Box 41

BOOK 9533 PG 95

GREENS OF RIVERGATE

SPECIAL WARRANTY DEED

FROM: J. D. Eatherly,
Grantor

TO: Greens of Rivergate
Limited Partnership,
a Kentucky partnership,
Grantee

This instrument was prepared by:
Warren H. Wild, Jr., Esquire
Farris, Warfield & Kanaday
Third National Financial Center
Suite 1900, 424 Church Street
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Greens of Rivergate Limited Partnership c/o Cumberland Ventures, Inc. 120 Vista Pointe Drive Wilder, Kentucky 41071	Same	Part of 33-0-205 33-8-62

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Six Hundred Forty Eight Thousand Six Hundred and No/100 Dollars ($648,600.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 23rd day of November, 1994.

Deborah A. Hughes
Notary Public

My Commission Expires: May 28, 1995

FOR AND IN CONSIDERATION OF the sum of Six Hundred Forty Eight Thousand Six Hundred and No/100 Dollars ($648,600.00), the receipt and sufficiency of which are hereby acknowledged, J. D. Eatherly ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto Greens of Rivergate Limited Partnership, a Kentucky limited partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved property located on Dry Creek Road in Goodlettsville, Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, his heirs, successors and assigns to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but no further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Daisy Eatherly, wife of J. D. Eatherly, joins in this conveyance for the purpose of conveying to Grantor, without warranty, all of her rights, title and interest in the Property, if any.

WITNESS my hand this 23 day of November, 1994.

J. D. Eatherly

Daisy Eatherly

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Deborah A. Hughes, a Notary Public of said County and State, J. D. EATHERLY, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 23rd day of November, 1994.

Deborah A. Hughes
Notary Public

My Commission Expires: May 28, 1995

STATE OF TENNESSEE)
COUNTY OF DICKSON)

Personally appeared before me, MARY ANN SMITH, a Notary Public of said County and State, Daisy Eatherly, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 22 day of November, 1994.

Mary Ann Smith
Notary Public

My Commission Expires: [illegible]

EXHIBIT A

Property Description
(Greens of Rivergate)

BOOK 9533 PG 98

Land lying in the Second Civil District, Eleventh Councilmanic District of Goodlettsville, Davidson County, Tennessee, located at the Westerly margin of Interstate 65 and being more particularly described as follows:

Being Lot Number 5A on a survey entitled "Resubdivision Plat of Lot 5, Section Two, Rivergate Acres Limited", prepared by James M. Overfelt, R.L.S. #1634, of Gresham, Smith and Partners, dated 11-09-94, presently not of record but currently under the City of Goodlettsville Planning Commission review for recordation, to be recorded in Plat Book 7900, Page 846, in the Register's Office of Davidson County, Tennessee, said Lot 5A being more particularly described as follows:

Beginning at an old iron rod in the Southerly margin of Dry Creek Road (a 60-foot right-of-way); said iron rod being Northwest corner of Lot 5 on the Plat of Section Two, Rivergate Acres Limited of record in Plat Book 6250, page 206, Register's Office of Davidson County, Tennessee and being 532.00 feet more or less from the Easterly margin of Dickerson Road as measured along the Southerly margin of Dry Creek Road;

Thence with the Southerly margin of Dry Creek Road with a curve to the left having a central angle of 29°33'52", a radius of 602.96 feet, an arc length of 311.13 feet, and a chord bearing and distance of North 89°36'30" East, 307.69 feet to a new iron rod; thence North 74°49'34" East, 63.31 feet to the true point of beginning for Lot 5A;

Thence North 74°49'34" East, 569.84 feet to a new iron rod; thence leaving said southerly margin with a severance line South 15°10'26" East 300.98 feet to a new iron rod; thence South 51°19'37" East 475.00 feet to a new iron rod lying in the westerly margin of an access road (50 feet in width); thence with said margin South 38°40'23" West 300.22 feet to an iron rod (old), said old iron rod being South 38°40'23" West, 479.45 feet from an old iron rod at the Southeast corner of Lot 5, Rivergate Acres Limited, Section Two, as of record in Plat Book 6250, Page 206, R.O.D.C., Tennessee;

Thence leaving said Northerly margin of access road North 76°44'46" East, 80.75 feet to a new iron rod on the Westerly margin of Interstate 65, Federal Aid Project #I-65-3(15)88, 1963;

Thence with said Westerly margin South 39°35'02" West, 163.19 feet to an old concrete right-of-way monument;

Thence South 46°57'17" West, 549.30 feet to an old concrete right-of-way monument;

Thence South 41°41'00" West, 128.70 feet to an old concrete right-of-way monument;

Thence North 48°26'11" West, 25.01 feet to an old concrete right-of-way monument;

Thence South 41°53'11" West, 163.57 feet to a new iron rod, same being a corner to the aforementioned Lot 5, Rivergate Acres Limited, Section Two;

Thence leaving said Westerly margin of Interstate 65 with a severance line North 16°21'43" West, 38.38 feet to a new iron rod;

Thence North 28°33'55" West 721.71 feet to a new iron rod; thence North 23°22'02" West 100.07 feet to a new iron rod; thence North 34°06'38" East 377.28 feet to a new iron rod; thence North 19°28'07" East 146.14 feet to a new iron rod; thence North 14°14'10" West 147.87 feet to the true point of beginning, containing 23.00 acres.

The foregoing description was taken from a survey dated 11-09-94 prepared by James M. Overfelt, R.L.S., Tennessee #1634, of Gresham, Smith and Partners whose address is 3310 West End Avenue, Nashville, Tennessee 37203.

Being part of the same property conveyed to Grantor by deed from Tommy Cunningham and wife, Pat Cunningham, of record in Book 9533, page 89; by deed from SpacePort U. S. A., Inc. of record in Book 9526, page 737, and by Deed from Valda Martz and husband, Sam Martz of record in Book 9526, page 735, all in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

Encumbrances
(Greens of Rivergate)

1. Non-Exclusive Easement for ingress and egress of record in Book 6448, Page 60, in the Register's Office of Davidson County, Tennessee.

2. TVA Transmission Line Easement of record in Book 3223, page 327, said Register's Office.

3. Easement as set forth in instrument recorded in Book 4805, page 797, said Register's Office.

4. Easement(s) as set forth in instrument recorded in Book 4472, page 271, said Register's Office.

5. Agreement for Dedication of Easement for Dry Creek Flood Control Project of record in Book 8157, page 78, said Register's Office.

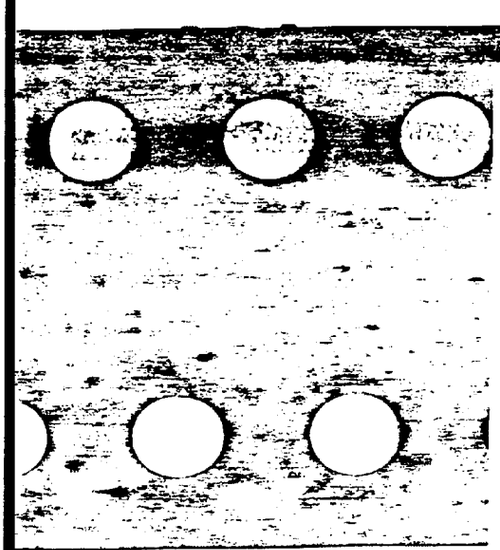
6. Unrecorded agreement between The Lamar Corporation and Valda Martz dated February 10, 1986, which is assigned by Grantor to Grantee.

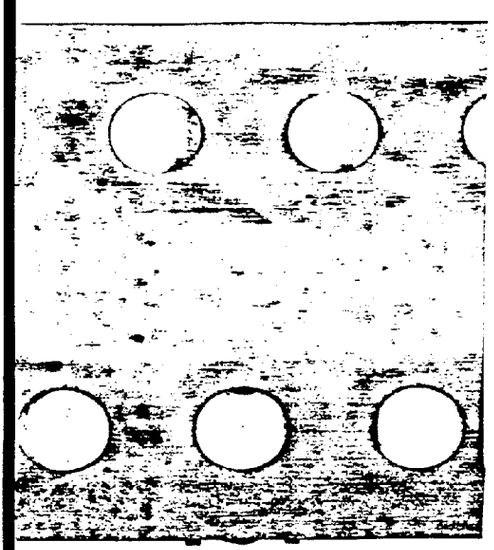
7. Matters shown on the Plat entitled "Resubdivision Plat of Lot 5, Section Two, Rivergate Acres Limited", prepared by James M. Overfelt, R.L.S. #1634, of Gresham, Smith and Partners, dated 11-09-94, presently not of record but currently under Metro Planning Commission review for recordation, to be recorded in Plat Book 7900, Page 846, in the Register's Office of Davidson County, Tennessee.

3446 11/30 0101 03CHECK 2424.82

13002

IDENTIFICATION REFERENCE





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

RECEIVED OF _____

FOR _____

BOOK 9533 PG 101

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 648600.00
CON TX 2399.82
PRFEE 1.00
WDEED 24.00
TOTAL 2424.82
CHECK 2424.82

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

11/30/94 01 14:36 0001 8446

13002
IDENTIF. & REFERENCE

91 NOV 30 PM 2:36
REGISTER
DAVIDSON COUNTY, TN.

No. 858474