This Instrument Was Prepared By:
Claiborne K. McLemore III
Trabue, Sturdivant & DeWitt
27th Floor, Life & Casualty Tower
Nashville, Tennessee 37219

Address New Owner:
Rutledge Hill Associates
Limited Partnership
c/o McNeil & Associates, Inc.
214 Second Ave., N.
Nashville, TN 37201

Send Tax Bills to:
Same

Map: 93-11
Parcel 41

1528 03/01 0101 03CHECK 1082.50

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, (i) TERRY B. MARTIN, Trustee of the Rich Trust under Will of Amy Rich, deceased, (ii) JEFFREY ALBERT KAY and TERRY B. MARTIN, Co-Trustees of the Trust under the Will of Celia Rich, deceased, (iii) JEFFREY ALBERT KAY and TERRY B. MARTIN, Co-Trustees of the Trust under the Will of Morice Rich, deceased, and (iv) JEFFREY ALBERT KAY and TERRY B. MARTIN, Co-Trustees of the Trust under the Will of Carrie R. Rich, deceased (the "Grantors"), have this day bargained and sold, and does hereby transfer and convey to RUTLEDGE HILL ASSOCIATES LIMITED PARTNERSHIP (the "Grantee"), its successors and assigns, forever, the following described land in Davidson County, Tennessee, to-wit:

All that real property described on the attached Exhibit A which is hereby incorporated herein in its entirety.

This is improved property known as 509 2nd Avenue, South, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and his heirs, successors and assigns, forever.

AND Grantors covenant that they are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except as herein set out. Grantors further covenant and bind themselves, their successors and assigns to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns against the lawful claims of all persons.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantors have executed this instrument on this 19th day of February, 1988.

THE RICH TRUST UNDER THE WILL
OF AMY RICH, DECEASED

By: Terry B. Martin
Terry B. Martin, Trustee

THE TRUST UNDER THE WILL OF
CECIA RICH, DECEASED

By: Jeffrey Albert Kay
Jeffrey Albert Kay, Co-Trustee

By: Terry B. Martin
Terry B. Martin, Co-Trustee

0 8 9 6 9

IDENTIFICATION REFERENCE

MAR 1 3 32 PM '88

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

THE TRUST UNDER THE WILL OF
MORICE RICH, DECEASED

By: _____
Jeffrey Albert Kay, Co-Trustee

By: _____
Terry B. Martin, Co-Trustee

THE TRUST UNDER THE WILL OF
CARRIE R. RICH, DECEASED

By: _____
Jeffrey Albert Kay, Co-Trustee

By: _____
Terry B. Martin, Co-Trustee

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Terry B. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Trustee of the Rich Trust under the Will of Amy Rich, deceased, the within named bargainor, a trust, and that she as such Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by herself as Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of February, 1988.

_____
Notary Public

My Commission Expires: May 13, 1990

STATE OF Maryland)
)
COUNTY OF Montgomery)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Jeffrey Albert Kay, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Co-Trustee of the Trust under the Will of Celia Rich, deceased, the within named bargainor, a trust, and that he as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by himself as Co-Trustee.

Witness my hand and seal, at office in Baltimore, Maryland, this 19 day of February, 1988.

_____
Notary Public

My Commission Expires: June 30, 1989

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Terry B. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Co-Trustee of the Trust under the Will of Celia Rich, deceased, the within named bargainor, a trust, and that she as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by herself as Co-Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of February, 1988.

Brenda G. Bentley
Notary Public

My Commission Expires: May 13, 1990

STATE OF Maryland)
)
COUNTY OF Montgomery)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Jeffrey Albert Kay, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Co-Trustee of the Trust under the Will of Morice Rich, deceased, the within named bargainor, a trust, and that he as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by himself as Co-Trustee.

Witness my hand and seal, at office in Baltimore, Maryland, this 19 day of February, 1988.

Notary Public

My Commission Expires: June 30, 1989

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Terry B. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Co-Trustee of the Trust under the Will of Morice Rich, deceased, the within named bargainor, a trust, and that she as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by herself as Co-Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of February, 1988.

Brenda G. Bentley
Notary Public

My Commission Expires: May 13, 1990

STATE OF Maryland)
)
COUNTY OF Montgomery)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Jeffrey Albert Kay, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Co-Trustee of the Trust under the Will of Carrie R. Rich, deceased, the within named bargainor, a trust, and that he as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by himself as Co-Trustee.

Witness my hand and seal, at office in Baltimore, Maryland, this 19 day of FEBRUARY, 1988.

Notary Public

My Commission Expires: June 30, 1989

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Terry B. Martin, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Co-Trustee of the Trust under the Will of Carrie R. Rich, deceased, the within named bargainor, a trust, and that she as such Co-Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the trust by herself as Co-Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 19th day of February, 1988.

Notary Public

My Commission Expires: May 13, 1990

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $380,000.00.

Affiant

Subscribed and sworn to before me, this 19th day of February, 1988.

Notary Public

My Commission Expires: May 13, 1990

EXHIBIT A

Land in the First Civil District of Davidson County, Tennessee, and described more fully as follows:

Beginning at an old iron rod in the westerly margin of Second Avenue South, said point being the northeast corner of this parcel and the southeast corner of Parcel 28 on the Property Map 93-11 at the Davidson County Assessor's Office; said point also being South 28° 20' 00" East 189.782 feet from the southwest intersection of Second Avenue South and Peabody Street; thence running with said Second Avenue South 63.793 feet to a point of curvature of a dedicated alley intersecting said street; thence leaving said street and running with a curve having a radius of 20.00 feet an arc distance of 31.41 feet to the opposite end of the curve in the alley; thence running with the northerly margin of the alley South 61° 40' 00" West 91.997 feet to a new nail; thence running with the westerly margin of said alley South 28° 20' 00" East 30.902 feet to a new nail, said point being the northeast corner of Parcel 32 of said Map 93-11; thence leaving said alley and running with the north boundary of said Parcel 32 South 61° 46' 25" West 99.196 feet to a new nail in the easterly margin of Third Avenue South, said point being 150.00 feet from an old P.K. nail at the northeast intersection of Lea Avenue and Third Avenue South; thence running with said avenue North 28° 13' 35" West 114.108 feet to a new nail, said point being the northwest corner of this parcel and the southwest corner of said Parcel 28; thence leaving said street margin and running with the south boundary of said Parcel 28 North 61° 33' 27" East 210.980 feet to the point of beginning and containing 20,612 square feet, more or less.

This property is subject to:

1. 1988 taxes, which have been prorated and assumed by the Grantee.

2. The terms of the lease of record in Book 4700, page 508, and the assignment of lease of record in Book 4700, page 514, both in the Register's Office for Davidson County, Tennessee.

BEING a portion of the property conveyed to (i) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Morrice Rich, (ii) Rose Breyer Martin, Trustee under the Will of Amy Rich, (iii) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Celia Rich and (iv) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Carrie R. Rich by Deed of record in Book 3571, page 471, Register's Office for Davidson County, Tennessee.

The said Rose Breyer Martin and Adolph H. Breyer have since died. The current Co-Trustees of the trusts under the Will of Morice Rich, the Will of Celia Rich and the Will of Carrie R. Rich are Jeffrey Albert Kay and Terry B. Martin, the instruments of their appointment being of record at file 78591 of the Davidson County, Tennessee Probate Court Clerk's Office. Terry B. Martin is also now serving as the sole Trustee of the Rich Trust under the Will of Amy Rich, she having been appointed by order of the Probate Court of Davidson County, Tennessee (Docket No. 78904). The Rich Trust under the Will of Amy Rich is one and the same as the Trust under the Will of Amy Trust. Morrice Rich is one and the same person as Morice Rich.

ALSO BEING a portion of the property conveyed to Rose Breyer Martin , Trustee, under the Will of Amy Rich, Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Celia Rich, Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Morrice Rich, and Rose Breyer Martin, and Adolph E. Breyer, Trustees under the Will of Carrie Rich by decree of the Chancery Court of Davidson County, Tennessee wntered on March 29, 1963 and if record in Book 3533, page 105, Register's Office for Davidson County and by Deeds of record in Book 3534, page 625, and Book 3571, page 471, both in the Register's Office for Davidson County, Tennessee.

The said Rose Breyer Martin and Adolph H. Breyer have since died. The current Co-Trustees of the trusts under the Will of Morice Rich, the Will of Celia Rich and the Will of Carrie R. Rich are Jeffrey Albert Kay and Terry B. Martin, the instruments of their appointment being of record at file 78591 of the Davidson County, Tennessee Probate Court Clerk's Office. Terry B. Martin is also now serving as the sole Trustee of the Rich Trust under the Will of Amy Rich, she having been appointed by order of the Probate Court of Davidson County, Tennessee (Docket No. 78904). The Rich Trust under the Will of Amy Rich is one and the same as the Trust under the Will of Amy Trust.

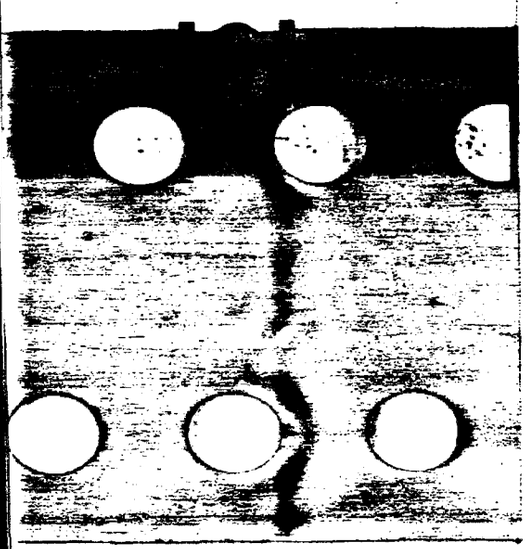
AND ALSO BEING the same property conveyed to (i) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Morrice Rich, (ii) Rose Breyer Martin, Trustee under the Will of Amy Rich, (iii) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Celia Rich and (iv) Rose Breyer Martin and Adolph H. Breyer, Trustees under the Will of Carrie R. Rich by Deed of record in Book 3571, page 471, Register's Office for Davidson County, Tennessee.

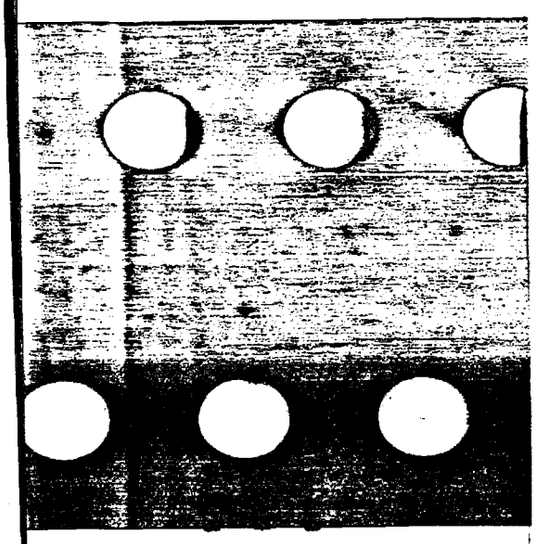
The said Rose Breyer Martin and Adolph H. Breyer have since died. The current Co-Trustees of the trusts under the Will of Morice Rich, the Will of Celia Rich and the Will of Carrie R. Rich are Jeffrey Albert Kay and Terry B. Martin, the instruments of their appointment being of record at file 78591 of the Davidson County, Tennessee Probate Court Clerk's Office. Terry B. Martin is also now serving as the sole Trustee of the Rich Trust under the Will of Amy Rich, she having been appointed by order of the Probate Court of Davidson County, Tennessee (Docket No. 78904). The Rich Trust under the Will of Amy Rich is one and the same as the Trust under the Will of Amy Trust. Morrice Rich is one and the same person as Morice Rich.

ALSO BEING a portion of the property conveyed to Rose Breyer Martin, Trustee under the will of Amy Rich; Rose Breyer Martin and Adolph H. Breyer, Trustees under the will of Celia Rich; Rose Breyer Martin and Adolph H. Breyer, Trustees under the will of Morrice Rich; and Rose Breyer and Adolph H. Breyer, Trustees under the will of Carrie R. Rich, by Deed from Frances Sue Bains, widow, of record in Book 4323, page 332, Register's Office for Davidson County, Tennessee.

ALSO BEING the land conveyed to B. G. Wood, by Deed of record in Book 110, page 181, Register's Office for Davidson County, Tennessee.

ALSO That portion of 10 foot alley closed by Metro Council Bill No. 69-779.





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7480 PAGE 890

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
			CAMT	
				380000.00
			CON TX	1064.00
			PRFEE	0.50
			WDEED	18.00
			TOTAL	1082.50
			CHECK	1082.50
03/01/88	01		15:36 0001	1528

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08969
Identify Reference
Mar 1 3:32 pm '88
Felix Z. Wilson, II Reg
Davidson Co, Tn.

No. 66235