This Instrument Prepared By:
HAROLD REEVES, ATTORNEY P.C.
640 Spence Lane, Suite 218
Nashville, TN 37217
(615) 361-6679

File Box 24

BOOK 9582 PG 712

ADDRESS NEW OWNER:
Music Valley Associates of Tennessee, L.P.
P. O. Box 1950
Owensboro, KY 43202

SEND TAX BILL:
To Owner

MORTGAGEE:

MAP AND PARCEL:
MAP 62
PARCEL 168

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantees, and other good and valuable considerations, the receipt of which is hereby acknowledged, we, Jim B. Smith and Dorothy P. Smith as to a one-third undivided interest, William E. Oakes as to a one-third undivided interest, and Corinne T. Oakes, William E. Oakes, Anita O. Tate and Diane O. Pastore, as to a one-third undivided interest, hereinafter called the Grantors, have bargained and sold, and by these presents do transfer and convey unto Music Valley Associates of Tennessee, L.P., hereinafter called the Grantee, it's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

> BEING Phase One as shown on the Plat of Music Valley P.U.D. of record in Plat Book 7900, Page 887, Register's Office for Davidson County, Tennessee, and including an undivided interest in a 50' non-exclusive easement for ingress and egress and public utilities, to which plan reference is made for a more complete description.
>
> BEING part of the property conveyed to Oakes & Smith Realty Company, a Tennessee corporation as to 2/3 undivided interest and Oldon W. Oakes as to a 1/3 undivided interest by deed from Fannie Miller, wife of Elzie Miller, deceased, of record in Book 4546, Page 287, said Register's Office. The said Oakes & Smith Realty Co., inc. having conveyed it 2/3 undivided interest to A. V. Oakes and Jim B. Smith as tenants in common by Quitclaim Deed of record in Book 5398, Page 607, said Register's Office. The said Eldon W. Oakes having since died intestate and his 1/3 undivided interest is vested in Mary Margaret Oakes, his widow, and daughters Ellen L. Oakes and Rita Oakes, the only heirs-at-law of the said Eldon W. Oakes, subsequently this said 1/3 undivided interest has been conveyed to William E. Oakes by deed of record in Book 9450, Page 691. The said A. V. Oakes having since died and his 1/3 undivided interest in the property is vested in Corinne T. Oakes, William E. Oakes, Anita O. Tate and Diane Oakes Pastore, devisees of the Will of Stanford A. V. Oakes of record in Will Book 48, Pages 132 through 134, County Court Clerk for Williamson County, Tennessee; and recorded in Book 6436, Page 190, Register's Office for Davidson County, Tennessee.

This is part of the same description as in previous deeds of record.

This conveyance is subject to restrictions of record in Book 4546, Page 287, said Register's Office.

Subject to Declaration of Covenants, Conditions, and Restrictions of record in Book 9582, Page 690, and all matters shown of record in Plat Book 7900, Page 887, said Register's Office.

Corinne T. Oakes executed this instrument on behalf of Diane Oakes Pastore pursuant to a Power of Attorney which is being placed of record currently herewith.

William E. Oakes executed this instrument on behalf of Anita O. Tate pursuant to a Power of Attorney of record in Book 6611, Page 949, said Register's Office. County, Tennessee.

Taxes for 1995 have been pro-rated and assumed by Grantee(s).

This is unimproved property known as Phase 1, containing 2.28 acres, Music City Circle, Nashville, TN 37214.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Music Valley Associates of Tennessee, L.P., it's successors and assigns, forever; and we, Jim B. Smith, Dorothy P. Smith, William E. Oakes, Corinne T. Oakes, Anita O. Tate and Diane Oakes Pastore do covenant with the said Grantee that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said Grantee, it's successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness our hands this the 17th day of January, 1995.

Jim B. Smith
Jim B. Smith

Dorothy P. Smith
Dorothy P. Smith

William E. Oakes
William E. Oakes

Corinne T. Oakes
Corinne T. Oakes

Anita O. Tate
by William E. Oakes
Anita O. Tate by William E. Oakes
Attorney-in-Fact

Diane Oakes Pastore
by Corinne T. Oakes
Diane Oakes Pastore by Corinne T. Oakes
Attorney-in-Fact

29624
IDENTIFICATION REFERENCE

95 JAN 31 PM 2:19

DAVIDSON COUNTY, TN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

BOOK 9582 PG 714

Personally appeared before me, the undersigned Notary Public in and for said County and State, the within named Jim B. Smith, Dorothy P. Smith the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within Warranty Deed for the purposes therein contained. Witness my hand and official seal at Nashville, Tennessee, this the 27th day of January, 1995.

Jane N. Floyd
NOTARY PUBLIC

My Commission Expires: 3/22/97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me Corinne T. Oakes 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, and who further acknowledged that she is is the Attorney-in-Fact of the maker, or a constituent of the maker, and is authorized by the maker, or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker. Witness my hand, at office, this the 30th January, 1995.

Jane N. Floyd
Notary Public

My Commission expires: 3/22/97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

6824 01/31 0101 03CHECK 1639-52

Personally appeared before me William E. Oakes 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, and who further acknowledged that he is the Attorney in Fact of the maker, or a constituent of the maker, and is authorized by the maker, or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker. Witness my hand, at office, this the 30th January, 1995.

Jane N. Floyd
Notary Public

My Commission expires: 3/22/97
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual value or consideration, whichever is greater, for this transfer is $ 439,638.40

Timothy D. Smith
AFFIANT

Subscribed and sworn to before me this 1-31-95 day of January, 1995.

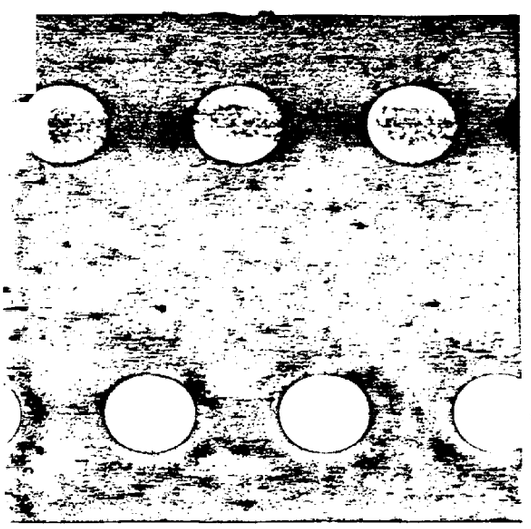
NOTARY PUBLIC
My Commission Expires: 7-25-98

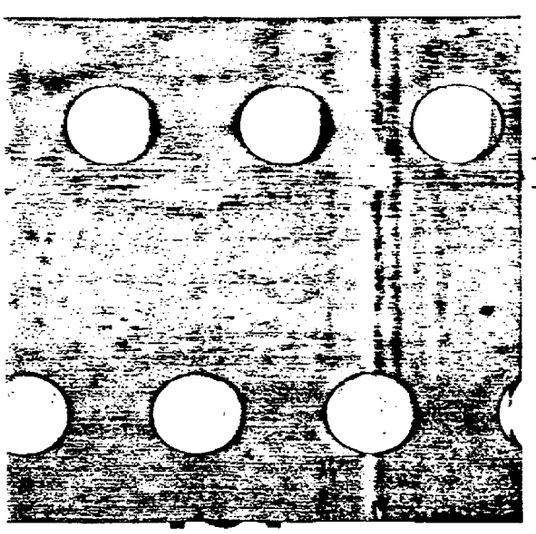
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned Notary Public in and for said County and State, the within named Corinne T. Oakes and William E. Oakes with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained. Witness my hand and official seal at Nashville, Tennessee, this the 31st day of January 1995.

Jane N. Floyd
NOTARY PUBLIC

My commission expires: 3/22/97





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9582 PG 715

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	
				439638.40
			CON TX	1626.52
			PRFEE	1.00
			WDEED	12.00
			TOTAL	1639.52
			CHECK	1639.52
01/31/95	01		14:19 0001	6824

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

29624
IDENTIF. & REFERENCE

95 JAN 31 PM 2:19

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 876592