STATE OF New York)
COUNTY OF New York)

The actual consideration ~~or value, whichever is greater,~~ for this transfer is $500,000.00.

Helene P. Brumback
Affiant

Subscribed and sworn to before me this 16th day of August, 1994.

Maureen A. Russell
Notary Public

My Commission expires: March 30, 1996

MAUREEN A. RUSSELL
Notary Public, State of New York
No. 52-4824694
Qualified In Suffolk County
Term Expires March 30, 1996

This instrument prepared by:

Gullett, Sanford, Robinson & Martin
230 Fourth Avenue, North
P. O. Box 198888
Nashville, TN 37219-8888

Address new owner as follows:	Send Tax Bills to:	Map-Parcel Numbers:
Turbo Investments International, Inc. c/o BV Capital 575 Fifth Avenue, 17th Floor New York, NY 10017	SAME	Map 34-9 Parcel 173

94 AUG 17 PM 3:11
FILED & RECORDED IN REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

PICK-UP

IDENTIFICATION REFERENCE
82072

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 consideration, the receipt of which is hereby acknowledged, **RIVERGATE STATION JOINT VENTURE**, a Tennessee general partnership ("Grantor"), has bargained and sold and by these presents does transfer and convey unto **TURBO INVESTMENTS INTERNATIONAL, INC.**, a British Virgin Island corporation ("Grantee"), its successors and assigns, that certain tract or parcel of land in Davidson County, State of Tennessee, described on Exhibit A attached hereto and incorporated herein by reference.

The subject property is unimproved property, located at the northeast corner of the intersection of Gallatin Road and Edenwold Road, Madison, Davidson County, Tennessee.

THIS CONVEYANCE IS SUBJECT to the matters listed and described on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said tract or parcel of land, 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 said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

WITNESS my hand this 17th day of August, 1994.

GRANTOR:

RIVERGATE STATION JOINT VENTURE,
a Tennessee general partnership

By: Robert O. Frensley

Name: ROBERT O. FRENSLEY

Title: GEN. PARTNER

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Robert O. Frensley, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the General Partner of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 17 day of August, 1994.

Denise C. Alexander
Notary Public

NOTARY PUBLIC AT LARGE
STATE OF TENNESSEE

My Commission Expires: 5-11-96

EXHIBIT A

Legal Description

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Rivergate Station, Section Four, of record in Book 7900, Page 18, Register's Office for said County, to which Plan reference is made for a more complete description of said Lot.

Being part of the same property conveyed to Rivergate Station Joint Venture by deed from Robert O. Frensley, of record in Book 7989, page 554, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights and obligations set forth in that certain Reciprocal Declaration of Easements and Uses Agreement, of record in Book 7993, page 584, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Encumbrances

1. 1994 Taxes, which have been prorated and assumed by Grantee.

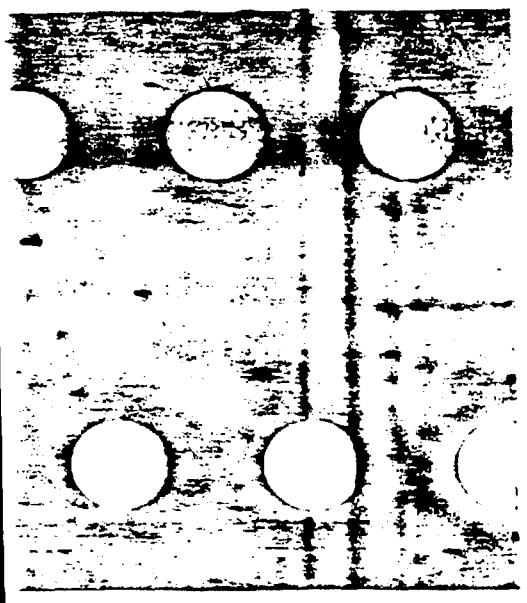
2. Declaration of Covenants, Conditions and Restrictions, of record in Book 7480, page 965, as amended by instrument of record in Book 7537, page 359, Register's Office for Davidson County, Tennessee.

3. Reciprocal Declaration of Easements and Uses Agreement, of record in Book 7993, page 584, Register's Office for Davidson County, Tennessee, as such may be amended.

4. Declaration of Use Restrictions, of record in Book 8431, page 12, Register's Office for Davidson County, Tennessee.

5. Matters shown on the Plat of Rivergate Station Section Four, of record in Book 7900, Page 18, Register's Office for Davidson County, Tennessee.

8866 08/17 0101 03CHECK 1867.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

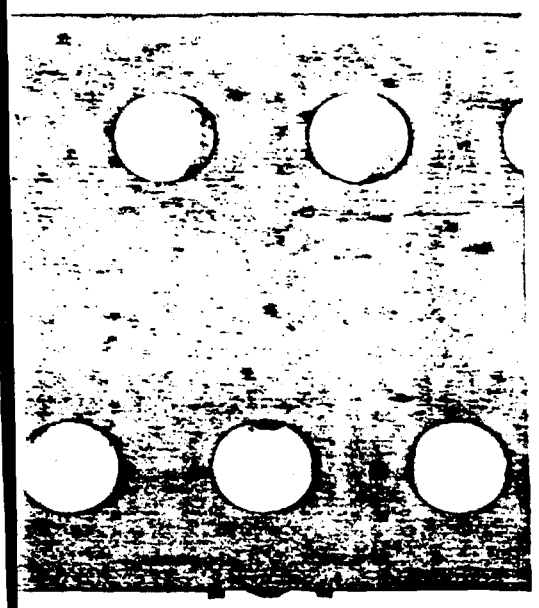
RECEIVED OF _____

FOR _____

BOOK 9439 PAGE 190

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	500000.00
CON TX	1850.00
PRFEE	1.00
WDEED	16.00
TOTAL	1867.00
CHECK	1867.00

08/17/94 01 15:11 0001 8866

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

82072
IDENTIF. ↑ REFERENCE

94 AUG 17 PM 3:11
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 825318