This instrument prepared by:
James S. Goldberg
Goldberg & Simpson PSC
2800 First National Twr.
Louisville, Kentucky 40202

Address New Owner (s)
Burton Capital Corporation
900 West Broadway
Louisville, Kentucky 40202
Attention: P. Norris Shockley, Jr.

Send Tax Bills To:
Same

Map: 131-6F-322
Parcel: 7DA93487

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 considerations, the receipt of which is hereby acknowledged, STM 322 Nashville Partnership, (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to Burton Capital Corporation, (the "Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, as follows:

Unit 322, of Burton Hills , Village of Boxmere, Phase I, 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 6666, page 749, as amended by Amendment of record in Book 6824, page 308, 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 Boxmere, Phase I, A Condominium, set forth in Exhibit B of said Master Deed for a more complete identification and description of such Unit.

Being the same property conveyed to STM 322 Nashville Partnership, by Warranty Deed from Burton Hills Properties, a Kentucky general partnership, of record in Book 6906, page 186 said Register's Office.

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 322 Boxmere Place, Nashville, Tennessee 37215.

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

AND Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, 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 said Grantee, its successors and assigns against the lawful claims of all persons.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $90,000.00.

Subscribed and sworn to before me, this 27th day of February, 1991.

P. Norris Shockley, Jr.
Affiant

Robert M. Watson
Notary Public

My Commission expires: 9/24/94
(Affix Seal)

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

IN WITNESS WHEREOF, Grantor has executed this instrument on this 27th day of February, 1991.

STM 322 NASHVILLE PARTNERSHIP

STURGEON MASTER LIMITED PARTNERSHIP

A. THOMAS STURGEON, JR.
GENERAL PARTNER

JAMES H. THORNTON

ROBERT H. MARRETT

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public in and for said county and State, personally appeared A. Thomas Sturgeon, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Managing Partner of the Sturgeon Master Limited Partnership, a general partner of STM 322 Nashville Partnership, the within named bargainor, a Kentucky general partnership, and that he as such partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as A. Thomas Sturgeon, Jr.

Witness my hand and seal, at offices in Louisville, Kentucky, this 27th day of February, 1991.

Notary Public

My Commission expires 11-30-91

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public in and for said county and State, personally appeared James H. Thornton, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a general partner of STM 322 Nashville Partnership, the within named bargainor, a Kentucky general partnership, and that he as such partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as James H. Thornton.

Witness my hand and seal, at offices in Louisville, Kentucky, this 27th day of February, 1991.

Notary Public

My Commission expires 11-30-91

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

Before me, the undersigned, a Notary Public in and for said county and State, personally appeared Robert H. Marrett, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a general partner of STM 322 Nashville Partnership, the within named bargainor, a Kentucky general partnership, and that he as such partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as Robert H. Marrett.

Witness my hand and seal, at offices in Louisville, Kentucky, this 27th day of February, 1991.

Notary Public

My Commission expires 1-30-91

EXHIBIT A

BOOK 8300 PAGE 598

EXCEPTIONS

1. 1991 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, said Register's Office.

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

5. Charter of Burton Hills Village of Boxmere, Phase I Council, Inc., dated August 16, 1985, of record in Book 6665, page 6, 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, and in Book 6778, page 536, 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 Burton Hills of record in Book 6250, page 284, revised by Plat of record in Book 6250, page 649, said Register's Office.

10. Master Deed, By-Laws and Plat of Burton Hills, Village of Boxmere, Phase I, A Condominium, of record in Book 6666, page 749, as amended by Amendment of record in Book 6824, page 308, said Register's Office.

95817

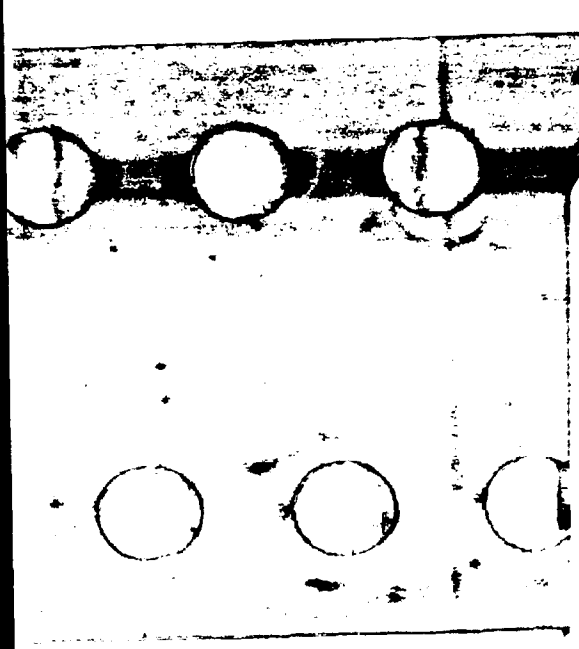
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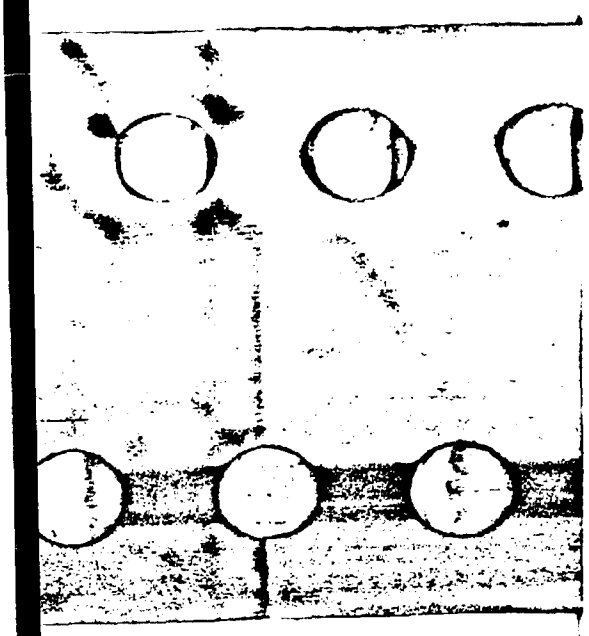
FEB 28 11 09 AM '91

FELIX A. ... DAVIDSON COUNTY TN.

PICK-UP

0340 02/28 0101 03CHECK 310.00





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8300 PAGE 599

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	90000.00
CON TX	297.00
PRFEE	1.00
WDEED	12.00
TOTAL	310.00
CHECK	310.00

02/28/91 01 11:11 0001 0340

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

95817.

IDENTIF. TREFERENCE

FEB 28 11 09 AM '91

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY TN.

No. 400576