1
Box 37
CSS

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Proud Repurchasers, L.P. 2205 State Street Nashville, TN 37203	same	Map 95-9 Parcel 5

This instrument prepared by: Boult, Cummings, Conners & Berry (CSS)
P.O. Box 198062, Nashville, Tennessee 37219

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, DONELSON HILLS INVESTMENTS, a Tennessee general partnership composed of Stephen A. Cobb and wife, Nancy L. Hendrix; Keith M. Lundin; Myron Lundin; William B. Cobb, and wife, Lynne Cobb; and William Schaffner ("Grantor"), has bargained and sold, and hereby transfers and conveys to Proud Repurchasers, L.P. ("Grantee"), its successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

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

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to, and the warranties contained herein shall not apply to the following:

1. Real estate taxes for 1988 and 1989.

2. Unrecorded residential leases with a term of less than one (1) year.

3. Deed of Trust of record in Book 5944, page 645, as modified by instrument of record in Book 6033, page 943, as assigned by instrument of record in Book 7007, page 1, Register's Office for Davidson County, Tennessee.

4. Easements to Metropolitan Government of Nashville and Davidson County, of record in Book 6369, page 509 said Register's Office.

Grantor covenants with 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 Grantor has not otherwise encumbered the Property except as stated herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons.

[Signatures contained on the following page.]

765 82
IDENTIF. TREFERENCE
OCT 25 3 53 PM '89
FELIX Z. WILSON REGISTER
DAVIDSON COUNTY TN.

Executed this 24th day of October, 1989.

DONELSON HILLS INVESTMENTS,
a Tennessee general partnership

By: Stephen A. Cobb
Stephen A. Cobb

This is improved property, commonly known as the Donelson Hills Apartments.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 430,578.77 .

W.H. Green
Affiant

Subscribed and sworn to before me this 24th day of October, 1989.

Deborah L Ware
Notary Public
My Commission Expires: 1/23/93

STATE OF TENNESSEE

COUNTY OF DAvidson

Personally appeared before me, Vicky S. Lundy, Notary Public, Stephen A. Cobb, 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 a general partner of Donelson Hills Investments, a general partnership, and is authorized to execute this instrument on behalf of Donelson Hills Investments.

WITNESS my hand, at office, this 23rd day of October, 1989.

Vicky S Lundy
Notary Public

My Commission Expires: 10/22/90

WP:CSSDONDEED

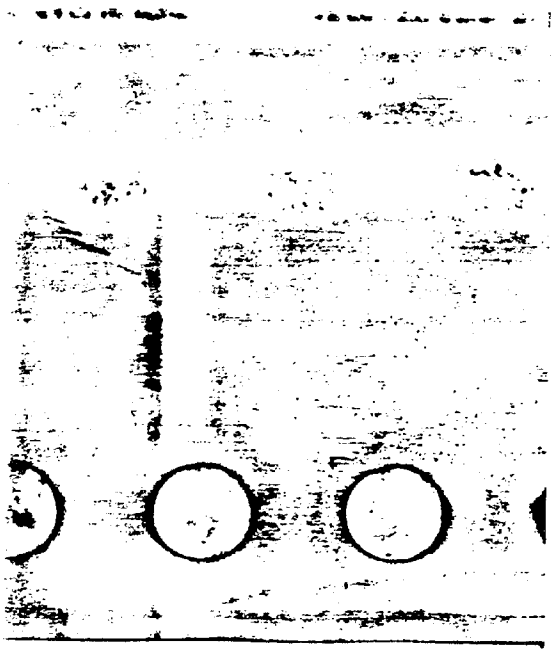
EXHIBIT A

Being a tract of land in the 3rd Civil District (formerly the 15th) of Davidson County, Tennessee, being a part of Lot 3 of the Subdivision of the Old Corley Lands, of record in Minute Book "Y," Page 279, County Court Clerk's Office for Davidson County, Tennessee, being formerly known as the Carioca Apartments, and being presently known as the Donelson Hills Apartments.

SAID tract begins at an iron pin at the intersection of the northwesterly right-of-way line of Lebanon Road and the westerly right-of-way line of Omohundro Drive; thence with the northwesterly right-of-way line of Lebanon Road and a curve to the left with a radius of 989.85 feet a distance of 199.34 feet to an iron pin by others on said line; thence N 33° W. 644.96 feet with L. M. McIntire's northeasterly line to an iron pin just past a fence and by some others; thence to the left of said fence approximately parallel to it S 87° 53' E. 417.53 feet with the southerly boundary of Foxwood Subdivision of record in Book 2900, Page 24, R.O.D.C., to an iron pin; thence with the line of Minnie and Odene Foster S 3° 21' W. 77 feet to an iron pin and S 87° 53' E. 165 feet to an iron pin on the westerly right-of-way line of Omohundro Drive; thence with said right-of-way line S 8° 36' W. 349.93 feet to the point of beginning, and containing 4.03 acres, more or less.

Being the property conveyed to Donelson Hills Investments by Deed of Record in Book 6046, Page 572, Register's Office for Davidson County, Tennessee.

8790 10/25 0101 03CHECK 1430.98



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

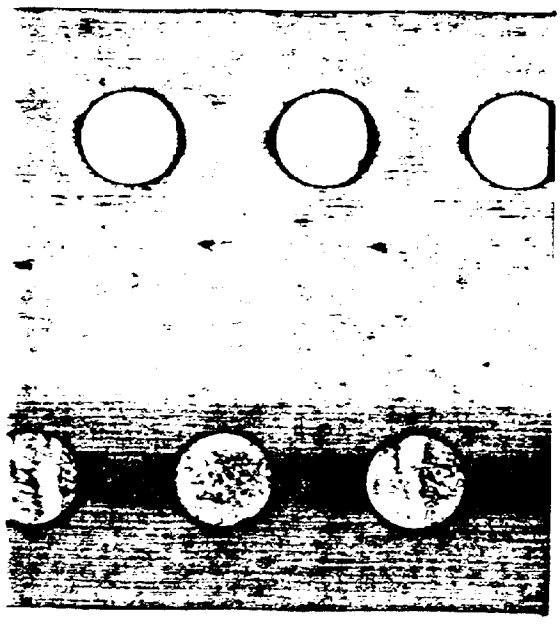
RECEIVED OF _____

FOR _____

BOOK 7967 PAGE 911

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 430578.77
CON TX 1420.98
PRFEE 1.00
WDEED 9.00
TOTAL 1430.98
CHECK 1430.98

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/25/89 01 15:55 0001 8790

76582

IDENTIF. REFERENCE

OCT 25 3 53 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 268993