Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Brentwood Income Partners, L.P. 4307 Central Pike Hermitage, TN 37076	171-5 (Davidson County) 11B-C (Williamson County)	Brentwood Income Partners, L.P. 4307 Central Pike Hermitage, TN 37076

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

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 the assumption by Grantee of that certain indebtedness in the present principal amount of One Million Five Hundred Thirty Three Thousand Two Hundred Two and 92/100 Dollars ($1,533,202.92), to United Companies Financial Corporation, secured by that certain Deed of Trust held by United Companies Financial Corporation of record in Book 7636, page 872, Register's Office for Davidson County, Tennessee, and of record in Book 749, page 539, Register's Office for Williamson County, Tennessee, and assigned to United Companies Life Insurance Company by Assignment of record in Book 7646, page 138, Register's Office for Davidson County, Tennessee, and of record in Book 753, page 235, Register's Office for Williamson County, Tennessee, **RITZEN GROUP VENTURE PARTNERS, LTD.**, A Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **BRENTWOOD INCOME PARTNERS, L.P.**, a Tennessee limited partnership (the "Grantee"), Grantee's successors and assigns, a certain tract of land in Davidson County and Williamson County, State of Tennessee, described as follows to-wit (the "Property"):

> Land and improvements in Davidson County and Williamson County, Tennessee being described according to a survey dated July 29, 1988, by Michael V. Holmes, Registered Land Surveyor, as follows:

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $1,935,000.00.

Affiant

Subscribed and sworn to before me this 30th day of December, 1988.

Notary Public
My Commission Expires: May 6, 1990

Beginning at a point in the southeast corner of intersection of Brooks Chapel Road and Wilson Pike; thence north 77 degrees 42 minutes 01 second east 188.94 feet to a point; thence south 10 degrees 39 minutes 13 seconds east 346.83 feet to a point; thence south 79 degrees 25 minutes 28 seconds west 181.36 feet to a point; thence north 11 degrees 54 minutes 49 seconds west 341.24 feet to the point of beginning, containing 63,688.58 square feet or 1.46 acres.

Being the same property conveyed to Ritzen Group Venture Partners, Ltd., a Tennessee limited partnership, by deed from City of Brentwood, of record in Book 7472, page 798, Register's Office for Davidson County, Tennessee, and of record in Book 716, page 960, Register's Office for Williamson County, Tennessee.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters set forth in Exhibit "A" attached hereto and incorporated herein by reference.

This is improved property known as 116 Wilson Pike, Brentwood, Tennessee.

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

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 successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the undersigned has executed this Warranty Deed this 30th day of December, 1988.

RITZEN GROUP VENTURE PARTNERS, LTD., a Tennessee limited partnership

By: _____
Charles A. Ritzen, General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 7739 PAGE 836

Personally appeared before me, DEBRA L. SKELLY, a Notary Public in and for the State and County aforesaid, Charles A. Ritzen, with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purpose therein contained, and who further acknowledged that he is General Partner of **RITZEN GROUP VENTURE PARTNERS, LTD.**, a Tennessee limited partnership, and is authorized to execute the foregoing instrument on behalf of said limited partnership.

Witness my hand, at office, this 30TH day of December, 1988.

Debra L Skelly
Notary Public

My commission expires: 1-11-92

EXHIBIT "A"

1. Taxes for 1988.

2. Assignment of Rents and Leases of record in Book 7636, Page 886, Register's Office for Davidson County, Tennessee, and in Book 749, Page 552, Register's Office for Williamson County, Tennessee.

3. Lease between Ritzen Group Venture Partners, Ltd., and Associated Group Services, Inc., as subordinated in Book 7636, Page 891, Register's Office for Davidson County, Tennessee, and in Book 749, Page 557, Register's Office for Williamson County, Tennessee.

4. Lease between Ritzen Group Venture Partners, Ltd., and Hung M. Chen d/b/a August Moon of Brentwood as subordinated in Book 7636, Page 896, Register's Office for Davidson County, Tennessee, and in Book 749, Page 562, Register's Office for Williamson County, Tennessee.

5. Lease between Ritzen Group Venture Partners, Ltd., and Bobby A. Rutledge, Sr. d/b/a Brentwood Barber Shop as subordinated in Book 7636, Page 901, Register's Office for Davidson County, Tennessee, and in Book 749, Page 567, Register's Office for Williamson County, Tennessee.

6. Lease between Ritzen Group Venture Partners, Ltd., and R. J. Parker Co., Inc. as subordinated in Book 7636, Page 906, Register's Office for Davidson County, Tennessee, and in Book 749, Page 572, Register's Office for Williamson County, Tennessee.

7. Lease between Ritzen Group Venture Partners, Ltd., and Wall & Associates, Inc. as subordinated in Book 7636, Page 911, Register's Office for Davidson County, Tennessee, and in Book 749, Page 577, Register's Office for Williamson County, Tennessee.

8. Lease between Ritzen Group Venture Partners, Ltd., and J. Douglas Enterprises, Inc. as subordinated in Book 7636, Page 916, Register's Office for Davidson County, Tennessee, and in Book 749, Page 582, Register's Office for Williamson County, Tennessee.

9. Lease between Ritzen Group Venture Partners, Ltd., and Jeanne Barnes Bryant as Special Deputy Commissioner of Department of Commerce and Insurance as subordinated in Book 7636, Page 921, Register's Office for Davidson County, Tennessee, and in Book 749, Page 587, Register's Office for Williamson County, Tennessee.

10. Lease between Ritzen Group Venture Partners, Ltd., and Corporate Travel Management of America, Inc. as subordinated in Book 7636, Page 926, Register's Office for Davidson County, Tennessee, and in Book 749, Page 592, Register's Office for Williamson County, Tennessee.

11. Lease between Ritzen Group Venture Partners, Ltd., and Vision Net Providers Association as subordinated in Book 7636, Page 931, said Register's Office for Davidson County, Tennessee, and in Book 749, Page 597, Register's Office for Williamson County, Tennessee.

12. Lease between Ritzen Group Venture Partners, Ltd., and Jerry Reed Enterprises, Inc. as subordinated in Book 7636, Page 936, Register's Office for Davidson County, Tennessee, and in Book 749, Page 602, Register's Office for Williamson County, Tennessee.

13. Lease between Ritzen Group Venture Partners, Ltd., and Nick Stewart as subordinated in Book 7636, Page 941, Register's Office for Davidson County, Tennessee, and in Book 749, Page 607, Register's Office for Williamson County, Tennessee.

14. Lease between Ritzen Group Venture Partners, Ltd., and United States Pipe and Foundry Company, a Delaware corporation, as subordinated in Book 7646, Page 505, Register's Office for Davidson County, Tennessee, and in Book 752, Page 9, Register's Office for Williamson County, Tennessee.

15. Lease between Ritzen Group Venture Partners, Ltd., and Fleetwood Homes of Tennessee, Inc., a Tennessee corporation, as subordinated in Book 7682, Page

116, Register's Office for Davidson County, Tennessee, and in Book 759, Page 219, Register's Office for Williamson County, Tennessee.

16. Lease between Ritzen Group Venture Partners, Ltd., and Caronia Corporation, a Delaware corporation, as subordinated in Book 7682, Page 121, Register's Office for Davidson County, Tennessee, and in Book 759, Page 224, Register's Office for Williamson County, Tennessee.

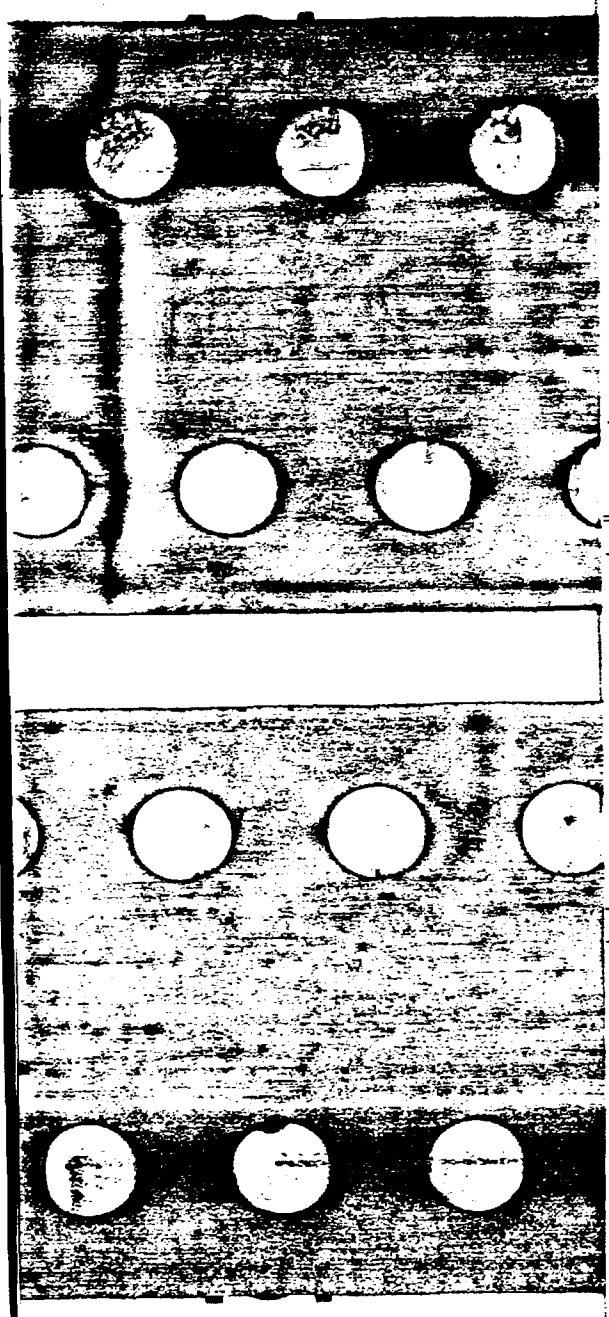
9 7 8 5 1

IDENTIFICATION REFERENCE

Dec 30 9 50 AM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

2650 12/30 0101 03CHECK 6401.00



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

RECEIVED OF _____

FOR _____

BOOK 7739 PAGE 839

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 1935000.00
CON TX 6385.50
PRFEE 0.50
WDEED 15.00
TOTAL 6401.00
CHECK 6401.00

12/30/88 01 09:52 0001 2650

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97851

IDENTIFICATION REFERENCE

DEC 30 9 50 AM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 168767