Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
The Bellevue Galleries, L.P. 180 Market Place Blvd. Knoxville, TN 37922	142-24	New Owner The Bellevue Galleries, L.P. 180 Market Place Blvd. Knoxville, TN 37922

This instrument prepared by: Boult, Cummings, Conners & Berry
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, STRIKE & SPARE ASSOCIATES, LTD., a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to THE BELLEVUE GALLERIES, L.P., a Tennessee limited partnership (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

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

1. Real estate taxes for the current year which have been prorated between the parties.

2. Easement for sewer line to Harpeth Valley Utility District of record in Book 6673, page 43, Register's Office for Davidson County, Tennessee.

0766 06/01 0101 03[illegible]ECR 9084.50

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,750,000.00.

Affiant

Subscribed and sworn to before me this 1st day of June, 1989.

Notary Public
My Commission Expires: 5-8-91

3. All matters shown on the survey of Thomas & Miller dated January 13, 1988, revised February 23, 1988, revised June 2, 1988 and final revision May 26, 1989, and Surveyor's Report dated May 26, 1989.

This is improved property located in the Ninth Civil District of Davidson County, Tennessee near the southerly margin of U.S. Highway 70S.

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

IN WITNESS WHEREOF, the Grantor has executed this Deed this 1ST day of JUNE, 1989.

STRIKE & SPARE ASSOCIATES, LTD., a Tennessee limited partnership

By: _____
James S. Lattimore, Jr
General Partner

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Teresa S. Hale, Notary Public, James S. Lattimore, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a general partner of STRIKE & SPARE ASSOCIATES, LTD., a Tennessee limited partnership, and is authorized to execute this instrument on behalf of STRIKE & SPARE ASSOCIATES, LTD.

WITNESS my hand, at office, this 1st day of June, 1989.

_____
Notary Public

My Commission Expires: 9/26/92

Land being in the Ninth Civil District of Nashville, Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron pin old in the southerly margin of the Memphis Bristol Highway, also known as U.S. Highway 70S, said pin being the northwest corner of G.W. Marable (DB 2342 - page 581) and approximately 1,925 feet from the westerly right-of-way of Sawyer Brown Road.

Thence; with Marable's west line and following closely a fence the following two calls, S 43° 45' 57" W 692.95' to an iron pin old and S 74° 30' 31" W 535.67' to a concrete monument old, this being Marable's southwest corner and is in the east line of property owned by Stewart F. Kresge, Trustee (DB 5229 - page 992);

Thence; along said line, N 8° 07' 33" W 322.17' to an iron pin old, this being the south west corner of this tract and the southeast corner of land owned by M.A. Shubert, Trustee (DB 4144 - page 262);

Thence; with Shubert's east line and on with Shell Oil Company's east line; N 57° 58' 24" E 923.19' generally with the fence to the southerly margin of said Memphis-Bristol Highway, with this being the northwest corner of this tract;

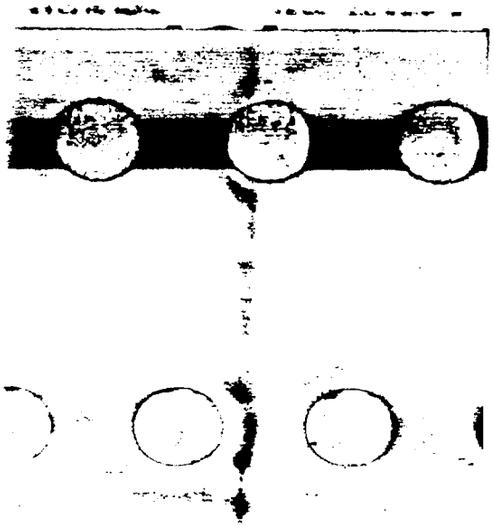
Thence; with said margin and along a curve to the left having a central angle of 7° 43' 11", a radius of 1933.86', a tangent length of 130.48', an arc length of 260.56', a chord bearing of S 56° 52' 13" E, and a chord distance of 260.36' to an iron pin old;

Thence; continuing with said margin, S 60° 38' 16" E 46.31' to the Point of Beginning and containing 9.07 acres, more or less.

Being the same property conveyed to Strike & Spare Associates, Ltd., a Tennessee limited partnership, by deed from MHC Holding & Land Corporation, formerly Homecrafters Centers, Inc., formerly Moore-Handley, Inc., a Delaware corporation of record in Book 6348, page 144, Register's Office for Davidson County, Tennessee.

JUN 1 3 53 PM '89

37626



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7854 PAGE 609

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TAX - STATE TAX CONVEY
MO TAX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CAMT
2750000.00
CON TX 9075.00
PRFEE 0.50
WDEED 9.00
TOTAL ~~9084.50~~
CHECK ~~9084.50~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/01/89 01 15:57 0001 0766



37626

JUN 1 3 53 PM '89

No. 215142