Box 49
3091c

BOOK 10173 PG 800

THIS INSTRUMENT PREPARED BY:

Greg L. Arrell
Vinson & Elkins L.L.P.
2001 Ross, Suite 3700
Dallas, Texas 75201-2975

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

Property Address:

1100 Players Court
Nashville, TN 37211

Mail Tax Bill to:

Dennis M. Trimarchi
Galesi Management Corporation
Rotterdam Industrial Park
Building 6, East Road
Schenectady, New York 12306

Map and Parcel No. of Property:

Parcel No. 226 as shown on
Davison County Property Map No. 161

Name and address of Property Owner:

Transaction Funding Corporation, Inc.
One Galleria Tower, Suite 2000
13355 Noel Road, LB54
Dallas, Texas 75240

That **TRANSACTIONS FUNDING CORPORATION, INC.**, a Delaware corporation (hereinafter called "**Grantor**"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration paid to Grantor by **WOODLAKE ASPEN CLUB L.P.**, a Texas limited partnership (hereinafter called "**Grantee**"), the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to Grantee the real property situated in Davidson County, Tennessee described in Exhibit A attached hereto and made

a part hereof, together with all improvements thereon, fixtures affixed thereto, and appurtenances (the "**Property**"), subject to general real estate taxes on the Property for the current year, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, affecting the Property, and all of the encumbrances described in Exhibit B attached hereto and made a part hereof (all of the foregoing hereinafter called the "**Permitted Encumbrances**").

TO HAVE AND TO HOLD the Property, together with all and singular the rights, and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns forever, and Grantor does hereby bind itself and its successors and assigns to warrant and forever defend all and singular the Property unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof by, through or under Grantor, but not otherwise, subject, however, to the Permitted Encumbrances.

GRANTEE TAKES THE PROPERTY "AS IS", EXCEPT FOR (A) THE WARRANTIES OF TITLE AS PROVIDED AND LIMITED HEREIN AND (B) THE REPRESENTATIONS AND WARRANTIES SET FORTH IN THAT CERTAIN CONTRIBUTION AGREEMENT (HEREIN SO CALLED) OF EVEN DATE HEREWITH BETWEEN GRANTOR AND GRANTEE. GRANTOR HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATIONS AS TO THE PHYSICAL CONDITION, LAYOUT, FOOTAGE, EXPENSES, ZONING, OPERATION, OR ANY OTHER MATTER AFFECTING OR RELATED TO THE PROPERTY EXCEPT AS EXPRESSLY SET FORTH IN THE CONTRIBUTION AGREEMENT, AND GRANTEE HEREBY EXPRESSLY ACKNOWLEDGES THAT NO SUCH REPRESENTATIONS HAVE BEEN MADE EXCEPT AS EXPRESSLY SET FORTH IN THE CONTRIBUTION AGREEMENT. GRANTOR MAKES NO OTHER WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY, MARKETABILITY, FITNESS OR SUITABILITY FOR A PARTICULAR PURPOSE OR OTHERWISE EXCEPT AS SET FORTH AND LIMITED HEREIN AND EXCEPT AS EXPRESSLY SET FORTH IN THE CONTRIBUTION AGREEMENT. ANY IMPLIED WARRANTIES ARE EXPRESSLY DISCLAIMED AND EXCLUDED.

Current ad valorem taxes on the Subject Property having been prorated, Grantee hereby assumes the payment thereof.

BOOK 10173 PG 802

IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor and Grantee on the date set forth in the acknowledgments to be effective as of the 28th day of August, 1996.

GRANTOR:

TRANSACTIONS FUNDING CORPORATION, INC., a Delaware corporation

By: Christopher D. Sullivan
Christopher D. Sullivan, Attorney-in-Fact

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, CAROLYN L. SIMS, a Notary Public in and for the State and County duly commissioned and qualified, CHRISTOPHER D. SULLIVAN, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is acting in his capacity as Attorney-in-Fact of and on behalf of the TRANSACTIONS FUNDING CORPORATION, INC., a Delaware Corporation, and is authorized by said corporation to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 28 day of August, 1996.

Carolyn L. Sims
Notary Public, State of Texas

CAROLYN L. SIMS
MY COMMISSION EXPIRES
August 22, 1999

My Commission Expires: 8.22.99

GRANTEE: **WOODLAKE ASPEN CLUB L.P.**, a Texas limited partnership

By: **W. ASPEN CLUB, INC.**, a Texas corporation, General Partner

By: _____

Dennis M. Trimarchi, Vice President
Rotterdam Industrial Park
Building 6, East Road
Schenectady, New York 12306

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, Linda A. Rowland, a Notary Public in and for the State and County duly commissioned and qualified, DENNIS M. TRIMARCHI, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of W. ASPEN CLUB, INC., a Texas corporation and general partner of WOODLAKE ASPEN CLUB L.P., a Texas limited partnership, and is authorized by said corporation and said limited partnership to execute this instrument on behalf of said corporation and said limited partnership.

WITNESS my hand, at office, this 26TH day of August, 1996.

Linda A. Rowland
Notary Public, State of Texas
My Comm. Expires 10/19/96

Linda A. Rowland
Notary Public, State of Texas

My Commission Expires:
10-19-96

BOOK 10173 PG 804

AFFIDAVIT

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 5,400.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

AFFIANT:

Christopher D. Sullivan

SUBSCRIBED AND SWORN TO BEFORE ME on this 28 day of August, 1996.

Notary Public, State of Texas

CAROLYN L. SIMS
MY COMMISSION EXPIRES
August 22, 1999

CAROLYN L. SIMS

Printed/Typed Name of Notary

My Commission Expires: 8.22.99

0220084
IDENTIF. ↑ REFERENCE

96 AUG 30 PM 4:14
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.

F:\BT\GEN378\29010\TENN\SWD.3

EXHIBIT A

Legal Description

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the southerly side of Oakley Drive at Sevenmile Creek, being Lot No. 2 as shown on the plan of Section Two, West Fork, as of record in Book 6250, page 985, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of Oakley Drive, said point being westerly 570 feet more or less from the westerly right-of-way line of Edmondson Pike, and also being near the centerline of Sevenmile Creek;

THENCE, Leaving said right-of-way line with the westerly line of Lot No. 6, as shown on the plan of West Fork as of record in Book 6250, page 769, Register's Office of Davidson County, Tennessee, the following calls:

S 31 deg. 57 min. 00 sec. W, 30.29 feet to a point;

with a curve to the right 243.26 feet to a point, said curve having a central angle of 18 deg. 35 min. 00 sec., a radius of 750.00 feet, a tangent of 122.71 feet, and a chord of S 41 deg. 14 min. 30 sec. W, 242.19 feet;

S 50 deg. 32 min. 00 sec. W 94.59 feet to a point;

S 09 deg. 46 min. 44 sec. E 508.44 feet to a point;

THENCE, with the northerly line of said Lot No. 6, N 89 deg. 24 min. 00 sec. W, 78.12 feet to a point;

THENCE, continuing with said line S 86 deg. 41 min. 00 sec. W, 1,252.09 feet to a point;

THENCE, leaving said line with the easterly line of property retained by Dorothy S. Cochran the following calls:

N 46 deg. 28 min. 40 sec. E, 900.42 feet to a point;

N 26 deg. 45 min. 40 sec. E, 203.16 feet to a point;

N 06 deg. 20 min. 05 sec. E, 309.33 feet to a point in the southerly right-of-way line of Oakley Drive;

THENCE, with said right-of-way line the following calls:

S 49 deg. 19 min. 00 sec. E, 105.70 feet to a point;

With a curve to the left 601.18 feet to a point, said curve having a central angle of 41 deg. 30 min. 00 sec., a radius of 830.00 feet, a tangent of 314.46 feet and a chord of S 70 deg. 04 min. 00 sec. E, 588.12 feet;

N 89 deg. 11 min. 00 sec. E, 78.93 feet to the point of beginning.

Containing 756,427 square feet or 17.36 acres more or less.

BEING the property conveyed to Transactions Funding Corporation, Inc., by Deed of Record in Book 8494, page 63, Register's Office for Davidson County, Tennessee.

EXHIBIT B

BOOK 10173 PG 807

PERMITTED EXCEPTIONS

1. Storm Water Detention Agreement, dated May 16, 1986 between West Fork Apartments, Ltd., and the Metropolitan Government of Nashville and Davidson County of record in Book 6871, Page 814, Register's Office for Davidson County, Tennessee.

2. Restrictive Covenants as contained in document dated December 4, 1984, recorded in Book 6458, Page 94, Register's Office for Davidson County, Tennessee, as amended by document dated June 27, 1985, recorded in Book 6598, Page 52, Register's Office for Davidson County, Tennessee; by document dated November 7, 1985, recorded in Book 6706, Page 1, Register's Office for Davidson County, Tennessee; and by document dated January 15, 1986, recorded in Book 6764, Page 358, Register's Office for Davidson County, Tennessee.

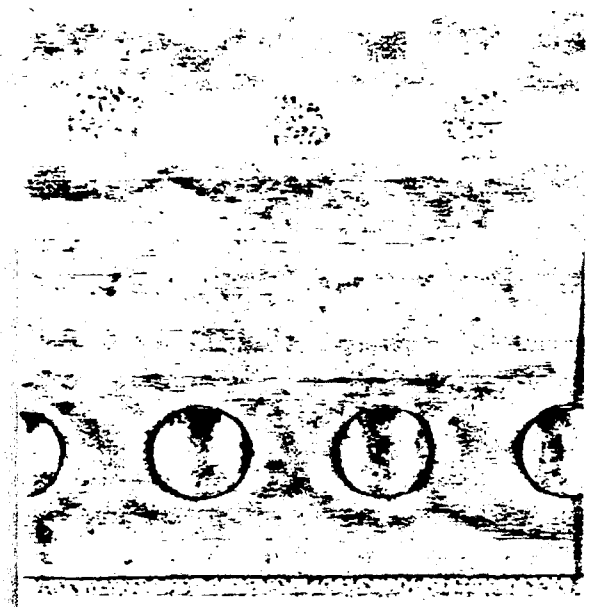
3. Sanitary Sewer and Storm Drainage Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument dated February ___, 1975, recorded in Book 4892, Page 536, Register's Office for Davidson County, Tennessee.

4. Electric Easement(s) and Right-of-Way to City of Nashville, as set forth in instrument dated July 26, 1956, recorded in Book 2595, Page 563, Register's Office for Davidson County, Tennessee, and as shown on Plat of Record in Plat Book 6250, Page 985, Register's Office for Davidson County, Tennessee.

5. The following matters shown on Plat recorded in Book 6250, Page 985, Register's Office for Davidson County, Tennessee:

   (a) N.E.S. Transmission Line Easement along southerly boundary.
   (b) Unrestricted Access Easement in southeasterly corner of the lot.
   (c) Restrictions as set forth in Owner's Certificate and notes.
   (d) Easement for the flow of Sevenmile Creek.
   (e) Sanitary Sewer Easements in the southeasterly corner of the lot.

2958 08/30 01:01 03CHECK 20009-00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

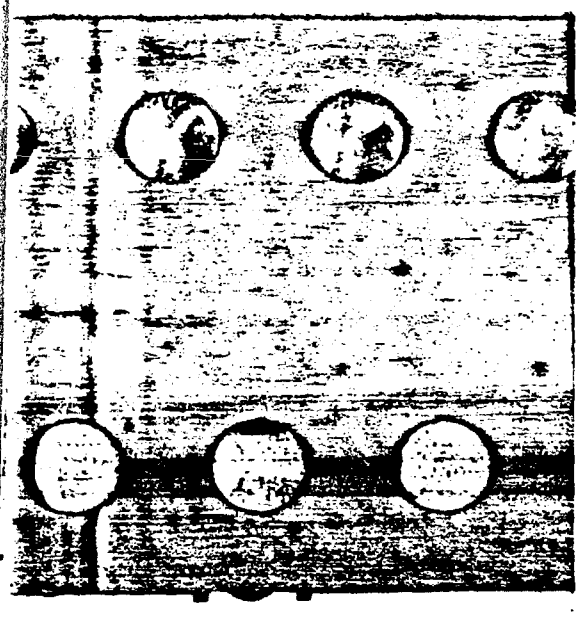
FOR _____

BOOK 10173 PG 808

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	
			5400000.00	
			CON TX	19980.00
			PRFEE	1.00
			WDEED	28.00
			TOTAL	20009.00
			CHECK	20009.00
08/30/96	01		16:17 0001	2958

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0220084
IDENTIF. # REFERENCE

96 AUG 30 PM 4:1
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 1025476