FILE NO. 29703 FILE BOX "7"

BOOK 8541 PAGE 498

WARRANTY DEED

FROM: Burton Capital Corporation,
a Kentucky Corporation

TO: Thomas M. Carnell and wife, Virginia B. Carnell

Address New Owner(s) as follows:	Send Tax Bills to:	Map/Parcel
THOMAS M. CARNELL et ux 4141 Woodlawn Drive, #7 Nashville, Tennessee 37205	S A M E	131-6-C-14 7DA 91568

This instrument prepared by: SATURN & MAZER, Attorneys, 212 Third Avenue, North, Nashville, Tennessee 37201

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $42,000.00.

Affiant

Subscribed and sworn to before me, this the 31st day of January, 19 92

Notary Public

My Commission Expires: 1-22-95

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), the receipt of which is hereby acknowledged, Burton Capital Corporation, a Kentucky Corporation, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto Thomas M. Carnell and wife, Virginia B. Carnell, 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:

Being Lot No. 126 as shown on the Plat of Burton Hills Village of Huntington - Tract 10, of record in Book 6250, page 612, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of said lot.

Being part of the same property conveyed to Burton Capital Corporation, a Kentucky Corporation by Special Warranty Deed from Burton Hills Properties, a Kentucky general partnership, of record in Book 8521, page 544 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 802 Huntington Circle, 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 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.

IN WITNESS WHEREOF, the parties have executed this instrument on the 28th day of January, 1992.

BURTON CAPITAL CORPORATION,
a Kentucky Corporation

BY: P. Norris Shockley, 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 P.Norris 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 Kentucky Corporation, the within named bargainor, and that 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 Corporation by Burton Capital Corporation.

Witness my hand and seal, in Louisville, Kentucky, this the 28th day of January, 1992.

Rosemary J. Kelly
NOTARY PUBLIC

My Commission Expires: 2/5/95

Village of Huntington

EXHIBIT A

EXCEPTIONS TO TITLE

92 02/03 2101 03CHECK 165.40

1. 1992 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 Huntington Association, Inc., dated August 16, 1985, of record in Book 6665, Page 12, 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, and in Book 7146, page 188, 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. All matters as shown on the Plat of record in Book 6250, page 978, said Register's Office.
9. All matters shown on the Plat of Burton Hills Village of Huntington - Tract 10, of record in Book 6250, page 612, said Register's Office.
10. Declaration of Covenants, Conditions and Restrictions, Burton Hills, Village of Huntington dated August 30, 1985, of record in Book 6644, page 1, and amended in Book 6917, page 724, said Register's Office.
11. 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.
12. Maximum Square Footage Allocations for Village of Huntington - Tract 10 as shown on the instrument of record in Book 6637, page 717, said Register's Office.

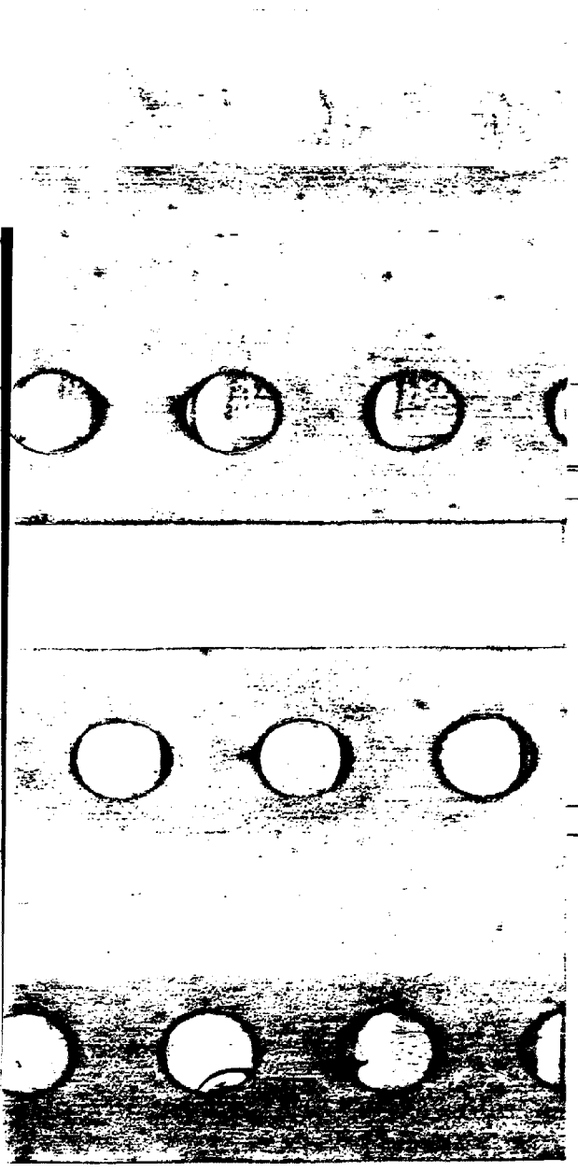
8113.6

IDENTIFICATION REFERENCE

FEB 3 1 50 PM '92

DAVIDSON COUNTY, TN

THIS INSTRUMENT PREPARED BY:



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

RECEIVED OF _____

FOR _____

BOOK 8541 PAGE 501

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 42000.00
CON TX 155.40
PRFEE 1.00
WDEED 9.00
TOTAL 165.40
CHECK 165.40

02/03/92 01 13:50 0001 7748

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

8113.6

IDENTIFICATION REFERENCE

FEB 3 1 50 PM '92

FELIX Z. WILSON, JR.
DAVIDSON COUNTY, TN

No. 498372