BOOK 10459 PG 503

This Instrument Prepared By:
Mary Frances Rudy, Attorney
155 Franklin Road, #150
Brentwood, TN 37027
(615) 661-6674

SPECIAL WARRANTY DEED

Address of New Owner:	Send Tax Bill To:	Map/Parcel Nos.
W.L. Bainbridge, Inc. L & C Tower, 401 Church St. Nashville, TN 37219	New Owner	Map 176-5-A Parcels 86 and 80

THE STATE OF TENNESSEE

COUNTY OF DAVIDSON

I hereby swear or affirm that the actual consideration or true value of this transfer whichever is greater, is $ Thirty Six Thousand and 00/100 Dollars ($36,000.00).

Jerri A. Young
Affiant

NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

Subscribed and sworn to before me this 16th day of May, 1997.

My Commission Expires:

Notary Public

My Commission Expires MAR 25, 2000

That T & T Partners I, a Texas general partnership ("Grantor), for and in consideration of the sume of TEN AND NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD and CONVEYED and by these presents does GRANT, BARGAIN, SELL and CONVEY to W.L. Bainbridge, Inc., hereinafter referred to as "Grantee", which office is located at 401 Church Street, L & C Tower, Nashville, TN 37219, all those certain lots, tracts or parcels of land situated in Davidson County, Tennessee, and all improvements located thereon (such land and improvements are hereinafter collectively referred to as the "Property") to-wit:

Being Lots Nos. 285 and 291 on the Plan of Hickory Woods, Section C of record in Plat Book 6900, Pages 884, 885, 886 and 887, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete legal description.

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 re-recorded in Book 9668, Page 701 and FURTHER BEING part of the same property conveyed to the said T & T Partners I, by Successor Trustee's deed recorded at Book 9656, Page 488, Register's Office for Davidson County, Tennessee.

This is unimproved property known as:
Lot 285 is 6637 Shadyview Drive, Antioch, Tennessee 37013
Lot 291 is 6632 Shadyview Drive, Antioch, Tennessee 37013

IDENTIF. & REFERENCE 03065611

97 MAY 20 AM 11:10

DAVIDSON COUNTY, TN.

This conveyance is subject to: Property taxes for 1997 and subsequent years; The plan of record at Plat Book 6900, Pages 509-510; The plan of record at Plat Book 6900, Pages 885-887, R.O.D.C.T.; Amended and Re-Stated Restrictive Covenants of record at Book 7932, Page 648, as corrected in Book 9616, Page 470, Book 9616, Page 477 amended in Book 9678, Page 187 and Book 9678, Page 213; and easements and assignments of public record, Register's Office for Davidson County, Tennessee.

For the same consideration, Grantor further transfers to Grantee all of Grantor's rights, titles and interests (if any) appurtenant solely to the Property (including any rights of Grantor to water service, sewer service and other utility services) without warranty of any kind, either express or implied, except that Grantor has not previously transferred the same to any other party.

This Special Warranty Deed and the conveyance hereinabove set forth is executed by Grantor and accepted by Grantee subject to the matters of record described herein, to the extent the same are validly existing and applicable to the Property (hereinafter referred to collectively as the "Permitted Encumbrances").

TO HAVE AND TO HOLD the above described Property, together with all and singular the rights and appurtenances thereunto in anywise belonging unto the said Grantee, Grantee's successors and assigns forever and the Grantor does hereby covenant with Grantee that is lawfully seized and possessed of the said Property in fee simple, has a good right to convey it, and the same is unencumbered except for those matters herein mentioned and the said Grantor does hereby bind itself, and its successors and assigns to WARRANT AND FOREVER DEFEND, all and singular the title to the Property unto said Grantee, Grantee's 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 to the Permitted Encumbrances.

EXECUTED this 16th day of May, 1997.

2850 05/20 0101 03CHECK 142.20

T & T PARTNERS I, a Texas general partnership
By: TWD TENNESSEE, LTD, a Texas limited partnership, its Managing General Partner
By: TAYLOR-DUNCAN INTERESTS, INC., a Texas corporation, its sole general partner

By: Phillip W. Duncan
~~Larry R. Taylor, President~~
PHILLIP W. DUNCAN, VICE PRESIDENT

THE STATE OF TEXAS)

COUNTY OF DALLAS)

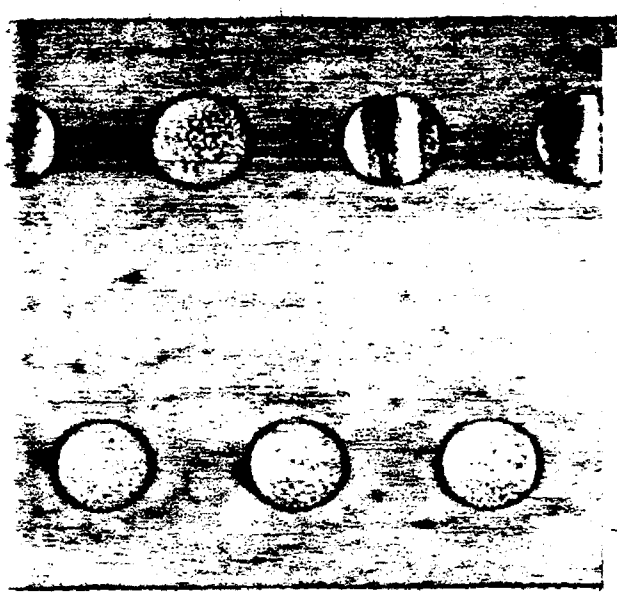
Personally appeared before me, Nomita A. Surtani, Notary Public, ~~Larry R. Taylor~~ Phillip W. Duncan, Vice President, with whom I am personally acquainted and who acknowledged the he executed the within instrument for the purposes therein contained and further acknowledged Taylor-Duncan Interets, Inc., a Texas corporation, to be the sole general partner of TWD Tennessee, Ltd., a Texas limited partnership, and that said limited partership is the managing general partner of T & T Partners, a Texas general partnership, and is authorized by said partnership to execute this instrument on behalf of said partnership.

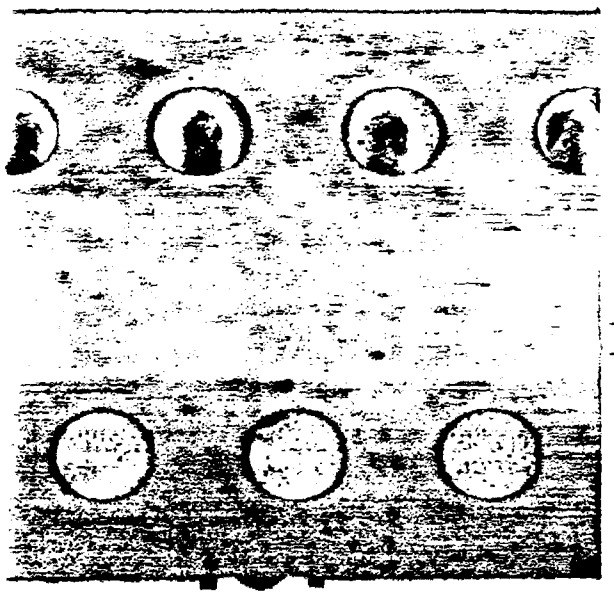
WITNESS my hand and seal at office, on this 16th day of May, 1997.

NOMITA A SURTANI
Notary Public
STATE OF TEXAS
My Commission Expires: 4-22-

My Commission Expires:

Nomita A Surtani
Notary Public, State of Texas
Notary's Printed Name:





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10459 PG 505

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CMTT ~~360000.00~~
				CON TX 133.20
				PRFEE 1.00
				WDEED 8.00
				TOTAL 142.20
				CHECK 142.20
05/20/97		01		11:09 0001 2850

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0306561
IDENTIF. # REFERENCE

97 MAY 20 AM 11:10

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1152874