Box 28

BOOK 9582 PG 846

SPECIAL WARRANTY DEED

FROM: Third National Bank
in Nashville, Grantor

TO: Clements-Bartosh Interests,
L.L.C., 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 Number
Clements-Bartosh Interests, L.L.C. 2105 Picadilly Place Nashville, Tennessee 37215	Same	Part of 104-14-7 Field Book Number Part of 7DA-01805

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is EIGHT HUNDRED FIFTY-EIGHT THOUSAND SIX HUNDRED and no/100 Dollars ($858,600).

Robert E. Clements
Affiant

SUBSCRIBED AND SWORN TO before me, this the 19th day of January, 1995.

Notary Public

My Commission Expires: 3-22-97

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 Dollars ($10.00), 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 Clements-Bartosh Interests, L.L.C., a Tennessee limited liability company (the "Grantee"), its successors and assigns a certain tract or parcel of land in Davidson County, State of Tennessee, being described as follows (the "Property"):

All property described in and subject to the Final Plat of Whitworth Phase 3, Section 3 of record in Plat Book 7900, pages 870 and 872, Register's Office for Davidson County, Tennessee, as amended in Book 9582, page 842, Register's Office for said County.

154475.1 1/19/95

Included in the above description but specifically excluded therefrom is the following described property:

Lot Numbers 1, 2, 3, 4, 11, 13, 14, 15, 17, 19, 21 and 22 on the Final Plat of Whitworth Phase 3, Section 3 of record in Plat Book 7900 pages 870 and 872 said Register's Office, amended in Book 9582, page 842, Register's Office for said County.

Being part of the same property conveyed to Third National Bank in Nashville by deed from RCC Associates, L.P., a Delaware limited partnership, of record in Book 8236, page 176, said Register's Office.

The Property is unimproved real property.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit A 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 and Grantor has a good right to convey the Property.

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 A, to which this conveyance is expressly made subject.

Witness our hand this 20 day of January, 1995.

THIRD NATIONAL BANK IN NASHVILLE

By: _____

Title: S.V.P.

By: _____

Title: Group Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, DANA L. KENNEDY, a Notary Public of said County and State, personally appeared T. MICHAEL LOGAN, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be SECOND V.P. (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 SECOND V.P. executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as SECOND V.P.

Witness my hand and seal, at Office in Nashville, this 20th day of January, 1995.

Dana L. Kennedy
Notary Public

My Commission Expires: 3-22-97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, DANA L. KENNEDY, a Notary Public of said County and State, personally appeared E. ANTHONY HARD, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be GROUP 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 GROUP VICE PRESIDENT executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as GROUP VICE PRESIDENT.

Witness my hand and seal, at Office in Nashville, this 20th day of January, 1995.

Dana L. Kennedy
Notary Public

My Commission Expires: 3-22-97

EXHIBIT A

BOOK 9582PG849

Encumbrances

1. Lien for 1995 taxes, which are being prorated and will be payable in full by Grantee.

2. All matters shown on Plat recorded in Book 6900, pages 838-841, Register's Office for Davidson County, Tennessee.

3. Sewer Easement(s) as set forth in instrument recorded in Book 3467, page 204, said Register's Office.

4. Easement for the flow of any creeks, streams or branches.

5. All matters shown on Plat recorded in Book 7900, page 870, said Register's Office. amended in Book 9582, page 842, said Register's Office.

6. Declaration of Covenants, Conditions and Restrictions for SWMA of record in Book 9567, page 185, said Register's Office.

7. Declaration of Covenants, Conditions and Restrictions for The Fairways at Richland of record in Book 9567 page 301, said Register's Office.

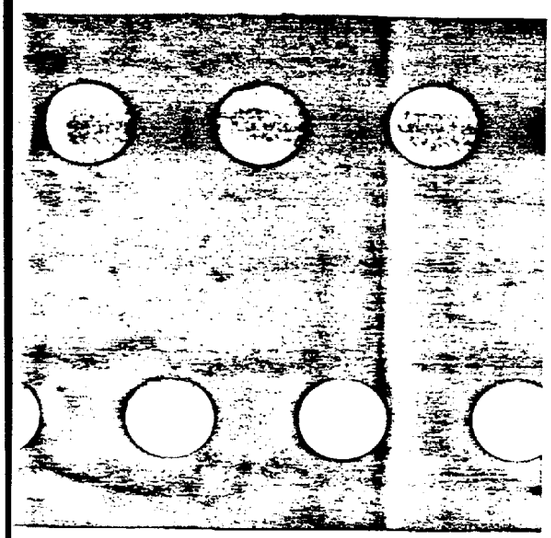
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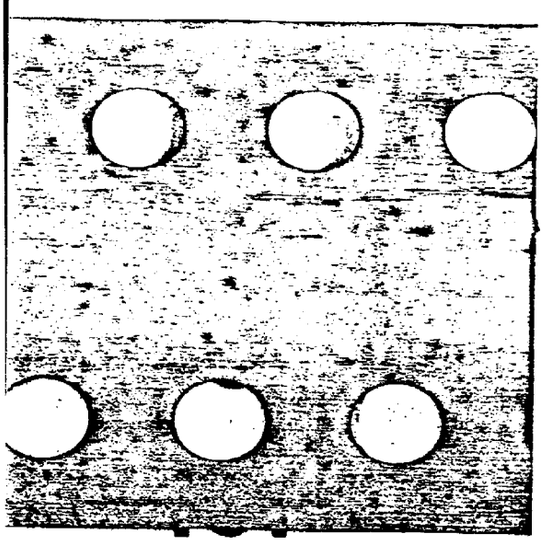
29645
IDENTIF. & REFERENCE

95 JAN 31 PM 2:52

REGISTER
DAVIDSON COUNTY, TN.

154475.1 1/19/95





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

RECEIVED OF _____

FOR _____

BOOK 9582 PG 850

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	
	858600.00
CON TX	3176.82
PRFEE	1.00
WDEED	16.00
TOTAL	3193.82
CHECK	3193.82

01/31/95 01 14:55 0001 6847

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

29645
IDENTIF. ↑ REFERENCE

95 JAN 31 PM 2:52

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 876615