BOOK 9667 PG 518

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 2310 Nashville, TN 37219	Same	Map 53-06-B; Parcels 71 & 72

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Waterford Associates, L.P., a Tennessee limited partnership ("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. 51 and 52, as shown on the Plan of Phase 5B, Waterford Subdivision, of record in Plat Book 7900, Pages 838 and 839, 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 Waterford Associates, L.P., a Tennessee limited partnership, by deed of record in Book 8610, Page 662, 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 1995, a lien but not yet due and payable.

(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 5B, Waterford of record in Plat Book 7900, Pages 838 and 839, Register's Office for Davidson County, Tennessee.

(4) Declaration of Covenants, Conditions and Restrictions for Waterford of record in Book 8694, Page 216, Register's Office for Davidson County, Tennessee.

(5) Declaration of Annexation of Waterford, Phase 5B and Submission to the Restated Declaration of Covenants, Conditions and Restrictions Applying to Waterford of record in Book 9530 Page 189, Register's Office for Davidson County, Tennessee.

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

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

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

(9) 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.

(10) Restated Declaration of Covenants, Conditions and Restrictions Applying to Waterford of record in Book 8699, Page 462, Register's Office for Davidson County, Tennessee.

(11) First Amendment to Restated Declaration of Covenants, Conditions and Restrictions applying to Waterford of Record in Book 9530, Page 185, Register's Office for Davidson County, Tennessee.

(12) Charter of Waterford Community Association, Inc. of record in Book 8711, Page 701, Register's Office for Davidson County, Tennessee.

(13) By-Laws of Waterford Community Association, Inc. of record in Book 8715, Page 583, Register's Office for Davidson County, Tennessee.

(14) Conveyance of Common Areas to Waterford Community Association, Inc. of record in Book 9393, Page 831, Register's Office for Davidson County, Tennessee.

(15) Conveyance of Common Areas to Waterford Community Association, Inc. of record in Book 9393, Page 833, Register's Office for Davidson County, Tennessee.

(16) Conveyance of Common Areas to Waterford Community Association, Inc. of record in Book 8715, Page 590, Register's Office for Davidson County, Tennessee.

This is unimproved property.

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 has executed this Warranty Deed this 9 day of May, 1995.

WATERFORD ASSOCIATES, L.P., a Tennessee limited partnership

W. Lee Corbett

By: W. Lee Corbett
Its: General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, an official Notary Public of the said county and state, W. Lee Corbett, 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 General Partner of Waterford Associates, L.P., the within named bargainor, a partnership, and who acknowledged that as such General Partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS MY HAND, at office, this 9 day of May, 1995.

Notary Public

My Commission Expires: 11-22-97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

9056 05/09 0101 03CHECK 124.00

The actual consideration or value, whichever is greater, for this transfer is $30,000.00.

Affiant

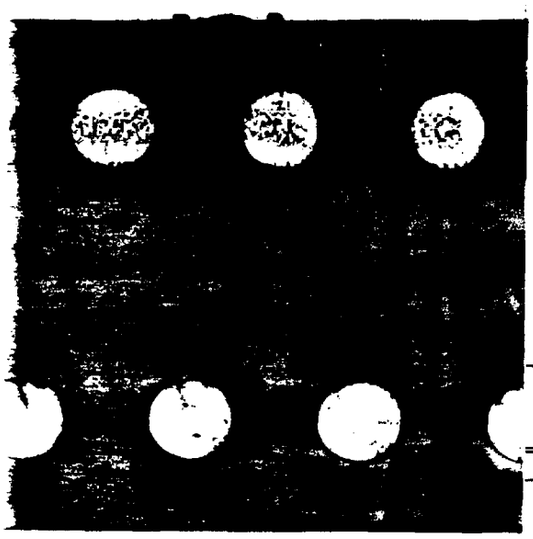
Sworn to and subscribed before me this 9 day of May, 1995.

Notary Public

My Commission Expires: 11-22-97

59020
IDENTIFICATION REFERENCE

95 MAY -9 AM 11:01
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.



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

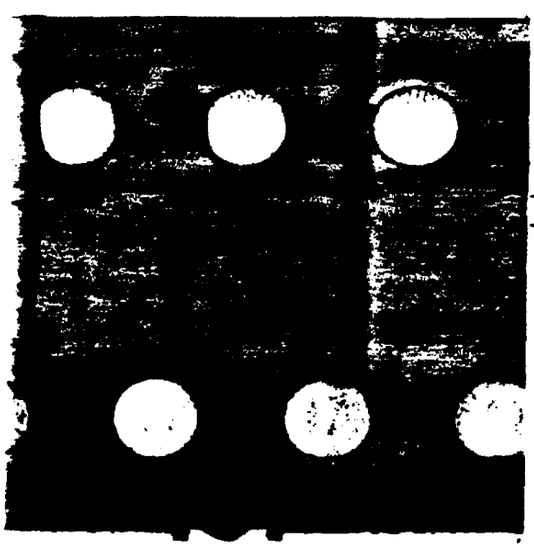
RECEIVED OF _____

FOR _____

BOOK 9667 PG 551

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	30000.00
CON TX	111.00
PRFEE	1.00
MDEED	12.00
TOTAL	124.00
CHECK	124.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID 21001 9056

59020
IDENTIF. # REFERENCE

95 MAY -9 AM 11:01
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 908459