Box 49 3,4 50
17 00

BOOK 8997 PAGE 363

ADDRESS NEW OWNER
WS Investment Holdings, L.P.
c/o Graham & James
885 Third Avenue
New York, New York 10022

THIS INSTRUMENT PREPARED BY AND
SEND TAX BILLS TO:
Ekkehart Hassels-Weiler, Esquire
Graham & James
885 Third Avenue
New York, New York 10022
Tax Parcel No. 104-6-N-201CO

QUIT-CLAIM DEED

THIS INDENTURE, made and entered into as of this the 24th day of June, 1993 by and between **ERIKA M. WILLINGHAM**, and husband, BEN HILL WILLINGHAM, JR., hereinafter called the "Grantor", and **WS INVESTMENT HOLDINGS, L.P.**, a Delaware limited partnership, hereinafter called the "Grantee";

W I T N E S E T H :

That for and in consideration of Ten and No/100 Dollars ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the Grantor has bargained and sold, and does hereby bargain, sell, convey, and confirm unto the Grantee, its successors and assigns, all of that certain tract or parcel of land, located, situated and being in Davidson County, Tennessee, being a part of the Plan of Rose Hall, a Horizontal Property Regime, as of record in Plat Book 6900, Page 379, in the Register's Office of Davidson County, Tennessee, the part described as Unit No. 201 of Rose Hall Condominiums, according to the Master Deed of record in Book 7307, Page 760. Being the same property conveyed to Erika M. Willingham by deed from Wall and Clark, a joint venture composed of James K. Wall and James M. Clark, recorded in Book 7507, Page 638 of said Register's Office. Ben Hill Willingham, Jr. joins in the execution of this deed solely for the purpose of conveying any interest he may have in the property as the spouse of Erika M. Willingham.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances, estate, title, interests, and hereditaments thereunto belonging or in any wise appertaining unto the Grantee, its successors and assigns in fee simple absolute forever.

SUBJECT TO the Master Deed of Rose Hall of record in Book 7307, Page 760, Register's Office for Davidson County, Tennessee and By-Laws appended thereto; and Plat in Book 6900, Page 370; said Master Deed and By-Laws contain a lien for the maintenance fee; and to all taxes and assessments accruing subsequent to December 31, 1992.

93-20071 (673)

FURTHER SUBJECT TO the lien of the Deed of Trust to Vaden Lackey, Jr., as Trustee, in Book 7509, Page 641, securing a loan from Fidelity Federal Savings and Loan Association of Tennessee in the original principal amount of $60,000.00. Subject to the limitations contained in the Assumption of Promissory Note Agreement executed by Grantor and Grantee in connection with this conveyance, Grantee by accepting this Deed acknowledges and confirms that indebtedness, and the instruments in relation thereto, and further expressly assumes said indebtedness and agrees to perform promptly all terms and conditions of the Deed of Trust and the Note secured thereby, all as part of the consideration hereunder.

The Grantor does hereby covenant with the Grantee that it is lawfully seized in fee simple of the aforementioned real estate; that it has a good right to sell, transfer, and convey the same; that the same is unencumbered except for the easements and taxes listed and described herein. The Grantor does further covenant and bind itself, herself, her heirs, successors, and assigns to warrant and forever defend the title and quiet possession of the Grantee to the aforementioned real estate from any casualty claims made on the property after the date of the conveyance to her and prior to the date of this deed.

IN WITNESS WHEREOF, the Grantor has set their hands this 24th day of June, 1993.

Signed, sealed and delivered
in the presence of:

Beth N Cochran
Print Name: BETH N COCHRAN

Stephen D. Cobrand
Print Name: Stephen D. Cobrand

Erika M. Willingham
ERIKA M. WILLINGHAM

Ben Hill Willingham
BEN HILL WILLINGHAM, JR.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, Stephen D. Lobrano, a Notary Public of the State and County aforesaid, personally appeared ERIKA M. WILLINGHAM and BEN HILL WILLINGHAM, JR. her husband, with whom I am personally acquainted, and who, upon oath, acknowledged that she and he executed the foregoing Quit-Claim Deed for the purposes therein contained.

[Notarial Seal]

Print Name: Stephen D. Lobrano
Notary Public, State of Florida at Large
Serial No. None
My Commission Expires:

STEPHEN D. LOBRANO
Notary Public-State of Florida
My Commission Expires
November 17, 1993

The undersigned does hereby swear or affirm that, to the best of its knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is $85,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

WS INVESTMENT HOLDINGS, L.P.

By: William W. Weisner
Attorney

STATE OF Florida)
)
COUNTY OF Duval)

Subscribed and sworn to before me Stephen D. Lobrano, a Notary Public, of the State and County aforesaid, by William W. Weisner, personally known to me, on this 24th day of June, 1993.

My Commission expires:

_____

Notary Public
(Notarial Seal)

STEPHEN D. LOBRANO
Notary Public, State of Florida
My Commission Expires
November 17, 1993

Rose Hall Unit 201
Davidson County, Tennessee

EXHIBIT "A"

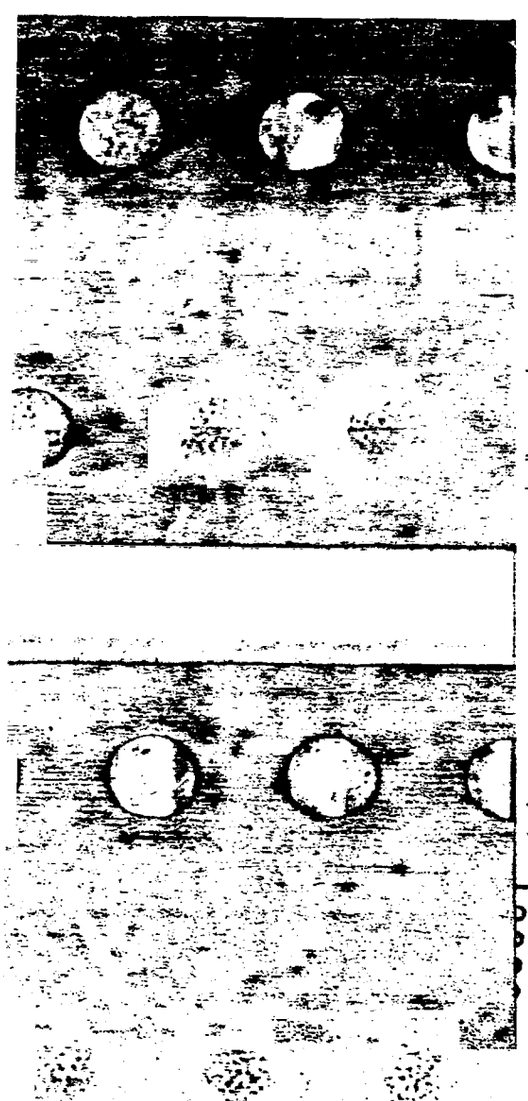
Land in Davidson County, Tennessee, being Unit No. 201, on the plan of Rose Hall, according to the Master Deed of Record in Book 7307, Page 760, in the Register's Office of Davidson County, Tennessee, and more particularly described in Plat Book 6900, Page 379, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

IDENTIF. A REFERENCE

93 JUN 29 PM 2:10

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

3383 06/29 0101 03CHECK 331.50



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8997 PAGE 367

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 85000.00
				CON TX 314.50
				PRFEE 1.00
				WDEED 16.00
				TOTAL 331.50
				CHECK 331.50
			06/29/93 01	14:11 0001 3383

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

IDENTIF. ✦ REFERENCE 35641

93 JUN 29 PM 2:10

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 668576