This Instrument Prepared By:
Stokes & Bartholomew, P.A.
Suite 2800, 424 Church Street
Nashville, Tennessee 37219

Map 128, Parcel 154
Map 142, Parcel 21

Address New Owner/
Send Tax Bills to:

J. W. English Development Co.
7676 Woodway Drive, Suite 300
Houston, Texas 77063

BOOK 9600 PG 935

95 FEB 22 PM 3:02

DAVIDSON COUNTY, TN.

36213

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, OVERBROOK/FEINSILVER, INC. (hereinafter the "GRANTOR"), has bargained and sold, and by these presents does hereby transfer, assign and convey unto J. W. ENGLISH DEVELOPMENT CO., a Texas corporation (hereinafter the "GRANTEE"), its successors, legal representatives and assigns, those certain tracts or parcels of land in Nashville, Davidson County, Tennessee, described on Exhibit A, attached hereto and incorporated herein by reference. This is unimproved property.

The conveyance of the property herein, and all covenants and warranties of GRANTOR contained herein, are made expressly subject to those matters set forth on Exhibit B, attached hereto and incorporated herein by reference, to the extent such matters are valid, in existence and enforceable against said property.

TO HAVE AND TO HOLD said property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, and GRANTEE'S successors, legal representatives and assigns, forever. GRANTOR covenants that the title to said property is free from all encumbrances made or suffered by GRANTOR, except as otherwise expressly set forth herein; and GRANTOR further covenants and binds itself, and its successors, legal representatives and assigns, to warrant specially and forever defend the title to said property to the said GRANTEE, its successors, legal representatives and assigns, against the lawful claims of all persons claiming by, through or under GRANTOR, but not further or otherwise.

IN WITNESS WHEREOF, the GRANTOR has caused this Special Warranty Deed to be executed as of this 22nd day of February, 1995.

OVERBROOK/FEINSILVER, INC.

By: _____
Alan D. Feinsilver, President

STATE OF Tennessee
COUNTY OF Davidson

Before me, Robert R. Campbell, Jr., a Notary Public of the State and County aforesaid, personally appeared Alan D. Feinsilver, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Overbrook/Feinsilver, Inc., the within named bargainor, a Texas corporation, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and official seal at Nashville Davidson County, Tennessee, this 22nd day of February, 1995.

ROBERT R. CAMPBELL, JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

_____
Notary Public

My Commission Expires: 11-20-96

STATE OF Texas)
COUNTY OF Harris)

The actual consideration for this transfer is $4,950,000.00.

_____
AFFIANT J.E. CARLSON, ON BEHALF OF J.W. ENGLISH DEVELOPMENT CO.

Subscribed and sworn to before me this 20th day of February, 1995.

_____
Notary Public

BEVERLY B. VEAL
Notary Public, State of Texas
My Commission Expires 10/13/97

My Commission Expires:

_____

EXHIBIT A

SURVEYOR'S DESCRIPTION

Robertson Highlands
Total Tract

Being a parcel of land in Bellevue, Second Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, located generally northeast of the intersection of Old Hickory Boulevard and U.S. Highway 70 South, and on the northerly right-of-way of U.S. Highway 70 South, and being more particularly described as follows:

BEGINNING at an existing iron pin in the northerly right-of-way line of U.S. Highway 70 South, said iron pin being N 64° 20′ 14" E, 570 feet, more or less, from the easterly right-of-way line of Old Hickory Boulevard, said pin also being the southeast corner of the Belle Forest Properties as of record in Book 4929, Page 325, R.O.D.C;

THENCE, leaving said right-of-way line of U.S. Highway 70 South with the easterly property line of Belle Forest property as of record in Book 4929, Page 325, R.O.D.C; N 25° 38′ 35" W, 469.54 feet to an iron pin set at the southeast corner of First City Bank as of record in Book 8996, Page 420, R.O.D.C;

THENCE, leaving said Belle Forest property line along the southeasterly property line of Second Street Realty Company as of record in Book 9100, Page 980, R.O.D.C; N 32° 27′ 52" E, 252.38 feet to a existing iron pin in the eastern corner of said property of Second Street Realty Company;

THENCE, with the east line of said Condominiums as follows:
N 27° 46′ 48" E, 529.31 feet to an iron pin set;
N 34° 04′ 07" E, 464.90 feet to an iron pin set;
N 23° 17′ 00" E, 449.94 feet to an iron pin set;
N 47° 15′ 27" E, 519.68 feet to an iron pin set;
N 30° 23′ 24" E, 330.17 feet to an iron pin set;
N 38° 26′ 50" E, 399.99 feet to an iron pin set;
N 33° 26′ 15" E, 359.92 feet to an iron pin set in the northeast corner of said Condominiums;

THENCE, N 55° 36′ 51" W, 99.80 feet, along the northerly boundary of said Condominiums to an existing concrete monument;

THENCE, leaving said northerly line with the easterly boundary of William E. and Felix G. Bartlett property of record in Book 6223, Page 775, R.O.D.C; N 40° 51′ 12" E, 303.94 feet to an iron pin set at their northeast corner;

THENCE, with the north line of said property, N 49° 03′ 00" W,

803.95 feet to an existing concrete monument in the northerly line of the Amberwood Ltd. property of record in Book 6421, Page 696, R.O.D.C;

THENCE, continuing with said northerly line, S 86° 21' 00" W, 1,796.90 feet to an iron pin set in the easterly right-of-way of Old Hickory Boulevard (State Route 251);

THENCE, with said easterly right-of-way line of Old Hickory Boulevard, N 03° 39' 00" W, 785.10 feet to an iron pin set;

THENCE, N 86° 21' 00" E, 10.00 feet to an iron pin set;

THENCE, N 03° 39' 00" W, 100.00 feet to an iron pin set;

THENCE, with a curve to the left 34.38 feet to an iron pin set, said curve having a central angle of 01° 20'16", a radius of 1,472.40 feet, a tangent of 17.19 feet and a chord of N 04° 19' 08" W, 34.38 feet;

THENCE, leaving said Old Hickory Boulevard and around the James Vance and T. O'Rourke property of record in Book 8215, Page 958, R.O.D.C. the following calls:

N 38° 14' 56" E, 350.07 feet to an iron pin set;
N 46° 51' 27" E, 120.00 feet to an iron pin set;
N 47° 08' 27" E, 143.46 feet to an iron pin set;
N 10° 53' 33" W, 168.49 feet to an iron pin set;
N 41° 14' 33" W, 242.31 feet to an iron pin set;
S 84° 08' 27" W, 174.35 feet to an iron pin set;
S 16° 51' 27" W, 120.00 feet to an iron pin set;
S 08° 32' 27" W, 214.71 feet to an iron pin set
S 31° 25' 28" W, 31.37 feet to a iron pin set in the easterly right-of-way line of Old Hickory Boulevard;

THENCE, with said easterly right-of-way line of Old Hickory Boulevard with a curve to the left 650.92 feet to an existing highway monument said curve having a central angle of 31° 26' 53", a radius of 1,185.92 feet, a tangent of 333.88 feet, and a chord of N 25° 31' 48" W, 642.78 feet;

THENCE, N 48° 23' 36" E, 20.00 feet to an iron pin set;

THENCE, N 08° 25' 11" W, 121.35 feet to an existing highway monument;

THENCE, N 46° 10' 24" W, 129.51 feet to an iron pin set;

THENCE, leaving said Old Hickory Boulevard with the southerly line of Williamsburg Village, Phase IV of record in Book 6250, Page 437, R.O.D.C; S 86° 09' 19" E, 1,032.25 feet to a 36" oak tree;

THENCE, S 88° 55' 50" E, 722.97 feet to an existing iron pin, said pin being the southwest property corner of the Eric and Mireille Engel property of record in Book 8420, Page 938, R.O.D.C;

THENCE, with the southerly property line of said Engel Property continuing along said southerly line, S 88° 13' 58" E, 884.42 feet to a 18" oak tree;

THENCE, N 05° 19' 00" E, 685.79 feet to an existing iron pin the southerly line of the West Meade Farms Subdivision Sections 13 and 4, Plat Book 2331, Page 112, R.O.D.C. and Plat Book 3300, Page 68, R.O.D.C.

THENCE, with said West Meade Farms Subdivision as follows:

S 69° 23' 27" E, 164.18 feet to a existing concrete monument;
N 82° 53' 09" E, 237.13 feet to an existing iron pin set in concrete;
N 77° 56' 41" E, 144.19 feet to an existing iron pin;
S 61° 12' 51" E, 55.47 feet to an existing iron pin;
S 52° 50' 14" E, 127.51 feet to an existing iron pin;
S 53° 03' 40" E, 290.00 feet to an existing iron pin set in concrete;
S 64° 25' 40" E, 265.11 feet to an existing iron pin;
S 25° 30' 48" E, 313.62 feet to an existing iron pin;
S 57° 47' 07" E, 515.02 feet to an existing iron pin set in concrete;
S 41° 22' 07" E, 161.00 feet to an existing iron pin
S 47° 46' 26" E, 461.46 feet to an existing concrete monument;
S 57° 53' 07" E, 125.90 feet to an existing iron pin in said subdivision boundary and a corner of Teacher Retirement System Property as of record in Book 7444 Page 595, R.O.D.C.

THENCE, with said Teacher Retirement System property as follows:

S 63° 18' 46" W, 854.20 feet to an existing iron pin;
S 38° 18' 26" W, 200.80 feet to a 36" oak tree;
S 17° 02' 27" W, 351.10 feet to an existing iron pin;
S 05° 24' 27" W, 273.30 feet to a 10" hickory tree;
S 32° 06' 27" W, 408.20 feet to a existing iron pin;
S 20° 01' 27" W, 1,592.30 feet to a white oak tree at fence corner, a corner to Raymond Danner property of record in Book 7861, Page 884, R.O.D.C.;

THENCE, with Danner's line as follows:

N 61° 03′ 31" W, 395.03 feet to a dead tree;
S 71° 05′ 54" W, 266.71 feet to an existing iron pin;
S 32° 13′ 16" W, 152.22 feet to an existing iron pin;
S 33° 24′ 22" W, 266.47 feet to an existing iron pin;
S 48° 30′ 03" W, 50.27 feet to an existing iron pin;
S 64° 24′ 48" W, 207.08 feet to an existing iron pin;
S 19° 09′ 08" W, 47.00 feet to an existing iron pin;
S 03° 16′ 18" W, 503.71 feet to an existing iron pin in the westerly line of the property conveyed to James L. Putnam of record in Book 6191, Page 785, R.O.D.C;

THENCE, with Putnam and Wilson S. Manning, et ux, property of record in Book 7270, Page 93, R.O.D.C; S 01° 52′ 17" W, 759.54 feet to a iron pin set in the northerly right-of-way line of U.S. Highway 70 South;

THENCE, with said northerly right-of-way line of U.S. Highway 70 South the following calls:

S 64° 20′ 14" W, 343.00 feet to an iron pin set;
N 25° 39′ 46" W, 40.00 feet to an iron pin set;
S 64° 20′ 14" W, 550.00 feet to an iron pin set;
S 25° 39′ 46" E, 40.00 feet to an iron pin set;
S 64° 20′ 14" W, 167.17 feet to the point of beginning.

Containing 11,689,094 square feet or 268.34 acres, more or less.

Being the same property conveyed to Grantor by deed of record in Book 9600, Page 916, Register's Office for Davidson County, Tennessee.

Together with easements created pursuant to the terms and conditions of the Easement Agreement dated August 24, 1976, executed by and between Belle Forest, a joint venture, and American Buildings Company, a Delaware corporation, of record in Book 5074, Page 945, said Register's Office.

Barge, Waggoner, Sumner and Cannon, Inc.
February 13, 1995
File 9358-13

EXHIBIT B

3947 02/22 0101 03CHECK 18344.00

1. Real estate taxes for 1995, a lien, but not due and payable.

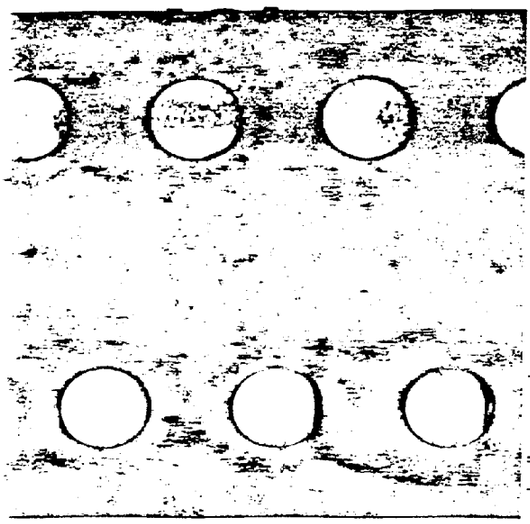
2. Easement for Drainage Facility of record in Book 8083, page 534, Registers' Office for Davidson County, Tennessee.

3. In the event the property is developed for single family residential purposes, as set forth in Article 7.02 of that instrument of record in Book 5074, page 856, at page 886, said Register's Office, Third National Bank Trustee is granted certain options with regard to the property conveyed by Installment Deed of record in Book 4310, page 579, in the Davidson County Register's Office.

4. Option Agreement (as to the most southerly approximate 15 acres) in favor of Robert R. Krilich dated February 22, 1995 of record in Book 9600, page 924, said Register's Office.

5. Such matters as are shown on a survey of the property made by Mark E. Sawyer, Barge, Waggoner, Sumner and Cannon, Inc., No. 9358-13, dated 12/22/94, revised 7/17/95, 1/30/95, 2/2/95 and 2/13/95.

6. Such matters as are shown on the Plat of Robertson Highlands, of record in Book 7900, Pages 896, 897 and 898, said Register's Office.



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

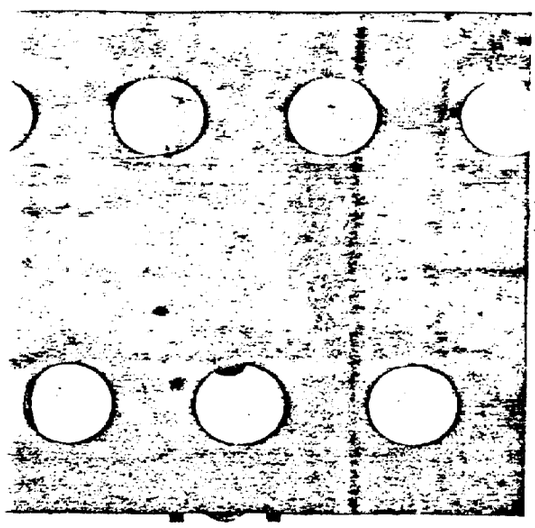
RECEIVED OF _____

FOR _____

BOOK 9600 PG 942

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
TO - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

CAHT
~~1750000.00~~
CON TX 13315.00
PRFEE 1.00
WDEED 28.00
TOTAL 18344.00
CHECK 18344.00

02/22/95 01 15:01 0001 3947

36213
IDENTIF. & REFERENCE

95 FEB 22 PM 3:02

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 883638