STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,036,584.00.

Affiant

Subscribed and sworn to before me, this 3rd day of May, 1989.

Notary Public

My Commission Expires: 9-11-90

This instrument prepared by:
Gullett, Sanford, Robinson & Martin
P. O. Box 2757
Third Floor
230 Fourth Avenue North
Nashville, TN 37219-0757
Box 44

Address new owner as follows:	Send Tax Bills to:	Map-Parcel Numbers
Metropolitan Federal Savings and Loan Association 230 Fourth Avenue North Nashville, TN 37219	SAME	See attached Exhibit A

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **UNITED RESIDUALS, LIMITED**, a Tennessee limited partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto **METROPOLITAN FEDERAL SAVINGS AND LOAN ASSOCIATION**, hereinafter called the Grantee, its successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows:

Land in Davidson County, Tennessee, being Units No. 3, 5, 7, 9, 11, 12, 14, 19, 24, 28, 33, 39, 55, 65, 66, 67, 69, 72, 73, 76, 77, 80, 83, 84, 102, 122, 123, 124, 126, 128, 129, 130, 131, 132, 133, 134, 135, 136, 137, 140, 142, 143, 146, 147, 149, 150, 152, 153, 154, 155, 157, 158, 159, 160, 161, 162, 163, 165, 166, and 168 of Belle Meade Highlands Condominium created under Title 66, Chapter 27, Sections 101 et seq., as amended, Tennessee Code Annotated, and as established by the Master Deed establishing Belle Meade Highlands Condominium, of record in Book 7091, page 302, Register's Office for Davidson County, Tennessee, together with the undivided percentage interests in the common elements appurtenant to said units as set forth in Exhibit A-1 of the Master Deed. Reference is hereby made to the plat of Belle Meade Highlands Condominium as set forth in Exhibit A-2 of said Master Deed for a more complete description and identification of said Units.

Being part of the same property conveyed to United Residuals, Limited, a Tennessee limited partnership by deed from Warner Park Apartments, a Tennessee limited partnership, of record in Book 6464, page 518, Register's Office for Davidson County, Tennessee.
This conveyance is made subject to:

1. 1989 taxes, a lien not yet due and payable.

2. Deed of Trust, Assignment of Rents and Security Agreement executed by United Residuals, Limited, a Tennessee limited partnership, to Glenn L. Lawrence, Trustee, dated December 31, 1984, of record in Book 6953, page 577, Register's Office for said County, to secure to Metropolitan Federal Savings and Loan Association, the sum of $5,276,500.00, payable according to the terms and conditions therein.

   Second Amendment to Loan Agreement, Promissory Note, Deed of Trust, Assignment of Rents and Security Agreement and UCC-1 Financing Statements by and between Metropolitan Federal Savings and Loan Association, United Residuals, Limited, a Tennessee limited partnership, W. Criswell Freeman and Glenn L. Lawrence, Trustee, dated November 1, 1985, of record in Book 6953, page 589, Register's Office for said County, to increase the sum of the above Deed of Trust to $7,427,801.91, and payable according to the terms and conditions therein.

   Third Amendment to Loan Agreement, Promissory Note, Deed of Trust, Assignment of Rents and Security Agreement and UCC-1 Financing Statements by and between Metropolitan Federal Savings and Loan Association, United Residuals, Limited, a Tennessee limited partnership, W. Criswell Freeman and Glenn L. Lawrence, Trustee, dated August 14, 1986, of record in Book 6953, page 595, Register's Office for said County, to increase the sum of the above Deed of Trust to $8,727,801.91, and payable according to the terms and conditions therein.

   Fourth Amendment to Loan Agreement, Promissory Note, Deed of Trust, Assignment of Rents and Security Agreement and UCC-1 Financing Statements by and between Metropolitan Federal Savings and Loan Association and United Residuals, Limited, of record in Book 7707, page 749, Register's Office for said County, to increase the sum of the above Deed of Trust to $9,327,801.91, and payable according to the terms and conditions therein.

3. Financing Statement by and between United Residuals, Limited, a Tennessee limited partnership (Debtor) and Metropolitan Federal Savings and Loan Association (Secured Party), filed under Reference No. 18365 and Book 6953, page 602, Register's Office for said County, and filed in the Secretary of State of Tennessee under Reference No. 361032.

4. Financing Statement by and between United Residuals, Limited, a Tennessee limited partnership (Debtor) and Metropolitan Federal Savings and Loan Association (Secured Party) increasing the amount of debt to $7,427,801.91, filed under Reference No. 18366 and in Book 6953, page 604, Register's Office for said County, and filed in the Office of the Secretary of State of Tennessee under Reference No. 361033.

5. Financing Statement by and between United Residuals, Limited, a Tennessee limited partnership (Debtor) and Metropolitan Federal Savings and Loan Association (Secured Party) increasing the amount of debt to $8,727,801.91, filed under Reference No. 18367 and in Book 6953, page 605, Register's Office for said County, and filed in the Office of the Secretary State of Tennessee under Reference No. 361034.

6. Sanitary sewers and/or storm drainage easement and a 10 foot temporary construction easement conveyed by deed from James M. Fischer, Jr., to Metropolitan Government of Nashville and Davidson

County, Tennessee, dated April 19, 1974, of record in Book 4816, page 427, and corrected in Book 4881, page 710, Register's Office for said County.

7. The premises herein described is a condominium apartment established pursuant to the provisions of the Tennessee Horizontal Property Act as the same is set out in Section 64-27-101, et seq., of the Tennessee Code Annotated, as amended, and is subject to the provisions of and requirements thereof; and is subject to the By-Laws for the administration thereof; also subject to easements, rights and interests in favor of other unit owners and all sewer, water, electrical, telephone and other utility easements now or hereafter established over, through, or upon the land embracing the regime and buildings thereof; and also including, all conditions, covenants, restrictions, options, burdens, and other undertakings contained in the Master Deed establishing a Horizontal Property Regime of Belle Meade Highlands Condominium of record in Book 7091, page 302, Register's Office for said County, and the By-Laws appended thereto, provided that all assessments on units of said condominium are paid current as of the date hereof.

This is improved property, known as 21 Vaughn's Gap Road (House Number) (Street)
Nashville, TN 37205
(P. O. Box) (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and it does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and it further covenants and binds itself, 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 claiming by, through or under said Grantor, but not otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS my hand this 18 day of May, 1989.

UNITED RESIDUALS, LIMITED,
a Tennessee limited partnership

By: Group Real Estate Investments, Inc.,
General Partner

By: _____

Name: W. Criswell Freeman

Title: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, W. Caswell Freeman with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker to execute this instrument on behalf of the maker.

Witness my hand, at office, this 19 day of May, 1989.

Notary Public

My Commission Expires: 5-13-90

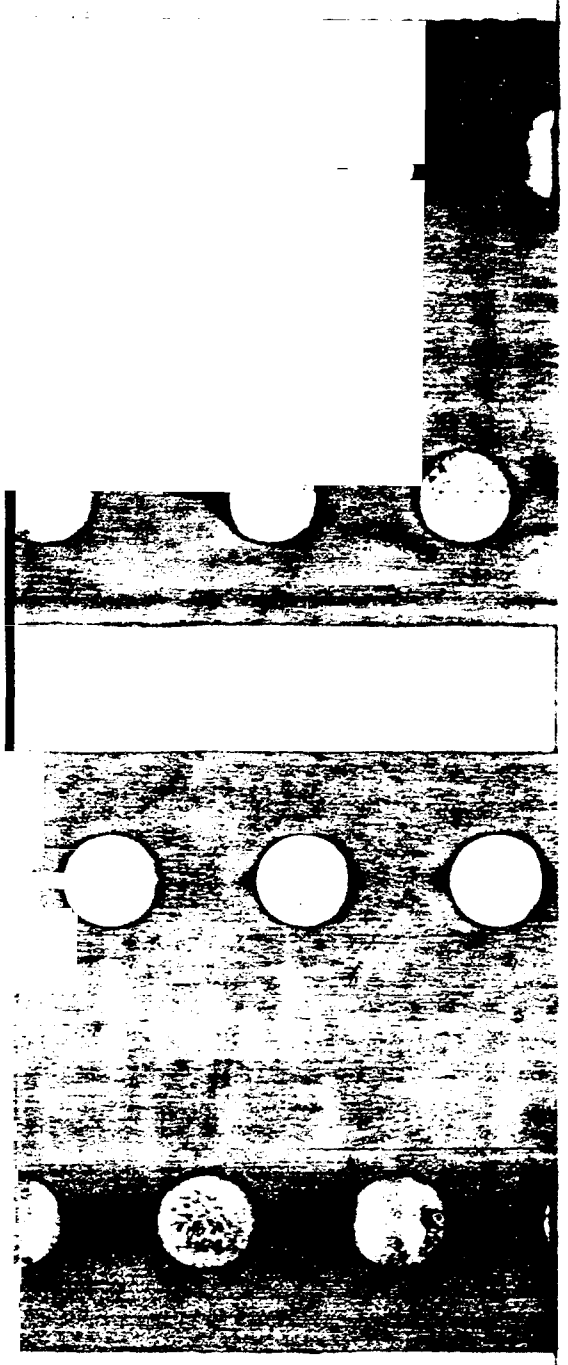
30408

May 4 2 11 PM '89

3436.28

EXHIBIT A

UNIT	MAP-PARCEL NO.	UNIT	MAP-PARCEL NO.
3	129-15-A-00300	128	129-15-A-01280
5	129-15-A-00500	129	129-15-A-01290
7	129-15-A-00700	130	129-15-A-01300
9	129-15-A-00900	131	129-15-A-01310
11	129-15-A-01100	132	129-15-A-01320
12	129-15-A-01200	133	129-15-A-01330
14	129-15-A-01400	134	129-15-A-01340
19	129-15-A-01900	135	129-15-A-01350
24	129-15-A-02400	136	129-15-A-01360
28	129-15-A-02800	137	129-15-A-01370
33	129-15-A-03300	140	129-15-A-01400
39	129-15-A-03900	142	129-15-A-01420
55	129-15-A-05500	143	129-15-A-01430
83	129-15-A-08300	146	129-15-A-01460
84	129-15-A-08400	147	129-15-A-01470
65	129-15-A-06500	149	129-15-A-01490
66	129-15-A-06600	150	129-15-A-01500
67	129-15-A-06700	152	129-15-A-01520
69	129-15-A-06900	153	129-15-A-01530
72	129-15-A-07200	154	129-15-A-01540
73	129-15-A-07300	155	129-15-A-01550
76	129-15-A-07600	157	129-15-A-01570
77	129-15-A-07700	158	129-15-A-01580
80	129-15-A-08000	159	129-15-A-01590
102	129-15-A-01020	160	129-15-A-01600
122	129-15-A-01220	161	129-15-A-01610
123	129-15-A-01230	162	129-15-A-01620
124	129-15-A-01240	163	129-15-A-01630
126	129-15-A-01260	165	129-15-A-01650
		166	129-15-A-01660
		168	129-15-A-01680



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

RECEIVED OF _____

FOR _____

BOOK 7833 PAGE 488

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 1036584.00
CON TX 3420.78
PRFEE 0.50
WDEED 15.00
TOTAL 3436.28
CHECK 3436.28

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

05/04/89 01 14:12 0001 3114

30408

IDENTIFICATION REFERENCE

MAY 4 2 11 PM '89

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 206578