BOOK 9780 PG 817

4?

SPECIAL WARRANTY DEED

FROM: TENNESSEE REAL ESTATE INVESTMENTS, L.P., Grantor

TO: BURTON HILLS III, LLC, Grantee

This instrument was prepared by:
Joseph N. Barker
Farris, Warfield & Kanaday
19th Floor
Third National Financial Center
Nashville, Tennessee 37219

Address New Owner(s) as Follows:

Burton Hills III, LLC
c/o Alex Palmer
1801 West End Avenue
Suite 1600
Nashville, TN 37203

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

Same

Map-Parcel Numbers

131-6-A-18

95 AUG 31 PM 3:42
DAVIDSON COUNTY, TN.

00095732

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is ONE MILLION THREE HUNDRED THOUSAND AND NO/100 DOLLARS ($1,300,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 31st day of August, 1995.

Notary Public

My Commission Expires: 7-24-98

FOR AND IN CONSIDERATION OF the sum of ONE MILLION THREE HUNDRED THOUSAND AND NO/100 DOLLARS ($1,300,000.00), the receipt and sufficiency of which are hereby acknowledged, TENNESSEE REAL ESTATE INVESTMENTS, L.P., a Tennessee limited partnership (the

94-2427G

3)

"Grantor") has bargained and sold, and by these presents does transfer and convey unto BURTON HILLS III, LLC, 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 property known as Parcel 18, Tract 18, Burton Hills Office Park.

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 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 my hand this 31st day of August, 1995.

TENNESSEE REAL ESTATE
INVESTMENTS, L.P.

By: MerTech Development Corporation
Its: General Partner

By: _____
Ronald M. Sohr, President

B

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, JOSEPH N. BARKER, a Notary Public of said County and State, personally appeared RONALD M. SOHR 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 MERTECH DEVELOPMENT CORPORATION, a corporation, general partner, of TENNESSEE REAL ESTATE INVESTMENTS, L.P. the within named bargainor, a limited partnership, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of himself as President of MERTECH DEVELOPMENT CORPORATION, general partner of TENNESSEE REAL ESTATE INVESTMENTS, L.P.

Witness my hand and seal, at Office in Nashville, this 1st day of August, 1995.

JOSEPH N. BARKER NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Notary Public

My Commission Expires: 7-24-98

EXHIBIT A

Property Description

Land in Davidson County, Tennessee, being Tract No. 18, on the Plan of Resubdivision of Tracts 15 and 18 of Burton Hills, as shown on plat of record in Plat Book 6900, page 607, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being a portion of the same property conveyed to Tennessee Real Estate Investments, L.P., by Quit-Claim Deed of Record in Book 9203, page 361, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Encumbrances

1. 1995 Taxes, a lien, which are not yet due and payable. Tax Parcel No. 131-6-A-18.

2. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 7593, page 508 and Book 7593, page 570.

3. Restrictions as contained in Book 6326, page 588.

4. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6470, page 366, and in any allied instrument(s) referred to in said restrictions.

5. Charter of Burton Hills Office Association, Inc. of record in Book 6468, page 202, as amended in Book 6921, page 222.

6. Declaration of Reciprocal Rights and Easements of record in Book 7703, page 301.

7. Easement(s) as set forth in instrument recorded in Book 7519, page 978.

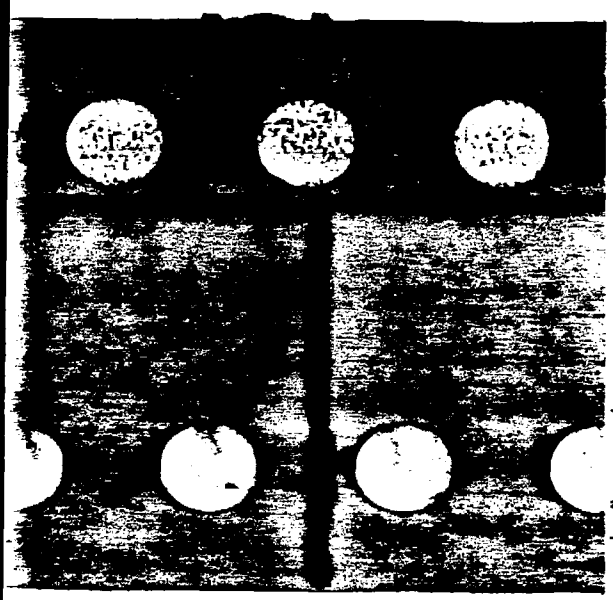
8. All matters shown on Plat recorded in Book 6900, page 607.

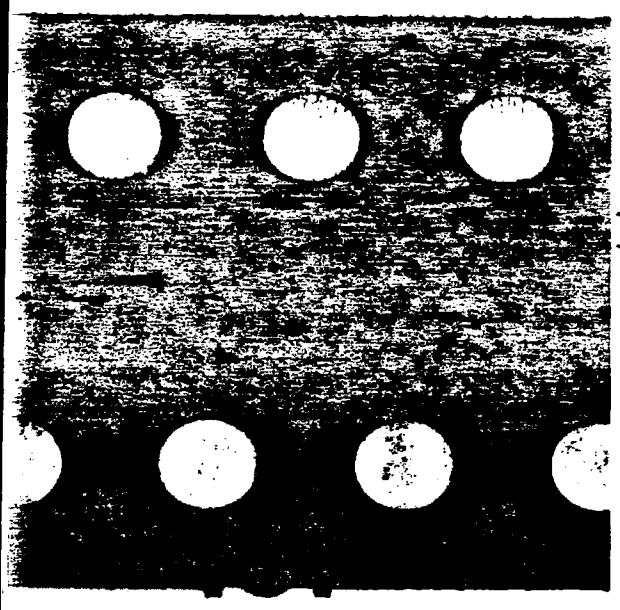
9. Survey Number 16043.01, updated 8/25/95, prepared by Gresham, Smith and Partners, Surveyors, indicates the following:

   (a) Drainage System at the most southerly corner.
   (b) 15' Stub Sign at the most southerly corner.
   (c) End wall at a northeasterly corner.
   (d) Asphalt pavement with curbing and guardrail improvements and also 6" water lines along the northwesterly lines.

   ALL as more particularly shown on said survey.

9207 08/31 0101 03CHECK 4831.00





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

RECEIVED OF _____

FOR _____

BOOK 9780 PG 822

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
1300000.00
CON TX 4810.00
PRFEE 1.00
WDEED 20.00
TOTAL 4831.00
CHECK 4831.00
08/31/95 01 15:43 0001 9207

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0095732
IDENTIF. ↑ REFERENCE

95 AUG 31 PM 3:42
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 948120