THIS INSTRUMENT PREPARED BY:

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A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, Tennessee 37219-1760

Davidson County DEEDWARR
Recvd: 12/29/00 13:13 5pgs
Fees:23.00 Taxes:12025.00
20001229-0127500

SPECIAL WARRANTY DEED

Address New Owner, and Tax Bills, as Follows:
Burton Hills IV Partners
c/o Alex S. Palmer & Co.
Palmer Plaza, Suite 1600
1801 West End Avenue
Nashville, TN 37203

Map-Parcel Number:

Map 131-6-A
Parcel 17

FOR AND IN CONSIDERATION 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, PHYCOR, INC, a Tennessee corporation, hereinafter called Grantor, has bargained and sold, and by these presents does transfer and convey, unto BURTON HILLS IV PARTNERS, a Tennessee general partnership, hereinafter called Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, as more specifically described on Exhibit A attached hereto.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, easements, estates, titles and interests thereto belonging to Grantee, its successors and assigns, forever. Grantor does hereby covenant with

the Grantee that it 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 as otherwise set forth on Exhibit B attached hereto.

Grantor does further covenant and bind itself, its successor and assigns to warrant and forever defend the title to the said land to Grantee, its successor and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

Executed as of this 28th day of December, 2000.

PHYCOR, INC.

By: _____

Its: Chief Executive Officer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this 28th day of December, 2000, before me personally appeared Thompson S. Dent to me known (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged that he was the CEO of PhyCor, Inc., the within bargainor, a corporation, and he as such CEO executed the foregoing instrument for the purposes therein contained by personally signing the name of the corporation as _____.

Witness my hand and seal, at office in Nashville, TN, this 28th day of December, 2000.

GINA R. CLARK NOTARY PUBLIC DAVIDSON CO. TENNESSEE

Gina R. Clark
Notary Public

My Commission Expires: July 31, 2004

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The consideration for this transfer or the value of the property conveyed, whichever is greater, is $3,250,000.00.

Michael S Peek
Affiant

Sworn to and subscribed before me
this 29th day of December, 2000.

Anne McCarthy
Notary Public



My Commission Expires: July 28, 2001

EXHIBIT "A"

Property Description

Land in Davidson County, Tennessee, being Parcel 17, Tract 17 on the Plan of the Resubdivision of Tracts 1, 2 and 11 of Burton Hills, of record in Book 6250, page 978, as amended in Book 6900, page 304, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being the same property conveyed to the PhyCor, Inc., a Tennessee corporation, by deed from Citicorp Del-Lease, Inc., a Delaware corporation of record in Book 11685, page 485, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Encumbrances

1. All matters as shown on the plan of record in Book 6250, Page 978, as amended in Book 6900, Page 304, said Register's Office.

2. Terms, conditions, easements, rights and liens as set forth in the Declaration of Covenants, Conditions and Restrictions for Burton Hills Office Park, of record in Book 6470, Page 366, said Register's Office.

3. Charter of Burton Hills Office Association, Inc., of record in Book 6468, page 202, as amended in Book 6921, page 222, said Register's Office.

4. Sanitary sewer and/or storm drainage easement of record in Book 7519, page 978, said Register's Office.

5. Deeds of Conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services, of record in Book 7275, Page 826, Book 7461, Page 880 and 929, and Book 7593, Page 508, 531 and 570, said Register's Office.

6. Declaration of Reciprocal Rights and Easements of record in Book 7703, Page 301, said Register's Office.

7. Easement to XO Tennessee, Inc. of record in as Instrument No. 20001214-0123189, said Register's Office.

8. The rights of public in public streets and highways adjoining the Property if any.

9. Zoning and building laws, ordinances, resolutions and regulations.