FILE BOX 61

~~PREPARED BY &~~ RETURN TO:
WALT, DYER & JAMES, ATTYS.
ONE BURTON HILLS BLVD., SUITE 130
NASHVILLE, TN 37215

WARRANTY DEED

FROM: Burton Hills Properties, a Kentucky general partnership

TO: Samuel W. Downing, IV

BOOK 8247 PAGE 738

Address New Owner(s) As Follows	Send Tax Bills To:	Map/Parcel
707 Arkland Place Nashville, Tennessee 37215	Owner	131-6-0-6 707 CO

This instrument prepared by: DEARBORN & EWING, Attorneys, Suite 1200, One Commerce Place, Nashville, Tennessee 37239

STATE OF KENTUCKY)
COUNTY OF JEFFERSON)

5439 12/03 0101 03CHECK 353.57

The actual consideration or value, whichever is greater, for this transfer is $ 102,900.00 .

Affiant

Subscribed and sworn to before me, this the 28th day of November, 1990.

Notary Public

My Commission Expires: 9/5/91

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), the receipt of which is hereby acknowledged, Burton Hills Properties, a Kentucky general partnership, herein called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto Samuel W. Downing, IV, hereinafter called "Grantee", (whether one or more persons or entities), Grantee's heirs, personal representatives, successors and assigns, certain real estate in Davidson County, Tennessee, as follows:

Unit 707 of Burton Hills, Village of Ashlawn, A Condominium, created under Title 66, Chapter 27, Sections 101, et seq., as amended, Tennessee Code Annotated, and as established by a Master Deed, of record in Book 7076, Page 696, Register's Office for Davidson County, Tennessee, together with the undivided percentage interest in the Common Elements appurtenant to said Unit as set forth in Exhibit C of said Master Deed. Reference is hereby made to the Plat of Burton Hills, Village of Ashlawn, A Condominium, as set forth in Exhibit B of said Master Deed for a more complete identification and description of such Unit.

Being part of the same property conveyed to Burton Hills Properties, a Kentucky general partnership, by Special Warranty Deed from David Lipscomb College, a Tennessee not-for-profit corporation, of record in Book 6326, Page 580 said Register's Office.

76446

IDENTIF. TREFERENCE

DEC 3 10 56 AM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

The above property is conveyed subject to the exceptions listed on Exhibit A attached hereto and incorporated herein by reference.

This is improved property known as 707 Arkland Place, Nashville, Tennessee 37215.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the Grantee, Grantee's heirs, personal representatives, successors and assigns, forever. Grantor covenants that it is the lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is free and clear of all encumbrances except those exceptions listed in Exhibit A attached hereto.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to Grantee, Grantee's heirs, personal representatives, successors and assigns, against the lawful claims of all persons.

IT WITNESS WHEREOF, the parties have executed this instrument on the 28th day of November, 1990.

BURTON HILLS PROPERTIES, a
Kentucky general partnership

BY: STM BURTON DEVELOPERS, a
Kentucky general partnership,
General Partner

BY: A. Thomas Sturgeon

TITLE: Partner

BY: BURTON CAPITAL CORPORATION,
General Partner

BY: J. Louis Stark, Jr.

TITLE: President

"GRANTOR"

STATE OF KENTUCKY)
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared A. Thomas Sturgeon, Jr. with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the Partner of STM Burton Developers, a general partner of Burton Hills Properties, a Kentucky general partnership, the within named bargainor, and the he as such Partner of STM Burton Developers being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by STM Burton Developers.

Witness my hand and seal, in Louisville, Kentucky, this the 28th day of November, 1990.

Dana M. Rock
NOTARY PUBLIC

My Commission Expires: 11-20-93

DANA M. ROCK NOTARY PUBLIC STATE AT LARGE, KY.

STATE OF KENTUCKY)
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared P. Harris Shockley Jr. with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the President of Burton Capital Corporation, a general partner of Burton Hills Properties, a Kentucky general partnership, the within named bargainor, and he as such President of Burton Capital Corporation being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by Burton Capital Corporation.

Witness my hand and seal, in Louisville, Kentucky, this the 29th day of November, 1990.

Laurence J. Kelley
NOTARY PUBLIC

My Commission Expires: 2-15-94

EXHIBIT A

EXCEPTIONS TO TITLE

1. 1990 Metropolitan Government taxes not yet due and payable.

2. Declaration of Restrictions of record in Book 6326, Page 588, said Register's Office.

3. Charter of Burton Hills Homeowners Association, Inc. dated March 5, 1985, of record in Book 6517, Page 505, as amended in Book 6921, Page 216, said Register's Office.

4. Charter of Burton Hills Recreational Association, Inc., dated March 5, 1985, of record in Book 6517, Page 511, as amended in Book 6921, Page 214, said Register's Office.

5. Charter of Burton Hills, Village of Ashlawn Council, Inc., dated March 3, 1987, of record in Book 7154, Page 239, said Register's Office.

6. Declaration of Covenants, Conditions and Restrictions of record in Book 6517, Page 522, as amended in Book 6691, Page 593, Book 6778, Page 532, Book 6778, Page 536, Book 6911, Page 120, Book 7046, Page 520, and in Book 7076, Page 691, said Register's Office.

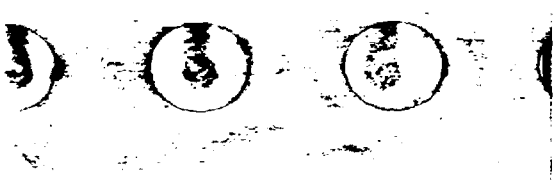
7. Agreement by and between Burton Hills Properties, a general partnership, and the Nashville and Davidson County Metropolitan Planning Commission, dated December 14, 1984, of record in Book 6470, Page 383, said Register's Office.

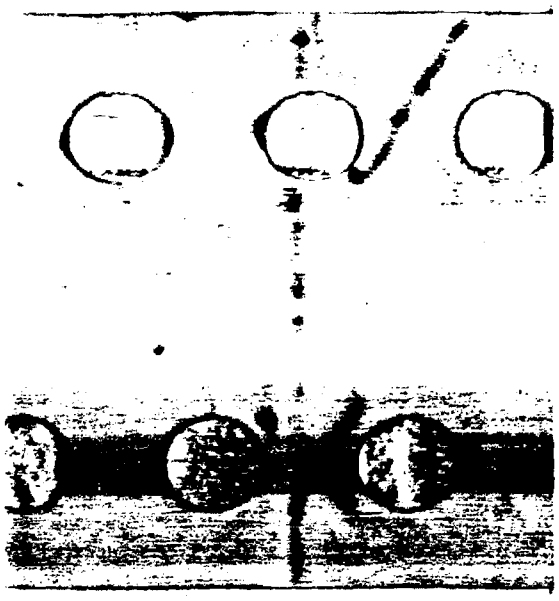
8. Agreement by and between Burton Hills Properties, a general partnership, and the Nashville and Davidson County Metropolitan Planning Commission, dated August 12, 1985, of record in Book 6655, Page 47, said Register's Office.

9. All matters as shown on the Plat of record in Book 6250, Page 978, said Register's Office.

10. Master Deed, By-Laws, and Plat of Burton Hills, Village of Ashlawn, A Condominium, of record in Book 7076, Page 696, said Register's Office.







OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8247 PAGE 742

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
102900.00
CON TX 339.57
PRFEE 1.00
WDEED 6.00
~~TOTAL 346.57~~
~~CHECK 346.57~~
12/03/90 01 10:55 0001 5439

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7 6 4 4 6.

IDENTIF. TREFERENCE

DEC 3 10 56 AM '90

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

VOID
WDEED 6.00
WDEED 12.00
~~TOTAL 18.00~~
~~CHECK 18.00~~
12/03/90 01 10:56 0001 5440

TOTAL 352.57

No. 377918