SPECIAL WARRANTY DEED

BOOK 9040 PAGE 450

FROM: Third National Bank in Nashvillle, Grantor
TO: HSW Whitworth-I, L.P, Grantee

This instrument was prepared by:
Cynthia N. Sellers
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
C/o Allen Perkins 3 Poplar Avenue Memphis, TN 38111		104-10-275
		Field Book Numbers
	Same	07DA-92781

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Three Million Seven Hundred Thousand and 00/100 Dollars ($3,700,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 5th day of August, 1993.

Notary Public

My Commission Expires: May 28, 1995

FOR AND IN CONSIDERATION OF the sum of Three Million Seven Hundred Thousand and 00/100 Dollars ($3,700,000.00), the receipt and sufficiency of which are hereby acknowledged, Third National Bank in Nashville (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto HSW Whitworth-I, L.P., a Tennessee limited partnership (the "Grantee"), its successors and assigns a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved property known as Lot No. 1 on the Boundary Plat for Whitworth, of record in Book 6900, page 838, Register's Office for Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

And Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness our hands this 5th day of August, 1993.

THIRD NATIONAL BANK IN NASHVILLE

By: _____

Title: SVP

By: _____

Title: V P

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, LaVerne Williams, a Notary Public of said County and State, personally appeared Glen Bartosh, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged him self to be Senior Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Senior Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by him self as Senior Vice President.

Witness my hand and seal, at Office in Nashville, this 5th day of August, 1993.

LaVerne Williams
Notary Public

My Commission Expires: May 28, 1995

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, LaVerne Williams, a Notary Public of said County and State, personally appeared Lynn D. Vandergriff, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Vice President.

Witness my hand and seal, at Office in Nashville, this 5th day of August, 1993.

LaVerne Williams
Notary Public

My Commission Expires: May 28, 1995

Property Description

Land in Davidson County, Tennessee, being Lot No. 1 on the Boundary Plat for Whitworth, of record in Book 6900, page 838, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for more complete description.

Being part of the same property conveyed to Third National Bank in Nashville by Deed from RCC Associates, a Delaware limited Partnership of record in Book 8236, page 176, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Encumbrances

1. State and County Taxes for 1993, which have been prorated and will be paid by Grantee.

2. All matters as shown on the plan of record in Book 6900, Page 838, Register's Office for Davidson County, Tennessee.

3. Easement of record in Book 7868, Page 959, said Register's Office.

4. All matters shown on survey dated June 15, 1993 prepared by Gresham, Smith and Partners, Job No. 15909.

OFFICIAL RECEIPT

FELIX Z WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

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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
3700000.00
CON TX 13690.00
PRFEE 1.00
~~MTGFEE 20.00~~
~~TOTAL 13711.00~~
CHECK 13711.00
08/06/93 01 16:02 0001 7164

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

49644
IDENTIFICATION REFERENCE

93 AUG -6 PM 4:02

FELIX Z. WILSON
REGISTER

No. 683539