Prepared By:
Laurence M. Papel
MANIER, HEROD, HOLLABAUGH & SMITH
2200 One Nashville Place
150 Fourth Avenue North
Nashville, Tennessee 37219

WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP/PARCEL NO.
TENN PROPERTIES, INC. c/o Triton Group Ltd. Attn: Mitchell R. Woodbury, Esq. 1020 Prospect Street La Jolla, California 92038	SAME	MAP: 51-4 PARCEL: 63

THE MAXIMUM PRINCIPAL INDEBTEDNESS FOR TENNESSEE RECORDING TAX PURPOSES IS $645,000.00

Sworn to and subscribed before me this 23rd day of May, 1990

Notary Public
My Commission Expires
5/22/93

FOR AND IN CONSIDERATION of the sum of TEN and no/100 ($10.00) DOLLARS, the receipt of which is hereby acknowledged, DAVID K. WACHTEL, JR., the "Grantor" herein, has this date bargained and sold, and does hereby sell, transfer and convey unto TENN PROPERTIES, INC., a Delaware Corporation, the "Grantee" herein, Grantee's heirs and assigns, all his right, title and interest in the following described tract of land in Davidson County, State of Tennessee, described on "Exhibit A" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said tract of land the appurtenances, estate, title, and interest thereto belonging to the said Grantee, its heirs and assigns, in fee simple forever.

Grantor covenants with the said grantee that he is lawfully seized and possessed of the above described real estate in fee simple, and that he has a good and lawful right to sell and convey the same and that the same is free from any lien or encumbrance whatsoever except as follows:

1. TAXES for 1990 have been prorated and will be paid by Grantee when due.

2. If improvements are completed after January 1 of any year, the law requires supplemental assessment for the year in which improvements are completed as defined by statute.

3. A clearance permit to Southern Bell Telephone and Telegraph of record in Book 1060, Page 359, Register's Office, Davidson County, Tennessee.

4. Easement and License Agreement by and between Flagship Enterprises, Inc., a Tennessee Corporation and Eunice T. Wachtel and Lovejoy Inc., their tenants, their agents, employees and visitors, of record in Book 6813, Page 896, Register's Office, Davidson County, Tennessee.

5. The legal description and the state of the title of the property have been furnished to the draftsman by the Grantor, by third parties or from the record. The draftsman assumes no liability as to the accuracy thereof.

6. All matters, restrictions and encumbrances shown on the survey of James D. Wamble dated April 30, 1990.

Grantor does further covenant and binds himself and his successors and assigns to forever warrant and defend the title thereto against the lawful claims of all persons whomsoever.

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

WITNESS my hand this 23rd day of May, 1990.

DAVID K. WACHTEL, JR.

STATE OF TENNESSEE)
) ss
COUNTY OF DAVIDSON)

On this the 23rd day of May, 1990, before me, the undersigned officer, personally appeared DAVID K. WACHTEL, JR. known to me, or satisfactorily proven to be the person whose name is subscribed hereto, and acknowledged that he executed the same as for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

5/22/93

(realest\Gallatwd)

EXHIBIT "A" - LEGAL DESCRIPTION

(Gallatin Road - Madison)

PROPERTY LOCATED IN THE 9TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE; BEING PARCEL 63 ON COUNTY PROPERTY MAP 51-4; AND, BEING MORE PARTICULARLY DESCRIBED ACCORDING TO A SURVEY BY WAMBLE AND ASSOCIATES DATED APRIL 30, 1990 AS FOLLOWS:

BEGINNING AT AN EXISTING IRON PIN ON THE WESTERN RIGHT-OF-WAY OF GALLATIN PIKE (U.S. 31E), SAID PIN BEING THE NORTHEAST CORNER OF PROPERTY CONVEYED TO THE MADISON PRESBYTERIAN CHURCH INC., AS OF RECORD IN DEED BOOK 5874, PAGE 937, R.O.D.C., TENNESSEE; THENCE, LEAVING SAID WESTERN RIGHT-OF-WAY AND FOLLOWING THE NORTH LINE OF SAID CHURCH PROPERTY NORTH 87 DEGREES 29 MINUTES 51 SECONDS WEST, PASSING AN EXISTING IRON PIN, THE NORTHWEST CORNER OF SAID CHURCH PROPERTY AND THE NORTHEAST CORNER OF PROPERTY CONVEYED TO LONGFELLOW TENNESSEE ASSOCIATES LTD., AS OF RECORD IN DEED BOOK 7580, PAGE 173, R.O.D.C., TENNESSEE, AT 339.91 FEET; THENCE, CONTINUING 14.17 FEET WITH SAID LONGFELLOW'S NORTH LINE FOR A TOTAL DISTANCE OF 354.08 FEET, TO AN EXISTING CONCRETE MONUMENT, SAID MONUMENT BEING THE SOUTHWEST CORNER OF PROPERTY CONVEYED TO METRO GOVERNMENT/DAVIDSON COUNTY BOARD OF EDUCATION, STRATTON ELEMENTARY SCHOOL, AS OF RECORD IN DEED BOOK 3856, PAGE 262, R.O.D.C., TENNESSEE; THENCE, FOLLOWING THE EASTERN LINE OF SAID SCHOOL PROPERTY NORTH 14 DEGREES 10 MINUTES 20 SECONDS EAST 178.87 FEET TO AN EXISTING IRON PIPE, SAID PIPE BEING THE SOUTHWEST CORNER OF PROPERTY CONVEYED TO RICHARD C. GAMMEL AS OF RECORD IN DEED BOOK 6092, PAGE 842, R.O.D.C., TENNESSEE; THENCE, FOLLOWING THE SOUTHERN LINE OF SAID GAMMEL PROPERTY SOUTH 85 DEGREES 49 MINUTES 27 SECONDS EAST 204.23 FEET TO AN EXISTING IRON PIN, SAID PIN BEING THE NORTHWEST CORNER OF PROPERTY CONVEYED TO LOVEJOY INC., AS OF RECORD IN DEED BOOK 7458, PAGE 251, R.O.D.C., TENNESSEE; THENCE, FOLLOWING THE WESTERN LINE OF SAID LOVEJOY, INC. PROPERTY SOUTH 13 DEGREES 44 MINUTES 47 SECONDS WEST 41.90 FEET TO A P.K. NAIL SET, SAID P.K. NAIL BEING THE SOUTHWEST CORNER OF SAID LOVEJOY INC., PROPERTY; THENCE, FOLLOWING THE SOUTHERN LINE OF SAID LOVEJOY INC. PROPERTY SOUTH 85 DEGREES 30 MINUTES 47 SECONDS EAST 149.84 FEET TO AN IRON PIN SET OF THE WESTERN RIGHT-OF-WAY OF GALLATIN PIKE (U.S. 31E), SAID PIN ALSO BEING THE SOUTHEAST CORNER OF SAID LOVEJOY INC., PROPERTY; THENCE, FOLLOWING SAID WESTERN RIGHT-OF-WAY WITH A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 05 DEGREES 09 MINUTES 07 SECONDS, A RADIUS OF 1402.50 FEET, AN ARC LENGTH OF 126.11 FEET, A TANGENT OF 63.10 FEET, AND A CHORD BEARING AND LENGTH OF SOUTH 15 DEGREES 19 MINUTES 55 SECONDS WEST 126.07 FEET TO THE POINT OF BEGINNING.

CONTAINING 54,316 SQUARE FEET OR 1.2469 ACRES.

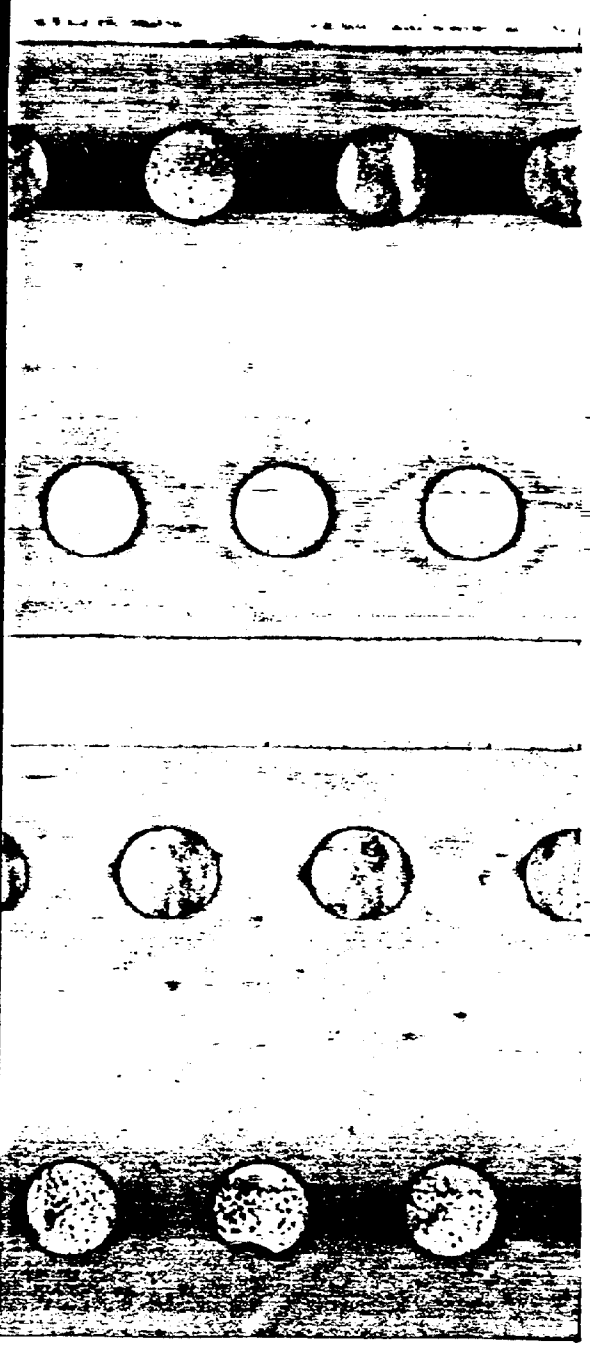
BEING THE SAME PROPERTY CONVEYED TO DAVID K. WACHTEL, JR., BY SUBSTITUTE TRUSTEES'S DEED OF RECORD IN DEED BOOK 7775, PAGE 421, R.O.D.C., TENNESSEE; AND, BEING SUBJECT TO A CLEARANCE PERMIT TO SOUTHERN BELL TELEPHONE AND TELEGRAPH OF RECORD IN DEED BOOK 1060, PAGE 359, R.O.D.C., TENNESSEE AND AN EASEMENT AND LICENCE AGREEMENT FOR INGRESS, EGRESS, PARKING AND TRASH REMOVAL OF RECORD IN DEED BOOK 6813, PAGE 896, R.O.D.C. TENNESSEE.

2833 /

MAY 23 3 45 PM '90

4142 05/23 0101 03CHECK 2138.50

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED



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

RECEIVED OF _____

FOR _____

BOOK 8115 PAGE 42

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
			CAMT	
				645000.00
			CON TX	2128.50
			PRFEE	1.00
			WDEED	9.00
			TOTAL	2138.50
			CHECK	2138.50
05/23/90	01		15:45 0001	4142

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

28337

IDENTIFICATION

MAY 23 3 45 PM '90

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY

No. 321558