Box 50-B

PREPARED BY:
Bankers Title & Escrow Corp.
3310 West End Avenue, 4th Floor
Nashville, Tennessee 37203

BOOK 10371 PG 865

ADDRESS NEW OWNER:
W.L. Bainbridge, Inc.
401 Church Street
Suite 2310
Nashville, TN 37219

SEND TAX BILL TO:
owner

MAP-PARCEL
176-5-A-87CO
176-5-A-85CO

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, T & T PARTNERS I, a Texas general partnership, (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said W. L. Bainbridge, Inc. a Tennessee corporation, (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in the Davidson County, State of Tennessee, described as follows:

Land in Davidson County, Tennessee, being Lots Nos. 284 and 286, on the plan of Section C, Hickory Woods, of record in Plat Book 6900, page 885, Register's Office for said County, to which plan reference is hereby made for a more complete description of said Lots.

Being part of the same property conveyed to T & T Partners I, a Texas general partnership, by deed from Southern Development Corporation, of record in Book 9616, page 481, and by Successor Trustee's Deed of record in Book 9656, page 488, said Register's Office.

This is unimproved property known as Lots 284 and 286, Hickory Wood, Section C, Nashville, Tennessee.

This conveyance of the Property, and all covenants and warranties contained herein are made expressly subject to the following:

1. Subject to 1997 Metropolitan Government Property taxes and subsequent years thereafter.

2. Quitclaim Deed of open space of record in Book 9786, page 923.

3. Subject to all matters shown on the Plan of record in Book 6900, page 885.

4 Declaration of Covenants, Conditions and Restrictions of record in Book 7422, page 235; Book 7823, page 857; Book 7857, page 94, re-record in Book 7876, page 75.

5. Correction to Declarations of Covenants, Conditions and Restrictions of record in Book 9616, page 470 and in Book 9616, page 477.

6. Amended and Restated Declaration of Covenants, Conditions and Restrictions of record in Book 9678, page 187.

7. Amendment to Amended and Restated Declaration of Covenants, Conditions and Restrictions of record in Book 9764, page 44.

8. By-Laws of Hickory Woods Homeowners Association of record in Book 7932, page 648.

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

And Grantor covenants with the said Grantee that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor except to the extent otherwise set forth herein.

And Grantor does further covenant and bind itself, and its successors and assigns, to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed this 27th day of Feb., 1997.

T & T PARTNERS I, a Texas general partnership

By: TWD TENNESSEE LTD., a Texas limited partnership, its Managing General Partner

By: TAYLOR-DUNCAN INTEREST, INC., its sole general partner

By: Phillip W. Duncan

Title: Vice President

STATE OF Texas
COUNTY OF Dallas

Personally appeared before me, the undersigned, a Notary Public of said county and state, Phillip W. Duncan with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged Taylor-Duncan Interest, Inc., a Texas corporation, to be the sole general partner of TWD Tennessee, Ltd., a Texas limited partnership, and that said limited partnership is the managing general partner of T & T Partners, I, a Texas general partnership, and is authorized by said partnership or by its to execute this instrument on behalf of the partnership.

Witness my hand, at office, this 27th day of Feb., 1997.

Nomita A. Surtani
NOTARY PUBLIC

My Commission Expires: 4-22-00

NOMITA A SURTANI
Notary Public
STATE OF TEXAS
My Commission Expires04-22-00

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

3491 03/06 0101 03CHECK 152-59

97 MAR -6 PM 3:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE
02796 34

BOOK 10371 PG 867

STATE OF TENNESSEE
COUNTY OF DAVIDSON

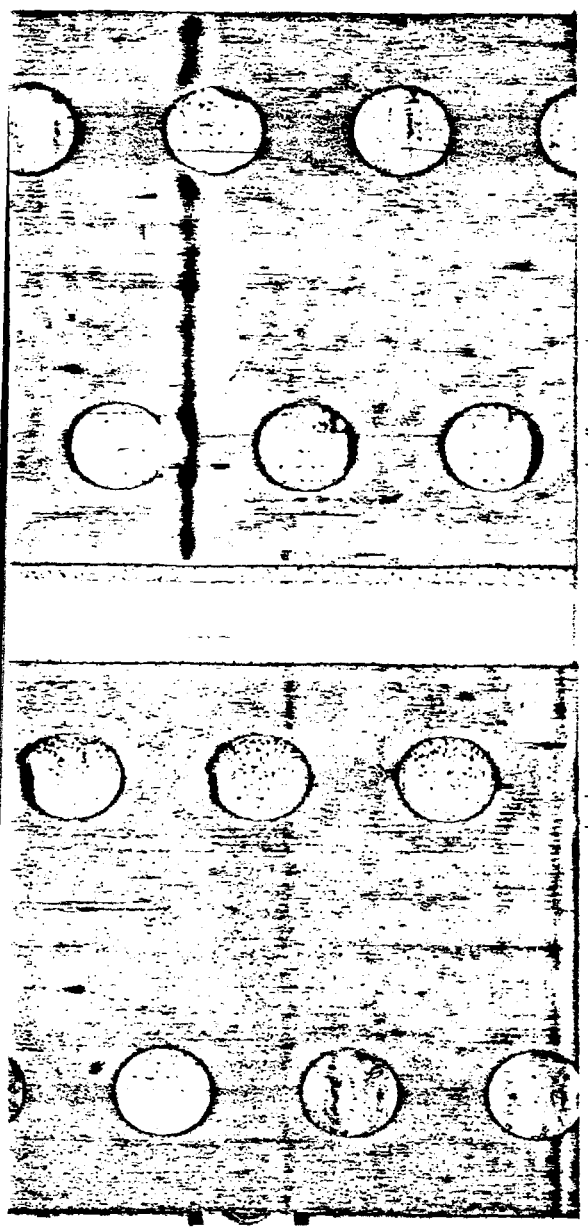
The actual consideration or value, whichever is greater, for this transfer is $37,725.04.

Affiant

Subscribed and sworn to before me this 28th day of February, 1997.

NOTARY PUBLIC

My Commission Expires: Sept 23, 2000



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10371 PG 868

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 37725.04
CON TX 139.59
PRFEE 1.00
WDEED 12.00
TOTAL 152.59
CHECK 152.59

03/06/97 01 15:38 0001 3491

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0279634
IDENTIF. & REFERENCE

97 MAR -6 PM 3:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1123871