Box 31/dw

293252

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (TAS)
2700 First American Center
Nashville, Tennessee 37238

BOOK 9392 PAGE 276

GENERAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Gables-Tennessee Properties 717 North Harwood Suite 1290 Lock Box 110 Dallas, TX 75201-6508 Attn: Peter Parrott	Same	Map 171 Parcels 32 through 40

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, OVERLOOK II PARTNERS, a Tennessee general partnership comprised of William B. King, Jr., Carl E. Brasser, Gregory A. Thurman, Kenneth L. Keith, Tom Black, Lawrence W. Kown and William C. Tomson, ("Grantor"), has bargained and sold, and by these presents transfer and convey unto GABLES-TENNESSEE PROPERTIES, a Tennessee general partnership, ("Grantee"), its successors and assigns, a certain tract or parcel of land located in Davidson County, Tennessee, and described on Exhibit A attached hereto (the "Property").

The property is located on Church Street in Brentwood, Davidson County, Tennessee.

The Property is conveyed subject to the matters shown on Exhibit B attached hereto.

TO HAVE AND TO HOLD the Property with the appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth above, Grantor is lawfully seized and possessed of the Property in fee simple, has good right to convey it, and that same is unencumbered.

Grantor further covenants and binds itself and its successors to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever except claims arising out of the matters set forth above.

WITNESS our hands this 29th day of June 1994, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

OVERLOOK II PARTNERS

By: _____
General Partner

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STATE OF Tennessee)

COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public, Kenneth L. Keith, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a general partner of Overlook II Partners, a general partnership, and is authorized by the general partnership to execute this instrument on behalf of the general partnership.

WITNESS my hand, at office, this 24th day of June, 1994.

Marsha A. Anderson
Notary Public

NOTARY PUBLIC LARGE DAVIDSON COUNTY, TENN. MARSHA ANDERSON

My Commission Expires:

My Commission Expires MAY 23, 1998

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $830,000.

Charles Wray
Affiant

Sworn to and subscribed before me this 29 day of June, 1994.

Gellie L. Sloan
Notary Public

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE GELLIE L. SLOAN

My Commission Expires:

11-26-94

EXHIBIT A

Being a parcel of land in the First Civil District, Thirty-Second Councilmanic District, Nashville, Davidson County, Tennessee, located on the northerly side of Church Street East and east of Overlook Boulevard, and being property conveyed to Overlook II Partners by deed of record in Book 8999, Page 290, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the northerly right-of-way line of Church Street East, said point being the southwest corner of the herein described parcel and the southeast corner of property conveyed to J. W. Hendricks as of record in Book 8115, Page 926, R.O.D.C;

THENCE, with the easterly line of said J. W. Hendricks property N 02° 42′ 47" E, 677.40 feet to a point in the southerly line of property conveyed to Brentwood Highlands, LTD. as of record in Book 6542, Page 456, R.O.D.C;

THENCE, with the southerly line of said Brentwood Highlands property and the southerly line of Highlands of Brentwood, Section Two as of record in Book 5050, Page 36, R.O.D.C. and the southerly line of Highlands of Brentwood, Section Four as of record in Book 5800, Page 232, R.O.D.C. the following calls:

S 87° 21′ 28" E, 216.85 feet to an iron pin;

S 87° 27′ 00" E, 253.54 feet to an iron pin;

S 86° 32′ 41" E, 62.95 feet to an iron pin;

S 87° 07′ 51" E, 409.74 feet to an iron pin, said iron pin being the northwest corner of property conveyed to Robert N. Hutcheson as of record in Book 5134, Page 390, R.O.D.C;

THENCE, with the westerly line of said Robert N. Hutcheson property, S 04° 07′ 24" W, 666.40 feet to a point in the northerly right-of-way line of Church Street East, as widened;

THENCE, with said northerly right-of-way line the following calls:

N 85° 49′ 39" W, 183.52 feet to a point;

along a curve to the left 249.56 feet to a point. said curve having a central angle of 04° 08′ 05", a radius of 3,458.25 feet, a tangent of 124.84 feet, and a chord of N 87° 53′ 42" W, 249.51 feet;

N 89° 57′ 44" W, 242.29 feet to a point;

N 87° 30′ 32" W, 251.89 feet to the point of beginning.

Containing 625,470 square feet or 14.36 acres, more or less.

Being the same property conveyed to Overlook II Partners by deed of record in Book 8999, page 290, Register's Office for Davidson County, Tennessee. The foregoing description is from a survey entitled "Gables At Brentwood Property line and Topographic Survey" last revised dated May 6, 1994 and revised on June 28, 1994, by Mark E. Sawyer, TN No. 1649, Barge Waggoner Sumner and Cannon, Nashville, Tennessee.

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

BOOK 9392 PAGE 279

EXHIBIT B

1. Taxes for 1994 and thereafter, a lien but not yet due and payable.

2. Restriction appearing in deed of record in Book 6893, page 639, Register's Office for Davidson County and re-recorded in Book 6938, page 736, said Register's Office, with regard to a small cemetary on the subject property which cannot be disturbed and which must be used as open or green space, leaving the trees and grass.

3. Right of the public in general in and to the cemetary located on subject property and the right of ingress and egress thereto.

4. All matters shown on the Boundary and Topographical Survey by Barge Waggoner Sumner and Cannon, dated May 6, 1994, last revised June 28, 1994, File No. 13812-01, including, but not limited to, a cemetary in the southwesterly portion of said tract.

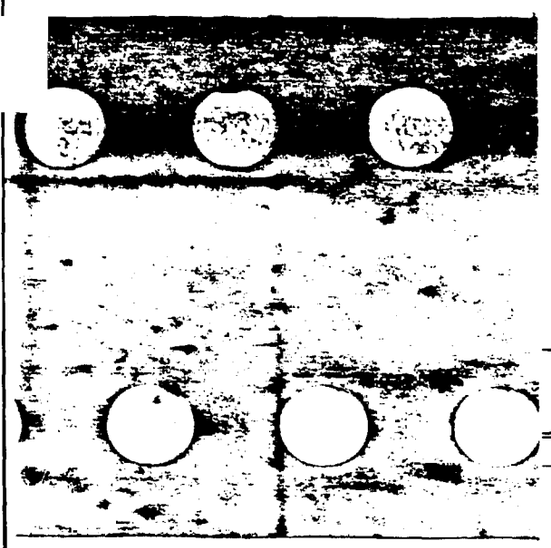
1603 06/29 0101 03CHECK 3088.00

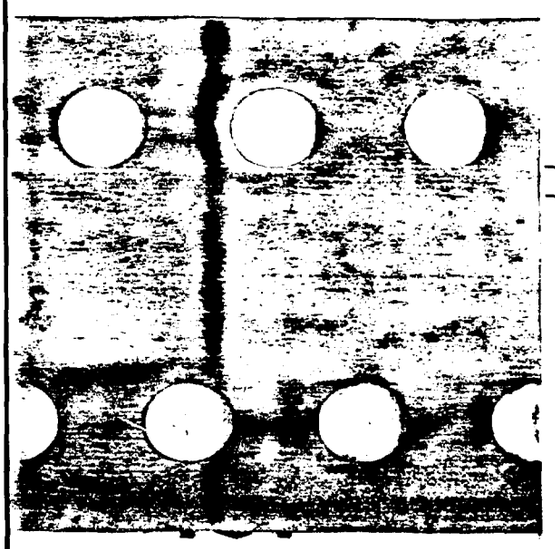
66087

IDENTIFICATION REFERENCE

94 JUN 29 PM 1:55

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.





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

RECEIVED OF _____

FOR _____

BOOK 9392 PAGE 280

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
830000.00
CON TX 3071.00
PRFEE 1.00
WDEED 16.00
TOTAL 3088.00
CHECK 3088.00

06/29/94 01 13:55 0001 1603

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

66087
IDENTIF. & REFERENCE

94 JUN 29 PM 1:55
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 808272