FORM NO. WD-1

BOOK 8297 PAGE 433

STATE OF TENNESSEE
COUNTY OF Williamson

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 76,000.00

Lynn Babcock
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 13th DAY OF February, 19 91

Patricia Spicer Carden
Notary Public

MY COMMISSION EXPIRES 7-13-91
(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY
PATRICIA SPICER CARDEN, ATTORNEY
101 Westpark Drive, Suite 220, Brentwood, TN 37027

ADDRESS NEW OWNER (S) AS FOLLOWS	SEND TAX BILLS TO /and Mortgagee is:	MAP-PARCEL NUMBERS
Gary S. Babcock, et ux (NAME)	Sovran Mortgage Corporation (NAME)	06DU82724
221 Highland Villa Cr. (STREET ADDRESS OR ROUTE NUMBER)	201 East Cary Street (STREET ADDRESS)	161-14-0-8-221-
Nashville, TN (CITY) (STATE) (P O ZIP)	Richmond, VA 23219 (CITY) (STATE) (ZIP)	00CO

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, Highland Group, Ltd.

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO Gary S. Babcock and wife, Lynn J. Babcock

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT

A certain condominium apartment in Davidson County, Tennessee, being Unit No. 221 on the plan of condominium site of Highland Villa Condominiums, its Horizontal Property Regime having been established by the Master Deed, of record in Book 7278, page 312 amended in Book 7347, page 717; Book 7352, page 630; Book 7467, page 850; Book 7470, page 153 and in Book 7600, page 361; Book 8090, page 537; Book 8131, page 95; Book 8173, page 84; Book 8199, page 149, Register's Office for said County, to which plan and record thereof are incorporated herein and made a part hereof by reference.

Being the same property conveyed to Highland Group, Ltd., a Tennessee Limited Partnership by deed from Resolution Trust Corporation, Conservator for Unifirst Bank for Savings, a Federal Savings and Loan Association, of record in Book 8127, page 326, said Register's Office.

This conveyance is made subject to Master Deed and By-Laws, which contain restrictive covenants, liens and other matters of record in Book 7278, page 312; Book 7347, page 717; Book 7352, page 630; Book 7467, page 850; Book 7470, page 153; Book 7600, page 361; Book 8090, page 537; Book 8131, page 95, Book 8173, page 84; Book 8199, page 149, all in the Register's Office for said County.

This is unimproved ( ) improved (X) property, known as 221 Highland Villa Circle (House Number) (Street) (P O. Address) Nashville, TN (City or Town) (Postal Zip)

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever, and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out, and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. 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 hand this 13th day of February, 19 91

Highland Group, Ltd.

BY: W.L. Bainbridge

INDIVIDUAL ACKNOWLEDGEMENT

State of Tenneesee

County of _____

BOOK 8297 PAGE 434

Personally appeared before me, _____, a Notary Public of said county, _____

the within named bargainor(s), with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that _____ executed the within instrument for the purpose therein contained.

WITNESS my hand, at office, this _____ day of _____, 19_____.

_____
NOTARY PUBLIC

My commission expires:

_____

CORPORATE ACKNOWLEDGEMENT

State of _____

County of _____

Before me, _____ of the state and county aforesaid, personally appeared _____, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of the _____, the within named bargainor, a corporation, and that he as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as _____.

WITNESS my hand and seal, at office in _____, this _____ day of _____, 19_____.

_____
NOTARY PUBLIC

My commission expires:

_____

ELIK Z. WILSON, REGISTER
DAVIDSON COUNTY, TENN.
FEB 22 3 35 PM '91

IDENTIF. REFERENCE

946443

8963 02/22 0101 03CHECK 257.80

WARRANTY DEED

FROM

Highland Group, Ltd.

TO

Gary S. Babcock and wife,

Lynn J. Babcock

221 Highland Villa Cr.

Nashville, TN

PATRICIA SPICER CARDEN
Attorney At Law
101 Westpark Drive Suite 220
Brentwood, Tennessee 37027

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared W.L. Bainbridge, III, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be President of W. L. Bainbridge, Inc., a corporation, the General Partner of Highland Group, Ltd., a Tennessee Limited Partnership, the within named bargainor, a partnership, and that he as such President, being authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

Witness my hand and official seal at office, this 13th day of Feb., 1991.

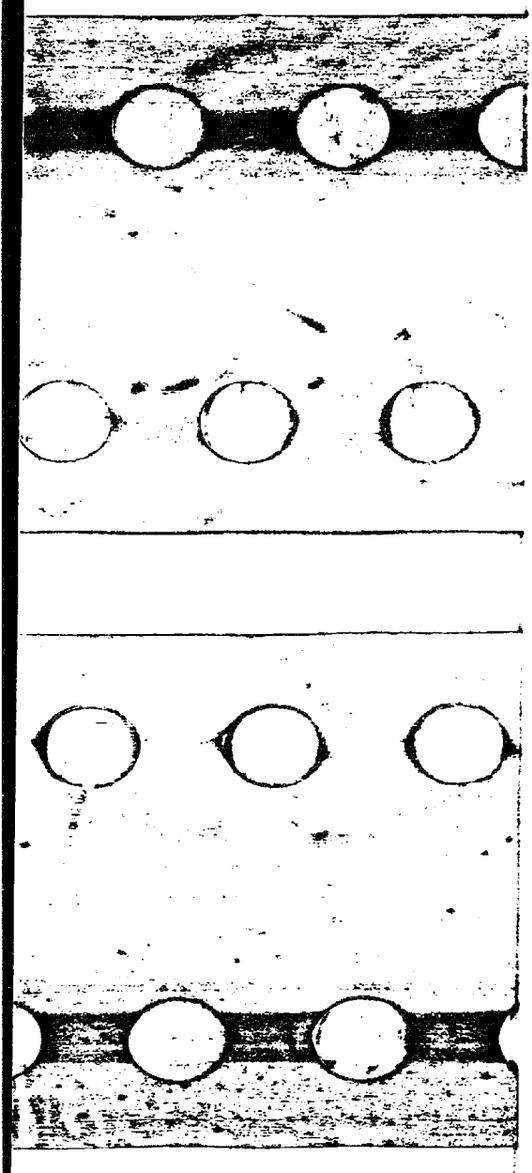
NOTARY PUBLIC
LARGE
TENN.

Patricia Spicer Carden
Notary Public

My commission expires: 7-13-91

OFFICIAL RECEIPT

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



RECEIVED OF _____

FOR _____

BOOK 8297 PAGE 435

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 76000.00
CON TX 250.80
PRFEE 1.00
~~MTGTX~~ ~~6.00~~
~~TOTAL~~ ~~257.80~~
CHECK 257.80

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02/22/91 01 15:35 0001 8963

94643

IDENTIF. REFERENCE

FEB 22 3 35 PM '91

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. 399219