Box 57
To TCS

9941 PG 737

This instrument prepared by
John W. Nelley, Jr.
Tune, Entrekin & White, P.C.
21st Floor, First American Center
Nashville, Tennessee 37238-0091

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration of value, whichever is greater, for this transfer is $ 1,636,915.30

Affiant

Subscribed and sworn to before me this 7th day of Feb. 1996.

Notary Public

My Commission Expires 11-22-97

96 FEB -7 PM 4:12
FELIX ... REGISTER
DAVIDSON COUNTY, TN.

0148285
IDENTIFICATION

GENERAL WARRANTY DEED

Address New Owner	Send Tax Bills To:	Map and Parcel No.
NWI Warehouse Group, L.P. P.O. Box 270365 Nashville, TN 37227-0365	Same	Part of 118-3-45 118-3-50 118-3-82 118-4-356 118-4-359 118-4-361

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 consideration, the receipt of which is hereby acknowledged, **FOUR FORTY ASSOCIATES, L.P.,** (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **NWI WAREHOUSE GROUP, L.P.,** (the "Grantee"), its successors and assigns, an undivided 44.34% interest as a tenant in common in and to a certain tract or parcel of land in Davidson County, Tennessee, described as

follows, to wit:

Lot No. 1 as shown on the Plat of Four Forty Center of record in Book 7900, page 775, Register's Office for Davidson County, Tennessee.

Being a portion of the same property conveyed to Four Forty Associates, L.P. by deed recorded in Book 9445, page 162, Registers Office for Davidson County, Tennessee.

This conveyance is subject to the following:

1. Taxes for 1996 which have been prorated between Grantor and Grantee.

2. Sanitary sewers and/or storm drainage easement conveyed by deed from Woodlawn Memorial Park of Nashville, Inc. to Metropolitan Government of Nashville and Davidson County, Tennessee, dated September 22, 1965, of record in Book 3964, page 867, said Register's Office.

3. Matters shown on the Plat of record in Book 7900, page 775, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtences, estate, title and interest thereto belonging to the said Grantee, its successors and assigns forever.

And the Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, except as set forth above.

And the Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the undersigned Grantor has executed this General Warranty Deed this 15th day of FEB, 1996.

FOUR FORTY ASSOCIATES, L.P.

By _____
John W. Nelley, Jr., General Partner

By _____
Albert W. Buckley, Jr., General Partner

9941 739

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

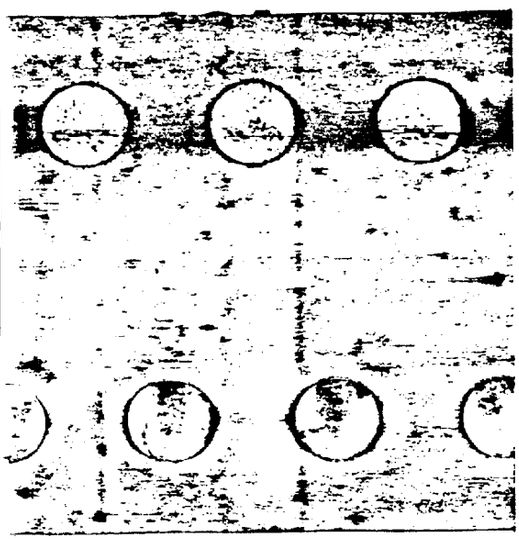
Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared **JOHN W. NELLEY, JR.** and **ALBERT W. BUCKLEY, JR.**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged themselves to be the general partners of **FOUR FORTY ASSOCIATES, L.P.**, a Tennessee partnership, and that they as such general partners executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by themselves as general partners.

WITNESS my hand and official seal at office on the 15th day of February, 1996.

Barbara C. Leigh
NOTARY PUBLIC

My Commission Expires:
11-22-97

3750 02/07 2101 JSCHEDK 6254.59



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

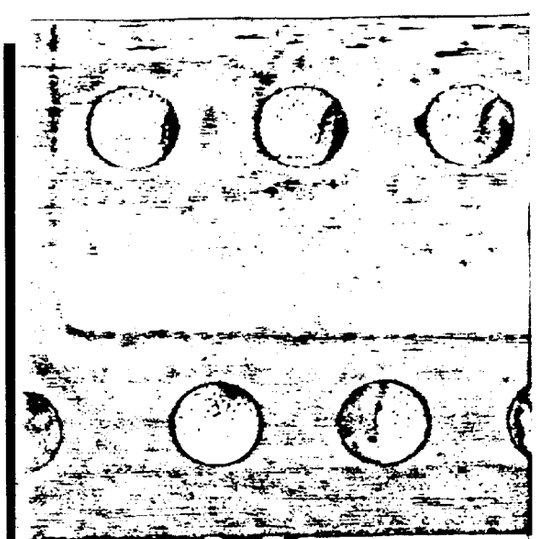
RECEIVED OF _____

FOR _____

BOOK 9941 PG 740

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 1686915.30

CON TX 6241.59

PRFEE 1.00

WDEED 12.00

TOTAL 6254.59

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 6254.59

02/07/96 01 16:14 0001 5750

0148285

IDENTIF. & REFERENCE

96 FEB -7 PM 4:12

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1003969