THIS INSTRUMENT PREPARED BY:
WHITE & REASOR (CBRJR)
3305 WEST END AVENUE
NASHVILLE, TENNESSEE 37203
File Box 42

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL NOS.:
Charlotte Pike Redevelopment Group, LLC c/o Egerton, McAfee, Armistead & Davis, P.C. P. O. Box 2047 Knoxville, TN 37501-2047 ATTN: William E. McClamroch, III	SAME	Map: 92-12 Parcels: 52, 53, 54, 57, 58, 59 and 60

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of FIVE HUNDRED TWENTY-FIVE THOUSAND AND NO/100 ($525,000.00) DOLLARS, cash in hand paid by CHARLOTTE PIKE REDEVELOPMENT GROUP, LLC, a Tennessee limited liability company ("Grantee"), SPIVA/HILL MANAGEMENT AND INVESTMENT, LLC, a Tennessee limited liability company ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto Grantee, its successors and assigns, certain real estate in Davidson County, Tennessee, described in Exhibit "A," which is attached hereto and incorporated herein by reference.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $525,000.00.

AFFIANT

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

NOTARY PUBLIC

My Commission Expires:
1/29/98

6961 05/30 0101 03CHECK 1959.50

This is unimproved property.

TO HAVE AND TO HOLD, the said real estate, with the appurtenances, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered except for those matters set forth in Exhibit "B" attached hereto and incorporated herein by this reference.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly-authorized manager on this 30th day of May, 1997.

SPIVA/HILL MANAGEMENT AND INVESTMENT, LLC, a Tennessee limited liability company

BY: _____
George N. Spiva, Chief Manager

STATE OF TENNESSEE
COUNTY OF DAVIDSON

PERSONALLY APPEARED BEFORE ME, Jan Minshall _____, a Notary Public for the State and County aforesaid, George N. Spiva, 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 Chief Manager of SPIVA/HILL MANAGEMENT AND INVESTMENT, LLC, a Tennessee limited liability company, and is authorized to execute this instrument on behalf of the limited liability company.

WITNESS MY HAND, at office, this 30th day of May, 1997.

_____
NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-24-98

Exhibit "A" BOOK 10472 PG 913

LEGAL DESCRIPTION

Tract 1

BEING a tract of land situated in the First Civil District of Davidson County, Tennessee, and being Lots 90, 91 and 92 of the Plan of Murphy Land Company, Division "B," as of record in Plat Book 161, Pages 126 and 127, Register's Office for Davidson County, Tennessee, and being a portion of Alley No. 900, as closed by Metro Council Bill No. 86-1545, and being more particularly described according to a survey made by R. L. Montoya-Land Surveying, Inc., dated September 6, 1996, and revised February 11, 1997, as follows:

BEGINNING at an iron rod in the easterly margin of Twentieth Avenue, North and being the southwest corner of said Lot 90; thence with said margin of Twentieth Avenue, North, North 26° 14' 48" West 150.0 feet to an iron rod also being the northwest corner of Lot 92; thence leaving said margin North 63° 44' 35" East 191.84 feet to an iron rod in the center of Alley No. 900 (closed) and also being the most northerly corner for this tract; thence with the center of said closed Alley No. 900, South 26° 14' 10" East, 150.02 feet to a railroad spike being common to the northeast corner of the Doctor's Pavilion, Ltd. property as evidenced in Book 5955, Page 2, said Register's Office; thence with a common line to Doctor's Pavilion, Ltd. property and Lot 90, South 63° 44' 54" West 191.81 feet to the point of beginning, containing 28,774.8 square feet, or 0.66 acres, more or less, according to said survey.

Tract 2.

BEING a tract of land situated in the First Civil District of Davidson County, Tennessee, being Lots 5, 6 and 7 of Peter A. Cartwright's Subdivision of record in Plat Book 57, Page 128, Register's Office for Davidson County, Tennessee, and being a portion of Alley No. 900 as closed by Metro Council Bill No. 86-1545, and being more particularly described according to a survey made by R. L. Montoya-Land Surveying, Inc., dated September 6, 1996, and revised February 11, 1997, as follows:

BEGINNING at an iron rod in the northerly margin of Cartwright Street and being the southeasterly corner of Lot 7 of said Cartwright Subdivision; thence, with said margin South 63° 44' 17" West 158.19 feet to an iron rod in the center of Alley No. 900 (closed); thence with the center of said alley North 26° 14' 10" West 148.51 feet to an iron rod; thence leaving the center of Alley No. 900 and running with the southerly margin of Alley No. 888, North 63° 42' 59" East 158.87 feet to an iron rod being the common corner of Lot 7 and the Enoth Jones, et ux, property as of record in Book 7759, Page 312, said Register's Office; thence running with a common line to Lot 7 and the Jones property South 25° 58' 40" East 148.57 feet to the point of beginning containing 23,547.3 square feet, or 0.54 acres, more or less, according to said survey.

BEING the same property conveyed to Spiva/Hill Management and Investment, LLC, by a deed from George N. Spiva, Trustee, of record in Book 10227, Page 359, Register's Office for Davidson County, Tennessee.

THIS LEGAL DESCRIPTION IS THE SAME AS IN PREVIOUS DEED OF RECORD.

97 MAY 30 PM 3:44
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

03110282
IDENTIF. ↑ REFERENCE

Exhibit "B"

PERMITTED EXCEPTIONS

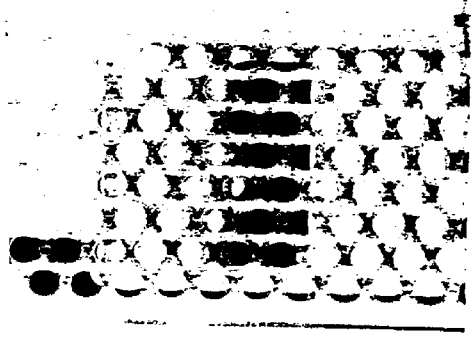
BOOK 10472 PG 914

1. 1997 Metropolitan Nashville and Davidson County real property taxes, a lien, but not presently due and payable.

2. All matters shown on the as-built survey of R. L. Montoya--Land Surveying, Inc., dated September 6, 1996, and revised February 11, 1997.

3. Easement for sewer across the northerly part of the premises as shown on plans in the office of the City Engineer for the City of Nashville.

4. Easement Agreement by and between George N. Spiva, Trustee, and Charlotte Pike Redevelopment Group, LLC, a Tennessee limited liability company, as of record in Book 10227, Page 345, Register's Office for Davidson County, Tennessee.



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

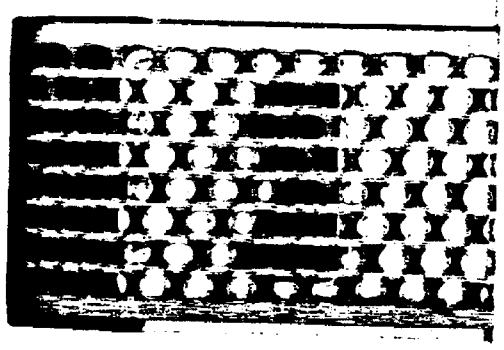
BOOK 10472 PG 915

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
525000.00
CON TX 1942.50
PRFEE 1.00
WDEED 16.00
TOTAL 1959.50
CHECK 1959.50
05/30/97 01 15:44 0001 6961

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03110282
IDENTIF. ↑ REFERENCE

97 MAY 30 PM 3:44
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1156916