Bell 2

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

NEW OWNER	SEND TAX BILL	MAP-PARCEL NO.
W.L. Bainbridge, Inc. L&C Tower Landmark Center 401 Church St., Suite 950 Nashville, TN 37219	Same	Map 053-06-0-A Parcels 95, 175 and 177

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, M/I Schottenstein Homes, Inc. ("Grantor"), has bargained and sold, and by these presents does transfer and convey to W.L. Bainbridge, Inc., a Tennessee corporation ("Grantee"), its successors and assigns, certain real estate (the "Property") in Davidson County, Tennessee, described as follows:

Land in Davidson County, Tennessee, being Lot Nos. 95, 175 and 177 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 M/I Schottenstein Homes, Inc. by deeds of record in Book 7662, Page 670, and Book 7476, Page 613, 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, its successors 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 1993, pro-rated and assumed by Grantee.

(2) 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.

(3) 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.

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

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

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

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

(8) 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 conveyance is made subject to the Declaration of Covenants, Conditions, and Restrictions for Waterford of record in Book 8694, Page 216, Register's Office for Davidson County, Tennessee and the Restated Declaration of Covenants, Conditions and Restrictions Applying to Waterford of record in Book 8699, Page 462, said Register's office which covenants, and any amendments thereto, the Grantee hereby specifically and individually adopts and imposes on the property hereby purchased, as covenants running with the land, and further accepts and agrees to abide by the provisions of such covenants as a contractual obligation.

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

IN WITNESS WHEREOF, Grantor and Grantee have executed this Warranty Deed this 14 day of May, 1993.

M/I SCHOTTENSTEIN HOMES, INC.

By: _____

Title: _____

ACCURACY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

W.L. BAINBRIDGE, INC.

By: _____

Title: PRESIDENT

STATE OF Ohio
COUNTY OF Franklin

Personally appeared before me, an official Notary Public of the said county and state, [illegible], 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 [illegible] ~~the~~ within named bargainor, a corporation, and who acknowledged that as such [illegible], executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as President.

M/I Schottenstein Homes, Inc.

WITNESS MY HAND, at office, this 12th day of May, 1993.

Notary Public

My Commission Expires: [illegible]

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, an official Notary Public of the said county and state, W.L. Bainbridge III, 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 W.L. Bainbridge, Inc. the within named bargainor, a corporation, and who acknowledged that as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as President.

WITNESS MY HAND, at office, this 14 day of May, 1993.

Notary Public

My Commission Expires: 1-25-97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $36,250.00

Affiant

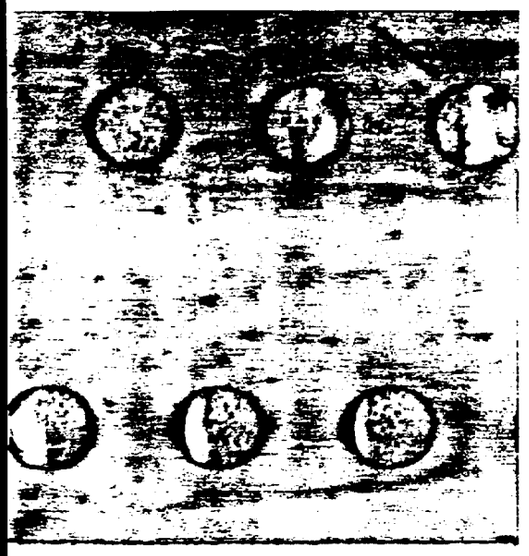
Sworn to and subscribed before me this 14 day of May, 1993.

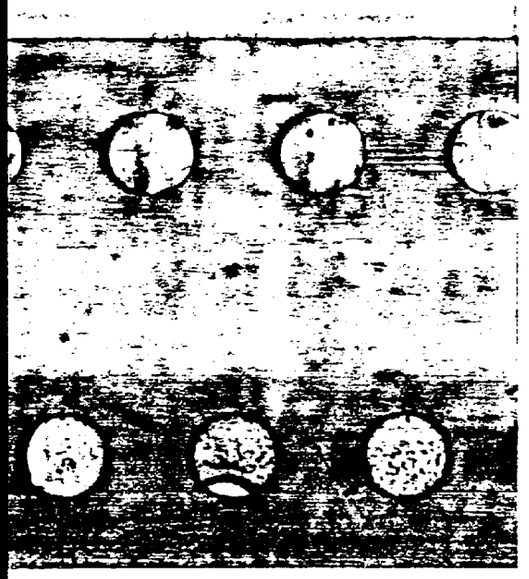
Notary Public

My Commission Expires: 1-25-97

20690 IDENTIFICATION REFERENCE MAY 18 3 47 PM 93 JOAN Z. WILSON II REGISTER DAVIDSON COUNTY, TN

4285 05/18 0012 03CHECK 146.94





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

RECEIVED OF _____

FOR _____

BOOK 8951 PAGE 889

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 36250.00
				CON TX 133.94
				PRFEE 1.00
				MDEED 12.00
				TOTAL 146.94
				CHECK 146.94
05/18/93	01			15:47 0001 4285

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

20690

IDENTIFICATION REFERENCE

MAY 18 3 47 PM '93

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 652554