BOOK 9846 PG 228

This Instrument Prepared By:
Stokes & Bartholomew, P.A.
424 Church Street, Suite 2800
Nashville, Tennessee 37219

Map 93-11
Parcels 28, 29, and 41

Address New Owner/
Send Tax Bills to:

Laurence M. Papel, Trustee
Baker, Donelson, Bearman & Caldwell
1700 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

95 NOV -1 PM 2:47
DAVIDSON COUNTY, TN.

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, RUTLEDGE HILL ASSOCIATES LIMITED PARTNERSHIP, a Massachusetts limited partnership (hereinafter the "GRANTOR"), has bargained and sold, and by these presents does hereby transfer, assign and convey unto LAURENCE M. PAPEL, TRUSTEE (hereinafter the "GRANTEE"), his successors and assigns, that certain tract or parcel of land in Davidson County, Tennessee, described on Exhibit A, attached hereto and incorporated herein by reference.

This is improved property known as 507-509 Second Avenue South, Nashville, Tennessee.

The conveyance of the property herein, and all covenants and warranties of GRANTOR contained herein, are made expressly subject to those matters set forth on Exhibit B, attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD said property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, and GRANTEE'S successors and assigns, forever. GRANTOR covenants that it is lawfully seized and possessed of the property in fee simple, has the right to convey the same, and that the title thereto is free from all encumbrances, except as otherwise set forth herein. GRANTOR further covenants and binds itself, and its successors and assigns, to warrant and forever defend the title to

said property to the said GRANTEE, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the GRANTOR has caused this General Warranty Deed to be executed as of this 1 day of NOVEMBER, 1995.

RUTLEDGE HILL ASSOCIATES LIMITED PARTNERSHIP

BY: McNeil & Associates, Inc., General Partner

By: Alexandra H. McNeil

Its: President

STATE OF Massachusetts
COUNTY OF Norfolk)

Before me, Anne M Garrity, a Notary Public of the State and County aforesaid, personally appeared Alexandra H. McNeil, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President & General Partner of Rutledge Hill Associates Limited Partnership, the within named bargainor, a Massachusetts limited partnership, and that he as such General Partner being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand and official seal at Cohasset, Massachusetts County, Norfolk, this 1st day of November, 1995.

ANNE M. GARRITY NOTARY PUBLIC COMMONWEALTH OF MASSACHUSETTS

Anne M Garrity
Notary Public

My Commission Expires: April 19 2002

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $650,000.00.

Laurence M. Papel
AFFIANT

Subscribed and sworn to before me this 1st day of November, 1995.

Deborah T. Marsh
Notary Public

My Commission Expires:
3/24/97

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EXHIBIT A

Being the Rutledge Hill Associates Limited Partnership, property located in Davidson County, Tennessee, more particularly described according to a survey by R.L. Montoya-Land Surveying, Inc., 412 Bass Street, Goodlettsville, Tennessee 37072, dated August 28, 1995, being Job No. 95-9-105, as follows:

Tract One (Parcel 29)

Beginning at a P.K. nail set in the southeastern intersection of the margins of 2nd Avenue South and Peabody Street, said point being the northeast corner of the herein described tract; thence, with the margin of 2nd Avenue South, South 28 degrees 20 minutes 00 seconds East, 79.84 feet to an existing iron rod; thence, leaving said road margin South 61 degrees 40 minutes 00 seconds West, 60.13 feet to a P.K. nail set; thence, North 28 degrees 20 minutes 00 seconds West, 79.77 feet to an existing iron rod in the southerly margin of Peabody Street; thence, with said road margin North 61 degrees 36 minutes 00 seconds East, 60.13 feet to the point of beginning, containing 0.11 acres, more or less.

Being part of the same property conveyed to Rutledge Hill Associates Limited Partnership by deed of record in Book 7480, page 891, Register's Office for said county.

Tract Two (Parcel 28)

Beginning at an existing iron rod in the westerly margin of 2nd Avenue South, said point being the northeasterly corner of the herein described tract; thence, with said road margin, South 28 degrees 20 minutes 00 seconds East, 109.94 feet to an existing iron rod; thence, leaving said road margin, South 61 degrees 33 minutes 27 seconds West, 210.99 feet to a P.K. nail set in the easterly margin of 3rd Avenue South; thence, with said road margin, North 28 degrees 13 minutes 35 seconds West, 189.94 feet to a P.K. nail set in the intersection of 3rd Avenue South and Peabody Street; thence, with said Peabody Street, North 61 degrees 36 minutes 00 seconds East, 150.05 feet to an existing iron rod; thence, leaving said road margin, South 28 degrees 20 minutes 00 seconds East, 79.77 feet to a P.K. nail set; thence, North 61 degrees 40 minutes 00 seconds East, 60.13 feet to the point of beginning, containing 0.81 acres, more or less.

Being part of the same property conveyed to Rutledge Hill Associates Limited Partnership by deed of record in Book 7480, page 891, Register's Office for said county.

Tract Three (Parcel 41)

Beginning at an existing iron rod in the westerly margin of 2nd Avenue South, said point being the northeasterly corner of the herein described tract; thence, with said road margin, South 28 degrees 20 minutes 00 seconds East, 63.79 feet to an existing P.K. nail at the beginning of a curve; thence, with said curve to the right, having a radius of 20.00 feet and an arc length of 31.42 feet, to a P.K. nail set in the northerly margin of a 12' alley; thence, with said alley, South 61 degrees 40 minutes 00 seconds West, 92.00 feet to a P.K. nail set; thence, South 28 degrees 20 minutes 00 seconds East, 30.90 feet to a P.K. nail set, said point being the northeast corner to M.K. Stephenson and J.E. Stephenson, as of record in Deed Book 9541, page 583, R.O.D.C., TN; thence, with said common line, South 61 degrees 46 minutes 25 seconds West, 99.20 feet to a P.K. nail set in the easterly margin of 3rd Avenue South; thence, with said road margin, North 28 degrees 13 minutes 35 seconds West, 114.10 feet to a P.K. nail set; thence, North 61 degrees 33 minutes 27 seconds East, 210.99 feet to the point of beginning, containing 0.47 acres, more or less.

Being the same property conveyed to Rutledge Hill Associates Limited Partnership by deed of record in Book 7480, page 884, said Register's Office.

EXHIBIT B

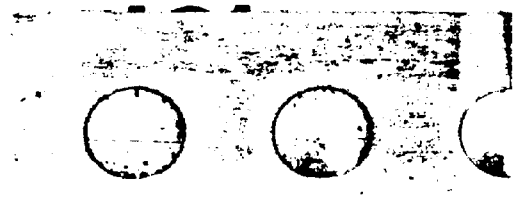
1. 1995 real estate taxes which have been prorated between the parties and assumed by Grantee.

2. Survey dated 2/9/88 prepared by Cummings and Associates, Inc. Surveyors indicates the following:

   (a) Sanitary Sewer Line and manhole along southwesterly boundary as more particularly shown on the survey.

3. All matters shown on the boundary survey of Rutledge Hill Associates Property, dated September 28, 1995, and the Surveyor's Report, dated September 21, 1995, both prepared by R.L. Montoya Land Surveying, Inc., 421 Bass Street, Goodlettsville, Tennessee 37072, Job No. 95-9-105.

3495 11/01 0101 03CHECK 2422.00







OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9846 PG 232

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
650000.00
CON TX 2405.00
PRFEE 1.00
WDEED 16.00
TOTAL 2422.00
CHECK 2422.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

11/01/95 01 14:47 0001 3495

011854

ICEMAN REFERENCE

95 NOV -1 PM 2:47

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 972133