BOOK 9736PG236 0080816

IDENTIFICATION REFERENCE

SPECIAL WARRANTY DEED

95 JUL 21 AM 8:32

FILED DAVIDSON COUNTY REGISTER

DAVIDSON COUNTY, TN.

PICK-UP

FROM: Third National Bank in Nashville, Grantor

TO: Lake Whitworth, L.L.C., Grantee

This instrument was prepared by:
Cynthia N. Sellers
Farris, Warfield & Kanaday
Third National Financial Center
424 Church Street, Suite 1900
Nashville, Tennessee 37219

Address New Owner(s) as Follows:

Lake Whitworth, L.L.C.
c/o Laurence M. Papel
2200 One Nashville Place
150 Fourth Avenue North
Nashville, TN 37219-2412

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes
Field Book Number
Same

Map-Parcel Number
To be ASSIGNED
S.W

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million One Hundred Thousand Dollars ($1,100,000).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 20th day of July, 1995.

LaVerne Williams
Notary Public

My Commission Expires: May 30, 1999

FOR AND IN CONSIDERATION OF the sum of One Million One Hundred Thousand Dollars ($1,100,000), 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 Lake Whitworth, 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, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved real property.

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, 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 B, to which this conveyance is expressly made subject.

Witness our hand this 20 day of July, 1995.

THIRD NATIONAL BANK IN NASHVILLE

By: _____

Title: G.V.P.

By: _____

Title: _____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, LaDene Williams, a Notary Public of said County and State, personally appeared Joe R. Sadler, 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 Pres. executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Group Vice Pres..

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

LaDene Williams
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: May 30, 1999

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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

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

Notary Public

My Commission Expires: 1/21/98

EXHIBIT A

TRACT C
Whitworth, Phase Three, Section One:

LAND lying in the 1st Civil District, 25th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being a portion of Whitworth, Phase 3, Section 1, as shown on the plan of record in Book 7900, pages 866-868, Register's Office for Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at a concrete monument on the westerly right-of-way line of Sharondale Drive (a 55 foot street as widened). Said point is the northeast corner of the herein described tract and the southeast corner of Lot 85 of Phase 1, Whitworth, as of record in Plat Book 7900, page 144, Register's Office for Davidson County, Tennessee and proceeding as follows:

FROM the point of beginning South 02° 06' 05" West, 234.67 feet to the westerly right-of-way of Sharondale Drive;

THENCE leaving said right-of-way with a 30 foot radius curve to the left for a distance of 45.81 feet. Said curve has a central angle of 87° 29' 48" and a chord bearing and distance of North 41° 38' 49" West, 41.49 feet;

THENCE northwesterly with a 315 foot radius curve to the right for a distance of 132.39 feet. Said curve has a central angle of 24° 04' 50" and a chord bearing and distance of North 73° 21' 18" West, 131.42 feet;

THENCE continuing with said right-of-way with a 315 foot radius curve to the right for distance of 10.98 feet. Said curve has a central angle of 01° 59' 50" and a chord bearing and distance of North 60° 18' 56" West, 10.98 feet;

THENCE northwesterly with a 235 foot radius curve to the left for a distance of 203.40 feet. Said curve has a central angle of 49° 35' 32" and a chord bearing and distance of North 84° 06' 46" West, 197.11 feet;

THENCE South 18° 54' 32" East, 17.50 feet;

THENCE southwesterly with a 217.50 foot radius curve to the left for a distance of 59.72 feet. Said curve has a central angle of 15° 43' 52" and a chord bearing and distance of South 63° 13' 32" West, 59.53 feet;

THENCE South 55° 20' 00" West 20.07 feet:
THENCE North 34° 39' 59" West, 17.50 feet;
THENCE South 55° 20' 00" West, 82.40 feet;
THENCE South 34° 40' 00" East, 65.00 feet;
THENCE South 14° 00' 00" West, 68.14 feet;
THENCE South 56° 52' 39" West, 64.87 feet;
THENCE South 60° 58' 05" West, 94.39 feet;
THENCE South 65° 14' 49" West, 72.10 feet;
THENCE South 68° 57' 09" West, 72.10 feet;
THENCE South 71° 13' 59" West, 16.64 feet;
THENCE South 73° 22' 15" West, 66.56 feet;
THENCE South 76° 47' 30" West, 66.56 feet;
THENCE South 80° 12' 44" West, 66.56 feet;
THENCE South 82° 23' 30" West, 60.98 feet;
THENCE South 83° 50' 16" West, 69.36 feet;
THENCE North 87° 55' 03" West, 78.24 feet;
THENCE North 78° 22' 06" West, 78.24 feet;
THENCE North 68° 49' 09" West, 78.24 feet;
THENCE North 59° 16' 11" West, 78.24 feet;
THENCE North 53° 18' 05" West, 19.58 feet;
THENCE North 47° 19' 59" West, 78.24 feet;
THENCE North 37° 47' 02" West, 78.24 feet;
THENCE North 56° 59' 27" East, 110.00 feet;

THENCE northwesterly with a 360 foot radius curve to the right for a distance of 17.50 feet. Said curve has a central angle of 02° 47' 07" and a chord bearing and distance of North 31' 37" 01" West, 17.50 feet;

THENCE South 59° 46' 34" West, 17.50 feet;

THENCE northwesterly with a 377.50 foot radius curve to the right for a distance of 24.54 feet. Said curve has a central angle of 03° 43' 29" and a chord bearing and distance of North 28° 21' 43" West, 24.54 feet;

THENCE North 26° 29' 59" West, 56.73 feet;
THENCE North 63° 30' 01" East, 17.50 feet;
THENCE North 26° 29' 59" West, 26.63 feet;
THENCE North 44° 25' 01" East, 187.76 feet;
THENCE South 38° 00' 00" East, 66.22 feet;
THENCE South 24° 00' 00" East, 99.67 feet;

THENCE southeasterly with a 189 foot radius curve to the left for a distance of 206.83 feet. Said curve has a central angle of 62° 42' 05" and a chord bearing and distance of South 55° 21' 02.5" East, 196.66 feet;

THENCE North 77° 28' 22" East, 87.66 feet;
THENCE North 77° 45' 55" East, 149.59 feet;
THENCE North 72° 28' 01" East, 147.78 feet;
THENCE North 55° 20' 00" East, 321.82 feet;
THENCE North 67° 05' 21" East, 71.14 feet;
THENCE South 87° 28' 45" East, 402.31 feet to the point of beginning.

CONTAINING 8.89 acres, more or less.

BEING part of the same property conveyed to Third National Bank in Nashville, by Deed from RCC Associates, a Delaware Limited Partnership, of Record in Book 8236, page 176, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Exceptions

BOOK 9736PG241

1. 1995 Taxes, a lien, which are not yet due and payable. Part of Tax Parcel No. 104-14-7

2. Deed of Easement granted by Third National Bank in Nashville to Clements-Bartosh Interests, of record in Book 9567, page 691.

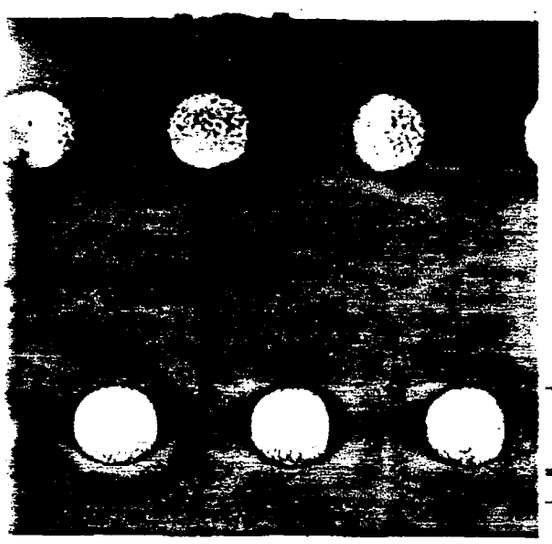
3. Sewer Easement(s) as set forth in instrument recorded in Book 3467, page 204 and Book 3573, page 442. (Affects area to South of Phase 01A Greenview)

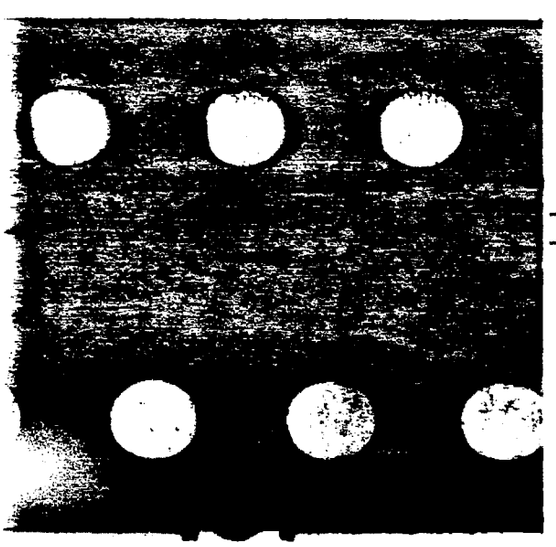
4. All matters shown on Plat recorded in Book 7900, pages 866-868, and as amended in Book 9582, page 834.

5. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 9567, page 185 and Book 9567, page 216, and in any allied instrument(s) referred to in said restrictions.

6. Deed of Temporary Easement granted by Third National Bank in Nashville to Clements-Bartosh Interests recorded in Book 9736, page 221, as may be amended from time to time.

181959.2 7/20/95





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

RECEIVED OF _____

FOR _____

BOOK 9736 PG 242

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

	AMT
	1100000.00
CON TX	4070.00
PRFEE	1.00
WDEED	24.00
TOTAL	4095.00
CHECK	4095.00

07/21/95 01 08:36 0001 3082

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

00808 16
IDENTIF. # REFERENCE

95 JUL 21 AM 8:32

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 932168