Box 14-A
12872-2

THIS INSTRUMENT PREPARED BY:
Sherrard & Roe, PLC (LRK)
424 Church St., Suite 2000
Nashville, TN 37219

BOOK 11539 PAGE 337

[illegible] CHECK 15e 50

SPECIAL WARRANTY DEED

Address New Owner:
James Carbine, Trustee
c/o Franklin Land Company
422 ½ Main Street
Franklin, Tennessee 37064

Send Tax Bills To:
Same

Map & Parcel No.:
Map 121/Parcels 74 and 259
Map 122/ Parcel 6

THIS DEED, made and entered into as of the 22nd day of June, 1999, by and between Recorp-Percy Priest Associates Limited Partnership, an Arizona limited partnership with MMK Percy-Priest, LLC, a Tennessee limited liability company as its General Partner ("Grantor") and James R. Carbine, Trustee, with full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary ("Grantee"),

WITNESSETH:

For and in consideration of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors and assigns, in fee simple forever.

And Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate; that Grantor has a good right to sell and convey the same; that the same is unencumbered except for those matters set forth on Exhibit B attached hereto and incorporated herein by reference, to all of which this conveyance is expressly made subject; and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

WITNESS the signature of Grantor by its duly authorized officers the day and year first above written.

RECORP-PERCY PRIEST ASSOCIATES
LIMITED PARTNERSHIP
By: MMK Percy-Priest, LLC
a Tennessee limited liability company
Its General partner

By: _____
James D. Luther, Chief Manager

By: _____
Thomas J. McQuiston, Secretary

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared JAMES D. LUTHER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Chief Manager of MMK Percy-Priest, LLC, the sole General Partner of Recorp-Percy Priest Associates Limited Partnership, an Arizona limited partnership ("LP"), the within named bargainor, and that he as such Chief Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the General Partner of the LP by himself as Chief Manager.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 22 day of June, 1999.

_____
NOTARY PUBLIC

My Commission expires: 3/24/2001

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared THOMAS J. MCQUISTON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Secretary of MMK Percy-Priest, LLC, the sole General Partner of Recorp-Percy Priest Associates Limited Partnership, an Arizona limited partnership ("LP"), the within named bargainor, and that he as such Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the General Partner of the LP by himself as Secretary.

WITNESS my hand and seal, at office in Memphis, Tennessee, this 21 day of June, 1999.

_____
NOTARY PUBLIC

My Commission Expires: Jan. 29, 2002

My Commission expires: _____

STATE OF TENNESSEE)
)

184045.03 1813-0002

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COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $3,500,000.00.

James Cardwell
Affiant

Subscribed and sworn to before me, this the 22 day of June, 1999.

Notary Public

My Commission Expires: 5/27/01

JOHN T COOK
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENNESSEE

060089

RECEIVED FOR RECORD
99 JUN 23 AM 9:28
REGISTER
DAVIDSON CO. TN.

184045.03 1813-0002

EXHIBIT A

Property Description

TRACT I:

A tract of parcel of land in the 3rd District of Davidson County, Tennessee on the East shore of Percy Priest Lake approximately 1000' South of Elm Hill Park more particularly described as follows:

Beginning on a concrete Monument (Mon. No. 702-1) in the line of the United States of America also corner to a 103.08 acre tract held by CDB Interests, thence; with the United States of America S 81° 21' 07" E - 1003.54' to an iron pin near the North Boundary of an old cemetery thence; S 83° 31' 08" E - 131.55' to an iron pin in the center of Fuqua Road (abandoned and partially inundated) thence; with the center of said road S 35° 32' 36" E - 95.86' to an iron pin thence; S 29° 00' 25" E - 70.14' to an iron pin thence; S 23° 58' 09" E - 60.99' to an iron pin thence; S 17° 20' 39" E - 93.13' to an iron pin in the center of said road thence; leaving said road S 80° 13' 57" W - 201.32' to an iron pin thence; S 9° 20' 18" W - 485.81' to an iron pin in the Northeast corner of an old cemetery thence; S 4° 35' 28" E - 109.95' to an iron pin thence; N 86° 28' 18" W - 92.38' to an iron pin in the Southwest corner of an old cemetery thence; N 53° 05' 59" W - 715.69' to an iron pin thence; S 86° 16' 17" W - 421.07' to a concrete Monument (No. 705.03) corner to CDB Interests thence; with said CDB Interests' line N 7° 32' 33" E - 670.61' to the place of beginning containing 19.18 acres more or less.

This description is based on a plat prepared by Roger L. Tackett R. L. S. entitled Survey Update of Boundary Survey for CDB Interests and CD Interests and dated June 23, 1986, as revised May 11, 1987.

TRACT II:

A tract or parcel of land in the 3rd Civil District of Davidson County, Tennessee on Pleasant Hill Road more particularly described as follows:

Beginning at a spike in the center of Pleasant Hill Road approximately 650' South of the entrance of Elm Hill Park thence; S 81° 13' 01" E - 205.76' to Monument No. 161 corner to United States of America thence; with United States of America, S 8° 54' 47" W - 207.50' to Monument No. 161 thence; S 81° 26' 10" E - 386.24' to Monument No. 705 thence; S 19° 34' 31" E - 848.43' to an iron pin thence; N 82° 31' 30" E - 1276.96' to an iron pin thence; S 13° 06' 33" E - 414.91' to a Monument (No. 702) thence; S 81° 39' 32" E - 205.55' to a Monument (No. 702-1) corner to CD Interests thence; with CD Interests S 7° 32' 33" W - 670.61' to a Monument (No. 705-3) corner to United States of America thence; with the United States of America S 84° 34' 27" W - 159.09' to an iron pin thence; S 31° 58' 17" W - 742.24' to Monument No. 714 thence; N 76° 57' 50" W - 453.90' to Monument No. 714-1, in line of Powell thence; with Powell N 14° 41' 19" E - 43.97' to a 36" oak in a barbed wire fence line thence; N 79° 02' 53" W - 621.33' to an iron pin thence; N 81° 02' 17"

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

W 909.27' to an iron pin at a 12" oak in the fence thence; with the fence N 32° 10' 14" - 399.15' to an iron pin in the fence thence; N 30° 42' 15" W - 47.25' to an iron pin in the fence (corner of Shankle) thence; (with Shankle) N 16° 20' 51" W - 169.35' to a 36" oak at a bend in the fence thence; N 6° 53' 15" E - 1276.16' to a spike in the center of Pleasant Hill Road in line of Williams thence; with Williams and the center of said road N 47° 02' 40" E - 262.68' thence; with a curve to the left having a radius of 351.54' and a central angle of 40° 50' 06" along the arc a distance of 250.55' thence; N 6° 12' 53" E - 59.60' to the place of beginning containing 103.08 acres more or less.

This description is based on a plat prepared by Roger L. Tackett, R.L.S. entitled Survey Update of Boundary Survey for CDB Interests and CD Interests and dated June 23, 1986, as revised May 11, 1987.

Being the same property conveyed to Recorp-Percy Priest Associates Limited Partnership by deed from Recorp Partners, Inc., of record in Book 7476, page 973, said Register's Office.

184045.03 1813-0002

EXHIBIT B

Permitted Title Encumbrances

1. Taxes for 1999 and subsequent years, a lien, not yet due and payable.

   If improvements are completed after January 1 of any year the Law requires supplemental assessment for the year in which improvements are completed as defined by Statute. The Grantor assumes no liability for taxes assessed by correction pursuant to the provisions of TCA 67-5-603 et seq.

2. Subject to all matters which would be shown on a current comprehensive survey of the premises.

3. Subject to building and permit requirements and all visible easements and encroachments.

4. Easement(s) to Metropolitan Government of Nashville and Davidson County of record in Book 8332, page 982, RODC.

5. Title to that portion of the premises as may be embraced within the bounds of any graves or cemeteries (Smith Family and Fuqua Family) and also one grave, with all rights of ingress and egress thereto. TRACT I

6. Lack of direct access to public road. TRACT I

7. Title to that portion of the premises embraced within the bounds of any streets, roads or highways. TRACT II

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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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

VOID
CON TX 129.50
CON TX 12950.00
~~TOTAL 13020.50~~
~~CHECK 13020.50~~
06/23/99 01 09:35 0001 3158

CAMT
3500000.00
CON TX 129.50
PRFEE 1.00
WDEED 24.00
CFEE 2.00
~~TOTAL 156.50~~
~~CHECK 156.50~~
06/23/99 01 09:34 0001 3157

Total 12977.00

0602989
INSTRUMENT # REFERENCE
99 JUN 23 AM 9:29
REGISTER
DAVIDSON CO. TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1481692