This instrument prepared by:
ROGERS & WELLS
200 Park Avenue
New York, NY 40466-0453

BOOK 9756 PG 846

SPECIAL WARRANTY DEED

MAP: 51-8

PARCEL: 87

THIS DEED, made as of the 7th day of August, 1995, by and between **AMERICAN REAL ESTATE HOLDINGS LIMITED PARTNERSHIP** (successor in interest to American Property Investors VIII), a Delaware limited partnership, having an office at 90 South Bedford Road, Mount Kisco, New York 10549, party of the first part; and **MR. MAHMOUD AWAD**, having an address at P.O. Box 2617, Abu Dhabi, United Arab Emirates, party of the second part.

WITNESSETH, that the party of the first part, in consideration of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, in hand paid, the receipt and sufficiency of which is hereby acknowledged, has and by these presents does grant, bargain, sell and convey with special warranty covenants to the party of the second part, his heirs and assigns in fee simple, all that lot, piece or parcel of land known as 915 S. Gallatin Road, Madison, Tennessee, described more particularly as follows, to wit:

SEE SCHEDULE A ATTACHED HERETO

TOGETHER with all of the party of the first part's right, title and interest in and to the buildings and improvements thereupon erected, made or being; and all and every alleys, ways, waters, privileges, appurtenances and advantages to the same belonging and in any wise appertaining.

TO HAVE AND TO HOLD the said lot of land and premises, above described and mentioned, and hereby intended to be conveyed,

together with the rights, privileges, appurtenances and advantages thereto belonging or appertaining unto and to the proper use and benefit of the said party of the second part its successors and assigns in fee simple forever.

And the said party of the first part covenants that the party of the first part has not done or suffered anything whereby said premises have been encumbered in any way whatever, except as stated herein.

SUBJECT TO: All taxes, assessments, reservations in patents and all easements, rights-of-way, encumbrances, liens, covenants, conditions, restrictions, obligations, and liabilities as may appear of record.

IN WITNESS WHEREOF, said party of the first part has caused its name to be signed and sealed to these presents by the Vice-President of its sole General Partner the day and year first above written.

SELLER:

AMERICAN REAL ESTATE HOLDINGS LIMITED PARTNERSHIP

By: American Property Investors, Inc., its sole general partner

By: _____
Martin Hirsch
Vice-President

[SEAL]

BOOK 9756 PG 848

STATE OF NEW YORK)
) ss.:
COUNTY OF WESTCHESTER)

I, George P. Wilson, a Notary Public in and for the County of Nassau and State aforesaid, do hereby certify that on the 4th day of August, 1995, before me personally appeared Martin Hirsch, who is known by me to be the identical person who is described in, whose name is subscribed to, and who signed and executed the foregoing instrument, and having first made known to him the contents, thereof, he personally acknowledged to me that he signed and sealed the same on the date it bears as his true, free and voluntary act and deed for the uses, purposes and considerations therein set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this day and year above.

Notary Public

My commission expires

August 31, 1995

GEORGE P. WILSON
Notary Public State of New York
NO. 4903578
Qualified in NASSAU COUNTY
My Commission Expires AUG 31, 1995

ADDRESS NEW OWNER: Mahmod Awad
c/o Fareek F. Abdenthalig
1118 Rural Hill Rd
Antioch, TN 37013

SEND TAX BILLS TO: Same

00875110
IDENTIF. & REFERENCE

95 AUG -9 AM 10:

REGISTER
DAVIDSON COUNTY, TN

PICK-UP

8 AUG 95 0101 03CHECKS 738.50

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 145,000.00

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 9th DAY OF August 1995.

Deputy Register

ND98359.1 04/21/94 14:28

SCHEDULE A

FEE PREMISES

All that certain plot, piece and parcel of land, and the improvements thereon, located, situated and being in Davidson County, Tennessee, and more particularly described as follows:

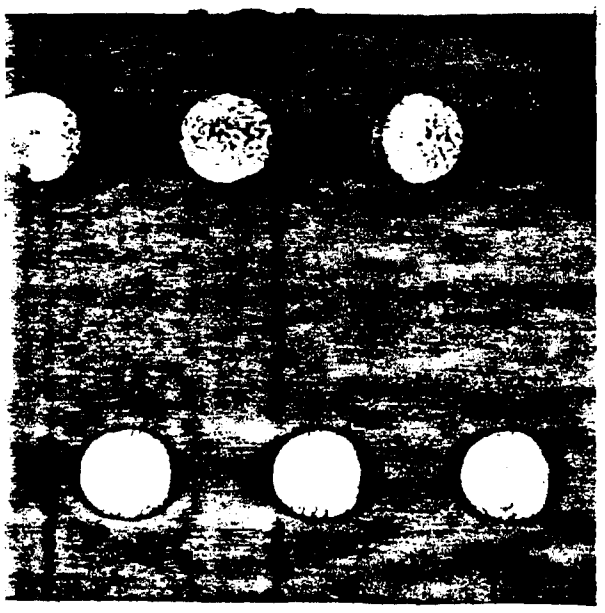
Land in the 11th Civil District of Davidson County, Tennessee, being a part of Lot No. 3 on the original plan of Montague Subdivision of record in Book 421, page 129, Register's Office for said county, being known also as a part of the lot marked "Ben Webster" and a part of Lots 12 and 13 on the unrecorded map of Webster's Resubdivision of certain lots in Montague Subdivision originally laid out by survey of Z.J. Wilkinson, dated June 21, 1939, and being more specifically described according to a survey of Wm. Collier Parrish Associates, Civil Engineers, dated March 28, 1963, as follows:

BEGINNING at a point on the easterly margin of Gallatin Road, as widened, at an iron stake opposite a turn into Webster Street; thence around said turn, northeasterly 39.17 feet to an iron stake in the south margin of Webster Street; thence with the same, South 63° 09′ East 100 feet to an iron stake; thence leaving said street, South 27° 03′ West 105 feet to an iron stake; thence North 63° 05′ West 125 feet to the easterly margin of Gallatin Road, as widened; thence with the margin of the same, North 27° 08′ East 80 feet to the point of beginning, containing 13,110 square feet or .30 acre more or less.

TRACT NO. II - Land in the 11th Civil District of Davidson County, Tennessee, being an easement for a driveway adjacent to the above Tract No. I and shown on the survey of Wm. Collier Parrish Associates, Civil Engineers, above referred to, and described as follows:

BEGINNING at an iron stake in the east margin of Gallatin Road at the southwest corner of the land above described; thence along the south line of said Tract No. I, South 63° 05′ East 125 feet to an iron stake at the southeast corner of the above described Tract No. I; thence South 27° 03′ West 24 feet to a point; thence North 63° 05′ West 95 feet to a point; thence westerly from said point to a point in the easterly margin of Gallatin Road, North 27° 08′ East 40 feet to the point of beginning. Said driveway easement shall be for a period of 50 years from the date of deed from Tanasi Development Corporation to Phillips Petroleum Company recorded in Book 3578, Page 314, Register Office for said county.

Being the same property conveyed to Thomas M. Eisner by Special Warranty Deed from Reproco, Inc. of record in Book 5346, page 503, Register's Office for Davidson County.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

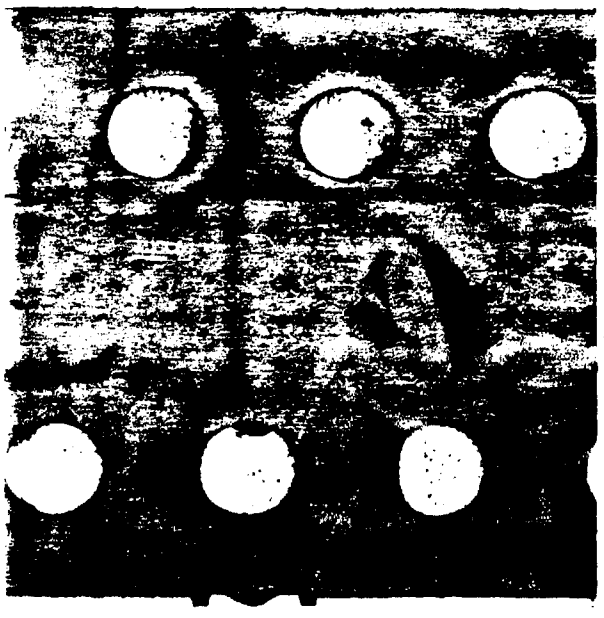
RECEIVED OF _____

FOR _____

BOOK 9756 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 195000.00
CON TX 721.50
PRFEE 1.00
WDEED 16.00
TOTAL 738.50
CHECK 738.50

08/09/95 01 10:11 0001 0329

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0087510
IDENTIF. ↑ REFERENCE

95 AUG -9 AM 10: 11
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 939341