THIS INSTRUMENT PREPARED BY:	NEW OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Lynn A. Landau Baker, Donelson, Bearman & Caldwell 165 Madison Avenue, Suite 2000, Memphis, Tennessee 38103 **WHEN RECORDED RETURN TO:** _____	Westport Holdings Madison, LP 3801 PGA Blvd., Ste. 805 Palm Beach Gardens, FL 33410	Vacant Land	Westport Holdings Madison, LP 3801 PGA Blvd., Ste. 805 Palm Beach Gardens, FL 33410	Tax Map 42 Parcel 40

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of the 29th day of April, 2002, by and between **SCHAEDLE WORTHINGTON HYDE PROPERTIES, L.P.**, a Delaware limited partnership whose address is 2300 Peachford Road, Building 2, Suite 2250, Atlanta, Georgia 30338 (hereinafter "Grantor"), and **WESTPORT HOLDINGS MADISON, LP**, a Delaware limited partnership whose address is 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, Florida 33410 (hereinafter "Grantee");

W I T N E S S E T H:

THAT for and in consideration of Ten 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:

All of that certain real estate described in **Exhibit "A"** attached hereto and incorporated herein by this reference.

This being the same real estate conveyed to Grantor by Quitclaim Deed of record under Instrument No. 200005250052490 in the Register's Office of Davidson County, Tennessee. The foregoing legal description was taken from such Quitclaim Deed.

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

AND, subject always to those liens, easements, encumbrances and exceptions listed in **Exhibit "B,"** attached hereto and incorporated herein by reference, Grantor does hereby covenant with Grantee that title to aforesaid real estate Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

Davidson County DEEDWARR
Recvd: 04/29/02 12:08 5pgs
Fees:28.00 Taxes:3700.00
20020429-0052164

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer on this the day and year first above written.

SCHAEDLE WORTHINGTON HYDE PROPERTIES, L.P., a Delaware limited partnership

By: Pittco Holdings, Inc., a Delaware corporation, Sole General Partner

By: John H. Pontius
John H. Pontius, Vice-President

ACKNOWLEDGMENT(S)

STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, Lynn A. Landau, a Notary Public in and for said State and County duly commissioned and qualified, **JOHN H. PONTIUS**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice-President of **PITTCO HOLDINGS, INC.**, a Delaware corporation (the "Constituent"), the sole general partner of **SCHAEDLE WORTHINGTON HYDE PROPERTIES, L.P.**, a Delaware limited partnership (the "Maker"), and is authorized by the Maker or by its Constituent, the Constituent being authorized by the Maker, to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 23rd day of April, 2002.

Lynn A. Landau
Notary Public

My Commission Expires:

4-20-05

LYNN A. LANDAU NOTARY PUBLIC AT LARGE SHELBY CO. TN MY COMM. EXP. 4-20-05

M LL 636412 v3
788426-00169 04/09/2002

State of Tennessee

County of Shelby

AFFIDAVIT OF VALUE

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is One Million Dollars ($1,000,000.00), which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

John H. Pontin

AFFIANT

SUBSCRIBED AND SWORN TO before me this 23rd day of April, 2002.

Lynn A. Landau

Notary Public

My Commission Expires:

4-20-05

LYNN A. LANDAU NOTARY PUBLIC AT LARGE SHELBY CO., TN MY COMM. EXP. 4-20-05

M LL 636412 v3
788426-00169 04/09/2002

EXHIBIT "A"

Land lying in the 11th Civil District of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a concrete right-of-way monument located in the westerly right-of-way margin of Interstate 65 said concrete monument also marks the northeasterly property corner of the Gerald Tillett Et. Al. Property as recorded in Deed Book 8239, Page 794, R.O.D.C., TN.; thence leaving said interstate margin and following the Tillett Property Boundary North 61°49'32" West 162.29 feet to a concrete monument; thence South 26°32'55" West 369.39 feet to an iron rod; thence leaving said Tillett Boundary and following the northerly boundary of Park Hill Phase I, Tracts I and II North 54°10'41" West 511.41 feet to an iron rod; thence, North 63°25'54" West 129.00 feet to an iron rod; thence North 87°06'18" West 840.05 feet to an iron pin; thence North 11°29'50" East 1,630.70 feet to a concrete monument; thence South 80°31'30" East 457.78 feet to a concrete monument; thence North 04°38'56" West 510.84 feet to a 6" X 6" cut stone at the southeasterly corner of Ozark Hills Subdivision, Deed Book 3700, Page 20; thence North 04°44'31" West 673.77 feet to a point; thence South 81°32'25" East 633.13 feet to a point; thence South 83°17'40" East 187.18 feet to a point; thence North 71°11'44" East 526.99 feet to a point; thence North 71°29'01" East 320.73 feet to a point; thence South 83°02'51" East 150.53 feet to a point on the westerly right-of-way of I-65; thence continuing with the westerly right-of-way of I-65 926.99 feet along a curve to the left with a central angel of 09°02'00", a radius of 5,879.58 feet, a chord bearing and distance of South 16°52'17" West 926.03 feet to a concrete monument; thence South 12°21'17" West 221.04 feet to a concrete monument; thence North 77°38'43" West 20.00 feet to a concrete monument; thence South 12°21'17" West 750.00 feet to a concrete monument; thence North 87°39'09" West 411.53 feet to a concrete monument; thence South 08°04'47" West 50.00 feet to a concrete monument; thence South 73°34'02" East 402.56 feet to a concrete monument; thence South 12°21'17" West 700.00 feet to a concrete monument; thence South 16°10'08" West 300.67 feet to a concrete monument; thence South 07°46'51" West 38.19 feet to the point of beginning and containing 104.55 acres, more or less.

EXHIBIT "B"
TO
SPECIAL WARRANTY DEED
FROM
SCHAEDLE WORTHINGTON HYDE PROPERTIES, L.P.
TO
WESTPORT HOLDINGS MADISON, LP

Encumbrances

1. Metropolitan Nashville and Davidson County Real Property Taxes for the year 2002, a lien, but not presently due and payable.

2. Easement granted Tennessee Natural Gas Lines, as of record in Book 1911, Page 520, Register's Office for Davidson County, Tennessee ("RODC"), as modified by Partial Release and Agreement of record in Book 6322, Page 646, RODC, and as further modified by a Partial Release and Agreement of record in Book 6928, Page 960, RODC.

3. Storm Water Detention Agreements as of record in Book 6555, Page 322, RODC, and in Book 7210, Page 307, RODC.

4. All matters shown on the Plan of record in Book 6250, Page 561, RODC, as corrected by Surveyor's Certificate of Correction of record in Book 7053, Page 2, RODC.

5. Deed of conveyance to The Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services for sanitary sewer lines, as of record in Book 6846, Page 625, RODC.

6. Matters shown on Survey Number 99188, dated December 13, 2001, last revised January 15, 2002, prepared by Phillip E. Holmes, Jr., Tennessee RLS #1728 of Volunteering Surveying.

(For Recording Data Only).