SPECIAL WARRANTY DEED

BOOK 9673 PG 288

FROM: MetroCenter Properties, Inc.,
a Delaware corporation,
Grantor

TO: Cumberland Bend, LLC,
a Tennessee limited
liability corporation,
Grantee

This instrument was prepared by:
W. Edward Ramage
Farris, Warfield & Kanaday
Third National Financial Center
424 Church Street, 18th Floor
Nashville, Tennessee 37219

Address New Owner(s)
as Follows:

Cumberland Bend, LLC
116 Lineberry Blvd., Ste. 301
Mt. Juliet, Tennessee 37122

Entity Responsible for Payment
of Real Property Taxes:

Cumberland Bend, LLC
116 Lineberry Blvd., Ste. 301
Mt. Juliet, Tennessee 37122

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Hundred Eighty Five Thousand Dollars ($285,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 11 day of May, 1995.

Notary Public

My Commission Expires: 7/24/98

FOR AND IN CONSIDERATION OF the sum of Two Hundred Eighty-Five Thousand Dollars ($285,000.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Properties, Inc. (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto Cumberland Bend, LLC (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property.

GRANTOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, TO GRANTEE WITH RESPECT TO THE PROPERTY (AND ANY IMPROVEMENTS THEREON), INCLUDING WITHOUT LIMITATION, WARRANTIES OR REPRESENTATIONS REGARDING ACREAGE, BOUNDARIES, ZONING, UTILITIES, USE, MERCHANTABILITY, FITNESS, OR PHYSICAL CONDITION OF THE PROPERTY AND/OR ANY IMPROVEMENTS THEREON. BY ITS ACCEPTANCE OF THIS SPECIAL WARRANTY DEED, GRANTEE ACKNOWLEDGES THAT GRANTOR HAS MADE NO SUCH REPRESENTATIONS OR WARRANTIES, THAT GRANTEE HAS MADE OR WILL MAKE SUCH INVESTIGATIONS AND ASSESSMENTS OF THE PROPERTY AS GRANTEE DEEMS OR HAS DEEMED APPROPRIATE TO INFORM ITSELF AS TO THE CONDITION OF THE PROPERTY, AND THAT GRANTEE IS PURCHASING THE PROPERTY AND/OR ANY IMPROVEMENTS THEREON "AS IS, WHERE IS AND WITH ALL FAULTS, IF ANY." GRANTEE HEREBY RELEASES, AND AGREES TO INDEMNIFY AGAINST AND HOLD

GRANTOR, ITS AGENTS, SUCCESSORS AND ASSIGNS HARMLESS FROM, ANY AND ALL DAMAGES, LIABILITIES, CLAIMS AND CAUSES OF ACTION WHICH GRANTEE MAY HAVE AS A RESULT OF OR IN CONNECTION WITH ANY ASPECT OR CONDITION OF THE PROPERTY AND/OR ANY IMPROVEMENTS THEREON.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B 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 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 B, to which this conveyance is expressly made subject.

Witness my hand this 11 day of May, 1995.

MetroCenter Properties, Inc.

By: _____
Robert Alpert, President

STATE OF TEXAS)
COUNTY OF Tarrant)

Before me Tracy Ann Ezelle, a Notary Public of said County and State, personally appeared Robert Alpert, 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 MetroCenter Properties, Inc., the within named bargainor, and that Robert Alpert as such President of MetroCenter Properties, Inc. executed the foregoing instrument for the purposes therein contained, by signing the name of MetroCenter Properties, Inc. by himself as President.

Witness my hand and seal, at Office in _____, this 11 day of May, 1995.

_____
Notary Public

My Commission Expires: 8/15/97

TRACEY ANN EZELL
Notary Public
STATE OF TEXAS
Exp. 08/15/97

A parcel of land in the 8th Civil District, Nashville, Davidson County, Tennessee, and being a portion of Tract 4, MetroCenter, as recorded in Plat Book 4660, page 181, Register's Office for Davidson County, Tennessee, and being the lot shown on the Plan of Cumberland Bend Business Park, Section Two, MetroCenter of record in Book 4885, page 166, Register's Office for Davidson County, Tennessee.

BEGINNING at a point in the north right-of-way of Great Circle Road, 1107.31 feet from the centerline of Vantage Way; thence leaving Great Circle Road, N 27° 15' W, 250.76 feet to a curve segment to the right; thence, with curve segment to the right having a central angle of 43° 02' 37", a radius of 125 feet, 93.91 feet to a point; thence, N 39° 49' W, 203.72 feet to the beginning of a curve to the left; thence, with curve to the left having a central angle of 16° 56', radius of 200 feet, 59.11 feet to a point; thence, due east 407.17 feet to a curve segment to the right; thence, with curve segment to the right having a central angle of 18° 53' 11", radius of 250 feet, 82.41 feet to a point; thence, S 6° 06' W, 42.31 feet to a curve to the right; thence, with curve to the right having a central angle of 24° 29' 28" radius of 125 feet, 53.43 feet to a point; thence S 76° 54' E, 136.42 feet to a point; thence S 27° 15' E, 210.58 feet to a point in the north right-of-way of Great Circle Road; thence, with Great Circle Road, S 74° 20' 51" W, 260 feet to the point of beginning, containing 3.00 acres, more or less.

The conveyance of this property is subject to a 20 foot wide common access and public utility easement adjacent and parallel to the entire westerly line, a 12½ foot wide joint access easement adjacent and parallel to the southerly line, and a 17 foot wide common access and public utility easement, electrical easement as recorded in Book 4990, page 893, said Register's Office, conditions of Owner's Certificate as shown on plat of record in Book 4885, page 166, said Register's Office and restrictions and obligations of the Master Deed of record in Book 5028, page 333, as amended in Master Deed of record in Book 5035, page 972, said Register's Office.

Being the same property conveyed to MetroCenter Properties, Inc., a Delaware corporation, by Quitclaim Deed of record in Book 8357, page 53, said Register's Office.

1. Taxes for the year 1995, a lien not yet due and payable; and subsequent years. Map 71-13, Parcel 7.

2. Subject to restrictions of record in Book 4829, Page 722, Register's Office for Davidson County, Tennessee.

3. Subject to a 20 foot wide common access and public utility easement adjacent and parallel to the entire westerly line, a 12 1/2 foot wide joint access easement adjacent and parallel to the southerly line and a 17 foot wide common access and public utility easement, electrical easement as recorded in Book 4990, page 893, said Register's Office.

4. Subject to conditions of Owner's Certificate as shown on plat of record in Book 4885, page 166, said Register's Office.

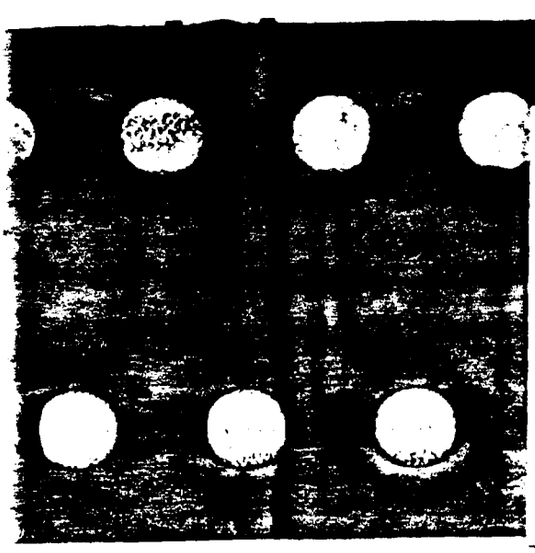
5. Subject to Restrictions and obligations of the Master Deed of record in Book 5028, page 333 as amended in Master Deed of record in Book 5035, page 972, said Register's Office.

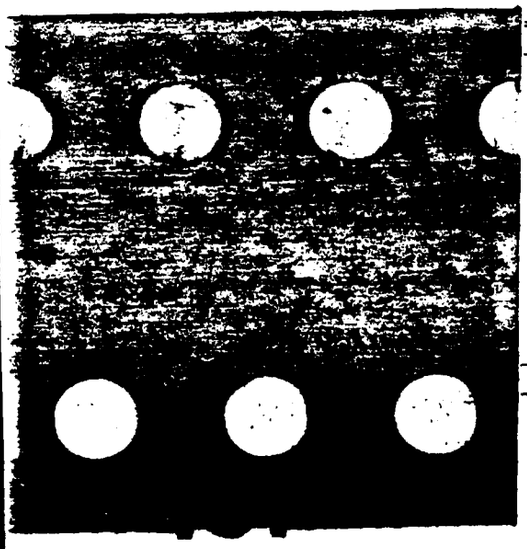
1554 05/16 0101 03CHECK 1071.50

61254
IDENTIFICATION REFERENCE

95 MAY 16 PM 2:33
FELIX A. [illegible] REGISTER
DAVIDSON COUNTY, TN.

PICK-UP





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

RECEIVED OF _____

FOR _____

BOOK 9673 PG 292

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	
				285000.00
			CON TX	1054.50
			PRFEE	1.00
			WDEED	16.00
			TOTAL	1071.50
			CHECK	1071.50
		05/16/95	01	14:33 0001 1554

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

61254
IDENTIF. # REFERENCE

95 MAY 16 PM 2:33
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 910920