, pages 1 through 11, and amended in Plat Book 12, page 92, Register's Office for Williamson County, Tennessee.

14. Plat of Horseshoe Bend Subdivision Phase IIA of record in Plat Book 12, page 15, as amended in Plat Book 12, page 88, Register's Office for Williamson County, Tennessee.

15. Amended and Restated Declaration of Covenants, Conditions and Restrictions for Horseshoe Bend of record in Book 7374, page 956, RODC and in Book 697, page 256, ROWC, as supplemented in Book 7607, page 341, RODC, and in Book 744, page 53, ROWC; as further supplemented in Book 8003, page 507, RODC, and in Book 825, page 4, ROWC.

16. Easements entitled Permanent Roadway and Utility Easements granted to Harpeth Valley Utility District of record in Book 786, pages 79 and 83, Register's Office for Williamson County, Tennessee.

17. Subject to performance bonds granted to the Metropolitan Government of Nashville and Davidson County Planning Commission and to Williamson County Planning Commission for the completion of Phases I, IIA, IIB and IIC of the Horseshoe Bend Subdivision.

18. Subject to future homeowners assessments or special assessments, if any.

19. Plat of Horseshoe Bend Subdivision Phase IIB of record in Plat Book 6200, page 118, RODC and also of record in Plat Book 13, page 90, ROWC.

20. Plat of Horseshoe Bend Subdivision Phase IIC of record in Plat Book 6200, page 119, RODC.

21. Deed of Trust from Horseshoe Bend Limited to Robert W. Varnell, Trustee, of record in Book 626, page 417, ROWC, and further of record in Book 7036, page 969, RODC.

22. UCC-1 financing statement from Horseshoe Bend Limited to Cherokee Valley Savings Bank of record in Book 626, page 437, ROWC, and further of record in Book 7036, page 989, RODC and further of record under identification nos. D21399, RODC and 382045, with the Tennessee Secretary of State.

23. Deed of Trust from Horseshoe Bend Limited to John O'Donnell, Trustee of record in Book 626, page 441, ROWC and further of record in Book 7036, page 993, RODC.

24. UCC-1 financing statement from Horseshoe Bend Limited to First Mutual Savings Association of Florida of record in Book 626, page 462, ROWC and further of record in Book 7037, page 15, RODC, and of record under identification nos. D21400, RODC and 382046 with the Tennessee Secretary of State.

hsb\general\encumbranc.lots

EXHIBIT C

BEGINNING at an existing monument in the West margin of Vaughn Road, The North East corner of Steeple Chase Farms subdivision (Ref: Plat Book 3, Page 26 R.O.W.C., Tennessee); Thence, along the North line of said subdivision N 87 degrees 17'56" W 2159.28 feet to an existing concrete monument, the North east corner of the Third National Bank, Trustee Property (Ref: DB 364, Pg. 63, R.O.W.C., TN); thence, along said bank's North line N 88 degrees 11'22" W 970.96 feet to an existing iron pin, John Jerry's North east corner (Ref: DB 173, Pg. 457 R.O.W.C., TN); thence, along the said Jerrys' North and West line on the following calls:

N 82 degrees 39'27" W 169.79' to a fence post
N 44 degrees 53'26" W 239.69' to an existing iron pin and fence post
N 69 degrees 36'27" W 167.21' to an existing iron pin and fence post
N 80 degrees 30'37" W 327.52' to an existing iron pin and fence post
N 84 degrees 43'40" W 437.57' to a 24" Hackberry
S 3 degrees 05'26" 346.33' to an existing iron pin
S 24 degrees 48'47" E 225.94' to a point
S 24 degrees 24'54" E 171.14' to an existing iron pin
S 58 degrees 08'10" E 189.44' to a point
S 73 degrees 55'46" E 106.60' to an existing iron pin and fence corner
S 24 degrees 04' 21" W 1013.00' to the center line of the Big Harpeth River; thence, along the said Big Harpeth River on the following calls:

N 40 degrees 14'45" W 372.15', N 32 degrees 02'11" W 354.21',
N 31 degrees 57'59" W 307.91', N 51 degrees 40'55" W 278.36',
N 75 degrees 03'00" W 276.32', S 76 degrees 21'48" W 319.07',
S 72 degrees 45'19" W 396.30', S 63 degrees 09'55" W 173.90',
S 52 degrees 21'46" W 211.92', S 37 degrees 58'35" W 304.60',
S 28 degrees 35'59" W 298.79', S 29 degrees 09'09" W 336.32',
S 29 degrees 49'16" W 292.28', S 35 degrees 35'41" W 271.37',
S 34 degrees 54'42" W 522.06', S 38 degrees 07'21" W 259.43',
S 64 degrees 48'42" W 266.28', S 85 degrees 29'30" W 168.66',
N 80 degrees 54'41" W 219.17', N 62 degrees 07'52" W 166.06',
N 69 degrees 03'27" W 327.51', N 71 degrees 16'42" W 272.50',
N 58 degrees 18'26" W 241.06', N 46 degrees 33'46" W 169.08',
N 34 degrees 08'14" W 278.66', N 30 degrees 55'28" W 576.41',
N 9 degrees 39'41" W 231.64', N 5 degrees 33'56" W 357.40',
N 7 degrees 45'42" E 605.87,' N 19 degrees 40'06" E 584.50',
N 32 degrees 23'16" E 257.29', N 39 degrees 55'48" E 273.67',
N 40 degrees 24'57" E 377.59', N 44 degrees 29'39" E 361.25',
N 57 degrees 01'41" E 302.88', N 73 degrees 13'41" E 874.95',
N 36 degrees 47'03" E 133.60', N 35 degrees 28'07" E 482.54',
to the intersection of the Little Harpeth River to the Big Harpeth River and following along the South bank of the Little Harpeth River on the following calls: thence S 33 degrees 54'28" E 70.88' and existing iron pin S 52 degrees 02'46" E 193.02' to an existing iron pin; S 84 degrees 21'23" E 170.77', N 61 degrees 27'29" E 262.00', N 77 degrees 42'16" E 320.14', N 70 degrees 48'49" E 324.75', S 88 degrees 05'34" E 305.30', N 67 degrees 22'23" E 389.16', N 2 degrees 37'24" E 283.57', N 43 degrees 45'10" E 53.17', S 84 degrees 16'23" E 47.16', S 63 degrees 48'54" E 158.66', S 54 degrees 39'30" E 274.49', S 22 degrees 54'30" E 235.98', S 30 degrees 50'38" E 186.98', S 72 degrees 53'53" W 56.23', S 27 degrees 57'12" E 273.80', S 35 degrees 56'16" E 173.91', S 56 degrees 04'29" E 106.69' to an iron pin in the center line of an old road bed; thence N 31 degrees 00'35" E 39.38' to the center of the Little Harpeth River; thence, along the said center line on the following calls:

S 77 degrees 49'03" E 173.62', S 85 degrees 34'59" E 136.20',
S 68 degrees 05'50" E 86.65', S 72 degrees 41'15"E 267.75',
S 89 degrees 32'30" E 78.16', N 63 degrees 29' 53" E 155.78';

thence, leaving said Little Harpeth River, S 67 degrees 50'45" E 56.87' to an existing iron pin; thence, crossing a bend in the Little Harpeth River S 84 degrees 25'40" E 546.04' to an existing iron pin; thence S 81 degrees 18'44" E 1673.80' to a point in the center line of the Little Harpeth River; thence, along the center of said river on the following calls:

S 28 degrees 26'32" E 373.19', S 67 degrees 05'36" E 98.96',
N 74 degrees 56'33" E 137.00', N 48 degrees 14'08" E 60.79',
N 28 degrees 54'53" E 171.25', N 54 degrees 57'50" E 58.92',
N 84 degrees 11'56" E 130.46', N 54 degrees 36'27" E 253.94',
S 56 degrees 59'14" E 159.28', N 59 degrees 46'01" E 210.11',
S 85 degrees 11'11" E 87.84', S 54 degrees 20'30" E 251.85' to a point in the West margin of Vaughn Road; thence, along the said West margin, along a curve to the left delta = 24 degrees 10'43", radius = 1462.39 feet, a distance of 617.12 feet to an existing iron pin and concrete monument; thence, S 0 degrees 43'17" E 744.36 feet to the beginning.

Being part of the same property conveyed to Horseshoe Bend Limited from Devonmeade Associates by Special Warranty Deed of record in Book 626, page 414, Register's Office for Williamson County, Tennessee and of record in Book 7036, page 966, Register's Office for Davidson County, Tennessee.

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EXHIBIT D
TO
DEED CONVEYING LOTS IN PHASES I and II

MAP NO. 6J
GROUP A
PARCEL NOS. as FOLLOWS:

6100, 6200, 6300, 5100, 5200, 5300, 5400,
5500,400, 500, 700, 800,

MAP NO. 6F
Group A
PARCEL NOS. as FOLLOWS:

700, 900, 1000,1100, 1200,
1300, 1400, 1500, 1600, 1700,
1800, 1900, 2000, 2100, 2200,
2300, 2400, 6200,6300, 6400,
6500, 6600, 6700, 6800, 6900,
7000, 7100, 7200, 7300, 7400,
7500, 7600, 7700, 5000,

MAP NO. 6F
GROUP B
PARCEL NOS. AS FOLLOWS:

3600, 3700, 3900,4000, 4200,
4300, 4400, 4800, 5100, 5200,
5300, 6600, 6700

BOOK# 827 PG 893
NOTE BK 46 PG 03
TAX 15.00 TOTAL 15.00
FEE 100 RECEIPT#
REC 36.00 24030

MAP NO. 6G
GROUP A
PARCEL NOS. AS FOLLOWS:

2500, 5500, 5600, 5700, 5800,
5900, 6000, 6100, 900, 1000,
1100, 1200, 1300, 1600, 1700,
3100, 3600, 3700, 3800, 4000,
4300, 4400, 4700, 4800,

MAP NO. 6K
GROUP A
PARCEL NOS. AS FOLLOWS:

2400, 2600, 5600,

9632 01/03 0101 03CHECK 27.00

MAP NO. 6 K
GROUP B
PARCEL NOS. AS FOLLOWS:

1000, 1100, 1200, 1300
1400, 1600, 1700, 1800,
1900, 2000, 2100, 3400,
5400, 5500, 5600, 5700,
5800,

SADIE WADE
REGISTER OF DEEDS
WILLIAMSON COUNTY, TN.
1990 JAN -2 PM 3:52

MAP NO. 6L
GROUP B
PARCEL NOS. AS FOLLOWS:

400, 500, 700, 800, 900,
6100, 6200,

MAP NO. 006, part of parcels 2200 and 3100 comprising PHASES IIB and IIC

IDENTIFI REFERENCE
DAVIDSON COUNTY, TN
AM 3 10 12 AM '90
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bsb\general\mappar.nos