TRUSTEE'S DEED

THIS INDENTURE is made and entered into this 2nd day of November, 1990, by and between William A. Carson, II, Trustee ("Grantor"), and Westinghouse Credit Corporation ("Grantee");

W I T N E S S E T H:

WHEREAS, on September 11, 1987, McDermott/Biltmore, Inc., a Tennessee corporation ("Borrower"), executed a Deed of Trust to William A. Carson, II, as Trustee, for the benefit of Westinghouse Credit Corporation ("WCC"), to secure a promissory note (the "Note") payable to order of WCC as described in the Deed of Trust, said Deed of Trust being recorded in Book 7367, Page 722, Register's Office, Davidson County, Tennessee, and in Book 262, Page 893, Register's Office, Cheatham County, Tennessee; and

WHEREAS, default having occurred in the payment of the debts and in the performance of the obligations secured to be paid and performed by the Deed of Trust, and all of the indebtedness secured thereby having matured at the option of WCC, owner and holder of said indebtedness, by default in payment and performance thereof, and WCC having requested the undersigned to advertise and sell the property conveyed by said Deed of Trust and still subject to the lien thereof, in accordance with the terms and provisions of the Deed of Trust; and

WHEREAS, in accordance with said request, said property was advertised for sale in The Ashland City Times, a weekly newspaper published in Ashland City, Cheatham County, Tennessee, for

THIS INSTRUMENT PREPARED BY
AND PLEASE RETURN TO:

Armstrong Allen Prewitt
Gentry Johnston & Holmes
1900 One Commerce Square
Memphis, Tennessee 38103

Davidson County

Tax Map	Parcel Nos.
126	53, 54, 57, 57.01, 62, 65 and 97
140	1, 4, 5, 6, 10, 11, 12, 17, 18, 19, 20, 21, 22, 23, 24, 26, 27, 28, 29 and 40

Cheatham County

Tax Map	Parcel No.
95	109
100	500
101	101
101	200

twenty-one (21) days, by three (3) weekly notices, such notices appearing on October 10, 17 and 24, 1990, giving the time, date, terms, place of sale and description of said property; and

WHEREAS, in accordance with said request, said property also was advertised for sale in The Nashville Record a weekly newspaper published in Nashville, Davidson County, Tennessee, for twenty-one (21) days, by three (3) weekly notices, such notices appearing on October 11, 18, and 25, 1990, giving the time, date, terms, place of sale and description of said property; and

WHEREAS, at the time, being 10:00 a.m. on Friday, November 2, 1990, and at the place, being the south door of the Courthouse, Nashville, Davidson County, Tennessee, as advertised aforesaid, said property was offered for sale at public outcry to the highest bidder for cash, in accordance with all of the terms and requirements of said Deed of Trust, and the aforesaid advertisement for sale, at which sale said property was struck off and sold to Grantee for the sum of $5,500,000.00, that being the highest cash bid, and pursuant thereto this conveyance is now made of said property to Grantee; and

WHEREAS, WCC being the owner and holder of said note for which said property was sold, has complied with the terms of the sale by paying into the hands of the undersigned the expenses of the sale, the balance of said purchase price being credited on the indebtedness secured by the Deed of Trust.

NOW, THEREFORE, Grantor, for and in consideration of the premises, hereby bargains, sells and conveys said property unto Grantee, in bar of statutory right of redemption, all equities of redemption, homestead, dower, curtesy and all other rights and exemptions of every kind, all of which are expressly

waived and surrendered in the Deed of Trust, said property being situated in Cheatham and Davidson Counties, Tennessee:

As more particularly described in Exhibit A attached hereto.

A portion of Tract One is subject to prior deed of trust recorded in Book 250, Page 425, Register's Office, Cheatham County, Tennessee, said portion being more particularly described as follows: Land in the 12th Civil District of Cheatham County, Tennessee and described as follows: Beginning at a new iron pin in the southerly margin of Interstate 40, said pin being 30' west of station 539 + 00/170, said point being also the north westerly corner of the herein described property; thence, easterly 30' to station 539 + 00/170; thence 20' to station 539 + 00/150; thence 602.32 feet to station 545 + 18.56/151.8; thence 18.2 feet to station 545 + 18.56/170; thence with arc of curve 1004.96 feet to a concrete monument 172.40 feet south 11 degrees 15 minutes west of station 554 + 56/0-00; thence leaving the southerly margin with the western boundary of the property conveyed to McDermott/Biltmore, Inc. and by John W. Nelley, Jr. and Howard R. Peterson, et al. by Deed of Record in Book 6845, Page 425, Register's Office of Davidson County. South 10 degrees west 675.91 feet to a corner fence post being the northerly boundary of the property conveyed to McDermott/Biltmore, Inc., by instrument of record in Book 6830, Page 868, Register's Office of Davidson County and Book 243, Page 116, Register's Office of Cheatham County; thence, with said northerly line north 88 degrees 08'04" west 1345 feet, more or less to the easterly boundary of property conveyed to McDermott/Biltmore, by instrument of record in Book 243, Page 116, Register's Office of Cheatham County; thence with said easterly boundary line north 04 degrees 34'43" east 1190.53 feet; thence north 06 degrees 56'21" east 350.01 feet, more or less, to the southerly margin of Interstate 40 being the point of beginning.

All of Tract Seven is subject to prior deed of trust recorded in Book 6845, Page 431, Register's Office, Davidson County, Tennessee, except for that portion of Tract Seven described as follows: Being a parcel of land in the Second Civil District of Davidson County, Tennessee, also being a portion of the land conveyed to McDermott/Biltmore, Inc. of record in Book 6845, Page 425, R.O.D.C., Tennessee and being more particularly described as follows: BEGINNING at a point in the centerline of McCrory Lane at the south end of a bridge over the Harpeth River; THENCE, along the centerline of McCrory Lane, S 30° 39' W, 270.37 feet to a point; THENCE, S 11° 27' W, 178.91 feet to a point; THENCE, leaving the roadway: N 82° 14' W, 291.08 feet to a point; S 12° 32' W, 153.39 feet to a point; S 96° 34' E, 72.12 feet to a point; S 09° 07' E, 297.97 feet to a point; S 77° 59' W, 1,082.03 feet to a point; N 12° 29' W, 2,330.60 feet to a point; N 76° 12' E, 482.03 feet to a point; N 88° 43' E, 215.43 feet to a point; S 57° 25' E, 163.21 feet to a point; N 46° 41' E, 328.93 feet to a point at the bank of the Harpeth River; THENCE, along the river the following calls: S 25° 30' E, 1,071.61 feet to a point; S 31° 43' E, 191.93 feet to a point; S 42° 23' E, 471.18 feet to the point of beginning. Containing 68.62 acres, more or less.

Tract Eight is subject to prior deed of trust recorded in Book 6845, Page 431, Register's Office, Davidson County, Tennessee.

All tracts are subject to any easements of record prior to the Deed of Trust, and any unpaid Cheatham County and Davidson County real estate taxes.

Property Address: Vacant ground located at I-40 and McCrory Lane in Cheatham and Davidson Counties, Tennessee, commonly known as the Biltmore project.

Statutory right of redemption, all equities of redemption, homestead, dower, curtesy and all other rights and exemptions of every kind are expressly waived and surrendered in said Deed of Trust and the title is believed to be good, but I will sell and convey only as Trustee.

TO HAVE AND TO HOLD said property together, with all appurtenances and hereditaments thereunto belonging or in any wise appertaining, unto Grantee, and its successors and assigns, free of statutory right of redemption, all equities of redemption, homestead, dower, curtesy and all other rights and exemptions of every kind; and, while this conveyance is made without individual covenants of Grantor, the Grantor insofar as he is able to do so, hereby transfers to Grantee all covenants of warranty in the Deed of Trust.

The proceeds of sale have been disbursed or credited as follows:

Foreclosure Reference and Title Update--$	2,000.00
Publication of Notice of Trustee's Sale-$	6,046.62
Trustee's Commission, Attorney's Fee and Expenses----------$	90,167.07
Accrued Interest on the Note----------$	998,403.71
Principal of Note----------$	4,403,382.60
TOTAL $	5,500,000.00

IN WITNESS WHEREOF, Grantor has hereunto set his hand the day and date first above written.

William A Carson, II, Trustee
WILLIAM A. CARSON, II, Trustee

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared WILLIAM A. CARSON, II, Trustee, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

WITNESS my hand and Notarial Seal at office this 2nd day of October, 1990.

Trisha B Buckam
NOTARY PUBLIC

My Commission Expires:

11-27-93

MAIL TAX BILLS TO AND PARTY RESPONSIBLE FOR PAYMENT OF TAXES:

Westinghouse Credit Corporation
Legal Dept., One Oxford Centre 9th Floor
Pittsburgh, PA 15219

Property Address:

Vacant ground located at I-40 and McCrory Lane in Cheatham and Davidson Counties, Tennessee, commonly known as the Biltmore project.

I hereby swear or affirm that, to the best of my knowledge, information, and belief, the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $ 5,500,000.00 , which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

AFFIANT

Subscribed and sworn to before me this 3rd day of October, 1990.

NOTARY PUBLIC

My Commission Expires:

11-27-93

90/WAC/be-erse/601-608 [sps]

Being a parcel of land located in the Second Civil District, 35th Councilmanic District, Nashville, Davidson County, Tennessee, 12th Civil District, Cheatham County, Tennessee, said parcel being located south of I-40 and west of McCrory Lane, being more particularly described as follows:

BEGINNING at an iron pin in the south margin of McCrory Lane, said point being approximately 1.3 miles east of the intersection of McCrory Lane and I-40 and also being the northeast corner of the R. H. Buchanan property, as recorded in Book 3136, Page 415, R.O.D.C., and Book 5114, Page 629, R.O.D.C.;

THENCE, along a fence line and bounded by the Buchanan property the following seven calls:

N 84° 42' 42" W, 167.62 feet to an iron pin;
S 04° 03' 48" W, 382.27 feet to an iron pin;
S 19° 33' 42" E, 383.19 feet to a corner stone;
S 09° 11' 19" W, 118.06 feet to an iron pin;
S 31° 17' 57" E, 527.15 feet to an iron pin;
S 66° 54' 18" E, 240.98 feet to a fence corner;
S 07° 33' 33" W, 394.50 feet to a post at an old stump;

THENCE, along a fence bounded by the Jerry D. Heath property, Book 5461, Page 731, R.O.D.C., the following five calls:

N 81° 23' 59" W, 992.56 feet to an iron pin;
S 06° 56' 27" W, 526.75 feet to a planted stone;
N 83° 23' 37" W, 784.38 feet to an iron pin;
N 06° 43' 10" E, 538.77 feet to a planted stone;
N 82° 09' 12" W, 647.27 feet to a red painted rock in the middle of a stump;

THENCE, leaving the fence line, the following call bounded by the Jerry D. Heath property, S 07° 31' 29" W, 2,521.22 feet to an iron pin;

THENCE, near a fence line and bounded by the Freddy L. Judd property, Book 4945, Page 299, R.O.D.C., S 00° 45' 12" W, 399.66 feet to an iron pin;

THENCE, the following call which is bounded by the Danny Sullivan property, Book 6370, Page 285, the Paul W. Watson property, Book 5900, Page 283, the Johnny Dunlap property, Book 5952, Page 860, and the R. T. Pinkerton property, Book 2033, Page 174, R.O.D.C., N 84° 57' 38" W, 2,063.87 feet to an iron pin;

THENCE, continuing with the boundary of the R. T. Pinkerton property the following two calls:

S 07° 51' 26" W, 1,066.73 feet to an iron pin;
N 84° 44' 00" W, 352.00 feet to a planted stone with red paint;

THENCE, the following eight calls bounded by the Mrs. Armada Pinkerton property, Book 5449, Page 649, R.O.D.C.:

N 21° 28' 07" W, 1,170.35 feet to an iron pin;
N 03° 50' 15" E, 919.02 feet to the middle of a rock by a 30" beech;
N 84° 10' 38" W, 716.27 feet to an iron pin;
N 05° 41' 26" E, 869.27 feet to an iron pin;
N 76° 52' 14" W, 2,794.85 feet to an iron pin;
S 02° 49' 19" W, 1,409.60 feet to an iron pin;
N 87° 13' 28" W, 2,419.64 feet to a 30" beech;
S 01° 38' 43" E, 155.70 feet to an iron pin;

THENCE, N 84° 50' 45" W, passing through the Davidson-Cheatham County line and bounded by the Willie Lee Davis property, Book 4902, Page 588, R.O.D.C., 1,225.96 feet to an iron pin;

THENCE, continuing with the Willie Lee Davis property, N 01° 47' 19" E, 793.85 feet to an iron pin;

THENCE, with the Willie Lee Davis property, as recorded in Book 80, Page 322, R.O.C.C., the following two calls:

N 84° 46' 36" W, 156.74 feet to a 24" beech with white paint;
N 83° 03' 01" W, 53.53 feet to an iron pin;

THENCE, with the Willie Lee Davis property, as recorded in Book 4902, Page 589, R.O.D.C., N 01° 27' 03" E, 532.51 feet to an iron pin;

THENCE, with the Willie Lee Davis property, Book 4902, Page 589, R.O.D.C., and Book 80, Page 322, R.O.C.C., N 84° 24' 05" W, 2,390.98 feet to a 2" iron pipe;

THENCE, continuing with the Willie Lee Davis property, the following four calls:

N 05° 48' 08" E, 156.47 feet to a 1" iron pipe;
N 83° 05' 26" W, 462.00 feet to an iron pin;
S 30° 11' 14" W, 670.83 feet to an iron pin;
N 80° 35' 01" W, 100.00 feet to a point in the center of the South Harpeth River;

THENCE, the following seven calls along the approximate centerline of the South Harpeth River, and bounded by the Arthur L. Brooks property, Book 137, Page 409, R.O.C.C.;

N 37° 49' 29" E, 451.22 feet to a point;
N 19° 11' 21" E, 591.26 feet to a point;
N 23° 17' 29" E, 155.93 feet to a point;
N 27° 19' 26" E, 275.42 feet to a point;
N 20° 42' 12" W, 68.57 feet to a point;
N 47° 40' 00" W, 242.00 feet to a point;
N 62° 07' 00" W, 192.50 feet to a point;
N 80° 17' 59" W, 341.14 feet to a point;

THENCE, leaving the center of the river, the following three calls bounded by the Robert A. Mathews property, Book 134, Page 471, R.O.C.C.;

N 44° 19' 25" E, 149.62 feet to an iron pin;
S 82° 08' 27" E, 720.67 feet to an existing nail in a flat rock with carved "D";
N 07° 11' 12" E, 2,972.27 feet to an iron pin;

THENCE, the following three calls bounded by the Francis Anderson property, Book 205, Page 320, R.O.C.C.;

N 12° 02' 26" E, 593.05 feet to a steel corner post;
N 60° 52' 00" E, 181.50 feet to a a steel corner post;
N 08° 42' 24" E, 2,294.52 feet to a concrete monument in the southerly margin of I-40, said point being located at Highway Station 515+00, said point also being the northwesterly corner of the hereindescribed parcel;

THENCE, with said southerly margin in an easterly direction, the following calls:

S 52° 31' 08" E, 399.32 feet to a concrete monument;
S 33° 54' 33" W, 32.72 feet to a concrete monument;
S 52° 51' 45" E, 1,299.65 feet to a concrete monument;
S 37° 30' 43" W, 24.51 feet to a concrete monument;
S 52° 53' 12" E, 700.73 feet to a concrete monument;
N 42° 10' 41" E, 20.52 feet to a concrete monument;
S 52° 50' 46" E, 620.71 feet to a concrete monument;
S 35° 36' 51" W, 18.20 feet to a concrete monument;
With a curve to the left crossing the Cheatham-Davidson County line, having a delta of 14° 29' 10", a radius of 3,989.72 feet, a distance of 1,008.72 feet to a concrete monument;

S 11° 47' 51" W, 33.44 feet to a concrete monument;
With a curve to the left having a delta of 12° 04' 15", a radius of 4,022.72 feet, a distance of 847.49 feet to a concrete monument;

S 81° 27' 23" E, 205.34 feet to a concrete monument;
N 07° 28' 43" E, 75.00 feet to a concrete monument;
S 82° 31' 16" E, 675.98 feet to a concrete monument;
S 07° 28' 44" W, 65.00 feet to a concrete monument;
S 82° 31' 16" E, 693.13 feet to a concrete monument;
N 07° 28' 45" E, 70.00 feet to a concrete monument;
With a curve to the left having a delta of 08° 01' 50", a radius of 5,894.58 feet, a distance of 826.19 feet to a concrete monument;

N 89° 17' 40" E, 651.03 feet to a concrete right-of-way marker;
S 84° 15' 21" E, 1,494.96 feet to an existing concrete right-of-way marker;
With a curve to the right, having a delta of 24° 01' 43", a radius of 889.93 feet, a distance of 373.22 feet to a concrete right-of-way marker;
S 59° 27' 07" E, 146.91 feet to a concrete right-of-way marker;
N 32° 40' 46" E, 30.01 feet to a point in the southerly margin of McCrory Lane;

THENCE, with the southerly margin of McCrory Lane, the following five calls:

S 57° 19' 37" E, 453.69 feet to an iron pin;
With a curve to the left, having a delta of 16° 29' 50", a radius of 1,454.37 feet, a distance of 418.76 feet, to an iron pin;
S 73° 49' 49" E, 258.33 feet to an iron pin;
N 16° 09' 16" E, 4.97 feet to a point;
S 73° 49' 26" E, 168.04 feet to an iron pin;

THENCE, leaving McCrory Lane margin, the following three calls bounded by the Alfred C. Farris, III, property, Book 3312, Page 241, R.O.D.C., and the Calvin D. Dunham, Jr., property, Book 6565, Page 47, R.O.D.C.;

S 26° 03' 06" W, 910.66 feet to an iron pin;
S 51° 43' 02" E, 755.52 feet to an iron pin;
N 26° 03' 32" E, 1,235.50 feet to an iron pin in the southerly margin of McCrory Lane;

THENCE, with the southerly margin of McCrory Lane, the following 12 calls:

With a curve to the left having a delta of 02° 23' 15", a radius of 2,807.77 feet, a distance of 117.00 feet to an iron pin;
S 85° 21' 21" E, 259.98 feet to an iron pin;
With a curve to the right having a delta of 36° 52' 20", a radius of 1,385.00 feet, a distance of 891.31 feet to an iron pin;

S 41° 31' 00" W, 15.00 feet to a point;
With a curve to the right having a delta of 08° 05' 03", a radius of 1,370.00 feet, a distance of 193.30 feet to an iron pin;
N 49° 36' 03" E, 15.00 feet to an iron pin;
S 40° 23' 57" E, 204.85 feet to an iron pin;
With a curve to the left having a delta of 17° 57' 58", a radius of 1,197.17 feet, a distance of 375.39 feet to an iron pin;
S 58° 21' 55" E, 363.22 feet to an iron pin;
With a curve to the right having a delta of 20° 39' 30", a radius of 2,823.29 feet, a distance of 1,017.95 feet to an iron pin;
S 37° 42' 25" E, 340.69 feet to an iron pin, this point being the point of beginning.

Containing 84,044,152 square feet, or 1,929.39 acres, more or less.

EXHIBIT A (Cont'd.)

Being a parcel of land located in the Second Civil District, 23rd Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located north of I-40 and Newsom Station Road and east of McCrory Lane, being more particularly described as follows:

BEGINNING at a point, this point being an iron pin at a fence corner, this point also being the southeast corner of the Robert E. Lee Travis property as recorded in Will Book 57, Page 456, R.O.D.C., and being N 25° 18' 39" W, 36.64 feet from an iron pin set in the northern right-of-way line of Newsom Station Road approximately 2,550 feet east of the centerline of McCrory Lane;

THENCE, along a fence bounded by the Robert E. Lee Travis property, the following seven calls:

N 25° 18' 39" W, 189.19 feet to an iron pin;
N 51° 52' 32" W, 406.01 feet to a fence corner at 12-inch Hackberry;
N 18° 00' 32" W, 597.60 feet to an iron pin;
N 51° 49' 38" W, 413.19 feet to an iron pin;
N 26° 04' 03" W, 420.00 feet to an iron pin;
N 36° 48' 48" W, 795.09 feet to an iron pin;
N 57° 40' 00" W, 345.79 feet to an iron pin at a 24-inch Hackberry on the southern bank of the Harpeth River;

THENCE, along the southern bank of the Harpeth River, the following six calls:

N 52° 45' 09" E, 265.81 feet to a 10-inch Hackberry;
N 46° 21' 26" E, 453.69 feet to a point;
N 33° 15' 33" E, 560.61 feet to a point;
N 30° 01' 11" E, 181.45 feet to a point;
N 34° 09' 51" E, 291.18 feet to an iron pin;
N 36° 57' 29" E, 421.32 feet to an iron pin in the boundary of the Seaboard Railroad right-of-way;

THENCE, leaving the river along the western boundary of the Seaboard Railroad right-of-way, along a curve to the right having a delta of 11° 59' 18", a radius of 3,267.54 feet, a distance of 683.69 feet to an iron pin;

THENCE, continuing with the railroad ROW, S 84° 43' 36" E, 41.56 feet to an iron pin;

THENCE, leaving the railroad along a fence bounded by the Donald Ray Lannom property as recorded in Book 6269, Page 13, R.O.D.C., the following two calls:

S 16° 24' 03" E, 1,561.24 feet to an 18" oak;

S 17° 53' 35" E, 1,239.88 feet to an iron pin set in the northern margin of Newsom Station Road;

THENCE, leaving said road margin and continuing with the Lannom property, the following two calls:

S 69° 28' 45" W, 358.21 feet to an iron pin;
S 22° 48' 55" E, 310.51 feet to an iron pin in the western margin of Newsom Station Road;

THENCE, along the western and northern margin of Newsom Station Road, the following ten calls:

S 12° 29' 06" E, 72.49 feet to a 24" Hackberry;
S 18° 41' 19" E, 234.69 feet to an iron pin;
S 21° 26' 58" E, 352.39 feet to an iron pin;
Along a curve to the right having a delta of 102° 39' 03", a radius of 69.16 feet, a distance of 123.91 feet to an iron pin;
S 81° 12' 30" W, 499.73 feet to an iron pin;
N 08° 16' 14" W, 26.46 feet to a concrete monument;
S 80° 49' 55" W, 157.64 feet to a concrete monument;
Along a curve to the left having a delta of 21° 40' 51", a radius of 345.00 feet, a distance of 130.55 feet to a concrete monument;
N 27° 08' 04" W, 13.72 feet to a concrete monument;
S 59° 34' 34" W, 207.32 feet to an iron pin;

THENCE, leaving said road margin, N 25° 18' 39" W, 36.64 feet bounded by Tract No. 6, McDermott/Biltmore, Inc., to an iron pin, this point being the point of beginning.

Containing 6,590,782 square feet or 151.30 acres, more or less.

TRACT THREE

Being a parcel of land located in the Second Civil District, 23rd Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located north of I-40, south of Newsom Station Road and east of McCrory Lane, being more particularly described as follows:

BEGINNING at a point, this point being a concrete right-of-way marker for I-40 where the right-of-way intersects the right-of-way of Newsom Station road approximately 2,375 feet east of the centerline of McCrory Lane along Newsom Station road;

THENCE, along the southern boundary of Newsom Station road the following six calls:

N 61° 19' 04" E, 391.55 feet to a concrete right-of-way marker;
N 30° 48' 32" W, 15.42 feet to a concrete right-of-way marker;
With a curve to the right having a delta of 21° 45' 36", a radius of 255.00 feet a distance of 96.84 feet to a concrete right-of-way marker;
N 81° 40' 36" E, 157.74 feet to a concrete right-of-way marker;
N 09° 58' 16" W, 32.20 feet to an iron pin;
N 81° 12' 30" E, 0.77 feet to the corner of a rock wall at a cemetery;

THENCE, leaving said Newsom Station road right-of-way the following three calls bounding a cemetery and the wall that surrounds it:

S 15° 23' 35" E, 156.26 feet to an iron pin;
N 80° 38' 17" E, 208.73 feet to an iron pin;
N 16° 08' 25" W, 155.08 feet to an iron pin in the southern margin of Newsom Station road;

THENCE, along the southerly margin of Newsom Station road the following two calls:

N 81° 12' 30" E, 292.72 feet to an iron pin;
Along a curve to the left having a delta of 70° 53' 25", a radius of 102.16 feet, a distance of 126.40 feet to an iron pin, in the westerly line of the Lannom property as recorded in Book 6269, Page 13, R.O.D.C.;

THENCE, leaving the margin of Newsom Station road and bounded by the Lannom property the following two calls:

S 40° 25' 06" E, 75.27 feet to a two-inch pipe;
S 21° 35' 17" E, 379.97 feet to a concrete right-of-way marker;

THENCE, along the I-40 right-of-way the following three calls:

S 21° 36' 30" E, 21.19 feet to a right-of-way marker, along a curve to the left, a delta of 0° 59' 52", a radius of 22,720.32 feet, a distance of 395.70 feet to a concrete right-of-way marker;
S 89° 18' 12" W, 956.28 feet to the point of beginning.

Containing 288,801 square feet, or 6.63 acres, more or less.

TRACT FOUR

Being a parcel of land located in the Second Civil District, 23rd Councilmanic District, Nashville, Davidson County, Tennessee, said parcel being located in the northwest corner of the intersection of I-40 and McCrory Lane, being more particularly described as follows:

BEGINNING at a point, said point being a concrete right-of-way marker at the intersection of the right-of-way lines of I-40 and McCrory Lane;

THENCE, along the I-40 right-of-way, S 89° 09' 48" W, 189.01 feet to an iron pin;

THENCE, leaving the right-of-way and bounded by the McDermott/Biltmore, Inc., Tract Seven as recorded in Book 6845, Page 425, R.O.D.C., N 10° 44' 21" W, 315.94 feet to an iron pin in the western right-of-way line of McCrory Lane;

THENCE, along the western margin of McCrory Lane, S 38° 51' 29" E, 395.07 feet to the point of beginning.

Containing 29,413 square feet, or 0.68 acres, more or less.

Tract Five

Being a parcel of land in the Second Civil District, Davidson County, Tennessee, lying southwardly of Interstate Highway 40 and eastwardly of McCrory Lane and being more particularly described as follows:

BEGINNING at an existing concrete monument in the intersection of the southerly margin of Interstate Highway 40 and the easterly margin of McCrory Lane;

THENCE, with the southerly margin of Interstate Highway 40 N 81° 11' 01" E, 454.08 feet to a concrete monument;

THENCE, N 89° 24' 18" E, 999.82 feet to a point;

THENCE, S 00° 39' 00" E, 59.60 feet to a point;

THENCE, N 89° 21' 50" E, 399.67 feet to a concrete monument;

THENCE, N 83° 57' 17" E, 650.57 feet to a concrete monument;

THENCE, with a curve to the left having a radius of 23,068.32 feet and a central angle of 01° 15' 40" for a distance of 507.75 feet to a concrete monument;

THENCE, N 87° 32' 09" E, 536.07 feet to a concrete monument;

THENCE, S 02° 51' 27" E, 94.60 feet to a concrete monument;

THENCE, N 86° 16' 10" E, 265.44 feet to an iron pin;

THENCE, leaving the I-40 right-of-way and with the west boundary of the J. P. Wilson, III, property of record in Book 4742, Page 699, R.O.D.C., S 06° 26' 40" E, 164.54 feet to an existing 1/2" pipe;

THENCE, continuing with the Wilson Property, S 37° 06' 58" E, 1,540.17 feet to an iron pin in the northerly line of the J. P. Pickard property of record in Book 5114, Page 623, R.O.D.C.;

THENCE, with Pickard's northerly line, N 82° 46' 42" W, 1,076.58 feet to an iron pin;

THENCE, with Pickard's westerly line, S 10° 06' 29" W, 321.26 feet to an iron pin in the easterly margin of McCrory Lane;

THENCE, with said easterly margin N 40° 33' 10" W, 53.17 feet to a iron pin;

THENCE, with a curve to the left, having a radius of 1,445 feet and a central angle of 07° 59' 50", a distance of 201.69 feet to a point;

THENCE, S 41° 27' 00" W, 5.00 feet to a point;

THENCE, with a curve to the left, having a radius of 1,440 feet and a central angle of 14° 07' 00", a distance of 354.79 feet to a point;

THENCE, S 27° 20' 00" W, 5.00 feet to a point;

THENCE, with a curve to the left having a radius of 1,435 feet and a central angle of 22° 42' 09", a distance of 568.60 feet to an iron pin;

THENCE, N 85° 22' 09" W, 259.37 feet to an iron pin;

THENCE, with a curve to the right, having a radius of 2,757.77 feet and a central angle of 11° 31' 18", a distance of 554.56 feet to an iron pin;

THENCE, N 73° 50' 51" W, 482.26 feet to an iron pin;

THENCE, N 16° 09' 09" E, 5.00 feet to a point;

THENCE, N 73° 50' 51" W, 259.79 feet to an iron pin;

THENCE, with a curve to the right, having a radius of 1,371.71 feet and a central angle of 16° 32' 07", a distance of 395.87 feet to an iron pin;

THENCE, N 57° 18' 44" W, 453.87 feet to a point;

THENCE, N 32° 41' 16" E, 30.00 feet to a point;

THENCE, N 59° 32' 34" W, 435.61 feet to the point of beginning.

Containing 3,893,246 square feet or 89.38 acre, more or less.

Tract Six

Being a parcel of land in the Second Civil District, Davidson County, Tennessee, lying north of Interstate Highway 40 and eastwardly of McCrory Lane and being more particularly described as follows:

BEGINNING at a point in the easterly margin of McCrory Lane, said point being 1.35 feet southerly of an iron pin and being in an existing fence line;

THENCE, with the southerly line of the Joyce Baker property of record in Book 5477, Page 168, R.O.D.C., S 83° 04' 20" E, 2,717.75 feet to a point;

THENCE, S 24° 29' 01" E, 36.69 feet to an iron pin in the northerly margin of Newsom Station Road;

THENCE, with said northerly margin S 59° 42' 00" W, 216.80 feet to an existing concrete monument;

THENCE, S 35° 27' 35" E, 14.80 feet to an existing concrete monument in the northerly margin of Newsom Station Road and Interstate Highway 40 Right-of-Way;

THENCE, with said northerly margin along a curve to the right, having a radius of 253.00 feet and a central angle of 30° 08' 48", a distance of 133.12 feet to a point;

THENCE, with said right-of-way, S 89° 22' 51" W, 1,176.87 feet to a concrete monument;

THENCE, with said right-of-way, N 75° 05' 53" W, 1,088.31 feet to a concrete monument in the easterly margin of McCrory Lane;

THENCE, N 45° 20' 40" W, 205.70 feet to a point;

THENCE, N 17° 13' 48" W, 111.51 feet to the point of beginning.

Containing 746,960 square feet or 17.15 acres, more or less.

Being a parcel of land in the Second Civil District of Davidson County, Tennessee, lying north of Interstate 40 , and south of the Harpeth River, and more particularly described as follows:

BEGINNING at an Iron Pin being 270.00 feet from the center of and being on the North Right-of-Way of Interstate 40 and being 189.01 feet from the west margin of McCrory Lane;

THENCE, with the northerly right-of-way boundary of Interstate 40, S 89° 20' W, 1,013.34 feet to a concrete marker;

THENCE, S 88° 35' W, 92.65 feet to a concrete marker;

THENCE, continuing with same, S 0° 33' E, 50.00 feet to a concrete marker;

THENCE, continuing with same, on a curve to the right with a radius of 5,509.58 feet for a length of 679.73 feet to a concrete marker;

THENCE, continuing with same, the following courses:

N 83° 29' W, 193.13 feet to a concrete marker;
S 6° 31' W, 70.00 feet to a concrete marker;
N 87° 18' W, 690.00 feet to a concrete marker;
N 6° 31' E, 120.00 feet to a concrete marker;
N 80° 38' W, 776.40 feet to a concrete marker;
S 28° 40' W, 100.00 feet to a concrete marker;

THENCE, on a curve to the right with a radius of 2,176.83 feet for a length of 486.80 feet to a concrete marker;

THENCE, with same, N 48° 02' W, 277.50 feet to an iron pin, being on the northerly right-of-way of Interstate 40, and being also the southeasterly corner of the Peterson property, formerly Underwood;

THENCE, leaving the Interstate with the easterly boundary of the Peterson property, N 8° 43' E, 1,086.66 feet to an Elm Tree, being the northeasterly corner of the Peterson property, and being also on the southeasterly bank of the Harpeth River;

THENCE, with the bank of the Harpeth River, the following courses:

N 27° 42' E, 126.68 feet to a point;
N 23° 57' E, 186.57 feet to a point;
N 01° 10' E, 575.97 feet to a point;
N 4° 02' W, 698.13 feet to a point;
N 0° 30' W, 344.05 feet to a point;
N 2° 08' W, 336.46 feet to a point;
N 9° 03' W, 651.63 feet to a point;

N 14° 51' W, 781.55 feet to a point;
N 10° 19' W, 243.86 feet to a point;
N 17° 53' E, 482.39 feet to a point;
N 34° 39' E, 453.48 feet to a point;
N 82° 44' E, 258.31 feet to a point;
S 84° 01' E, 205.19 feet to a point;
S 71° 57' E, 279.53 feet to a point;
S 56° 33' E, 664.08 feet to a point;
S 63° 02' E, 141.29 feet to a point;
S 47° 05' E, 347.86 feet to a point;
S 18° 18' E, 472.50 feet to a point;
S 25° 30' E, 1,742.29 feet to a point;
S 31° 43' E, 191.93 feet to a point;
S 42° 23' E, 471.18 feet to a point being on the southerly bank of the Harpeth River, and being also in the center of McCrory Lane;

THENCE, with the center of McCrory Lane, the following courses:

S 30° 39' W, 270.37 feet to a point
S 11° 27' W, 178.91 feet to a P.K. Nail, being in the center of McCrory Lane, and being also the northeasterly corner of the Langford property;

THENCE, with the Langford boundary, N 82° 14' W, 291.08 feet to an iron pin;

THENCE, continuing with same, S 12° 32' W, 153.39 feet to an iron pin;

THENCE, continuing with same, S 76° 34' E, 72.12 feet to an iron pin being a point in the southerly boundary of the Langford property, and being also the northwesterly corner of the Howell property;

THENCE, with the westerly boundary of the Howell property, S 09° 07' E, 297.87 feet to an iron pin, being also the southwesterly corner of the Howell property;

THENCE, with the southerly boundary of the Howell property, N 77° 59' E, 350.04 feet to a P.K. Nail being also the southeasterly corner of the Howell property, and being also in the center of McCrory Lane;

THENCE, with the center of McCrory Lane, the following courses:

S 47° 01' E, 76.64 feet to a P.K. Nail;
S 49° 52' E, 271.07 feet to a P.K. Nail;
S 41° 15' E, 118.84 feet to a P.K. Nail;
S 32° 45' E, 173.10 feet to a P.K. Nail;
S 25° 34' E, 89.55 feet to a P.K. Nail;
S 17° 34' E, 132.63 feet to a P.K. Nail;
S 10° 48' E, 992.14 feet to a P.K. Nail;
S 09° 57' E, 382.18 feet to a P.K. Nail;

THENCE, leaving McCrory Lane, S 10° 54' E, 316.32 feet to the point of beginning.

Containing 402.69 acres, more or less.

LESS AND EXCEPT: 0.42 acres in I-40 right-of-way as shown on survey dated August 31, 1987, 1987 by Robert L. Jones.

EXHIBIT A (Cont'd.)

TRACT EIGHT

Being a parcel of land in the Second Civil District of Davidson County, Tennessee, lying north of the Harpeth River and south of U.S. Highway 70, and more particularly described as follows:

BEGINNING at a point in the center of McCrory Lane, and being also a point on the northerly bank of the Harpeth River;

THENCE, with the northerly bank of the Harpeth River, the following courses:

N 42° 06' W, 425.10 feet to a point;

N 31° 43' W, 191.93 feet to a point;

N 25° 30' W, 1,718.94 feet to a point;

N 19° 39' W, 520.82 feet to a point;

N 47° 40' W, 375.36 feet to a point;

N 63° 19' W, 129.99 feet to a point;

N 56° 51' W, 690.65 feet to a point;

N 72° 22' W, 300.45 feet to a point;

N 84° 01' W, 205.19 feet to a point;

S 82° 06' W, 326.31 feet to a point;

S 34° 39' W, 521.50 feet to a point;

THENCE, leaving the said Harpeth River N 87° 18' W, 415.79 feet to a point being on the southerly margin of U.S. Highway 70;

THENCE, with the southerly margin of U.S. Highway 70, the following courses:

N 67° 02' E, 319.33 feet to a point;

N 51° 43' E, 201.72 feet to a point;

N 41° 22' E, 690.38 feet to a point;

N 66° 01' E, 759.30 feet to a point;

S 79° 16' E, 385.58 feet to a point;

S 67° 30' E, 294.82 feet to a point;

S 59° 24' E, 2,316.69 feet to a point, being on the southerly margin of U.S. Highway 70;

THENCE, S 7° 10' W, 759.01 feet to a point being on the westerly margin of McCrory Lane;

THENCE, S 7° 11' W, 1,521.80 feet to a P.K. Nail being in the center of McCrory Lane;

THENCE, with the center of McCrory Lane the following courses:

S 21° 21' W, 163.66 feet to a P.K. Nail;

S 32° 27' W, 195.45 feet to the point of beginning.

Containing 113.29 acres, more or less.

1. Title to that portion of the premises, if any, embraced within the bounds of any roads.

2. Title to tidelands or lands comprising the shores or bottoms of navigable waters or lands beyond the harbor or bulkhead lines as established by governmental authority or title to any lands lying below the mean high water line.

3. Riparian rights, rights of accretion or reliction, or littoral rights or title to any accreted, filled or submerged lands lying below the mean high water line.

4. Rights or claims of any person, public or private, other entities or government relating to access to any navigable river or the claim or right to use as a public beach or recreation area any part of the shore abutting such navigable river.

5. Any titles or rights asserted by anyone including but not limited to persons, corporations, governments or other entities, to tide lands, or lands comprising the shores or bottoms of navigable rivers, lakes, bays, ocean or gulf, or lands beyond the line of the harbor or bulkhead lines as established or changed by the United States Government or water rights, if any.

6. Roll-back taxes for the statutory period if land is converted to a use other than that stipulated as provided in T.C.A. §§ 67-5-1001, et seq.

7. Rights to lands included within the bounds of cemeteries and rights of ingress and egress thereto.

8. Transmission line easement to the United States of America recorded in Book 4207, Page 514, Book 4207, Page 555, and Book 4225, Page 587, Register's Office, Davidson County, Tennessee.

9. Transmission line easement to the United States of America recorded in Book 4181, Page 383, Register's Office for Davidson County, Tennessee.

10. Easement and right-of-way to Tennessee Electric Power Company recorded in Book 751, Page 396, Register's Office for Davidson County, Tennessee.

11. Easement granted to Southern Bell Telephone and Telegraph by instrument recorded in Book 756, Page 142, Register's Office for Davidson County, Tennessee.

12. Subject to Plan Book 1, Page 121, Chancery Court, Register's Office for Davidson County, Tennessee.

13. Easement as to ingress and egress and use of spring reserved in Deed of Trust to Joseph C. Erwin, Jr. recorded in Book 5446, Page 47, Register's Office for Davidson County, Tennessee.

14. Easement as to use of spring reserved in Deed to Alred C. Farris, III and wife, Carney O. Farris, of record in Booh 3462, Page 445, Register's Office for Davidson County, Tennessee.

15. Easement to State of Tennessee for interstate highway drainage of record in Book 99, Page 52, Register's Office of Cheatham County, Tennessee.

16. Restrictive covenants recorded in Book 6712, Page 782, Register's Office for Davidson County, Tennessee.

EXHIBIT B

17. Drainage easements to State of Tennessee per Federal Aid Project No. 1-40-3(a) 185 R.O.W. Plan Sheet 14.

18. Reservation in Book 167, Page 477, Register's Office for Cheatham County, Tennessee, to build billboards during lifetime of Ted P. Loftis.

19. Restrictive covenants recorded in Book 7265, Page 657, Register's Office for Davidson County, Tennessee.

20. Drainage easement recorded in Book 3027, Page 321, Register's Office for Davidson County, Tennessee.

21. Drainage easement recorded in Book 3027, Page 261, Register's Office for Davidson County, Tennessee.

22. Title to that portion of the premises, if any, embraced within the bounds of any roads or the high and low water mark of Big Harpeth River.

23. Easement for railway right-of-way across the premises and associated transmission lines.

24. Claims with respect to .42 acres for I-40, right-of-way in connection with realignment of McCrory Lane, as to Tract 7.

25. Rights of Harpeth Haven Corporation under Option to Purchase recorded in Book 7467, Page 214, and re-recorded in Book 7469, Page 614 and Book 7623, Page 726, Register's Office, Davidson County, Tennessee.

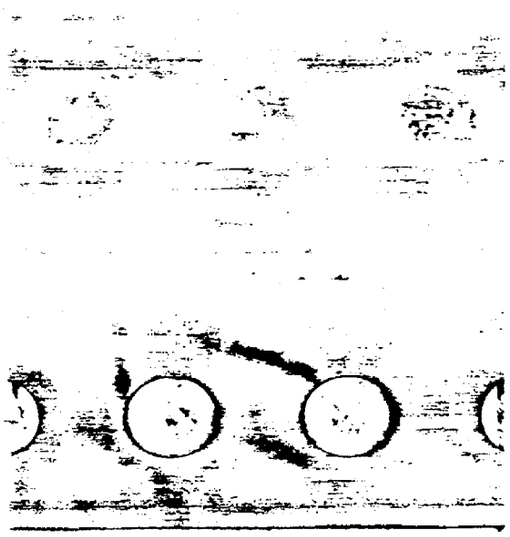
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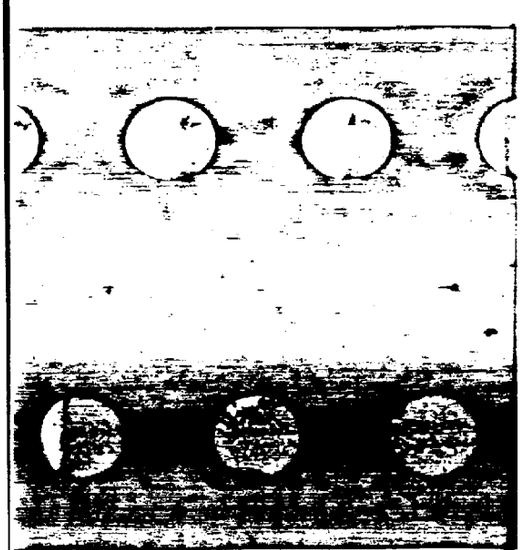
IDENTIF. TREFERENCE

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DAVIDSON COUNTY TN.

3888 11/02 0101 03CHECK 18205.00





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8230 PAGE 19

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 5500000.00
				CON TX 18150.00
				PRFEE 1.00
				WDEED 54.00
				TOTAL 18205.00
				CHECK 18205.00
11/02/90	01			11:16 0001 3888

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6 9 9 6 0

IDENTIF. REFERENCE

Nov 2 11 16 AM '90

FELIX Z. WILSON
DAVIDSON COUNTY TN

No. 369960