Box 3

This Instrument Prepared By:
Cumberland Title Company
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 116 115, 114, 90, 89 AND 79

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 $ One Hundred Eight Thousand and 00/100 Dollars ($108,000.00).

Affiant

Suscribed and sworn to before me this 3rd day of March, 1998.

Notary Public

My Commission Expires:
9/18/99

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. 99, 100, 101, 281, 282 and 292 on the Plan of Hickory Woods Estates, 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 99 is 5360 Sunnyvale Drive, Antioch, Tennessee 37013
Lot 100 is 5356 Sunnyvale Drive, Antioch, Tennessee 37013
Lot 101 is 5352 Sunnyvale Drive, Antioch, Tennessee 37013
Lot 281 is 6621 Shadyview Drive, Antioch, Tennessee 37013
Lot 282 is 6620 Shadyview Drive, Antioch, Tennessee 37013
Lot 292 is 6628 Shadyview Drive, Antioch, Tennessee 37013

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

This conveyance is subject to: Property taxes for 1998 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 3rd day of March, 1998.

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~~, 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 3rd day of March, 1998.

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

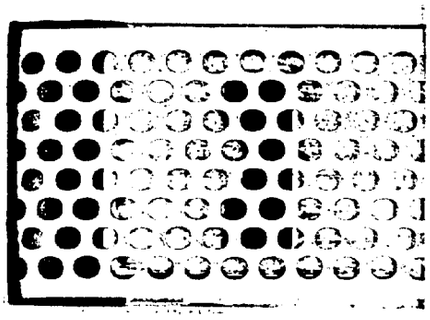
My Commission Expires:
4-22-00

NOMITA A SURTANI
Notary Public
STATE OF TEXAS
My Commission Expires 04-22-00

98 MAR -5 PM 4:08

IDENTIF. & REFERENCE

040854



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

RECEIVED OF _____

FOR _____

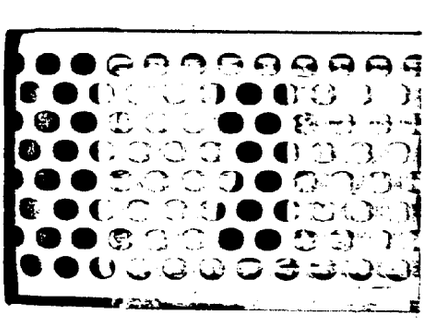
BOOK 10825 PG 624

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	
	108000.00
CON TX	396.60
PRFEE	1.00
MREED	8.00
TOTAL	405.60
CHECK	405.60

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 01 1738



0408546
IDENTIF. # REFERENCE

98 MAR -5 PM 4:08

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1262147