FILE BOX 57

GENERAL WARRANTY DEED

BOOK 11010 PAGE 324

Address New Owner:	**Send Tax Bills To:**	**Map and Parcel No.:**
Jackson Downs, L.P. 5570 Glenridge Drive Atlanta, GA 30342	Same	Map: 85 Parcel: 93 (Part of)

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, **Mathews Partners, Inc.**, (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **Jackson Downs, L.P.** (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

See Exhibit A attached hereto.

This conveyance is subject to the following:

See Exhibit B 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.

And the Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as set forth above.

And the Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

The real estate conveyed hereby is a portion of Lot No. 6 as shown on the Plan of Jackson Downs Commercial of record in Book 9700, page 526, Register's Office for Davidson County, Tennessee. Said portion is now a part of Lot 7 on the Resubdivision of Lots 6 and 7 of Jackson Downs Commercial of record in Book 8250, page 924, Register's Office for Davidson County, Tennessee. The Grantor intends by this conveyance to convey to Grantee any portion of Lot 6 that is now included in Lot 7 and does hereby quitclaim and convey any such portion that may not be covered by the legal description attached as Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned Grantor has executed this General Warranty Deed as of the 7th day of July, 1998.

MATHEWS PARTNERS, INC.

By: Ronald H Mathews
Its: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert C.H. Mathews, Jr., 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 and authorized to execute this instrument on behalf of **Mathews Partners, Inc.**, the within named bargainor, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and official seal at office, on this the 7th day of July, 1998.

KIM L. WILSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Kimberly L. Wilson
NOTARY PUBLIC

My Commission Expires:_____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

My Commission Expires NOV. 25, 2000

The actual consideration or value, whichever is greater, for this transfer is $127,630.80.

Thomas C. Scott
Affiant

Subscribed and sworn to before me this 7th day of July, 1998.

Kimberly L. Wilson
Notary Public

My commission expires:_____

KIM L. WILSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires NOV. 25, 2000

This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

rcmdir\mathpart.gwd

EXHIBIT A

SURVEYOR'S DESCRIPTION BOOK 11010 PAGE 327

Being a parcel of land in Nashville, First Civil District, Fourteenth Councilmanic District, Davidson County, Tennessee, located generally in the southeasterly quadrant of the intersection of Lebanon Road and Jackson Downs Boulevard, being a part of lot No. 6, as shown on the plan of Jackson Downs Commercial as of record in Book 9700, Page 526, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the easterly line of lot No. 4 as shown on the plan of First Revision, Section 3, Jackson Downs, as of record in Book 8250, Page 296, R.O.D.C., said point being S 44° 42' 00" E, 188.00 feet from the southerly right-of-way line of Lebanon Road;

THENCE, leaving said line with the southerly line of lot No. 11, as shown on said plan of Jackson Downs Commercial N 45° 18' 00" E, 8.32 feet to a point;

THENCE, leaving said line with the westerly line of lot No. 7, as shown on said plan of Jackson Downs Commercial the following calls:

S 61° 26' 36" E, 404.90 feet to a point;
S 28° 33' 24" W, 17.96 feet to a point;
S 61° 26' 36" E, 325.87 feet to a point in the northerly line of lot No. 13 as shown on said plan;

THENCE, with said line S 28° 33' 24" W, 55.65 feet to a point;

THENCE, leaving said line with a severance line N 61° 26' 36" W, 655.13 feet to a point in southerly line of the aforementioned lot No. 4;

THENCE, with said line N 51° 51' 16" E, 40.64 feet to a point;

THENCE, with the easterly line of said lot No. 4, N 44° 42' 00" W, 98.28 feet to the point of beginning.

Containing 43,560 square feet or 1.00 acre.

Barge, Waggoner, Sumner and Cannon, Inc.
File 14488-02
June 11, 1998

Being a portion of the same property conveyed to Mathews Partners, Inc. by deed of record in Book 9350, page 190, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for 1998, a lien, not yet due and payable.

2. Various utility and drainage easements as shown on the Plat of record in Book 8250, page 924, Register's Office for Davidson County, Tennessee.

3. 20' utility easement of record in Book 10167, page 490, Register's Office for Davidson County, Tennessee, as shown on the Plat of record in Book 9700, page 526.

4. Matters shown on the Plan of record in Book 8250, page 924, Register's Office for Davidson County, Tennessee.

5. Terms and conditions of Operation and Easement Agreement by and among Dayton Hudson Corporation, a Minnesota corporation, Mathews Partners, Inc., a Tennessee corporation, Jackson Downs, L.P., a Georgia limited partnership, of record in Book 9857, Page 151, Register's Office for Davidson County, Tennessee as amended in Book 9857, page 151 and Book 10841, page 648, said Register's Office.

6. Terms and conditions of that certain Cross Access Easement Agreement by and among Jackson Downs, L.P., a Georgia limited partnership, Mathews Partners, Inc., a Tennessee corporation and Dayton Hudson Corporation, a Minnesota corporation, dated November 10, 1995 of record in Book 9857, page 116, Register's Office for Davidson County, Tennessee

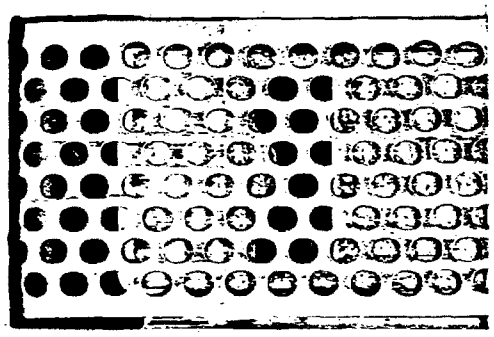
7. Terms and conditions of that certain Declaration of Drainage Easements by Mathews Partners, Inc., a Tennessee corporation dated as of November 10, 1995, and recorded November 10, 1995, in Book 9857, page 77, Register's Office for Davidson County, Tennessee.

0428 07/07 01:01 03CHECK 495.23

98 JUL -7 PM 2:17
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. + REFERENCE

04599563



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

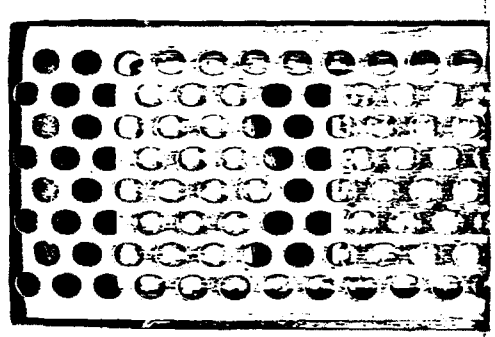
RECEIVED OF _____

FOR _____

BOOK 11010 PAGE 329

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
127630.80
CDN TX 472.23
PRFEE 1.00
WDEED 20.00
CFEE 2.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 495.23

CHECK 495.23

07/07/98 01 14:17 0001 0428

0459563
IDENTIF. & REFERENCE
UL -7 PM 2:11
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1316170