Box 41

BOOK 10377 PG 18

GENERAL WARRANTY DEED

FROM: Greens of Rivergate Limited Partnership, Grantor

TO: Greens of Rivergate II Limited Partnership, Grantee

This instrument was prepared by:
Warren H. Wild, Jr.
Farris, Warfield & Kanaday, PLC
Suite 1900, SunTrust Center
424 Church Street
Nashville, Tennessee 37219

Address New Owner as Follows:

Greens of Rivergate II Limited Partnership
c/o Cumberland Ventures, Inc.
120 Vista Pointe Drive
Wilder, Kentucky 41071

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:

Same

Map-Parcel Numbers:

33-0-205

97 MAR 11 PM 4:06
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. → REFERENCE

02816 79

STATE OF OHIO)
COUNTY OF ~~HAMILTON~~ BUTLER)

The actual consideration or value, whichever is greater, for this transfer is Two Hundred Thousand and No/100 Dollars ($200,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 5TH day of MARCH, 1997.

Notary Public

My Commission Expires: Jan. 29, 2002

NOTARIAL SEAL STATE OF OHIO
KAREN WILSON
Notary Public, State of Ohio
My Commission Expires Jan. 29, 2002

FOR AND IN CONSIDERATION OF the sum of One and No/100 Dollar ($1.00), the receipt and sufficiency of which are hereby acknowledged, Greens of Rivergate Limited Partnership ("Grantor"), a Kentucky limited partnership, has bargained and sold, and by these presents does transfer and convey unto Greens of Rivergate II Limited Partnership ("Grantee"), a Kentucky limited partnership, its, successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved property located on Dry Creek Road in Goodlettsville, Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by reference.

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

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness my hand this 5th day of March, 1997.

GREENS OF RIVERGATE LIMITED PARTNERSHIP

By: Cumberland Ventures, Inc., a Kentucky corporation, its general partner

By: _____

Title: _____

STATE OF OHIO)
COUNTY OF ~~HAMILTON~~ BUTLER)

Before me, KAREN WILSON, a Notary Public of said County and State, personally appeared JOSEPH ENISANT, 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 of Cumberland Ventures, Inc., a Kentucky corporation, the general partner of GREENS OF RIVERGATE LIMITED PARTNERSHIP, the within named bargainor, an Kentucky limited partnership, and that he as such PRESIDENT of such general partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by its general partner by himself as PRESIDENT of its general partner.

Witness my hand and seal, at Office in CINCINNATI OHIO, this 5th day of MARCH, 1997.

Karen Wilson
Notary Public

My Commission Expires: Jan. 29, 2002

NOTARIAL SEAL STATE OF OHIO

KAREN WILSON
Notary Public, State of Ohio
My Commission Expires Jan. 29, 2002

EXHIBIT A

Property Description

PHASE TWO

A TRACT OF LAND LYING IN THE SECOND CIVIL DISTRICT, ELEVENTH COUNCILMANIC DISTRICT OF DAVIDSON COUNTY, CITY OF GOODLETTSVILLE, TENNESSEE, BEING LOT 5A-2 ON THE PLAT OF SUBDIVISION OF LOT 5A, SECTION 2, RIVERGATE ACRES LIMITED, WHICH PLAT IS RECORDED IN BOOK 9700, PAGE 338, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

BEING PART OF THE SAME PROPERTY CONVEYED TO GREENS OF RIVERGATE LIMITED PARTNERSHIP, A KENTUCKY LIMITED PARTNERSHIP, BY DEEDS OF RECORD IN BOOK 9533, PAGE 95, AND BOOK 10137, PAGE 849, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

Encumbrances

1. The lien for 1997 taxes will be prorated between the parties when known and paid by Grantor.

2. TVA Transmission Line Easements of record in Book 3223, Page 327, R.O.D.C., Tennessee.

3. Easement(s) as set forth in instrument recorded in Book 4805, Page 797, R.O.D.C., Tennessee.

4. Agreement for Dedication of Easement for Dry Creek Flood Control Project of record in Book 8157, Page 78, R.O.D.C., Tennessee, including flowage easement.

5. All matters shown on plat recorded in Plat Book 9700, Page 338, R.O.D.C., Tennessee.

6. Easement and Right of Entry Agreement between VSC Cable, Inc. and Grantor of record in Book 10046, page 915, R.O.D.C., Tennessee.

7. Declaration of Land Use Restrictive Covenants for Low Income Housing Tax Credits of record in Book 9901, page 428, R.O.D.C., Tennessee.

5660 03/11 0101 03CHECK 761.00





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

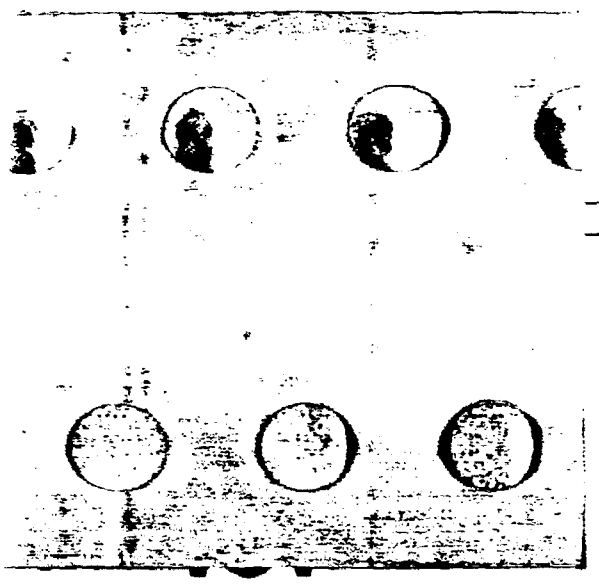
RECEIVED OF _____

FOR _____

BOOK 10377 PG 23

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 200000.00
CON TX 740.00
PRFEE 1.00
WDEED 20.00
TOTAL 761.00
CHECK 761.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK
03/11/97 01 16:11 0001 5660

02816 79
IDENTIF. ↑ REFERENCE

97 MAR 11 PM 4:07
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1126023