BOOK 10722 PG 90 Box 49

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Hickory Downs Development, Inc. c/o American General Land Development, Inc. 2929 Allen Parkway, 40th Floor Houston, TX 79019	Map 163 Part of Parcel 345	same as new owner
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (BW) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and No/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Hickory Hollow, Ltd., a Tennessee limited partnership (the "Grantor") has bargained and sold, and by these presents transfers and conveys to Hickory Downs Development, Inc. (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to matters shown on Exhibit B attached hereto and incorporated herein by this reference.

This is unimproved property.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ [illegible]

Affiant

Subscribed and sworn to before me this 15 day of December, 1997.

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Notary Public
My Commission Expires: Commission Expires Sept 26, 1998

0419275.01
001710-023 05/21/97

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 22 day of May, 1997.

HICKORY HOLLOW, LTD.

By: PARSEC, INC.
Its General Partner

By: _____

Title: PRESIDENT

STATE OF ARIZONA)
COUNTY OF PIMA)

Before me, Margaretta M. Dubiel the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Randall P. Sanders, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged Randall P. Sanders to be the Agent of Parsec, Inc., the general partner of Hickory Hollow, Ltd., the within named bargainor, a Tennessee limited partnership, and that he as such Agent of the general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as Agent of Parsec, Inc., general partner of Hickory Hollow, Ltd.

Witness my hand and seal, at office in Tucson, Arizona, this the 22nd day of May, 1997.

Margaretta M. Dubiel
NOTARY PUBLIC

My Commission Expires: 9-10-99

0419275.01
001710-023 05/21/97

EXHIBIT A -- LEGAL DESCRIPTION

BEING A TRACT OF LAND LYING IN DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGINNING AT A POINT AT THE INTERSECTION OF THE NORTHERLY PROPERTY LINE OF THE PROPERTY OF HICKORY DOWNS DEVELOPMENT, INC., AS OF RECORD IN DEED BOOK 9534, PAGE 423, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND THE WESTERLY RIGHT-OF-WAY LINE OF CROSSINGS BOULEVARD, 100 FEET IN WIDTH;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF CROSSINGS BOULEVARD WITH THE NORTHERLY PROPERTY LINE OF HICKORY DOWNS DEVELOPMENT, INC., NORTH 81 DEG 16 MIN 30 SEC WEST, 253.29 FEET TO A POINT;

THENCE NORTH 84 DEG 01 MIN 53 SEC WEST, 51.97 FEET TO A POINT;

THENCE WITH A SEVERANCE LINE THROUGH THE PROPERTY OF HICKORY HOLLOW LIMITED, AS OF RECORD IN DEED BOOK 7034, PAGE 448, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, NORTH 71 DEG 01 MIN 03 SEC EAST, 270.48 FEET TO A POINT IN THE WESTERLY RIGHT-OF-WAY LINE OF CROSSINGS BOULEVARD;

THENCE WITH THE WESTERLY RIGHT-OF-WAY LINE OF CROSSINGS BOULEVARD ALONG A CURVE TO THE LEFT, WITH AN ARC LENGTH OF 139.72 FEET, THE CENTRAL ANGLE OF WHICH IS 03 DEG 25 MIN 06 SEC, THE RADIUS OF WHICH IS 2341.83 FEET, THE CHORD OF WHICH IS SOUTH 19 DEG 20 MIN 48 SEC EAST, 139.69 FEET TO THE POINT OF BEGINNING, CONTAINING 18,478 SQUARE FEET (0.424 ACRES MORE OR LESS).

BEING PART OF THE SAME PROPERTY CONVEYED TO HICKORY HOLLOW LIMITED, AS OF RECORD IN DEED BOOK 7034, PAGE 448, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

1523 12/16 0101 03CHECK 427.21

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001710-023 05/21/97

EXHIBIT B -- EXCEPTIONS TO TITLE

ALL matters shown on Plat recorded in Book 7900, page 39; Book 7900, page 69 and Book 7900, page 229.

Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 7963, page 145, re-recorded in Book 7966, page 60, as amended in Book 8085, page 402 and Book 9730, page 957, and in any allied instrument(s) referred to in said restrictions.

Survey Number 97146ALT CKV, dated 7/9/97, revised 7/4/97, prepared by R. Scot Cherry, Surveyors, indicates the following:

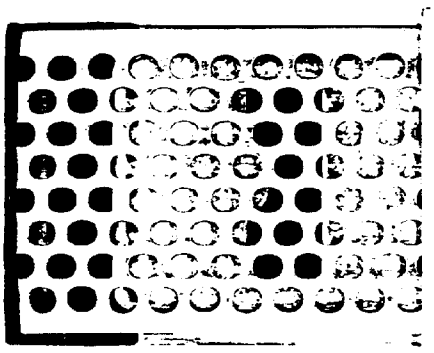
(a) Underground utility(s) not located. (See Note 1)
ALL as more particularly shown on said survey.

0380469
IDENTIF. & REFERENCE

97 DEC 16 AM 10:05

REGISTER
DAVIDSON COUNTY, TN.

0419275.01
001710-023 05/21/97



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10722 PG 94

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 110868.00

CON TX 410.21

PRFEE 1.00

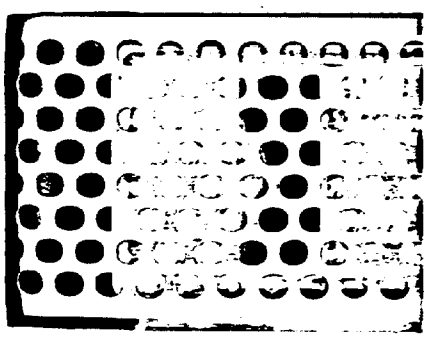
WDEED 16.00

TOTAL 427.21

CHECK 427.21

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/16/97 01 10:11 0001 1523



0380469

IDENTIF. ↑ REFERENCE

97 DEC 16 AM 10:05

REGISTER

DAVIDSON COUNTY, TN.

FELIX Z. WILSON, II

No. 1232279