STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 4,700,000.00 .

Affiant

Subscribed and sworn to before me, this 31st day of May, 1989.

Notary Public

My Commission Expires: 9/15/92

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	148-00-012 5DU 11160

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, **HUNTING BROOK ASSOCIATES**, 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 located in Davidson County, Tennessee, and being more particularly described according to a survey prepared by Hart-Freeland-Roberts, Inc., dated May 27, 1976, revised June 5, 1980, February 3, 1981, and September 28, 1982, as follows:

BEGINNING at a point in the North boundary line of Haywood Acres Subdivision, Section Four, as of record in Book 2900, page 93, Register's Office, Davidson County, Tennessee; said point being in the Northerly margin of Lot 116, owner of record being Ralph L. Peebles, et ux; thence North 2 deg. 29 min. East, a distance of 385.02 feet to a point; thence North 87 deg. 31 min. West, a distance of 77.55 feet to a point; thence North 16 deg. 28 min. 23 sec. West, a distance of 575.93 feet to an iron pin in the South margin of Linbar Drive, said point being in a curve having a radius of 368.82 feet; thence with the arc of said curve, to the right a distance of 514.33 feet to the end of said curve; thence South 30 deg. 09 min. East, a distance of 598.61 feet along the Southerly margin of said Drive to a point; thence North 88 deg. 45 min. 12 sec. West, a distance of 117.40 feet to a corner post; thence South 0 deg. 56 min. 20 sec. West, a distance of 174.19

feet to a corner post; thence South 81 deg. 51 min. 01 sec. West, a distance of 41.47 feet to a corner post; thence South 5 deg. 50 min. 34 sec. West, a distance of 207.26 feet to a corner post, said point being in the Easterly margin of a 50 foot roadway (East Ridge Drive); thence North 79 deg. 08 min. 59 sec. West, a distance of 295.29 feet to a point, said point being in the Easterly property line of Lot 116, Haywood Acres Subdivision, Section Four; Thence North 9 deg. 29 min. 01 sec. East, a distance of 51.10 feet to a point, said point being in the Northeast corner of Lot 116, Haywood Acres Subdivision, Section Four; thence North 74 deg. 35 min. 02 sec. West, a distance of 60.61 feet to the point of beginning, containing 9.76 acres, more or less.

Being the same property conveyed to Hunting Brook Associates, a Tennessee limited partnership, by deed from Leonard H. Armistead, III, Trustee with full power to sell, mortgage, transfer or convey without the joinder of any beneficiary, of record in Book 6416, page 90, Register's Office for said County.

This conveyance is made subject to:

1. Lien for 1989 taxes, a lien not yet due and payable, which have been prorated and assumed by Grantee.

2. Deed of trust executed by Hunting Brook Associates, a Tennessee limited partnership, to Glenn L. Lawrence, Trustee, of record in Book 6416, page 95, Register's Office for said County, dated October 31, 1984, to secure to Metropolitan Federal Savings and Loan Association, an indebtedness in the amount of $2,100,000.00.

3. Collateral Assignment of Rents and Leases by and between Hunting Brook Associates, a Tennessee limited partnership and Metropolitan Federal Savings and Loan Association, dated October 31, 1984, of record in Book 6416, page 106, said Register's Office.

4. Financing Statement filed under the Uniform Commercial Code by Hunting Brook Associates, a Tennessee limited partnership, as Debtor to Metropolitan Federal Savings and Loan Association as Secured Party in the Office of the Secretary of State of the State of Tennessee under No. 206704 and in the Office of the Register of Davidson County, Tennessee in Book 6416, page 113.

5. Deed of trust executed by Hunting Brook Associates, a Tennessee limited partnership, to John B. Hardcastle, Trustee, of record in Book 6827, page 885, Register's Office for said County, dated April 11, 1986, to secure to Nashville City Bank and Trust Company, an indebtedness in the amount of $2,915,000.00.

6. Deed of trust executed by Hunting Brook Associates, a Tennessee limited partnership, to Glenn L. Lawrence, Trustee, of record in Book 7532, page 147, Register's Office for said County, dated April 26, 1988, to secure to Metropolitan Federal Savings and Loan Association and Union Financial Corporation, an indebtedness in the amount of $380,571.68.

7. Terms and provisions of Lease Agreement between Hunting Brook Apartments and Home Coin Laundries, of record in Book 4940, page 586, said Register's Office.

8. A 20 foot permanent easement and a 10 foot temporary construction easement for purposes of sanitary sewers and/or storm drainage improvements granted Metropolitan Government of Nashville and Davidson County, Tennessee, by agreement executed by Deffet Tennessee Partners, Ltd., of record in Book 4665, page 17, said Register's Office.

9. Matters shown on a survey of Hart-Freeland and Roberts, Inc., Job No. 4061, dated January 14, 1972, and as shown on survey dated May 27, 1976, revised June 5, 1980, February 3, 1981 and September 28, 1982, as Job No. 4469, said surveys showing a certain eighteen inch and 8 inch sewer line crossing the northerly part of the subject property, and a 20 foot sewer easement depicted as lying generally along the existing creek, as shown on the revision of the foregoing survey, dated June 1, 1972, and as shown on survey dated May 27, 1976, revised June 5, 1980, February 3, 1981 and September 28, 1982.

10. The survey of the premises made by Hart-Freeland-Roberts, Inc., dated May 27, 1976, revised June 5, 1980, and February 3, 1981, and further revised September 28, 1982, shows the parking lot serving the premises encroaches on the adjoining property along the westerly property line.

11. Rights or claims of tenants in possession.

This is improved property, located at 5101 Linbar Drive, Nashville, Tennessee, 37211.

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 31st day of May, 1989.

3897.9

IDENTIFICATION

JUN 6 1 50 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

HUNTING BROOK ASSOCIATES,
a Tennessee limited partnership

By: Freeman Webb Investments, Inc.,
a Tennessee corporation

By: _____
William H. Freeman, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

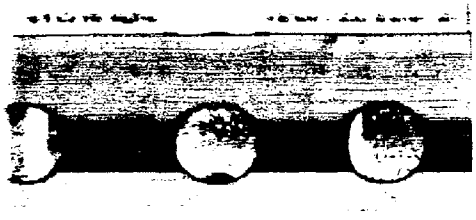
Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **William H. Freeman**, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is **President** 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.

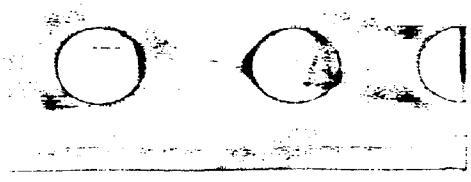
Witness my hand, at office, this 31st day of May, 1989.

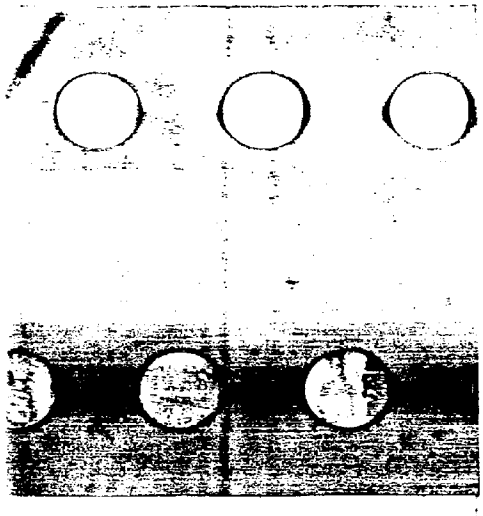
_____
Notary Public

My Commission Expires: 4-28-91

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE







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

RECEIVED OF _____

FOR _____

BOOK 7858 PAGE 415

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
4700000.00
CON TX 15510.00
PRFEE 0.50
RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK MISC 9.00
TOTAL 15519.50
CHECK 15519.50

06/06/89 01 13:51 0001 2381

3897.9

IDENTIFICATION REFERENCE

JUN 6 1 50 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 216740