This Instrument Prepared By:
Kenneth P. Ezell, Jr.
Bone and Crawford
A Professional Law Corporation
Vanderbilt Plaza, Suite 900
2100 West End Avenue
Nashville, Tennessee 37203

SPECIAL WARRANTY DEED BOOK 6463 PAGE 341

Address New Owner(s) As Follows	Send Tax Bills To	Map Parcel Numbers
Whispering Hills Associates, Ltd.	Commerce Union Bank	161-11
c/o Knox & Lee Investments, Inc. 2147 Belcourt Avenue	One Commerce Place	161-3-33
Nashville, Tennessee 37212	Nashville, TN 37219	
(City) (State) (Zip)		

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, receipt of which is hereby acknowledged, HERMITAGE GARDENS/WHISPERING HILLS, LTD., a Tennessee Limited Partnership ("Grantor"), has bargained and sold and does hereby transfer and convey unto WHISPERING HILLS ASSOCIATES, LTD., a Tennessee Limited Partnership ("Grantee"), its successors and assigns a certain tract of land located in Davidson County, Tennessee and more particularly described on Exhibit A attached hereto and made a part hereof.

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

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the said real estate in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered, except as follows:

1. That certain Wrap-Around Deed of Trust executed by Hermitage Gardens-Whispering Hills, Ltd., a Tennessee Limited Partnership to Stephen C. Baker, Trustee, dated September 1, 1979, of record in Book 5504, page 310, Register's Office for Davidson County, Tennessee, to secure to William Howard Freeman and William Criswell Freeman, Successor Co-Trustees for the Freeman Family Trust the payment of a note for $2,200,000.00, payable as therein specified; and

2. That certain Deed of Trust executed by One Fifty Eight, Inc., a Tennessee Corporation, to Miller Kimbrough, Trustee, dated September 23, 1966, of record in Book 4061, page 161, said Register's Office, to secure the original principal amount of $575,000.00 and payable to Kimbrough Kavanaugh and Associates, Inc.; and

3. That certain Deed of Trust executed by One Fifty Eight, Inc., a Tennessee Corporation, to Miller Kimbrough, Trustee, dated March 7, 1968, of record in Book 4217, page 581, said Register's Office, to secure the original principal amount of $450,000.00, payable to Kimbrough Kavanaugh and Associates; and

4. That certain Modification Agreement dated October 12, 1967, recorded October 16, 1967, of record in Book 4180, page 971, said Register's Office; and

5. That certain Modification Instrument dated December 5, 1968, recorded January 15, 1969, of record in Book 4301, page 944, Register's Office for said County, which merged the Notes secured by said Deeds of Trust of record in Book 4061, page 161, modified in Book 4180, page 971, and Book 4217, page 581, said Register's Office, to form a single indebtedness of $1,025,000.00, payable with

12/31 1:12:50 CHECK

interest as set out therein, and which consolidated the said Deeds of Trust so as to form a single valid first lien upon the insured premises; and

6. That certain Financing Statement executed by and between Hermitage Gardens/Whispering Hills, Ltd., debtor and William C. Freeman and William H. Freeman, Co-Trustees, the secured party, as recorded in Book 5504, page 329, said Register's Office.

7. A 20-foot sanitary sewer easement (Radnor Utility District) running east to west across northerly part of property - drainage ditch along east property line and northerly part of property, as shown on map by Barge, Waggoner & Sumner, Inc., dated November 20, 1968, revised June 1, 1971; and

8. A 15-foot sewer easement granted to First Suburban Water Utility District (Radnor Water District) running north to south across said premises near the easterly margin of premises described herein of record in Book 4653, page 714, said Register's Office.

AND all warranties and covenants of Grantors herein contained are expressly limited to claims and charges made or asserted by, through, or under Grantors and no further or otherwise.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming under Grantor.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 31st day of December, 1984.

HERMITAGE GARDENS/WHISPERING HILLS, LTD., a Tennessee Limited Partnership

By: FREEMAN WEBB INVESTMENTS, INC., Managing General Partner

By: William H. Freeman, President
William H. Freeman, President

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,000,000.00.

Clyde W Lee
AFFIANT

Subscribed and sworn to before me, this 31st day of December, 1984.

Kenneth P Egdl Jr
NOTARY PUBLIC

My commission expires:

7/18/87

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Kenneth P. Ezell, Jr., of the State and County aforesaid, personally appeared William H. Freeman, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of Freeman Webb Investments, Inc., the Managing General Partner of Hermitage Gardens/Whispering Hills, Ltd., the within named bargainor, a Tennessee Limited Partnership, and that he as such President of the Managing General Partner of the limited partnership executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as President of the Managing General Partner.

WITNESS my hand and official seal at office this 31st day of December, 1984.

Kenneth P. Ezell, Jr.
NOTARY PUBLIC

My Commission Expires:

7/18/87

EXHIBIT A

A tract of land in the Sixth, formerly the Eighth, Civil District of Davidson County, Tennessee, described according to the survey of Lewis R. Mefford, Jr., Land Surveyor, dated August 8, 1979, as follows:

BEGINNING at an iron pin in a concrete pillar located on the northerly margin of McMurray Drive, said pin being located South 87° 01' E 82.02 feet from the center line of Hilson Drive extended; thence, leaving said margin of McMurray Drive, North 0° 13' E 1,480.55 feet to a point on the southerly margin of Brewer Drive; thence, with the southerly margin of Brewer Drive, South 53° 53' E 311.48 feet to a point; thence, leaving said margin of Brewer Drive and with the westerly boundary of the Plan of Wilkerson Heights, of record in Book 2900, page 63, Register's Office for Davidson County, South 33° 48' W 150.3 feet to a point; thence, with said boundary, South 4° 10' E 340.14 feet to a point; thence, South 31° 39' E 142.35 feet to a point; thence, South 22° 01' E 797.35 feet to an iron pin in a concrete pillar located on the northerly margin of McMurray Drive; thence, with said margin of said McMurray Drive, North 87° 01' W 571.85 feet to the point of beginning.

BEING the same property conveyed to Hermitage Gardens/Whispering Hills, Ltd., a Tennessee limited partnership, dated September 24, 1979, and effective September 1, 1979, by deed from William Howard Freeman and William Chriswell Freeman, Co-Trustees for the Freeman Family Trust, of record in Book 5504, page 306, Register's Office for Davidson County, Tennessee.

IDENTIF. REFERENCE
DEC 31 12 40 PM '80
DAVIDSON COUNTY, TN
17369

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6463 PAGE 345

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
		4,000,000.00 Conv.		

10400.00	CSTAX
.50	PRFEE
12.00	WDEED
	CHECK 10412.50-
9793A 12/31/84 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I-736 92

IDENTIF. REFERENCE

DEC 31 12 40 PM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 97514