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

FILE BOX 57

SPECIAL WARRANTY DEED

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
Pennington Mills, LLC c/o Hugh W. Entrekin 21st Floor, First American Center Nashville, TN 37238	SAME	Portion of Map 52 Parcel 9

BOOK 11166 PAGE 749

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,

John E. Cain, III, Trustee, with full power to convey without the necessity of the joinder of any beneficiary or other co-trustee (Grantor") does hereby bargain, sell, transfer and convey unto Pennington Mills, LLC, a Tennessee liability company ("Grantee") its successors and assigns, all their right, title and interest in and to property located in Nashville Davidson County, Tennessee and more particularly described on Exhibit A attached hereto.

Being a portion of the same property conveyed to George T. Hicks and John E. Cain, III, Co-Trustees with full power in any one Trustee to convey without the joinder of any beneficiary or any other Co-Trustee by deed from George T. Hicks, Trustee as of record in Book 8682, page 873, Register's Office for Nashville 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 Pennington Mills, LLC, its successors and assigns, forever.

AND John E. Cain, III, Trustee does hereby covenant with the said Pennington Mills, LLC, 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 for current years taxes and easements and restrictions of record.

AND John E. Cain, III, Trustee does further covenant and bind himself, his heirs, representatives and assigns to warrant and forever defend the title to said land to the said Pennington Mills, LLC its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 21 day of October, 1998.

JOHN E. CAIN, III, TRUSTEE

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $157,500.00

AFFIANT

NOTARY PUBLIC

My Commission Expires 9/24/2001.

PATTY J. WELCH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 29, 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 John E. Cain, III, Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee this 21st day of October, 1998.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 9/24/2001.

PATTY J. WELCH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires SEPT. 29, 2001

98 OCT 22 PM 4:02
DAVIDSON COUNTY, TN.

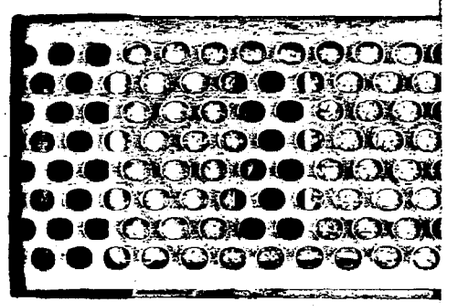
05029 16
IDENTIFICATION REFERENCE

EXHIBIT A BOOK 11166 PAGE 750

Land in Davidson County Tennessee being more particularly described as follows:

Beginning at the northeast corner of Rivertrace Subdivision, Phase One, Section Two, recorded in Plat Book 6900, page 741 in the Register's Office for said county, the same point being the northeast corner of Lot Number 120 on the subject plat; thence with the boundary line of said subdivision North 72 degrees 49 minutes 42 seconds West 492.96 feet to a point; thence North 08 degrees 57 minutes 10 seconds West 171.51 feet; thence South 80 degrees 25 minutes 17 seconds West 140.06 feet to the southeast corner of Lot Number 311 on the plat of Rivertrace Subdivision, Phase One, Section Four and Five, of record in Plat Book 9700, page 409, said Register's office; thence following the easterly boundary line of said subdivision for the next 9 calls as follows: North 11 degrees 16 minutes 17 seconds East 155.85 feet; thence westerly following the arc of a curve to the left having a radius of 365.59 feet, a distance of 39.99 feet; North 05 degrees 10 minutes 53 seconds East 99.55 feet; North 80 degrees 25 minutes 18 seconds East 50 feet; North 08 degrees 57 minutes 10 seconds West 203.91 feet; North 72 degrees 49 minutes 35 seconds West 80 feet; North 17 degrees 10 minutes 18 seconds West 150 feet; North 72 degrees 49 minutes 42 seconds West 71.41 feet; North 17 degrees 10 minutes 18 seconds East 197.20 feet to the northeast corner of said subdivision; thence leaving Section Four and Five of Rivertrace Subdivision South 72 degrees 49 minutes 43 seconds East 768.42 feet to a point on the common dividing line between this tract and the land of the Sisters of Mercy, Inc., of record in Deed Book 7753, page 606, said Register's Office; thence with said common dividing line South 04 degrees 43 minutes 45 seconds West 911.41 feet to the point of beginning, containing 14.3 acres, more or less.

67B4 10/22 0101 03CHECK 593.75



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

RECEIVED OF _____

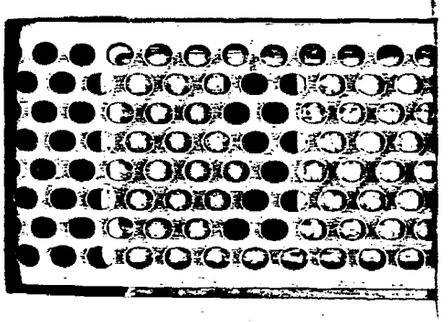
FOR _____

BOOK 11166 PAGE 751

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	
				157500.00
			CON TX	582.75
			PRFEE	1.00
			WDEED	8.00
			CFEE	2.00
			TOTAL	593.75
			CHECK	593.75
10/22/98	01		16:06 0001	6784

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



05029 16
IDENTIF. & REFERENCE

98 OCT 22 PM 4:02
GILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

No. 1361984