PREPARED BY: CHARLES A. WHEELER, JR., P. O. BOC 948, HENDERSONVILLE, TN 37077

QUITCLAIM DEED

BK/PG: 10018:590

ADDRESS NEW OWNER	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
WDW, INC.	SAME AS NEW OWNER	161 - 21
7014 COUNTRY CLUB DRIVE		
BRENTWOOD, TN 37027		

FOR AND IN CONSIDERATION of One Dollar ($1.00), cash in hand paid, the receipt of which is hereby acknowledged,

ELM HILL HOMES, INC., A TENNESSEE CORPORATION

has these presents do hereby quitclaim and convey unto

WDW, INC., A TENNESSEE CORPORATION

its successors and assigns, all its right, title and interest in and to the following described tract of land:

SEE EXHIBIT "A" LEGAL DESCRIPTION.

STATE OF TENNESSEE
COUNTY OF SUMNER

The actual consideration or value whichever is greater for this transfer is $ -0- .

Subscribed and sworn to before me, this 26TH day of FEBRUARY, 19 96.

William A Wheeler
AFFIANT

My Commission Expires: My Commission Expires [illegible]

NOTARY PUBLIC

Said property is conveyed subject to such limitations, restrictions and encumbrances as may affect the premises.

WITNESS my hand, this 26th day of February, 19 96, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officer(s) on said day and date.

ELM HILL HOMES, INC.

Charles A Wheeler Jr

CHARLES A. WHEELER, JR.,
CHAIRMAN OF THE BOARD

STATE OF _____

COUNTY OF _____

10018-591

Personally appeared before me, _____, a Notary Public in and for said County and State, _____ the within named bargainor, with whom I am personally acquainted, and who acknowledged that executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at office at _____ this _____ day of _____, 19___.

_____
NOTARY PUBLIC

My Commission Expires: _____

STATE OF TENNESSEE

COUNTY OF SUMNER

Before me, Dorothy L. Carr, Notary Public of the State and County aforesaid, personally appeared CHARLES A. WHEELER, JR. with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Chairman of the Board of the ELM HILL HOMES, INC. the within named bargainor, a corporation, and that he as such Chairman of the Board, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman of the Board.

WITNESS my hand and official seal, at office in Hendersonville, TN this 26th day of February, 1996.

Dorothy L. Carr
NOTARY PUBLIC

My Commission Expires: 3/14/97

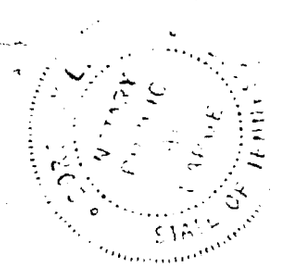


EXHIBIT "A" LEGAL DESCRIPTION

10018 592

GRANTOR: ELM HILL HOMES, INC.

GRANTEE: WDW, INC.

BEING a parcel of property in Davidson County, Tennessee, bounded on the north of Seven Mile Creek and on the south by Lots 50, 51, 52 and 53 of Hillview Estates and described as follows:

BEGINNING at an iron pin set in concrete at the northwest corner of Lot No. 50 of Hillveiw Estates and continuing along the north property line of Lot No. 50 in an easterly direction N 77° 31' E for a distance of 171.45 feet to an iron pin set in concrete being the northeast corner of Lot No. 50 and the northwest corner of Lot No. 51; thence along the north property line of Lot No. 51, N 47° 58' E for a distance of 199.87 feet to an iron pin in concrete, being the northwest corner of Lot No. 52; thence, continuing along the north property line of Lot No. 52, N 33° 01' E for a distance of 167.82 feet to an iron pin set in concrete being the northwest property corner of Lot No. 53; thence, continuing along the north property line of Lot No. 53, S 69° 08' E for a distance of 143.29 feet to an iron pin set in concrete; thence, in a northerly direction N 3° 00' W for an approximate distance of 121.00 feet to the centerline of Seven Mile Creek; thence, in a westerly direction along the centerline of Seven Mile Creek for an approximate distance of 680.00 feet to the intersection of the centerline of Seven Mile Creek and a projection of the common lot line of Lot 49 and Lot 50; thence, in a southeasterly direction along the projected common lot line for a distance of approximately 38 feet to an iron pin being the point of beginning and containing 1.29 acres, more or less.

Being part of the same property conveyed to ELM HILL HOMES, INC., by deed of record in Book 4697, page 950, Register's Office for Davidson County, Tennessee.

ELM HILL HOMES, INC.

CHARLES A. WHEELER, JR.
CHAIRMAN OF THE BOARD

0172312

IDENTIFICATION REFERENCE