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3ex 41

This Instrument Prepared By:
CORBETT, CROCKETT & FLEMING
Suite 1050 American Center
3100 West End Avenue
Nashville, TN 37203

NEW OWNER	SEND TAX BILL	MAP-PARCEL NO.
Larry Powell 304 Arron Court Old Hickory, TN 37138	Same	Map 53 Parcels 104 and 179

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Waterford Associates, L.P., a Tennessee limited partnership ("Grantor"), has bargained and sold, and by these presents does transfer and convey to Larry Powell, ("Grantee"), his heirs, representatives and assigns, certain real estate (the "Property") in Davidson County, Tennessee, described as follows:

Land in Davidson County, Tennessee, being Lot Nos. 104 and 179 as shown on the Plan of Phase One, Waterford Subdivision, as of record in Plat Book 6900, Page 569, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete description thereof.

Being part of the same property conveyed to Waterford Associates, L.P., a Tennessee limited partnership, by deed of record in Book 8610, Page 662, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the Grantee, his heirs, representatives and assigns, forever.

The Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the said Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered, except as follows:

(1) Taxes for the year 1992, pro-rated and assumed by Grantee.

(2) Subject to "rollback taxes" for the statutory period if the land is converted to a use other than those stipulated in the provisions of T.C.A. § 67-5-1008.

(3) All matters appearing on the Plan of Planned Unit Development Boundary of Waterford of record in Plat Book 6900, Page 540, Register's Office for Davidson County, Tennessee.

(4) All matters appearing on the Plan of Phase One, Waterford of record in Plat Book 6900, Page 569, Register's Office for Davidson County, Tennessee.

(5) Declaration of Covenants, Conditions and Restrictions for Waterford of record in Book 7463, Page 294, Register's Office for Davidson County, Tennessee.

(6) Title to that portion of the property lying between the high and low water marks of the Cumberland River.

(7) Easement for right-of-way of record in Book 2024, Page 225, Register's Office for Davidson County, Tennessee.

(8) Easement for sewer of record in Book 1717, Page 30, Register's Office for Davidson County, Tennessee.

(9) Such matters as are shown on the survey of Anderson-Delk & Associates, dated February 21, 1992, prepared by James W. Clark, Registered Land Surveyor, No. 1445.

This is unimproved property.

The Grantor further covenants to warrant and forever defend the title to the Property to the Grantee, his heirs, representatives and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, Grantor has executed this Warranty Deed this 8th day of June, 1992.

WATERFORD ASSOCIATES, L.P., a Tennessee limited partnership

W. Lee Corbett, General Partner

By: W. Lee Corbett
Its: General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, an official Notary Public of the said county and state, W. Lee Corbett, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be a General Partner of Waterford Associates, L.P., the within named bargainor, a partnership, and who acknowledged that as such General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS MY HAND, at office, this 8 day of June, 1992.

Denise M. Lawrence
Notary Public

LALKEYER NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 3-27-93

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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The actual consideration or value, whichever is greater, for this transfer is $ 20,000.00.

Affiant

Sworn to and subscribed before me this 8 day of June, 1992.

Notary Public

My Commission Expires: 2-27-93

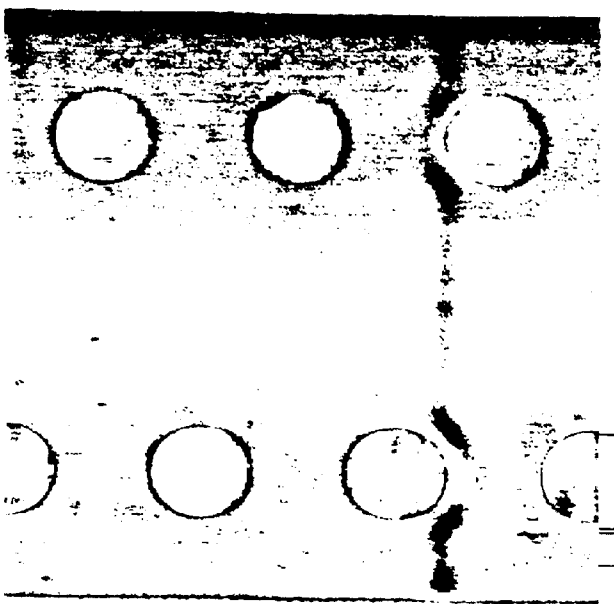


17632

IDENTIF. REFERENCE

FY '92

9303 06/08 0101 03CHECK 84.00



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

RECEIVED OF _____

FOR _____

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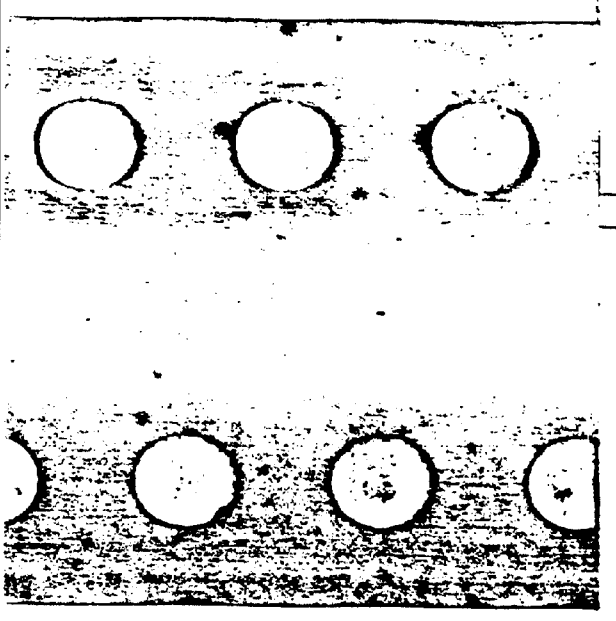
CO CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 20000.00
CON TX 74.00
PRFEE 1.00
WDEED 9.00
TOTAL 84.00
CHECK 84.00

06/08/92 01 15:35 0001 9303

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



I.76 32

IDENTIF. REFERENCE

JUN 8 3 48 PM '92

DAVIDSON COUNTY, TN.

No. 539080