WARRANTY DEED

This instrument was prepared by:
SCHULMAN, LeROY & BENNETT, P.C.
P. O. Box 2707
Nashville, Tennessee 37219

ADDRESS OF NEW OWNER(S):	SEND TAX BILLS TO:	MAP-PARCEL NO:
Glen Associates	Same	133-4/1 & 3
c/o First Management		119-16/11
333 Union St.		133-44
Nashville, TN 37201		119-16-10

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $785,000.00.

Affiant

Subscribed and sworn to before me this 20th day of Dec. 1988.

Notary Public

My Commission Expires:
1/21/92

For and in consideration of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledge, THE GLEN LIMITED, a Tennessee Limited Partnership, hereinafter referred to as Grantor, has bargained and sold, and by these presents does transfer and convey unto GLEN ASSOCIATES, a Tennessee Joint Venture, hereinafter referred to as Grantee, its successors and assigns, a three certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE SCHEDULE "A" ATTACHED HERETO AND MADE A PART HEREOF

This is unimproved/improved property, known as_____

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 The Glen Limited does covenant with the said Grantee that it is seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as above mentioned.

AND The Glen Limited does further covenant and bind itself and its successors and representatives, 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.

WITNESS our hands this 20th day of December, 1988.

THE GLEN LIMITED, a Tennessee Limited Partnership

By: Willie K. Davis

Its: General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Teresa A. Smith of the state and county aforesaid, personally appeared Willie K. Davis, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the General Partner of THE GLEN LIMITED, the within named bargainor, a limited partnership, and that he, as such General Partner, executed the foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as General Partner.

Witness my hand and seal, at office in Nashville, TN, this 20th day of December, 1988.

Teresa A. Smith
Notary Public

My Commission Expires:
1/21/90

9 5 6 5 3

IDENTIFICATION

DEC 21 1 42 PM '88

9876 12/21 0101 03CHECK 2603.00

FILED & RECORDED
DAVIDSON COUNTY, TN

RUSH

SCHEDULE "A"

TRACT I:

LAND in the 6th formerly the 9th Civil District of said County, being Lots 14, 15 and the northerly 25 feet of Lot 16, and a strip of land immediately east of said lots on the Plan of J. P. Ellis' Glencliff Subdivision, Section "A", of record in Book 1130, Page 23, Register's Office for Davidson County, Tennessee, described together as follows:

BEGINNING on the easterly margin of Glencliff Road at the northwest corner of the property conveyed to Haskell L. Fuqua and wife, by deed from Harold E. Beckton and wife, of record in Book 1345, Page 395, said Register's Office; thence with said Road northwardly 180 feet to the beginning of a curve; thence around said curve with a radius of 20 feet, northeastwardly to the southerly margin of a proposed street; thence with said street, eastwardly 841.8 feet to the westerly line of the property conveyed to L. A. Warren and wife, by deed from John B. Robinson and wife, of record in Book 1296, Page 103, said Register's Office; thence with said line S 30 degrees 30" W, 228.15 feet, more or less, to the NE corner of said Fuqua's property; thence with said Fuqua's northerly line, westwardly 764 feet, more or less, to the beginning.

BEING the same property conveyed to The Glen, Limited, by deed from B & W Investments, of record in Book 7039, Page 640, Register's Office for Davidson County, Tennessee.

TRACT II:

Being the southerly 12 1/2 feet of the westerly 250 feet of Lot No. 12 and the westerly part of Lot No. 13 on the Map of J. P. Ellis' Glencliff Subdivision, Section "A", as of record in Book 1130, Page 23, Register's Office for Davidson County, Tennessee, described together as follows:

Beginning on the easterly margin of Glencliff Road, at a point 12 1/2 feet north of the corner of Lots No. 12 and 13; thence eastwardly and parallel with the line between said two lots, 250 feet; thence southwardly and parallel with the easterly margin of Glencliff Road, 87 1/2 feet to the northerly margin of a proposed 50-foot street; thence with said street, westwardly 230 feet to the beginning of a curve; thence around said curve with a radius of 20 feet, northwestwardly to the easterly margin of Glencliff Road; thence with said Road, northwardly 67 1/2 feet to the beginning.

Being the same property conveyed to The Glen, Limited by deed from Mildred Jane McKinney, a single person, of record in Book 7057, Page 72, Register's Office for Davidson County, Tennessee.

Subject to restrictive covenants of record in Book 1163, Page 372, Register's Office for Davidson County, Tennessee, and to the Plan of record in Book 1130, Page 23, amended in Book 1556, Page 460, Register's Office for Davidson County, Tennessee, showing an owner's certificate, a 185 foot minimum building setback line from Glencliff road, voided by amendment in Book 1556, Page 460, said Register's Office, and a 15 foot minimum building setback line for a proposed street as shown in Book 1130, page 23, Register's Office for Davidson County, Tennessee.

TRACT III:

Land in Davidson County, Tennessee, described according to a survey prepared by A & A Engineers, Inc., dated April 20, 1981, Job No. 1828-81, as follows:

BEGINNING with a point located in the northerly right of way margin of Antioch Pike and the southwest corner of the Woodbridge Apartments property, as of record in Book 5203, Page 441, Register's Office for Davidson County, Tennessee, also being the southeast corner of the herein described property; thence with the said right of way of Antioch Pike and with a curve to the left having a radius of 672.0 feet and a length of 518.46 feet to a point, the southeast corner of the Richard Gray property, as of record in Book 3811, Page 394, Register's Office for Davidson County, Tennessee; thence N 30° 27' 07" E 1001.0 feet to an iron pin in the southerly right of way margin of Twin Oaks Drive; thence with the said margin S 88° 13' 47" E 204.26 feet to a concrete monument in the westerly property line of the Twin Oaks Subdivision, as of record in Book 5200, Page 312, Register's Office for Davidson County, Tennessee; thence with said Subdivision S 0° 18' 58" W 675.90 feet to a concrete monument; thence S 26° 37' 19" W 160.70 feet to a point; thence S 33° 58' 38" W 412.32 feet to the point of beginning, containing 12.51 acres, more or less.

Being the same property conveyed to The Glen Limited, a Tennessee Limited Partnership by deed from Karrene Payne Snell, individually and as Executrix of the Estate of Lewis C. Payne of record in Book 6266, Page 301, Register's Office for Davidson County, Tennessee.

Subject to the conditional rights of occupancy of a tenant house and land with possible certain rights respecting the removal of the tenant house vested in Sam McClain pursuant to the provisions of Paragraph 5 (e) of the will of Lewis C. Payne, deceased, all as made, contained and provided therein, specific reference to which is heremade.

Subject also to the survey made by A & A Engineers, Inc., dated April 20, 1981, Job No. 1828-81, updated April 4, 1984, showing a fence running along irregular lines, within the easterly boundary.

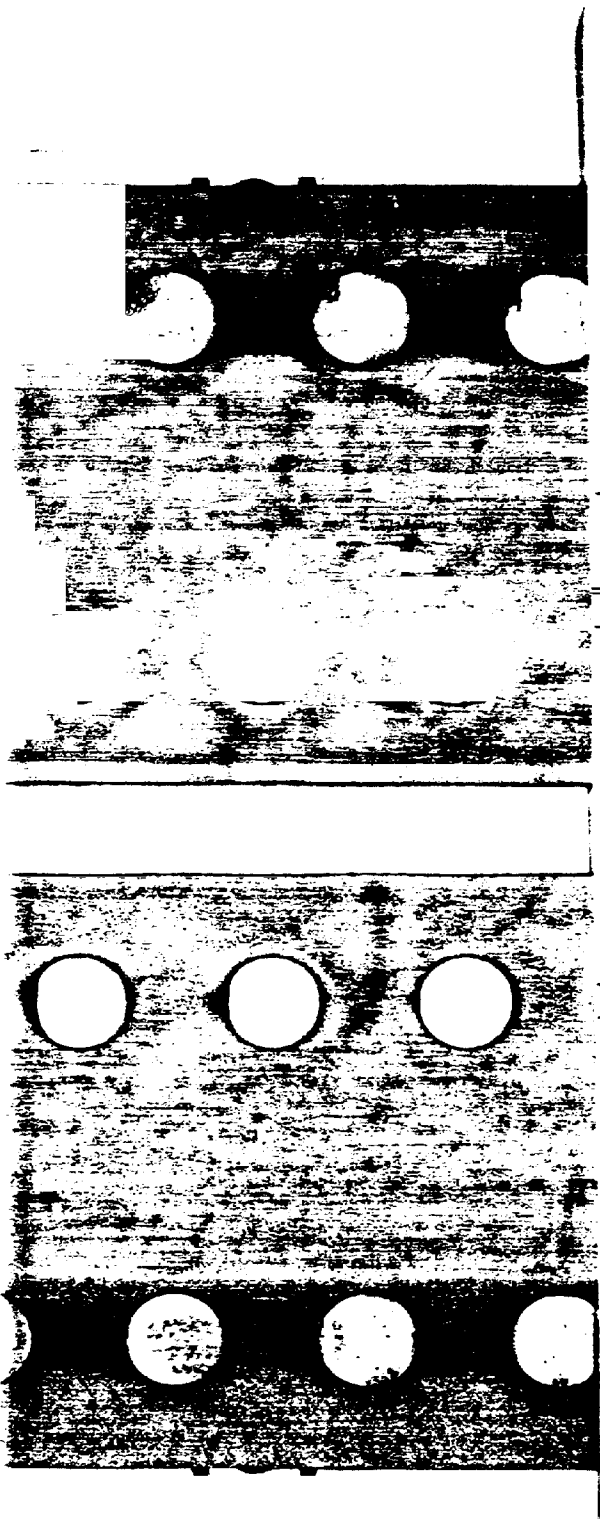
TRACT IV:

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Twin Oaks Subdivision, as revised, as of record in Book 5200, Page 669, Register's Office for Davidson County, Tennessee, as follows:

Beginning at a point on the easterly margin of Glencliff Road, said point being a common corner with the J. B. McKinney property; thence proceeding along said margin N. 04° 24' 01" W. a distance of 87.50 feet; thence leaving said margin of Glencliff Road S. 86° 07' 17" E. a distance of 246.23 feet to a point, said point being located along the rear line of Lot 2 and also being a common line with Lot 1 of said subdivision; thence along said rear line S. 01° 53' 37" W. a distance of 83.22 feet; thence N 87° 21' 41" W. a distance of 250.00 feet to a point, said point being the point of beginning.

Subject to restrictive covenants of record in Book 1163, Page 372, Register's Office for Davidson County, Tennessee; and subject to the Plan of Record in Book 5200, Page 312, said Register's Office, showing an Owner's Certificate, a 30 foot minimum building setback line from Glencliff Road, and a 20 foot easement for public utility and drainage purposes along the northerly line of said lot.

Being a part of the same property conveyed to The Glen Limited by deed from Mary J. Skeen and husband, Henry W. Skeen, said deed being of record in Book 5631, Page 357, Register's Office for Davidson County, Tennessee.



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

RECEIVED OF _____

FOR _____

BOOK 7733 PAGE 476

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

CAMT
785000.00
CON TX 2590.50
PRFEE 0.50
WDEED 12.00
TOTAL 2603.00
CHECK 2603.00
12/21/88 01 13:42 0001 9976

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9 5 6 5 3.

IDENTIFICATION REFERENCE

DEC 21 1 42 PM '88

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 166124