This instrument prepared by:
Hugh W. Entrekin
21st Floor, First American Center
Nashville, Tennessee 37238-2100

Box 57

BOOK 10102 PG 632

WARRANTY DEED

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
Professional Real Estate Developers, Inc. 211 North First Street Nashville, Tennessee 37213	SAME	Map 26 Parcel 94

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,

Heritage Land Company (the "Grantor"), does hereby bargain, sell, transfer and convey unto Professional Real Estate Developers, Inc., a Tennessee corporation (the "Grantee") its successors and assigns, all its right title and interest in and to property located in Davidson County, Tennessee, more particularly described on attached Exhibit A.

Being a portion of the same property conveyed to Heritage Land Company by Quitclaim Deed from Northgate Industrial Park, a joint venture composed of Parthenon, Inc. and Heritage Land Company of record in Deed book 4380, page 262, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said Professional Real Estate Developers, Inc., its successors and assigns, forever.

AND Heritage Land Company does covenant with the said Professional Real Estate Developers, Inc. that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except as specified above shown on Exhibit B attached hereto.

AND Heritage Land Company does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to said land to the said Professional Real Estate Developers, Inc., its successors and assigns against the lawful claims of all persons whomsoever other than matters to which the conveyance is made subject.

IN WITNESS WHEREOF, this Warranty Deed has been executed this 27th day of June, 1996.

HERITAGE LAND COMPANY

By: Frank L. Clark

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 10102 PG 633

The actual consideration or value whichever is greater for this transfer is $538,751.50.

AFFIANT

Patty J. Welch

NOTARY PUBLIC

PATTY J. WELCH
NOTARY PUBLIC
DAVIDSON COUNTY, TENNESSEE

My Commission Expires: 11/22/97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

My Commission Expires NOV. 22, 1997

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named FRANKLIN G. CLARK, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the President of **HERITAGE LAND COMPANY** the bargainor, a Tennessee corporation, and that he as such officer, being authorized so to do, executed the within instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

WITNESS my hand and official seal at Nashville, Tennessee, on this 27th day of JUNE, 1996.

Patty J. Welch

NOTARY PUBLIC

PATTY J. WELCH
NOTARY PUBLIC
DAVIDSON COUNTY, TENNESSEE

My commission expires: 11/22/97

My Commission Expires NOV. 22, 1997

EXHIBIT A
PROPERTY DESCRIPTION

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, City of Goodlettsville, Tennessee, being Parcel #(94) on Tax Map 26 and more particularly described as follows:

Beginning at an existing iron pin on the westerly right-of-way line of Conference Drive at the northeasterly corner of Lot No. 1, Section One, Northgate Park as of record in Book 5200, page 101, Register's Office for Davidson County, Tennessee; said iron pin being 1930.9 feet south from the southerly right-of-way line of Long Hollow Pike as measured along the westerly right-of-way line of Conference Drive and proceeding as follows:

1. With the north line of Lot No. 1, South 86 degrees 12 minutes 05 seconds West, 356.04 feet to an iron pin set at the northwesterly corner of Lot No. 1 and being on the easterly right-of-way line of Interstate 65; thence,

2, With the easterly right-of-way line of Interstate 65, North 22 degrees 56 minutes 13 seconds West, 164.52 feet to a highway concrete monument; thence,

3. Continuing with the easterly right-of-way line of Interstate 65, North 21 degrees 22 minutes 36 seconds West, 358.23 feet to a point at the southwesterly corner of Lot No. 4, Section 8, Northgate Park as of record in Book 5200, page 512, said Register's Office.

4. With the south line of Lot No. 4, North 81 degrees 36 minutes 45 seconds East, passing a witness iron pin at 1.8 feet, a total of 315.73 feet to an existing iron pin on the westerly right-of-way line of Conference Drive; thence,

5. With the westerly right-of-way line of Conference Dire, with a curve to the left (radius 472.40 feet), southeasterly a distance of 214.37 feet to an iron pin set and having a chord bearing and distance of South 21 degrees 23 minutes 16.5 seconds East, 212.535 feet; thence,

6. Continuing with the westerly right-of-way of Conference Drive, South 34 degrees 23 minutes 18 seconds East, 200.00 feet to an iron pin set at the beginning of a curve; thence,

7. With said curve to the right (radius of 525.00 feet), southeasterly a distance of 42.47 feet to the point of beginning and having a chord bearing and distance of South 32 degrees 04 minutes 16 seconds East, 42.454 feet and containing 153,929 square feet or 3.534 acres.

BOOK 10102 PG 635

EXHIBIT B

(a) Taxes: 1996 property taxes, a lien but not yet due and payable.

If improvements are completed after January 1 of any year, the law requires supplemental assessment for the year in which the improvements are completed as defined by statute. The company assumes no liability for taxes assessed by correction pursuant to the provisions of T.C.A. Sec. 67-5-603, et seq.

(b) Lack of direct access to I-65 from the property.

(c) Deed of Dedication from Northgate Industrial Park to Madison Suburban Utility District of Davidson County, Tennessee of record in Book 5588, page 905, said Register's Office regarding water mains, attached fittings, valves, fire hydrants located and installed on the streets of Northgate Park.

(d) Restrictive Covenants of Northgate Industrial Park filed for record in Book 5069, page 633, said Register's Office.

(e) Communications Systems Right of Way and Easement Agreement to American Telephone and Telegraph Company of record in Book 6831, page 283, said Register's Office.

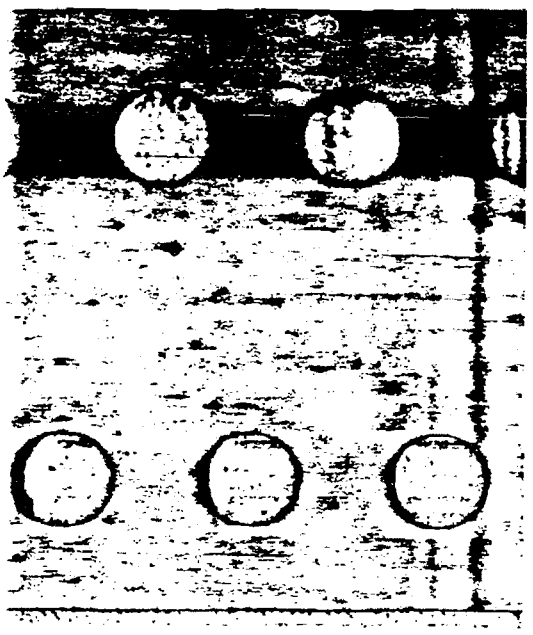
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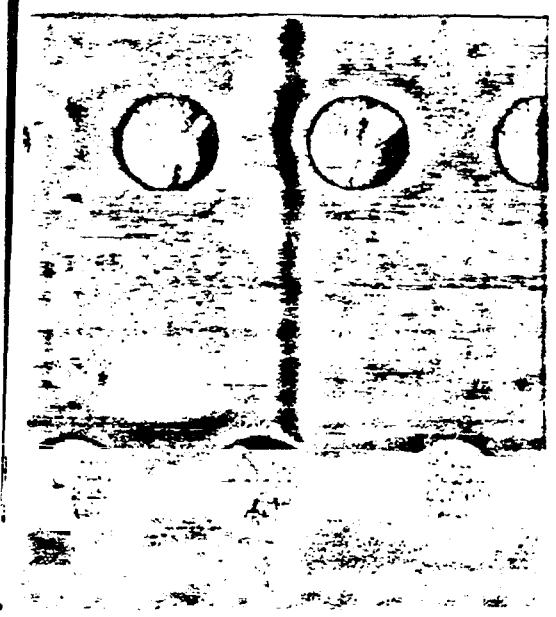
IDENTIFICATION REFERENCE

96 JUN 28 PM 2:06

REGISTER
DAVIDSON COUNTY, TN.

7039 06/28 01:01 03CHECK 2010.38





OFFICIAL RECEIPT

FELIX Z WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10102 PG 636

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 538751.50
CON TX 1993.38
PRFEE 1.00
MBEED 16.00
TOTAL 2010.38
CHECK 2010.38

06/28/96 01 14:13 9001 9069

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0197917
IDENTIFICATION REFERENCE

96 JUN 28 PM 2:06

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1056817

SDK