This instrument prepared by:
Hugh W. Entrekin
21st Floor, First American Center
Nashville, Tennessee 37238-0091

0383586

CROSS REFERENCE

BOOK 10733 PG 834

SPECIAL WARRANTY DEED

97 DEC 23 PM 4:34

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
South Texas Paddock Park Operating Associates, Limited Partnership 330 Garfield Street, Suite 200 Santa Fe, New Mexico 87501	SAME	Map 134 Parcels 308, 307 and 235

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged,

Walter G. Knestrick (the "Grantor"), does hereby bargain, sell, transfer and convey unto South Texas Paddock Park Operating Associates, Limited Partnership, a New Mexico limited partnership (the "Grantee") its successors and assigns, all its right title and interest in and to property located in Nashville, Davidson County, Tennessee, more particularly described on attached Exhibit A.

BEING a portion of the same property conveyed to Walter G. Knestrick by Warranty Deed from WNW Properties, Inc., of record in Book 5660, Page 298, Register's Office, Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said South Texas Paddock Park Operating Associates, Limited Partnership, its successors and assigns, forever.

AND Walter G. Knestrick does covenant with the said South Texas Paddock Park Operating Associates, Limited Partnership, that he is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except as shown on Exhibit B attached hereto.

AND Walter G. Knestrick does further covenant and bind himself , his successors and assigns to warrant and forever defend the title to said land to the said South Texas Paddock Park Operating Associates, Limited Partnership, its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor but not further or otherwise and other than matters to which the conveyance is made subject.

AND Anne H. Knestrick, spouse of Walter G. Knestrick, joins in this conveyance for the purpose of conveying any interest she may have in the subject property.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 18 day of December, 1997.

Walter G. Knestrick

Walter G. Knestrick

Anne H. Knestrick

Anne H. Knestrick

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $4,110,000.00.

AFFIANT

NOTARY PUBLIC

My Commission Expires: 1-24-2001.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named **WALTER G. KNESTRICK and ANNE H. KNESTRICK,** with whom I am personally acquainted, and who, upon oath, acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, on this 18 day of December, 1997.

NOTARY PUBLIC

My commission expires: 6-29-2001

EXHIBIT "A"

BOOK 10733 PG 836

LOT 1

Being land in Nashville, First Civil District, Twenty-Seventh Councilmanic District, Davidson County, Tennessee, being generally located east of Interstate 24 and north of Harding Place also being Lot 1 as shown on the plan of Metroplex Section Fourteen of record in Plat Book 9700, Page 133, R.O.D.C. and being more particularly described as follows:

BEGINNING at an existing iron pin on the northerly right-of-way of Metroplex Drive and being the southeast property corner of Metropolitan Life Insurance Company of record in Book 8042, Page 743, R.O.D.C.;

THENCE, leaving said right-of-way with the east line of Metropolitan Life Insurance Company, the following calls:

N 02° 16' 00" E, 300.00 feet to an existing iron pin;
N 30° 53' 18" E, 131.98 feet to a point at the northwest corner of Lot 2, Metroplex Section Fourteen;

THENCE, leaving the east line of Metropolitan Life Insurance Company with the north line of said Lot 2, S 60° 37' 11" E, 213.33 feet to an existing PK nail on the west line of Lot 1 Metroplex Section Thirteen of record in Plat Book 9700, Page 84, R.O.D.C.;

THENCE, with the west line of Lot 1 Metroplex Section Thirteen the following calls:

S 19° 22' 05" W, 8.73 feet to an existing PK nail;
S 26° 14' 10" E, 54.69 feet to an existing PK nail;
S 05° 11' 06" E, 12.02 feet to an existing PK nail;
S 25° 35' 31" W, 206.74 feet to a point;
S 01° 16' 38" E, 60.59 feet to an existing iron pin on the northerly right-of-way of Metroplex Drive

THENCE, with the said right-of-way of Metroplex Drive,
N 87° 43' 49" W, 200.08 feet to the point of beginning.

Containing 86,816 square feet or 1.99 acres, more or less.

LOT 2

Being land in Nashville, First Civil District, Twenty-Seventh Councilmanic District, Davidson County, Tennessee, being generally located east of Interstate 24 and north of Harding Place, also being Lot 2 as shown on the plan of Metroplex Section Fourteen of record in Plat Book 9700, Page 133, R.O.D.C., and being more particularly described as follows:

BEGINNING, at a point on the southwesterly right-of-way of Antioch Pike and also being the southeast corner of James G. Whitehill of record in Book 9789, Page 929, R.O.D.C.

THENCE, with said right-of-way alond a curve to the left 167.06 feet, said curve having a radius of 2889.79 feet, a central angle of 03° 18' 45", a tangent of 83.56 feet and a chord of S 44° 29' 02" E. 167.04 feet to a point at the northwest property corner of lot three Metroplex Section Fourteen, of record in Plat Book 9700, Page 133, R.O.D.C.

THENCE, with the northwesterly line of said lot 3, the following calls:

S 40° 48' 59" W, 67.81 feet to an existing P.K. nail;
S 29° 30' 38" W, 195.32 feet to a point at the northwest corner of lot 1 Metroplex Section Thirteen of record in Plat Book 9700, Page 84, R.O.D.C.

THENCE, with said northwesterly line of lot 1 Metroplex Section thirteen, the following calls:

S 29° 30' 38" W, 48.49 feet to an existing P.K. nail;
S 19° 22' 05" W, 16.30 feet to an existing P.K. nail at the northeast corner of lot 1 Metroplex Section Fourteen, in Plat Book 9700, Page 133, R.O.D.C.

THENCE, with the north line of said lot 1 Metroplex Section Fourteen N 60° 37' 11" W, 213.33 feet to an existing iron rod on the southeasterly line of Metropolitan Life Insurance Company of record in Book 8042, Page 743, R.O.D.C.

THENCE, with said southeasterly line of Metropolitan Life Insurance Company N 30° 53' 18" E, 159.78 feet to an existing iron pin at the southwest property corner of James G. Whitehill of record in Book 9789, Page 929, R.O.D.C.

THENCE, with southeasterly line of James G. Whitehill N 45° 04' 04" E, 221.26 feet to the point of beginning.

Containing 68,222 square feet or 1.57 acres more or less.

LOT 3

Being land in Nashville, First Civil District, Twenty-Seventh Councilmanic District, Davidson County, Tennessee, being generally located east of Interstate 24 and north of Harding Place, also being Lot 3 as shown on the plan of Metroplex Section Fourteen of record in Plat Book 9700, Page 133, R.O.D.C. and being more particularly described as follows:

BEGINNING at an existing concrete monument on the southwesterly right-of-way of Antioch Pike and being the northwest property corner of Thomas E. Williams et. ux. of record in Book 8945, Page 645, R.O.D.C.;

THENCE, leaving said southwesterly right-of-way with the northwesterly line of said Thomas E. Williams, et. ux. S 33° 47' 16" W, 226.15 feet to an existing iron pin on the northeasterly line of Lot 1 Metroplex Section Thirteen of record in Plat Book 9700, Page 84 R.O.D.C.;

THENCE, with the northeasterly line of said Lot 1 Metroplex Section Thirteen the following calls:

N 85° 40' 57" W, 27.40 feet to an existing PK nail;
N 53° 17' 14" W, 233.06 feet to an existing PK nail on the southeasterly line of Lot 2, Metroplex Section Fourteen of record in Plat Book 9700, Page 133, R.O.D.C.;

THENCE, with the southeasterly line of said Lot 2 the following calls:

N 29° 30' 38" E, 195.32 feet to a point;
N 40° 48' 59" E, 67.81 feet to a point on the southwesterly right-of-way of Antioch Pike;

THENCE, with said southwesterly right-of-way along a curve to the left 265.21 feet to the point of beginning, said curve having a radius of 2889.79 feet, a central angle of 05° 15' 30", a tangent of 132.70 feet and a chord of S 48° 46' 09" E, 265.12 feet.

Containing 65,828 square feet or 1.51 acres, more or less.

Being the same property conveyed to Walter G. Knestrick by Warranty Deed from WNW Properties, Inc. of record in Book 5660, page 298, Register's Office for Davidson County, Tennessee.

EXHIBIT B

BOOK 10733 PG 839

EXCEPTIONS TO TITLE

1. Restrictive covenants contained in an instrument of record in Book 5653, Page 11, Register's Office, Davidson County, Tennessee, omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status, or national origin.

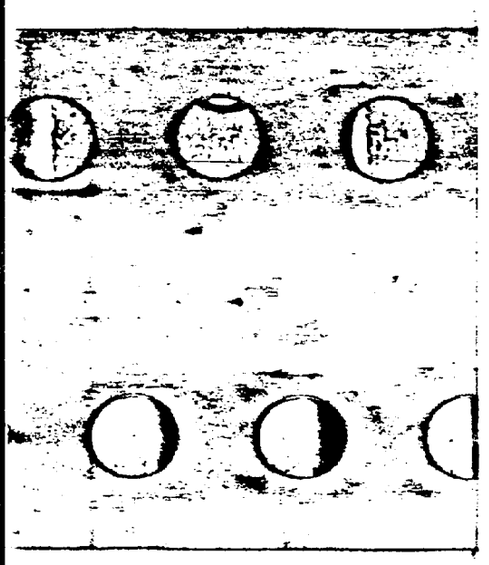
2. Storm Water Detention Agreement of record in Book 6145, Page 335, said Register's office.

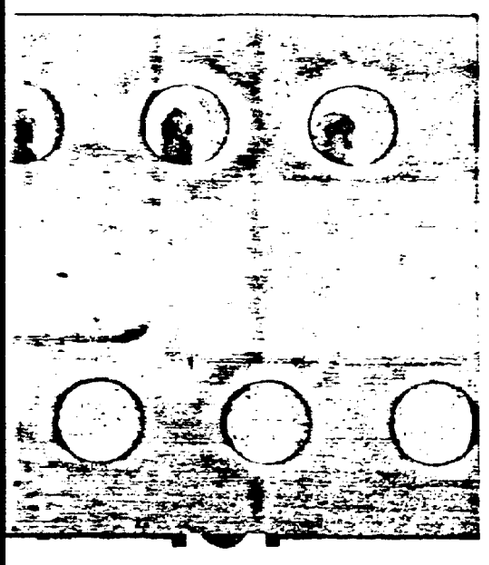
3. Matters shown on plans of record in Plat Book 9700, Page 84, and Plat Book 9700, Page 133, said Register's office.

4. Declaration of Covenants, Restrictions and Easements of record in Book 9964, Page 288, said Register's office.

5. Any and all matters shown on boundary survey of the subject property by Barge, Waggoner, Sumner and Cannon, dated November 11, 1997, and revised November 26, 1997.

4965 12/23 0101 03CHECK 15232.00





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

RB(w) 10733 PG 840

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 4110000.00

CON TX 15207.00

PRFEE 1.00

WDEED 24.00

TOTAL 15232.00

CHECK 15232.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 35 0001 4965

IDENTIFICATION REFERENCE 0383586

97 DEC 23 PM 4:34

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1235679