Box 49

BOOK 11334 PAGE 571

0547335

99 FEB -9 PM 4:15

IDENTIFICATION REFERENCE

DAVIDSON COUNTY, TN REGISTER'S OFFICE

This Instrument Prepared By:
BAKER, DONELSON, BEARMAN & CALDWELL (JSK)
A Professional Corporation
511 Union Street - Suite 1700
Nashville, TN 37219

ADDRESS NEW OWNER:
Pine Brook Associates, L.P.
545 Mainstream Drive - Suite 101
Nashville, Tennessee 37228

SEND TAX BILLS TO:

MAP-PARCEL
Map 85-4
Parcel 38

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,600,000.00.

Affiant

Subscribed and sworn to before me, this the 8th day of February, 1999.

Notary Public

My Commission Expires: 7/22/2000

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Pine Brook Properties, L.P., a Tennessee limited partnership**, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto **Pine Brook Associates, L.P., a Tennessee limited partnership**, herein called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN.)

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit "B".

This is improved property known as 1005 Hickory Hill Lane, Nashville, Tennessee 37076.

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 GRANTOR does covenant with 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 free from all encumbrances made or suffered by Grantor, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the said

land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this the 8th day of February, 1999.

Pine Brook Properties, L.P.
a Tennessee limited partnership

BY: Pine Brook Corporation,
a Tennessee corporation

BY: _____
J. Anthony Ham
President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **J. Anthony Ham** 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 of **Pine Brook Corporation, a Tennessee corporation**, which is the General Partner of **Pine Brook Properties, L.P.**, the within named bargainor, a Tennessee limited partnership, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as General Partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 8th day of February, 1999.

_____
Notary Public

My Commission Expires:

1-27-2001

MARILYN HYDE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires JAN 27, 2001

N MBH 266074.1
823511-0007 02/05/99

EXHIBIT "A"

Being a tract or parcel of land located in Davidson County, Tennessee, and being generally located east of Stones River, north of Lebanon Road and west of Hickory Hill Lane, and more particularly described as follows:

BEGINNING at an iron rod set in the westerly right-of-way of Hickory Hill Lane (as depicted on the plan of Section 1 of Stones River Estates, of record in Book 2900, page 139, in the Register's Office of Davidson County, Tennessee), said rod being 448 feet more or less along said right-of-way from its intersection with the northerly right-of-way (as depicted on said plan) of Lebanon Road:

Thence, South 77 degrees 58 minutes 14 seconds West 128.13 feet to an iron rod set:

Thence, with a curve to the right having a radius of 622.08 feet, an arc distance of 308.71 feet through a central angle of 28 degrees 26 minutes 00 seconds (chord: South 80 degrees 41 minutes 20 seconds West 305.55 feet) to a concrete monument found:

Thence, North 85 degrees 05 minutes 40 seconds West 117.00 feet to a point on top of a concrete pad:

Thence, South 6 degrees 50 minutes 59 seconds West 200.00 feet to an iron rod set:

Thence, North 83 degrees 54 minutes 40 seconds West 185.54 feet to an iron rod found:

Thence, North 76 degrees 32 minutes 49 seconds West 223.87 feet to an iron rod found:

Thence, North 9 degrees 47 minutes 24 seconds East 597.35 feet to an iron rod set:

Thence, South 83 degrees 14 minutes 10 seconds East 554.00 feet to a concrete monument found:

Thence, South 5 degrees 30 minutes 50 seconds West 25.00 feet to a P.K. nail set:

Thence, with a curve to the left (tangent bearing South 84 degrees 29 minutes 10 seconds East) having a radius of 971.00 feet, an arc distance of 210.10 feet through a central angle of 12 degrees 23 minutes 50 seconds to a PK nail set in the westerly right-of-way (30 feet from the centerline) of Hickory Hill Lane:

Thence, with a curve to the left (tangent bearing South 7 degrees 23 minutes 23 seconds East) in said right-of-way having a radius of 716.33 feet, an arc distance of 218.35 feet through a central angle of 17 degrees 27 minutes 53 seconds to the beginning of a curve to the left (tangent bearing South 24 degrees 51 minutes 10 seconds East) in said right-of-way (varies as depicted on said plan) having a radius of 1623.76 feet:

Thence, with said curve and right-of-way, an arc distance of 111.11 feet through a central angle of 3 degrees 55 minutes 14 seconds to the Beginning containing 9.512 acres or 414,343 square feet according to a survey prepared by Joe M. Cummings, Registered Land Surveyor, Tennessee License No. 1513, The Cummings Group, Inc., Surveyors, dated August 31, 1998, and last revised February 5, 1999, bearing Job No. 98-048.

BEING the same property conveyed to Pine Brook Properties, L.P., by Deed of Record in Book 8340, page 754, Register's Office for Davidson County, Tennessee.

N MBH 266074.1
823511-0007 02/05/99

EXHIBIT "B"

THE ABOVE DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

1. Metropolitan Government Davidson County Taxes for the year 1999 and subsequent years.

2. Terms and provisions of Lease from Pinebrook Properties, L.P. to Web Service Company, Inc., of record in Book 10191, page 935, Register's Office for Davidson County, Tennessee.

3. Restrictions as contained in Book 4093, page 253, Register's Office for Davidson County, Tennessee.

4. Easement(s) for use of joint use of a driveway as set forth in instrument recorded in Book 4135, page 906, Register's Office for Davidson County, Tennessee.

5. All matters as shown on the Plan of record in Book 2900, page 139, Register's Office for Davidson County, Tennessee.

6. All matters as shown on the survey prepared by Joe M. Cummings, Registered Land Surveyor, Tennessee License No. 1513, The Cummings Group, Inc., Surveyors, dated August 31, 1998, and last revised February 5, 1999, bearing Job No. 98-048.

4075 02/09 0101 03CHECK 9639.00

N MBH 266074.1
823511-0007 02/05/99

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

BOOK 11334 PAGE 575

RECEIVED OF _____

FOR _____

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

0547335

IDENTIF. & REFERENCE

99 FEB -9 PM 4:15

[illegible] REGISTER
DAVIDSON COUNTY, TN.

CAMT
2600000.00
CON TX 9620.00
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 9639.00
CHECK 9639.00

02/09/99 01 16:14 0001 4075

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1423368