BOOK 10361 PG 91

WARRANTY DEED

FROM: Mickey Gilley

TO: Alexander-Smith Limited Partnership

THIS INSTRUMENT PREPARED BY:
S. Ralph Gordon, Attorney
49 Music Square West, Suite 600
Nashville, Tennessee 37203

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Alexander-Smith Limited Partnership c/o Starstruck Properties, Inc. (NAME)	SAME (NAME)	93-13 par. 4
40 Music Square West (STREET ADDRESS OR ROUTE NUMBER)	(STREET ADDRESS)	
Nashville, Tennessee 37203 (CITY) (STATE) (ZIP)	(CITY) (STATE) (ZIP)	

5859.50

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,525,000.00.

Subscribed and sworn to before me, this the 31st day of January, 1997.

Affiant

My Commission Expires: 9/18/99

Affix seal:

LEANNE R. NEAL NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Notary Public

(FOR REGISTER'S USE)

FOR AND IN CONSIDERATION of the sum of TEN AND 00/100 ($10.00) DOLLARS and other good and valuable considerations, cash in hand paid by **ALEXANDER-SMITH LIMITED PARTNERSHIP, a Tennessee limited partnership** (the "Grantee" herein), the receipt whereof is hereby acknowledged, the undersigned Grantor, **MICKEY GILLEY**, a married man, (the "Grantor" herein), has bargained and sold, and by these presents does transfer and convey unto the said Grantee, **ALEXANDER-SMITH LIMITED PARTNERSHIP, a Tennessee limited**

partnership, its successors and assigns, certain real estate in Davidson County, Tennessee, being more particularly described as follows:

Being Lot 1 on the consolidation Plat D and D Improvements, of record in Book 7900, page 139, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete description.

Being the same property conveyed to Mickey Gilley by Quitclaim Deed from Gilley's Enterprises, Inc., a Texas corporation, of record in Book 8031, page 992, Register's Office for Davidson County, Tennessee.

This conveyance is given subject to:

1. 1997 taxes, which have been prorated as of the date hereof and assumed by Grantee.

2. All matters shown on Plan of record in Book 7900, page 139, said Register's Office, including but not limited to, an owner's certificate, various utility lines and Note(s) shown thereon.

3. Construction Easement as shown in Clerks Deed to Metropolitan Development & Housing Agency of record in Book 4802, page 898, said Register's Office.

4. Outdoor Advertising Sign Lease dated the 7th day of October, 1992, by and between Mickey Gilley, as Lessor, and The Lamar Corporation, as Lessee, which Lease the Grantor states is in good standing and not in default; Grantor hereby assigns the said Lease unto the Grantee, and its successors and assigns. Grantee agrees to assume the said Lease and all the Lessor's obligations thereunder, which might accrue from the date hereof.

This is improved property, known as 117 16th Avenue, South, and 121 16th Avenue, South, Nashville, TN 37203.

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

And Grantor does covenant with the said Grantee that he is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and the same is unencumbered, except as herein set forth.

And Grantor does further covenant and bind himself, his heirs and assigns, to warrant and forever defend the title to the said real estate to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

The undersigned Vivian Gilley, the wife of the Grantor, joins herein for the sole purpose of quitclaiming and releasing unto Grantee, its successors and assigns, any and all of her present and/or future marital right, title and interest in and to the property described herein, including but not limited to, dower, spousal share claims, homestead and redemption rights.

WITNESS our signatures this the 28th day of January, 1997.

Mickey Gilley

Vivian Gilley, his wife

STATE OF NEVADA)
COUNTY OF Washoe)

Personally appeared before me, the undersigned Notary Public in and for said County and State, Mickey Gilley, 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/she executed the within instrument for the purposes therein contained.

Witness my hand and seal at Reno, Nevada, this 29 day of January, 1997.

Affix seal:

Nancy Rapp Trabert
NOTARY PUBLIC

MY COMMISSION EXPIRES: 11/4/98.

NANCY RAPP TRABERT
Notary Public - State of Nevada
Appointment Recorded in Washoe County
MY APPOINTMENT EXPIRES NOV. 4, 1998

STATE OF TEXAS)
COUNTY OF Harris)

Personally appeared before me, the undersigned Notary Public in and for said County and State, Vivian Gilley, 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/she executed the within instrument for the purposes therein contained.

Witness my hand and seal at Pasadena, Texas, this 18th day of January, 1997.

Affix seal:

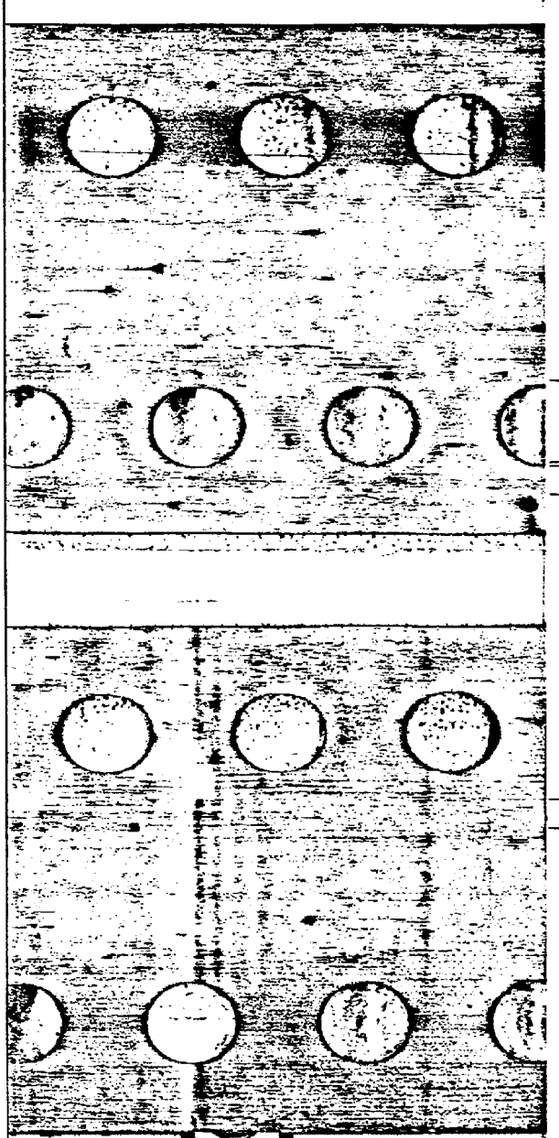
Pat S. Malin
NOTARY PUBLIC

MY COMMISSION EXPIRES: March 9, 1999.

The legal description and the state of title of the property have been furnished to the draftsman by the Grantor, by third parties or from the record. The draftsman assumes no liability as to the accuracy thereof.

0276675
IDENTIF. ↑ REFERENCE

MAIL ENV.



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

RECEIVED OF _____

FOR _____

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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 1525000.00
CON TX 5642.50
PRFEE 1.00
WDEED 16.00
TOTAL 5659.50
CHECK 5659.50

02/26/97 01 15:09 0001 0291

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0276675
IDENTIF. # REFERENCE

97 FEB 26 PM 3:10
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1120712