PREPARED BY (AND RETURN TO):
WILKINS & IVEY, Attorneys
2405 Crestmoor Road; P.O. Box 150157
Nashville, Tennessee 37215-0157
Ph. (615) 298-3312 - Fax. 292-8746

W & I Ref: (kd) (Title No: 31555)
Dav. Co. File: Box 8

PERCY WILKINS, JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

State of Tennessee
County of Davidson
The actual consideration or value, whichever is greater, for this transfer is: $ 120000.00

Charles W. Warterfield
Affiant

Sworn and subscribed before me this
10th day of February, 1992.

Notary Public

My Comm. Expires: 9/24/92

ADDRESS NEW OWNER:
Charles W. Warterfield, Jr.
105 Leake Avenue #52
Nashville, Tennessee 37205

RESPONSIBLE FOR PAYMENT OF TAXES:
SAME

MAP-PARCEL NUMBERS
116-13C-52

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned **Bruce R. Payne, II and M. Carr Payne, Jr.,** hereinafter called the **Grantor**, has bargained and sold, and by these presents does hereby transfer and convey unto **Charles W. Warterfield, Jr. and spouse, Joan M. Warterfield,** hereinafter called the **Grantee**, Grantee's heirs and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows: **To Wit:**

A certain condominium apartment in Davidson County, Tennessee, being Unit No. 52 along with parking space No. 16 on the plan of Belle Meade Tower, of record in Book 4175, page 159, Register's Office for said County which plan and record thereof are incorporated herein and made a part hereof by reference.

BEING the same property conveyed to Mary Evans T. Payne by deed from Samuel Mann Porter, Jr., and James Alexander Porter of record in Book 7175, page 580, said Register's Office. Mary Evans T. Payne has since died and devised subject property to M. Carr Payne, Jr. and Bruce R. Payne, III by will of record in Will Book 166, page 546 Probate Court Clerk's Office for Davidson County, Tennessee.

Description Reference: Described from information contained in recorded condominium documents.

The property herein conveyed is subject to the restrictions, easements, liens and other matters set forth in the Master Deed and By-Laws of record in Book 4669, Page 530, Book 4494, page 489, Book 4631, page 410, Book 4851, page 950 and Book 5046, page 828, said Register's Office, and to the matters set forth in the referenced Condominium Plan of record.

This instrument is executed on behalf of Bruce R. Payne, II by M. Carr Payne as Attorney in Fact pursuant to a Power of Attorney being recorded concurrently herewith. The affidavit of said Attorney in Fact is attached as "Exhibit A" to or on this instrument and incorporated herein by reference.

0637 02/12 0101 03CHECK 451.00

This is improved property, known as: 105 Leake Avenue #52, Nashville, Tennessee 37205

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, Grantee's heirs or assigns, forever.

GRANTOR COVENANTS with the said Grantee that Grantor is lawfully seised and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out.

GRANTOR FURTHER COVENANTS and binds Grantor, Grantor's heirs and representatives, to warrant and forever defend the title to the said land to the said Grantee, Grantee's heirs and assigns, against the lawful claims of all persons whomsoever.

WITNESS THE EXECUTION HEREOF this 10th day of February, 1992.

Bruce R. Payne II
Bruce R. Payne, II, By: M. Carr Payne, Atty-In-Fact

M. Carr Payne Jr.
M. Carr Payne, Jr.

State of Tennessee
County of Davidson

On this 10th day of February, 1992, before me the undersigned authority, personally appeared M. Carr Payne, to me known (or proved to me on the basis of satisfactory evidence) to be the person(s) described in and who executed the foregoing instrument, and acknowledged the execution as a free act and deed.

PERCY WILKINS, JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 9/24/92

Notary Public

State of Tennessee
County of Davidson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named **M. Carr Payne**, with whom I am personally acquainted (or whose identity was proved to me on the basis of satisfactory evidence), and who acknowledged the execution of the within instrument on behalf of **Bruce R. Payne, II**, as Attorney-in-Fact, as the free act and deed of the said Principal.

Witness my hand and official seal at Nashville, Tennessee, this the 10th day of February, 1992.

Notary Public

PERCY WILKINS, JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 9/24/92

EXHIBIT "A"
To
WARRANTY DEED

FROM: Bruce R. Payne, II and M. Carr Payne, Jr.

TO: Charles W. Warterfield, Jr. and Joan M. Warterfield

A F F I D A V I T

The undersigned Affiant, being first duly sworn, deposes and says as follows:

1. That the document to which this affidavit is exhibited was executed by the undersigned as attorney-in-fact for the principal thereon shown.

2. That the execution is proper and within the scope of the power-of-attorney referenced in the instrument.

3. That at the time of execution of said document the Affiant had no knowledge or notice of the termination of the power-of-attorney, either by revocation or by the principal's death, disability, or incapacity.

Further the Affiant Saith not.

References to the singular include the plural, when applicable.

M. Carr Payne
M. Carr Payne, Affiant

Sworn to and subscribed before me this
10th day of February, 1992.

Notary Public

PERCY WILKINS, JR. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 9/24/92

83695

IDENTIFICATION REFERENCE

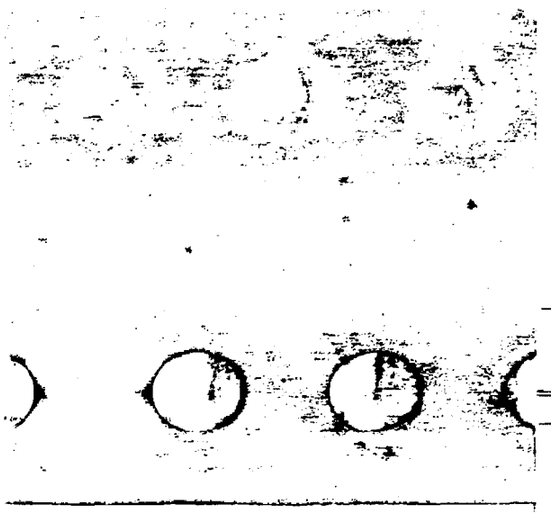
FEB 12 11 56 AM '92

DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

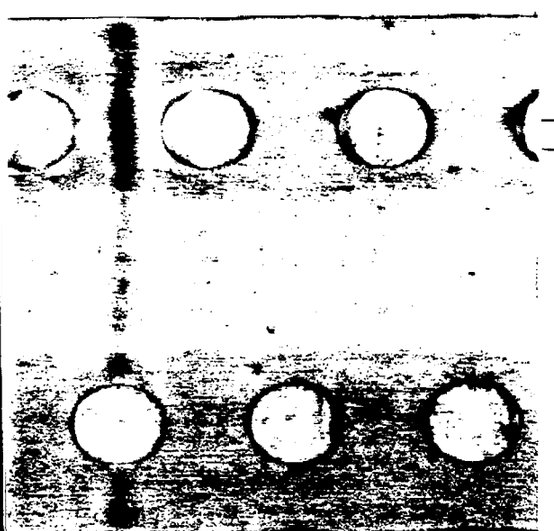
FOR _____

BOOK 8549 PAGE 43

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	120000.00
			CON TX	444.00
			PRFEE	1.00
			WDEED	6.00
			TOTAL	451.00
			CHECK	451.00
02/12/92	01	11:56	0001	0637

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



83695

IDENTIFICATION REFERENCE

FEB 12 11 56 AM '92

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 501219