This Instrument Prepared By:

HARWELL BARR MARTIN & SLOAN
400 Home Federal Building
Nashville, Tennessee 37219

BOOK 5630 PAGE 396

NAME & ADDRESS OF OWNER:

C.V. OF NASHVILLE, LTD.
A Colorado Limited Partnership
P. O. Box 1839
Boulder, Colorado 80306

SEND TAX BILLS TO:

Same

MAP 148
PAR. 161
2DU 15474

WARRANTY DEED

For and in consideration of the sum of $10.00 cash in hand paid and other good and valuable considerations, the receipt and legal sufficiency of which is hereby acknowledged, COUNTRYSIDE COMMUNITIES CORPORATION, a Delaware corporation (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto C.V. OF NASHVILLE, LTD., a Colorado limited partnership (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more fully described in Exhibit A, attached hereto and incorporated herein.

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 the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey, and that the same is unencumbered, except as set forth in Exhibit A. And Grantor does further covenant and bind itself, its successors and assigns 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, whomsoever.

Grantor affirms that all covenants, warranties and representations of Grantor contained in that certain Agreement for Purchase and Sale by and between Grantor and Grantee's assignor, Donald M. Culver, dated as of February 8, 1980, are true and correct as of and on the date hereof and any cause of action for breach thereof survives the closing.

Whenever 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 Grantor's hand this 29 day of July, 1980.

COUNTRYSIDE COMMUNITIES CORPORATION

By: _____
Kevin C. Keelty, Vice-President

STATE OF Tennessee)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Kevin C. Keelty, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice-President of Countryside Communities Corporation, the within named bargainor, a corporation, and that Kevin C. Keelty as such Vice-President being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said Kevin C. Keelty as such Vice-President.

Witness my hand and seal, at office in Nashville Tennessee, this 29th day of July, 1980.

_____
Notary Public

My Commission Expires:
8/2/81

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $382,245.00

Sworn to and subscribed before me this 29 day of July 1980.

_____
Affiant

_____
Notary Public

My Commission Expires:
8/2/81

IDENTIF. REFERENCE
JUL 25 3 58 PM '80

E 99672

EXHIBIT A

Land in the 2nd Civil District of Davidson County, Tennessee, described according to a survey by Parrish Ragan, Inc., dated July 19, 1973, as follows:

BEGINNING at a point at the intersection of the northerly margin of Richards Road and the easterly margin of L & N Railroad; thence with the easterly margin of L & N Railroad North 23° 17' 20" West 2185.75 feet, more or less, to the center line of Mill Creek; thence with the center of Mill Creek, northeasterly 866 feet, more or less; thence easterly with fence 500 feet, more or less; thence South 13° 45' 26" East 978.05 feet; thence South 3° 48' 47" West 467.04 feet; thence South 6° 51' 31" East 949.82 feet; thence South 6° 48' 00" East 320.63 feet to the northerly margin of Richards Road; thence with the northerly margin of Richards Road, North 88° 19' 00" West 480.37 feet to the point of beginning, and containing 50.5 acres, more or less.

BEING the same property conveyed to Countryside Communities Corporation, by deed from Williamsburg Corporation, of record in Book 4743, page 668, Register's Office for Davidson County, Tennessee.

Subject to:

1. Real property taxes not yet due and payable.

2. Existing easements for public utilities serving the premises.

3. Existing month-to-month tenancies.

4. Easement for sewer being 20 feet wide running generally east and west through the property of record in Book 3954, Page 655, said Register's Office.

5. Easement granted by condemnation in the 3rd Circuit Court in the style of Nashville Chattanooga and St. Louis Railway, vs. D. L. Rains, et al, a certified copy of record in Book 2043, Page 369, said Register's Office, said easement lies along the westerly boundary line of the premises and adjoins the right of way of said railroad.

6. Survey of Parrish, Ragan, dated July 19, 1973, shows a 20 foot easement for a sewer across the central northwest and north portions of said property, and locates the above mentioned railroad and sewer easements.

7. Easement for the flow of Mill Creek along the north line of the property.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5630 PAGE 399

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
			38[illegible]45.00- CO	
			9[illegible]3.72 CO TX	
			.50 PRFEE	
			5.00 WDEED	
			CHECK 1003.2[illegible]-	
2[illegible]72407/29/80			BAL .0[illegible]	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F. 9. 9. 6 7. 2

IDENTIF. REFERENCE

JUL 29 3 58 PM '80

FELIX Z. WILSON JR REGISTER
DAVIDSON COUNTY, TENN.

No. 770469