BOOK 7480 PAGE 891

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
Parcels: 28 and 29

1529 03/01 0101 03CHECK 298.50

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 507 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 24th 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

0.8.9.7.0.

IDENTIFICATION REFERENCE

MAR 1 3 34 PM '88

CECIL A. 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, Md., this 19 day of FEBRUARY, 1988.

_____
Notary Public

My Commission Expires: June 30, 1989

STATE OF ~~MARYLAND~~ TENNESSEE)
COUNTY OF ~~Montgomery~~ DAVIDSON) bgb

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.

Brenda G. Bentley
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 $100,000.00.

Affiant

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

Brenda G. Bentley
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 at the southeast intersection of Third Avenue South and Peabody Street, said point being the northwest corner of Parcel 28 on the Property Map 93-11 at the Davidson County Assessor's Office; thence running with the southerly margin of Peabody Street North 61° 36' 00" East 210.627 feet to an old iron rod at the northeast corner of Parcel 29 on said Map 93-11, said corner being the southwest intersection of Peabody Street and Second Avenue South; thence running with the westerly margin of said street and the east boundary of said Parcels 29 & 28, respectively, South 28° 20' 00" East 189.782 feet to an old iron rod at the northeast corner of Parcel 41 of said Map 93-11; thence leaving said street and running with the northerly boundary of said Parcel 41 South 61° 33' 27" West 210.980 feet to a new nail in the east boundary of Third Avenue South, said point being the southwest corner of said Parcel 28 and the northwest corner of said Parcel 41; thence running with the easterly margin of Third Avenue South North 28° 13' 35" West 189.940 feet to the point of beginning and containing 40,022 square feet, more or less.

This property is subject to:

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

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 the same property conveyed to Rose Breyer Martin and Jeffrey Albert Kay, Co-Trustees for Estate of Amy Carrice Celia Rich and Moorice Rich by Deed of record in Book 5056, page 319, Register's Office for Davidson County, Tennessee.

The estate of Amy Carrie Celia Rich and Moorice Rich are one and the same as the Rich Trust under the Will of Amy Rich, deceased, the Trust under the Will of Celia Rich, deceased, the Trust under the Will of Morice Rich, deceased, and the Trust under the Will of Carrie R. Rich, deceased.

The said Rose Breyer Martin and Adolph H. Breyer have since died and 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). Moorice Rich is one and the same person as Morice Rich.

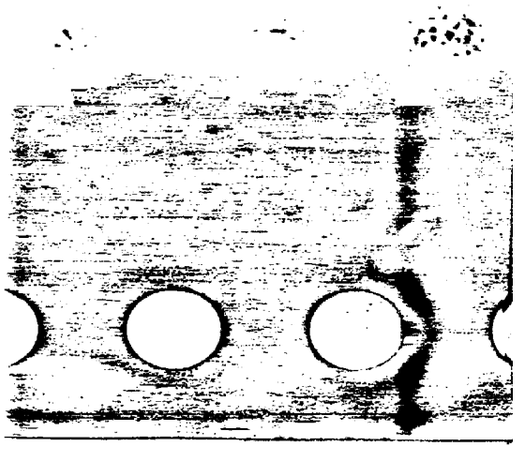
AND ALSO that portion of a 10 foot alley closed by Metropolitian Counsel Bill No. 69-779.

OFFICIAL RECEIPT

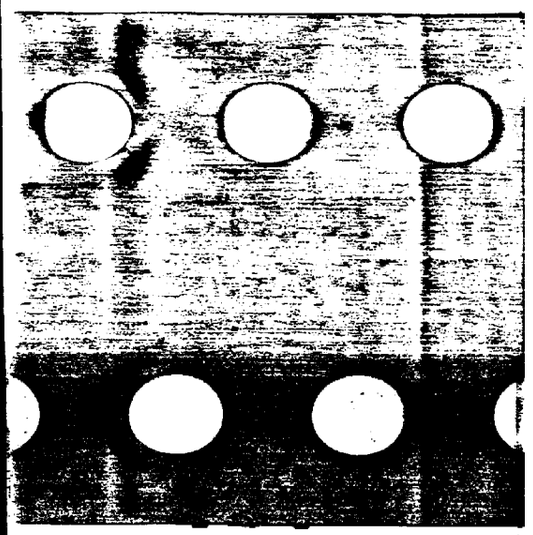
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____



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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 100000.00
CON TX 280.00
PRFEE 0.50
WDEED 18.00
TOTAL 298.50
CHECK 298.50

03/01/88 01 15:38 0001 1529

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0.8.9.7.0.

IDENTIFICATION REFERENCE

MAR 1 3 34 PM '88

FELIX Z. WILSON CO. REGISTER
DAVIDSON COUNTY, TN

No. 66236