This instrument prepared by:
O'HARE, SHERRARD & ROE
424 Church Street, Suite 2000
Nashville, Tennessee 37219

BOOK 8358 PAGE 692
4927 05/23 0101 03CHECK 1962.34

QUITCLAIM DEED

Address New Owner(s) as follows:	Send Tax Bills To:	Map/Parcel Numbers
Blakemore Associates, a partnership composed of George Gianikas and Bailey Heflin, Jr. 309 White Bridge Road Nashville, TN 37205	Same	Map 104-8 Parcels 131, 132, 133, 134, 135 & 136

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Blakemore Associates, a Tennessee general partnership composed of James A. Webb, III, William H. Freeman, and George Gianikas (hereinafter referred to as the "Grantor")hereby quitclaims, transfers and conveys unto Blakemore Associates, a Tennessee general partnership composed of George Gianikas and Bailey Heflin, Jr. (hereinafter referred to as "Grantee"), and to the Grantee's successors and assigns, all of Grantor's right, title and interest in certain real estate in Davidson County, Tennessee, more particularly described on Exhibit "A" attached hereto and incorporated herein by this reference.

WITNESS my hand this 5 day of October, 1989.

BLAKEMORE ASSOCIATES, a Tennessee general partnership

By: _____
James A. Webb, III

By: _____
William H. Freeman

By: _____
George Gianikas

1 6 7 3 6.

IDENTIFICATION REFERENCE

MAY 23 3 58 PM '91

PICK-UP

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

BOOK 8358 PAGE 603

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James A. Webb, III, William H. Freeman, and George Gianikas, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged that they are the general partners of Blakemore Associates, a Tennessee general partnership, the within named bargainor, and that they being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this 5 day of October, 1989.

Rita McQuerry
Notary Public

My Commission Expires:
2-27-93

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $589,833.60.

Affiant

Subscribed and sworn to before me, this the 5 day of October, 1989.

Rita McQuerry
Notary Public

My Commission Expires:
2-27-93

EXHIBIT "A"

TRACT I:

Land in Davidson County, Tennessee, being Lot No. 129 and 7 1/2 feet of the easterly side of Lot No. 128 on the Revised Plan of part of University Place, of record in Book 332, page 145, Register's Office for said County, described as follows:

Beginning at the northwest corner of Blakemore Avenue and 19th Avenue South, formerly Everett Street, being the southeast corner of said Lot No. 129; thence with the northerly margin of Blakemore Avenue, westerly 57 1/2 feet, more or less, to a point 7 1/2 feet westerly from the corner of Lots Nos. 128 and 129; thence northerly parallel with and 7 1/2 feet westerly from the line between said two lots, 140 feet to the southerly margin of an alley; thence with the southerly margin of said alley, easterly 64 1/2 feet, more or less, to the westerly margin of said Avenue, southerly 140 feet, more or less, to the beginning.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.

TRACT II:

Land in Davidson County, Tennessee, being the easterly 20 feet of Lot No. 127 and westerly 42 1/2 feet of Lot No. 128, on the Revised Plan of part of University Place, of record in Book 332, page 145, said Register's Office. Said parts of Lots Nos. 127 and 128 front together 62 1/2 feet on the northerly side of Blakemore Avenue and run back between parallel lines 140 feet to an alley.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.

TRACT III:

Land in Davidson County, Tennessee, being the easterly 30 feet of Lot No. 126 and the westerly 30 feet of Lot No. 127, on the Revised Plan of part of University Place, of record in Book 332, page 145, said Register's Office for said County. Said parts of Lots adjoin and front together 60 feet on the northerly side of Blakemore Avenue and run back between parallel lines 140 feet to an alley.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.

TRACT IV:

Land in Davidson County, Tennessee, being the easter 25 feet of Lot No. 123, all of Lots Nos. 124, 125 and the westerly 20 feet of Lot No. 126, on the Revised Plan of part of University Place, a subdivision of land formerly owned by the American Baptist Home Mission Society, of record in Book 332, page 145, Register's Office for said County.

Said easterly 25 feet of Lot No. 123 fronts 25 feet on the northerly side of Blakemore Avenue and runs back between parallel lines 140 feet to an alley. Said Lot No. 123 is the same as the east 37 feet of Lot No. 123 and the west 13 feet of Lot No. 124 on the original plan of record in Book 332, page 12, said Register's Office.

Said Lots Nos. 124 and 125 on said Revised Plan of part of University Plan each front 50 feet on the northerly side of Blakemore Avenue and run back between parallel lines 140 feet to an alley.

Said westerly 20 feet on Lot No. 126 on said Revised Plan fronts 20 feet more or less on the northerly side of Blakemore Avenue and runs back between parallel lines 140 feet to an alley.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.

TRACT V:

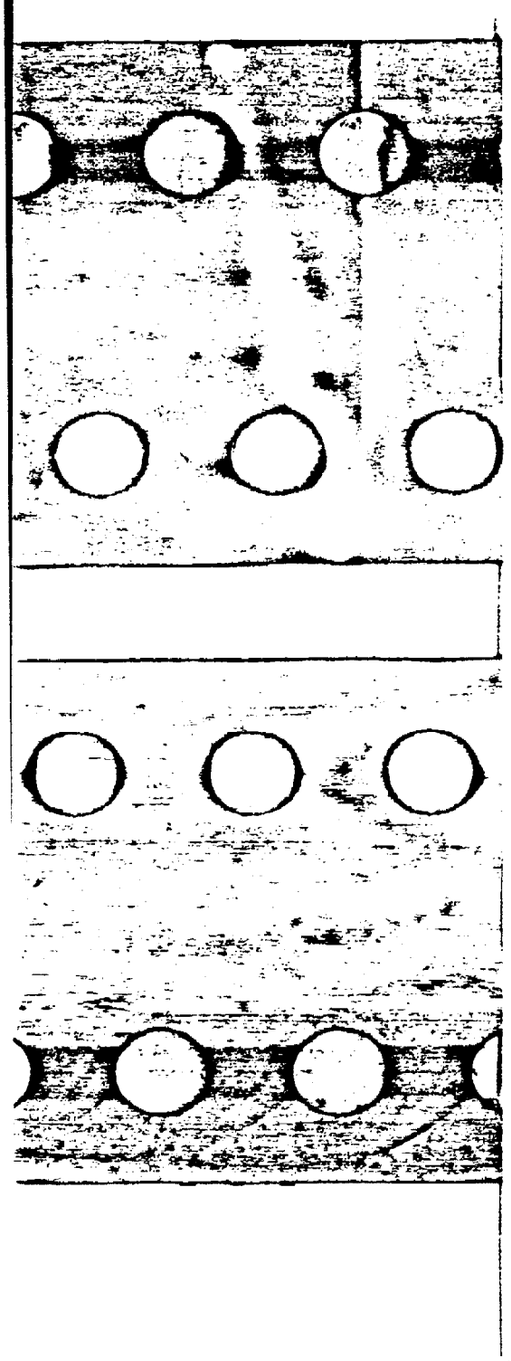
Land in Davidson County, Tennessee, being Lot No. 122 and the westerly one-half of Lot No. 123 on the Revised Plan f part of University Place, of record in Book 332, page 145, Register's Office for said County. Said Lot No. 122 and part of Lot No. 123 front together 75 feet on the northerly side of Blakemore Avenue and run back between parallel lines 140 feet to an alley.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.

TRACT VI:

Land in Davidson County, Tennessee, being Lot No. 121 and the easterly 5 feet of Lot No. 120 on the Revised Plan of part of University Place, being a resubdivision of the land formerly owned by American Baptist Home Mission Society, of record in Book 332, page 145, Register's Office for said County. Said lot and part of lot adjoin and front together 57 feet on the northerly side of Blakemore Avenue and run back between parallel lines 140 feet to an alley.

It being a part of the same property conveyed to Blakemore Associates, a Tennessee general partnership, composed of James A. Webb, III, William H. Freeman and George Gianikas by deed from Oakley S. Ray and wife, Kathleen W. Ray, of record in Book 7040, page 900, Register's Office for Davidson County, Tennessee.



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 8358 PAGE 607

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TAX - STATE TAX CONVEY
MO TAX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CAMT
589833.60
CON TX 1946.34
PRFEE 1.00
WDEED 15.00
TOTAL 1962.34
CHECK 1962.34

05/23/91 01 16:01 0001 4927

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 6. 7. 3. 6.

IDENTIFICATION REFERENCE

MAY 23 3 58 PM '91

FELIX Z WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 424499