This instrument prepared by:
Sam D. Hodges, III
Grissim and Hodges, Attorneys
323 Union Street
Nashville, Tennessee 37201

Tax Box 21-A

WARRANTY DEED

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP/PARCEL NO.:
Windswept Pacific Entertainment Co. 9320 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212 Attn: Business Affairs	Same	Map 104-8 Parcels 419

BOOK 9528 PG 559

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ROY CONWAY FLOWERS an unmarried man (the "Grantor") has bargained and sold and by these presents does transfer and convey unto the said WINDSWEPT PACIFIC ENTERTAINMENT CO. (the "Grantee"), its successors and assigns, all of his right, title and interest in and to that certain land in Davidson County, State of Tennessee, being more particularly described as follows:

Being Lot No. 2 on the Plan of Revision One of the Phase I & II Subdivision Plat of the Blakemore Associates Planned Unit Development, as shown on the plat of record in Plat Book 8250, page 198, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

Being a portion of the same property conveyed to Roy Conway Flowers by Substitute Trustee's Deed of record in Book 8737, page 243, by Quitclaim Deed from Blakemore Associates, of record in Book 9329, page 454, and by Quitclaim Deed from George Gianikas, of record in Book 8871, page 886, all in the Register's Office for Davidson County, Tennessee.

This is unimproved property known as 2000 Wedgewood Avenue, 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 and assigns, forever. And Grantor does covenant with the said Grantee that he is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as follows:

1. Current year real property taxes;

2. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 8908, page 632, in the Register's Office for Davidson County, Tennessee, and in any allied instrument(s) referred to in said restrictions;

3. Subject to all matters shown on the Plat of record in Book 8250, page 198, said Register's Office;

4. Subject to Zoning Restrictions contained in Metro Ordinance No. 089-669 and No. 089-670.

5. Subject to easements and rights retained in Metro Ordinance No. 089-668, amended in No. 089-1049, and as further amended in No. 090-117, wherein a portion of Blakemore Avenue was abandoned;

And Grantor does further covenant and bind himself, his heirs, 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.

Whenever 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 executed this instrument on this the 23rd day of NOVEMBER, 1994.

Roy Conway Flowers
ROY CONWAY FLOWERS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, ROY CONWAY FLOWERS, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 23rd day of November, 1994.

Lettie Jane Winton
NOTARY PUBLIC

My Commission Expires: 5/23/98

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $350,000.00.

Affiant

Subscribed and sworn before me this 23rd day of November, 1994.

Lettie Jane Winton
NOTARY PUBLIC

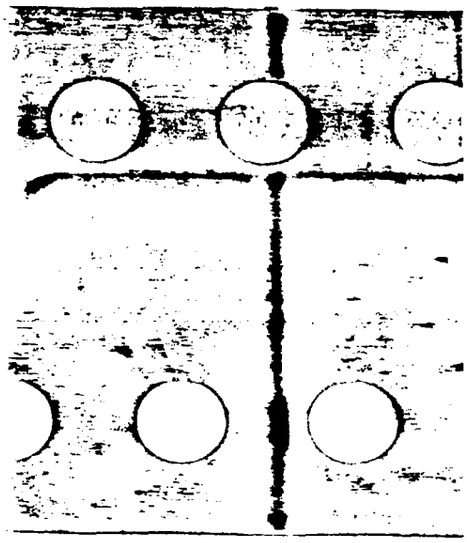
My Commission Expires: 5/23/98

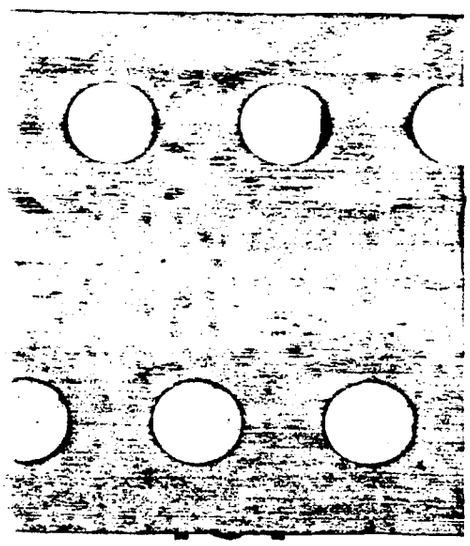
11528
IDENTIF. & REFERENCE

94 NOV 23 PM 3:3
REGISTER
DAVIDSON COUNTY, TN

\flowers\blkmr#2.wd

6836 11/23 0101 03CHECK 1304.00





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

RECEIVED OF _____

FOR _____

BOOK 9528 PG 561

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
			WDEED	8.00
			TOTAL	1304.00
			CHECK	1304.00
11/23/94	01		15:32 0001	6836

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

11528
IDENTIF. & REFERENCE

94 NOV 23 PM 3:32
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY TENN.

No. 856882