Box 38

This Instrument Was Prepared By:
Jack F. King, Jr., Esq.
Trabue, Sturdivant & DeWitt
25th Floor, Nashville City Center
511 Union Street
Nashville, Tennessee 37219

BOOK 8631 PAGE 602

Address of New Owner(s):
LeRoy J. Humphries and
John A. Beam, III
Post Office Box 148368
Nashville, TN 37210

Send Tax Bills To:
Same

Map 96-1
Parcel 67
Field Book:
3DZ56820

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, MERITBANC DEVELOPMENT CORPORATION (formerly known as Hardin Service Corporation) (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to LEROY J. HUMPHRIES and wife, JUDITH K. HUMPHRIES and JOHN A. BEAM, III and wife, BEVERLY S. BEAM (the "Grantees"), the following described land in Davidson County, Tennessee, to-wit:

> A tract or parcel of land located in Davidson County, Tennessee, being more particularly described on Exhibit A attached hereto together with all improvements thereon, fixtures affixed thereto and appurtenances.

This is improved property known as Village Square Professional Building, 2815 Lebanon Road, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantees and their heirs and assigns, forever. Grantor covenants with said Grantees that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, subject to current real estate taxes, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, and all of the encumbrances described on Exhibit B attached hereto. Grantor further covenants and binds itself, its successors, and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it, but no further or otherwise.

BY THE ACCEPTANCE OF THIS DEED, GRANTEES TAKE THE PROPERTY "AS IS", EXCEPT FOR THE WARRANTIES OF TITLE AS PROVIDED AND LIMITED HEREIN. GRANTOR HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATIONS AS TO PHYSICAL CONDITION, LAYOUT, FOOTAGE, EXPENSES, ZONING, OPERATION, OR ANY OTHER MATTER AFFECTING OR RELATED TO THE PROPERTY, AND GRANTEES HEREBY EXPRESSLY ACKNOWLEDGE THAT NO SUCH REPRESENTATIONS HAVE BEEN MADE. GRANTOR MAKES NO OTHER WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY, MARKETABILITY, FITNESS OR SUITABILITY FOR A PARTICULAR PURPOSE OR OTHERWISE EXCEPT AS SET FORTH AND LIMITED HEREIN. ANY IMPLIED WARRANTIES ARE EXPRESSLY DISCLAIMED AND EXCLUDED.

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

1235 IDENTIF. TAX REFERENCE

MAY 21 3 39 PM

IN WITNESS WHEREOF, Grantor has executed this instrument on this 4 day of May, 1992.

MERITBANC DEVELOPMENT CORPORATION
(Formerly known as Hardin Service Corporation)

By: Richard N. White, Jr.
RICHARD N. WHITE, JR.
Title: PRESIDENT

STATE OF Texas)
)
COUNTY OF Harris)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Richard N. White, Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged (him/her)self to be President, of MERITBANC DEVELOPMENT CORPORATION, the within named bargainor, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at office in Houston, Texas, this 4 day of May, 1992.

Eleanor B. Hardy
Notary Public

My Commission Expires: May 17, 1995

ELEANOR B. HARDY
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
MAY 17, 1995

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $350,000.00.

John A. Bean III
Affiant

Subscribed and sworn to before me 20th day of May, 1992.

Cindi R. Haskin
Notary Public

My Commission Expires: 9-25-93

W6:JFK0413924.SG

EXHIBIT A

LEGAL DESCRIPTION BOOK 8631 PAGE 604

A tract or parcel of land located in the Fourteenth Councilmanic District, Nashville, Davidson County, Tennessee, bounded on the North of Lebanon Pike and located East of Donelson Pike, more particularly described according to survey by Jesse E. Walker, RLS, P.E. dated April 21, 1992, revised May 12, 1992, Job No. 92136, Drawing No. 92136072 as follows:

Commencing at an iron pin in the southerly right-of-way line of Lebanon Pike (U.S. Highway 70N) said iron pin being 142.87 feet in an easterly direction from the intersection of the southerly right-of-way line of Lebanon Pike and the easterly right-of-way line of Donelson Pike and being the northwest corner of the herein described property and the northeast corner of a parcel now or formerly belonging to MeritBanc Development Corporation (formerly Hardin Service Corporation) as evidenced by deed of record in Book 6848, page 716, Register's Office for Davidson County, Tennessee; thence along said southerly right-of-way line of Lebanon Pike South 71° 40' 45" East 236.91 feet to an iron pin; thence leaving said southerly right-of-way line of Lebanon Pike South 05° 09' 15" West 306.78 feet to an iron pin; thence North 83° 03' 40" West 256.01 feet to an iron pin; thence North 05° 54' 35" East 257.29 feet to an iron pin; thence South 70° 41' 40" East 18.00 feet to a point; thence North 07° 39' 10" East 100.00 feet to a point in the southerly right-of-way line of Lebanon Pike, being the point of beginning, containing 1.891 acres, more or less.

Together with the permissive rights granted to Martin Theaters of Georgia, Inc. by the Crescent Company, by an agreement of record in Book 3946, page 384, Register's Office for Davidson County, Tennessee, said right being a permit of ingress and egress over and upon the adjoining real estate of the Crescent Company through the vehicular ramp and pedestrian walkway as now constructed between the South side of the hereinabove described real property and the North side of the real property owned by the Crescent Company as described in said agreement.

Being the same property conveyed to Hardin Service Corporation by deed from Tennessee Trust Company, Trustee for Point Place Partners, a Tennessee general partnership, of record in Book 6847, page 115, said Register's Office. Hardin Service Corporation is now known as MeritBanc Development Corporation by Articles of Amendment of record in Book 8353, page 575, Register's Office for Davidson County, Tennessee.

The above description is a new description for this property and was prepared from a boundary survey dated April 21, 1992, revised May 12, 1992, Job No. 92136, Drawing No. 92136072 by Jesse E. Walker, RLS, PE, Tennessee License No. 1486, P. O. Box 23006, Nashville, Tennessee 37202.

W6:JFK0430921.SG

EXHIBIT B

TITLE EXCEPTIONS

1. State and County taxes for the year 1992, a lien, but not yet due and payable.

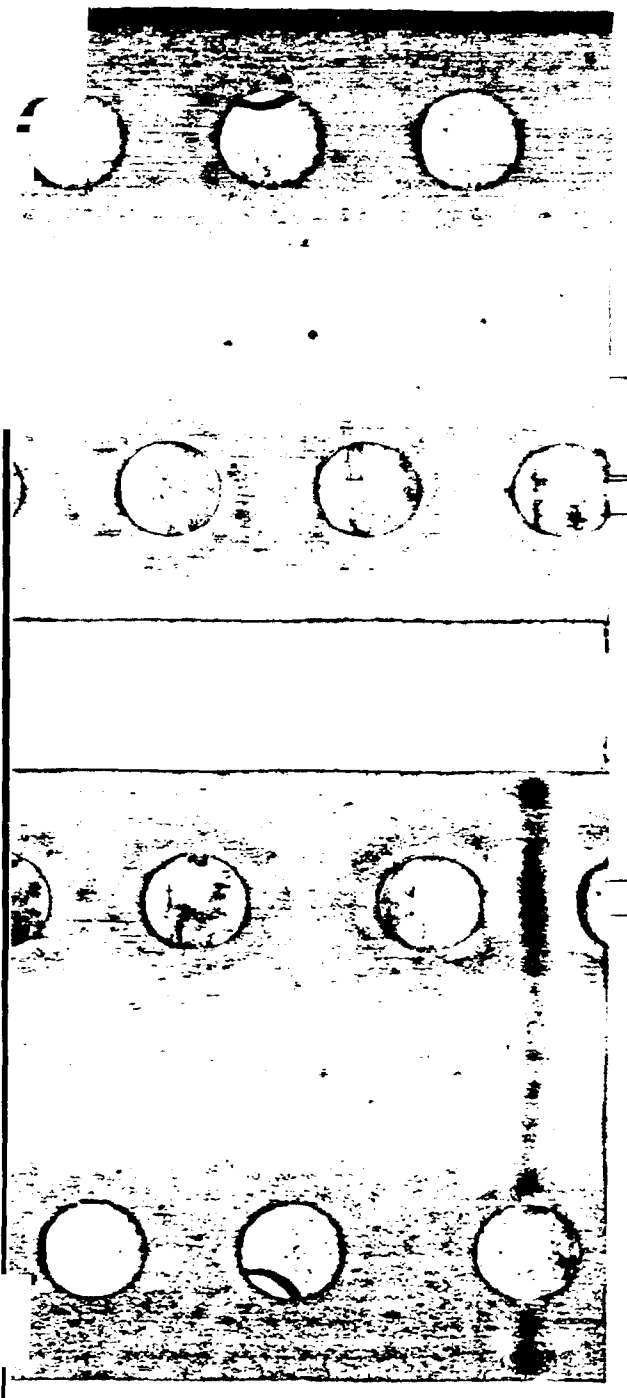
2. Restrictive covenants contained in an instrument of record in Book 7292, page 985, Register's Office for Davidson County, Tennessee.

3. Lease Agreement of record in Book 5498, page 638, Register's Office for Davidson County, Tennessee.

4. Agreement of record in Book 3946, page 384, Register's Office for Davidson County, Tennessee.

5. Easements to the Metropolitan Government of Nashville and Davidson County for sanitary sewers and/or storm drainage, of record in Book 5631, page 299, Register's Office for Davidson County, Tennessee.

6. Easement Agreement of record in Book 7292, page 968, Register's Office for Davidson County, Tennessee.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8631 PAGE 666

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

350000.00

CON TX 1295.00

PRFEE 1.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 12.00

TOTAL 1308.00

CHECK 1308.00

05/21/92 01 15:38 0001 9080

12358

IDENTIF. REFERENCE

MAY 21 3 39 PM '92

FELIX Z. WILSON
DAVIDSON COUNTY TN.

No. 533254