Box 49

BOOK 9150 PAGE 187

FROM: Devon Hills Partners, L.P.

TO: HSW Devon Hills Associates, L.P.

This instrument prepared by
JOE VAULX CROCKETT, III, ESQ.
Suite 1050 American Center
3100 West End Avenue
Nashville, Tennessee 37203

Address New Owner:	Send Tax Bills To:	Map/Parcel No.
HSW Devon Hills Associates, L.P. 65 Union, Suite 1200 Memphis, TN 38103	SAME	142/288

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $3,000,000.00.

Affiant

Subscribed and sworn to before me, this the 10th day of November, 1993.

Notary Public

KAY E. WIDGETT NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 10-1-94

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Devon Hills Partners, L.P., a Tennessee limited partnership, hereinafter called "GRANTOR," has bargained and sold, and by these presents does transfer and convey unto HSW Devon Hills Associates, L.P., a Tennessee limited partnership, hereinafter called "GRANTEE," its successors, heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

(SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN.)

Said property is transferred subject to those matters set forth on Exhibit A.

This is unimproved property located at: Highway 100 at Old Hickory Boulevard, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors, heirs, and assigns, forever. GRANTOR does further covenant and bind itself, its heirs, successors, assigns, and representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its heirs, successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

Wherever 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 its hand this 10TH day of November, 1993.

DEVON HILLS PARTNERS, L.P.

By: C/M Corporation, General Partner

By: Thos. F. Corcoran

Title: Pres.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Joe Vaulx Crockett III, a Notary Public in and for the County and State aforesaid, personally appeared Thomas F. Corcoran, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who upon oath acknowledged himself to be President of C/M Corporation, a general partner of Devon Hills Partners, L.P., the within named bargainor, a limited partnership, and that he as President of such general partner, being authorized so to do, executed the foregoing instrument for the purposes contained therein, by signing the name of the limited partnership by himself as President of the general partner.

WITNESS my hand and seal in Nashville, Tennessee, this the 10th day of November, 1993.

Joe Vaulx Crockett III

Notary Public

My Commission Expires: 3/22/97

EXHIBIT A

PROPERTY DESCRIPTION

Land being in the Second Civil District of Nashville, Davidson County, Tennessee, located within the Devon Hills Planned Unit Development recorded in Plat Book 6900 - Page 398, and being a portion of the property quitclaimed to Devon Hills Partners, L.P. in Deed Book 8504 - Page 466 and being more particularly described as follows:

Beginning on an iron pin (New) on the easterly right-of-way of Old Hickory Boulevard at its intersection with the northerly right-of-way of C.S.X. (formerly Seaboard Systems) Railroad, said pin being 40' from center of Old Hickory Boulevard right-of-way and 75' from centerline of railroad right-of-way;

Thence, leaving railroad with Old Hickory Boulevard right-of-way for the next 10 calls:

N 17° 19' 40" W - 245.29' to an iron pin (new),
Along a curve to the right having a delta of 90° 00' 35", a radius of 30.00', an arc length of 47.13', with a chord of N 27° 40' 20" E - 42.43' to an iron pin (new),
N 17° 19' 40" W - 60.00' to an iron pin (new),
Along a curve to the right having a delta of 90° 13' 34", a radius of 30.00', an arc length of 47.24', with a chord of N 61° 19' 24" W - 42.51' to an iron pin (new),
Along a curve to the right having a delta of 23° 51' 40", a radius of 2,460.00', an arc length of 1,024.48', with a chord of N 04° 16' 35" W - 1,017.09' to an iron pin (new),
N 07° 39' 15" E - 87.70' to an iron pin (new),
Along a curve to the right having a delta of 89° 00' 49", a radius of 30.00', an arc length of 46.41', with a chord of N 52° 09' 34" E - 42.06' to an iron pin (new),
N 06° 39' 58" E - 60.00' to an iron pin (new),
Along a curve to the right having a delta of 87° 02' 47", a radius of 30.00', an arc length of 45.58', with a chord of N 39° 49' 00" W - 41.32', to an iron pin (new),
Along a curve to the left having a delta of 00° 32' 47", a radius of 840.00', an arc length of 8.01', with a chord of N 03° 28' 54" E - 8.01' to a concrete monument (old) 6.46' southerly from the southwestern corner of Devon Glen (Phase 1) of record in Plat Book 7900 - Page 457, this also being a corner to M.M.E. Limited Partnership, property of record in Deed Book 8568 - Page 201;

Thence, leaving right-of-way along southerly line of said M.M.E. Limited Partnership for the next 5 calls:

N 83° 57' 33" E - 166.68' to an iron pin (old),
N 53° 56' 53" E - 155.28' to an iron pin (old),
N 82° 29' 46" E - 48.64' to an iron pin (old),
S 57° 18' 03" E - 129.14' to an iron pin (old),
N 51° 46' 14" E - joining Devon Valley - Phase 1 (Plat Book 7900 - Page 458) at 384.11' for a total distance of 700.50' to an iron pin (new),

Thence, with said Devon Valley Phase 1 and continuing with Devon Valley Phase II for the next 3 calls:

N 30° 28' 31" E - 247.59' to an iron pin (new),
N 40° 47' 21" W - 138.41' to an iron pin (new),
N 33° 01' 32" E - 754.14' to an iron pin (new),

Thence, leaving said subdivision boundary along a new line severing the subject Devon Hills Partners, L.P. property, N 84° 18' 45" E - 674.27' to an iron pin (old) at the northeast corner of the overall Devon Hills P.U.D. boundary, this also being in the west line of John C. Beasley, et ux (Deed Book 3221 - Page 232);

Thence, following closely to an old fenceline with Beasley, S 05° 14' 09" W - 1201.22' to an iron pin (old);

Thence, continuing closely with fence, S 04° 30' 09" W - 1650.29' to an iron pin (old) at southwest corner of Beasley property, said pin also being on the northerly right-of-way of aforementioned railroad, 50' from center of said right-of-way;

Thence, leaving Beasley along said railroad right-of-way for the next 3 calls:

S 81° 31' 53" W - 1577.56' to an iron pin (new),
N 08° 29' 45" W - 25.00' to an iron pin (new),
S 81° 30' 15" W - 155.60' to the Point of Beginning and containing 99.74 Acres, more or less.

Said property description being according to a Survey by Kevin A. Edmonson, R.L.S. No. 1515, of Thomas, Miller & Partners, dated 10/12/93, Job No. 93064.

EXCEPTIONS

1. All matters shown on Plat recorded in Book 6900, page 398, Register's Office for Davidson County, Tennessee.

2. Survey Number 93064, dated 10/12/93, prepared by Thomas, Miller & Partners, Surveyors, showing:

   (a) 20' Wide Public Utilities Easement (unrecorded) as shown on said survey.

   (b) Pump Station Easement (unrecorded) as shown on said survey.

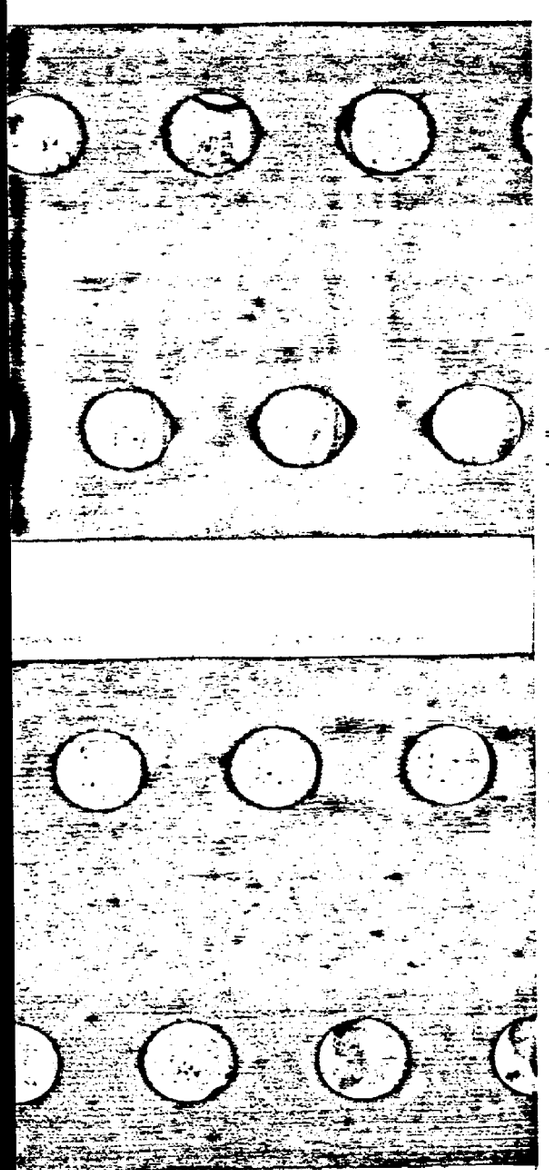
85118

IDENTIFICATION REFERENCE

93 NOV 12 PM 12:36

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

7704 11/12 0101 03CHECK 11117.00



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

RECEIVED OF _____

FOR _____

BOOK 9150 PAGE 191

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	
				3000000.00
			CON TX	11100.00
			PRFEE	1.00
			WDEED	16.00
			TOTAL	11117.00
			CHECK	11117.00

11/12/93 01 12:36 0001 7704

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

85118
IDENTIFICATION REFERENCE

93 NOV 12 PM 12:36
FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN.

No. 721493