SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Russell Maddox, Grantee

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday, PLC
Suite 1800, SunTrust Center
Nashville, Tennessee, 37219

Address New Owner as Follows:

Russell Maddox
1705 Charlotte Pike
Nashville, Tn 37203

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

same

Map-Parcel Numbers:

Map 70-11
Parcel 10

BOOK 10542 PG 295

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Four Hundred Twelve Thousand Five Hundred and 00/100 Dollars ($412,500.00).

Russell Maddox
Affiant

SUBSCRIBED AND SWORN TO before me, this the 24th day of July, 1997.

Christine T Cronk
Notary Public

NOTARY PUBLIC AT LARGE

My Commission Expires: 9/23/00

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation has bargained and sold, and by these presents does transfer and convey unto the said Russell Maddox, a resident of Wilson County, Tennessee, herein the Grantee, his heirs, successors and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

LAND in Davidson County, Tennessee, being Lot No. 32A, on the plan of MetroCenter Resubdivision of Lot 32, Section 20, as of record in Book 8250, page 765, Register's Office for Davidson County, Tennessee, to which reference is made for a more complete description.

Together with all easement rights appurtenant to former Lot 32 (as shown on the Plat recorded at Book 6200, page 7, Register's Office for Davidson County, Tennessee) created under that certain Deed of Declaration of Easements of record in Book 6281, page 307, said Register's Office.

BEING part of the property conveyed to MetroCenter Holdings, Inc., by deed from MetroCenter Properties, Inc. record in Book 8321, page 668, Register's Office for Davidson County, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

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, its successors, and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted by any matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, his heirs, successors, and/or assigns against the lawful claims of all persons from matters arising by, through or under Grantor, except as to those matters set forth above to which this conveyance is expressly made subject.

Witness the signature of Grantor's duly authorized officer this 18th day of July, 1997.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Deborah A. Hughes, a Notary Public of said County and State, personally appeared Randall W. Parham, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at Office in Nashville, this 18th day of July, 1997.

_____
Notary Public

My Commission Expires:
7/24/99

NOTARY PUBLIC DAVIDSON CO.

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EXHIBIT A

1. 1997 Taxes, a lien, which are not yet due and payable. Tax Parcel No. 70-11-10.

2. Restrictive Covenants in favor of Mat-Nel Company, recorded in Book 4784, page 659, as amended in Book 5792, page 787; Book 7012, page 61 and made applicable in Book 7012, page 62, said Register's Office.

3. Restrictive Covenants in favor of MetroCenter Properties, recorded in Book 5242, page 389, as amended in Book 7012, page 61, said Register's Office.

4. Restrictive Covenants in favor of Arbys, Inc., recorded in book 9382, page 56, said Register's Office.

5. Restrictive Covenants in favor of Taco Bell Corp., recorded in Book 9420, page 176, said Register's Office.

6. Terms, conditions, easements, rights and liens as set forth in The Declaration of Covenants, Conditions and Restrictions recorded in Book 7487, page 952, in favor of MetroCenter Improvements Association.

7. ALL matters shown on Plat recorded in Book 8250, page 765, said Register's Office.

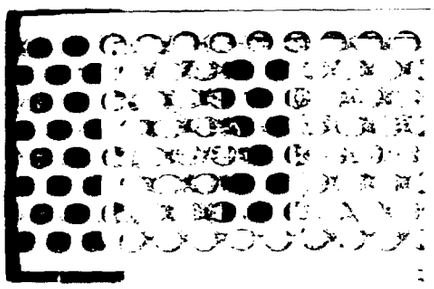
8. Deed of Declaration of Easements, as of record in Book 6281, page 307, said Register's Office.

9. Rights of others and to the common elements.

0330221
IDENTIF. ↑ REFERENCE

97 JUL 25 PM 1:35
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

267161.2 7/17/97



OFFICIAL RECEIPT

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

RECEIVED OF _____

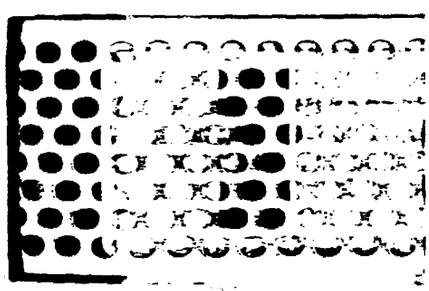
FOR _____

BOOK 10542 PG 298

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
			CAPI	
				+125.00
			CCA TX	112.25
			PRFEE	1.00
			MREI	12.00
			TOTAL	125.25
			CHECK	125.25
07/25/97	01		12:36 0101	8010

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0330221
IDENTIF. ↑ REFERENCE

97 JUL 25 PM 1:36

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1178466