Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
James W. Ayers P. O. Box 10 Parsons, TN 38363	Map 92-15 Parcels 136 and 137	James W. Ayers P.O. Box 10 Parsons, TN 38363

This instrument prepared by: Boult, Cummings, Conners & Berry (RPT)
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

1995 12/28 0101 08CHECK 8262.50

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 consideration, the receipt and sufficiency of all of which are hereby acknowledged, and in consideration of Grantee's assumption of an indebtedness in the current principal amount of One Million Seven Hundred Thirty Thousand Nine Hundred Seventy-Four and 06/100 Dollars ($1,730,974.06), which indebtedness is secured by a Deed of Trust of record in Book 7450, page 250, Register's Office for Davidson County, Tennessee, executed by SHN Partnership in favor of Sovran Bank/Central South, **SHN PARTNERSHIP**, a Tennessee general partnership composed of George N. Spiva, Vianda Hale Hill and North American Properties, Inc., a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **JAMES W. AYERS** (the "Grantee"), Grantee's heirs and assigns, a certain tract of land in Davidson County, State of Tennessee, described as follows to-wit (the "Property"):

> Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of West End Avenue and Twenty-Fourth Avenue North, being property conveyed to D.R. Properties by Deed of Record in Book 6478, page 772, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey dated January 6, 1988, revised January 12, 1988, December 23, 1988, and December 27, 1988, prepared by Barge, Waggoner, Sumner & Cannon, William C. Watson, Registered Land Surveyor No. 1487, as follows:

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,500,000.00.

Affiant

Subscribed and sworn to before me this 28th day of December, 1988.

Notary Public
My Commission Expires: 5-13-9?

BEGINNING at the point of intersection of the northerly margin of West End Avenue and the westerly margin of Twenty-Fourth Avenue North; thence with said northerly margin south 58 degrees 35 minutes 23 seconds west, 125.01 feet to a point; thence leaving said northerly margin with the easterly line of property conveyed to Paula Kubitscheck-Vogel and Johanna Kurz by Deed of Record in Book 6935, page 390, Register's Office for Davidson County, Tennessee, north 31 degrees 22 minutes 43 seconds west, 214.77 feet to a point in the southerly margin of Elliston Place; thence with said southerly margin north 44 degrees 07 minutes 44 seconds east, 129.12 feet to the point of the intersection with the westerly margin of Twenty-Fourth Avenue North; thence with said westerly margin south 31 degrees 22 minutes 43 seconds east, 247.01 feet to the point of beginning, containing 28,863 square feet or 0.66 acre, more or less.

Being the same property conveyed to SHN Partnership, a Tennessee general partnership, by deeds from D.R. Properties, a Tennessee general partnership composed of Mark R. Ehrie, Sr. and Michael Grant Ehrie, Jr., of record in Book 7450, page 249, and Book 7450, page 253, Register's Office for Davidson County, Tennessee.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real property taxes for 1988.

2. Restrictions of record in Book 270, page 591, Book 270, page 593, and Book 271, page 230, Register's Office for Davidson County, Tennessee.

3. Easement for 10 inch sewer across the northerly part of the premises, south of Elliston Place, as shown on the plans in Engineer's Office, City of Nashville.

4. Unrecorded lease of the premises to MTS, Incorporated, dated November 23, 1987, all of Grantor's right, title and interest in said lease being assigned to Grantee simultaneously herewith.

This is improved property known as 2400 West End Avenue, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's heirs and assigns, forever.

Grantor covenants with the Grantee that the Grantor is lawfully seized and possessed of the Property in fee simple, that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the Property to the said Grantee, Grantee's heirs and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the undersigned have executed this Warranty Deed this 28th day of December, 1988.

SHN PARTNERSHIP, a Tennessee general partnership

By: _____
George N. Spiva, Partner

By: _____
Robert P. Thomas, Attorney-in-Fact

By: _____
Vianda Hale Hill, Partner

By: _____
Robert P. Thomas, Attorney-in-Fact

By: North American Properties, Inc., a Tennessee corporation, Partner

By: _____
Robert P. Thomas,
Secretary-Treasurer

State of Tennessee
County of Davidson

Personally appeared before me, _____, a Notary Public in and for the State and County aforesaid, Robert P. Thomas, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained, and who further acknowledged that he is attorney-in-fact of George N. Spiva, partner of **SHN PARTNERSHIP**, a Tennessee general partnership, and is authorized to execute the foregoing instrument on behalf of George N. Spiva, as partner of **SHN PARTNERSHIP.**

Witness my hand, at office, this 28th day of December, 1988.

_____
Notary Public

My commission expires: 5-13-92

State of Tennessee
County of Davidson

Personally appeared before me, Nuga K. Medlock, a Notary Public in and for the State and County aforesaid, Robert P. Thomas, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained, and who further acknowledged that he is attorney-in-fact of Vianda Hale Hill, partner of **SHN PARTNERSHIP**, a Tennessee general partnership, and is authorized to execute the foregoing instrument on behalf of Vianda Hale Hill, as partner of **SHN PARTNERSHIP**.

Witness my hand, at office, this 28th day of December, 1988.

Nuga K. Medlock
Notary Public

My commission expires: 5-13-90

State of Tennessee
County of Davidson

Personally appeared before me, Nuga K. Medlock, Notary Public in and for the State and County aforesaid, Robert P. Thomas, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained, and who further acknowledged that he is Secretary-Treasurer of North American Properties, Inc., a Tennessee corporation, partner of **SHN PARTNERSHIP**, a Tennessee general partnership, and is authorized to execute the foregoing instrument on behalf of North American Properties, Inc. as partner of **SHN PARTNERSHIP**.

Witness my hand, at office, this 28th day of December, 1988.

Nuga K. Medlock
Notary Public

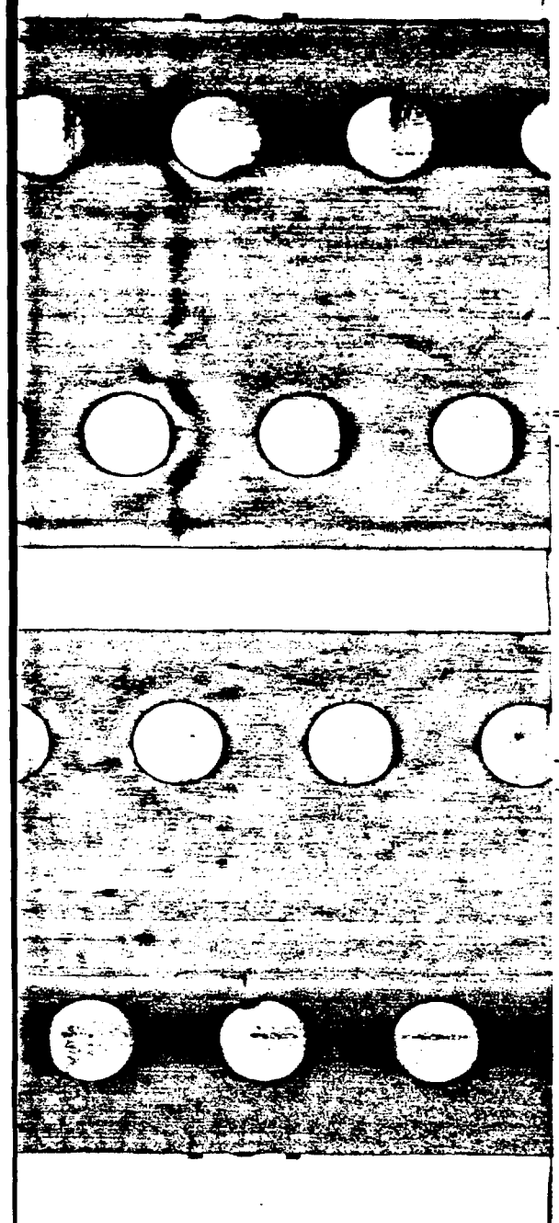
My commission expires: 5-13-90

97205

IDENTIFICATION REFERENCE

Dec 28 4 22 PM '88

FELIX Z WILSON JR REGISTER
DAVIDSON COUNTY, TN



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

RECEIVED OF _____

FOR _____

BOOK 7738 PAGE 18

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 2500000.00
CON TX 8250.00
[illegible] 0.50
WDEED 12.00
TOTAL 8262.50
CHECK 8262.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97205

IDENTIFICATION REFERENCE

Dec 28 4 22 PM '88

FELIX Z WILSON TR REGISTER
DAVIDSON COUNTY, TN

12/28/88 01 16:23 0001 1895

No. 168019