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FROM: Greenbriar Associates, L.P.

TO: L & N Consultants, Inc.

THIS INSTRUMENT PREPARED BY:
C. MARK CARVER, ESQ.
FARRIS WARFIELD & KANADAY
SUITE 1900
424 CHURCH STREET
NASHVILLE, TN 37219

Address New Owner:	Send Tax Bills To:	Map/Parcel No.
L & N Consultants, Inc. 1420 Viceroy Drive Dallas, TX 75235	SAME	Map 95-106.00 Parcel 3DZ-75452

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $5,250,000. No transfer tax is due and payable in connection with this transfer because this transfer is being made pursuant to a Joint Plan of Reorganization (the "Joint Plan") filed in the U.S. Bankruptcy Court for the Middle District of Tennessee (the "Court") on May 4, 1994. The Joint Plan was approved and confirmed by the Court pursuant to that Agreed Order and Notice Regarding Confirmation of Joint Plan of Reorganization and Setting of Bar Date entered in the Court on May 5, 1994. Pursuant to Bankruptcy Code § 1146(c), any transfer of any Estate Property by the Debtor as provided for under the Joint Plan shall not be subject to any realty transfer taxes or other similar taxes.

T. K. Hood, Jr.
Affiant

Subscribed and sworn to before me, this the 27th day of May, 1994.

Dorothy Clemons
Notary Public

My Comm. Expires: May 12, 1996

NOTARY PUBLIC AT LARGE

SPECIAL WARRANTY DEED

WHEREAS, Greenbriar Associates, L.P. (the "Grantor") is the owner of certain real property and improvements located at 2525 Perimeter Park Place, Nashville, Davidson County, Tennessee (the "Property");

WHEREAS, Grantor is the debtor-in-possession in the Chapter 11 Bankruptcy Case No. 93-06790 in the United States Bankruptcy Case for the Middle District of Tennessee (the "Court");

WHEREAS, Grantor and Lomas Financial Corporation, Trustee ("Lomas") filed a Joint Plan of Reorganization (the "Joint Plan") in the Court on May 4, 1994, which Joint Plan was approved and confirmed by the Court pursuant to that Agreed Order and Notice Regarding Confirmation of Joint Plan of Reorganization and Setting of Bar Date filed in the Court on May 5, 1994;

WHEREAS, the Joint Plan requires that Grantor shall transfer, assign and convey to Lomas or its designee all Estate Property (as defined in the Joint Plan), including the Property; and

WHEREAS, Lomas assigned its rights to the Estate Property to L & N Consultants, Inc. (the "Grantee");

WHEREAS, Grantor and Grantee desire that Grantor deliver a Special Warranty Deed conveying the Property to Grantee.

NOW, THEREFORE, 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 of which is hereby acknowledged, GRANTOR has bargained and sold, and by these presents does transfer and convey unto GRANTEE, its successors and assigns, all of Grantor's interest in a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

Being a parcel of land in the 1st Civil District, Nashville, Davidson County, Tennessee, located north of Interstate I-40, west of Donelson Pike, and south of Elm Hill Pike, more particularly described as follows:

Beginning at an iron pin in the east margin of Perimeter Place, being the northerly corner of Sam Moore, et al,

Thence, with a curve to the right along the east margin of Perimeter Place, said curve having a central angle of 49°17'03", a radius of 301.95 feet, a chord of 251.80 feet, bearing N 33°03'53" E, and a curve length of 259.73 feet to a concrete monument,

Thence, N 57°42'27" E, 115.35 feet to an iron pin,

Thence, with a curve to the right having a central angle of 32°57'52", a radius of 390.82 feet, a chord of 221.77 feet, bearing N 74°11'23" E, and a curve length of 224.85 feet to a concrete monument,

Thence, S 89°19'41" E, 201.32 feet to an iron pin,

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

Thence, leaving Perimeter Place S 00°41'52" W, 49.34 feet to an iron pin,

Thence, S 36°36'50" E, 369.24 feet to an iron pin,

Thence, S 53°22'10" W, 40.14 feet to an iron pin,

Thence, S 36°36'50" E, 57.59 feet to a point in the westerly line of Sam Moore, et al,

Thence, S 42°31'37" W, with said Moore, 243.40 feet to an iron pin,

Thence, S 29°30'03" W, 146.37 feet to an iron pin,

Thence, S 63°19'40" W, 280.45 feet to an iron pin,

Thence, N 36°34'06" W, 644.77 feet to the point of beginning, containing 467,205 Sq. Ft., 10.726 Acres, more or less.

Being the same property conveyed to Greenbriar Associates, L.P., a Tennessee limited partnership by Special Warranty Deed from Lomas Mortgage USA, Inc., a Connecticut Corporation of record in Book 8047, page 266, Register's Office for Davidson County, Tennessee.

The above property is conveyed subject to the following:

1. 1994 taxes to Metropolitan Government for Nashville and Davidson County, a lien, but not yet due and payable.

2. All matters shown on the Plan of record in Book 6900, page 81, Register's Office for Davidson County, Tennessee.

3. Ingress and Egress Easement of record in Book 7130, page 674, Register's Office for Davidson County, Tennessee.

This is improved property known as the Greenbriar Office Park.

TO HAVE AND TO HOLD the Property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to GRANTEE, its successors, heirs and assigns, forever, and Grantor does hereby transfer, assign and set over unto Grantee all of its right title and interest in the Property as debtor in possession, but not further or 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.

IN WITNESS WHEREOF, GRANTOR has caused this Special Warranty Deed to be executed effective as of the 27th day of May, 1994.

GREENBRIAR ASSOCIATES, L.P.,
a Tennessee limited partnership

By:

1577 06/03 0101 03CHECK 16.00
94 JUN -3 AM 9:43
ELIA ... REGISTER
DAVIDSON COUNTY, TN.
IDENTIFICATION REFERENCE
57060

L. Hall Hardaway

L. Hall Hardaway, Jr.,
General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared L. Hall Hardaway, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the general partner of Greenbriar Associates, L.P., a Tennessee limited partnership, the within named bargainor, a limited partnership, and that he as such general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee this the 27th day of May, 1994.

Beverly Johnson
NOTARY PUBLIC

My Commission Expires: May 12, 1996

NOTARY PUBLIC AT LARGE
STATE OF TENNESSEE