Box 60 R.O.D.C.T.

This Instrument Prepared By:
THOMAS I. BOTTORFF, Attorney
5110 Maryland Way, Suite 200
Brentwood, Tennessee 37027
(615) 371-0800

SPECIAL WARRANTY DEED

BOOK 10673 PG 656

Address New Owner:	Send Tax Bills To:	Map-Parcel Nos.
Westminster Homes, Inc.	Owner	161-11-A-89.00 thru 121.00 and
7101 Executive Center Drive, Ste 287		161-11-A-144.00 thru 147.00
Brentwood, TN 37027		(see legal descrip)

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

I hereby swear or affirm that the actual consideration or true value of this transfer whichever is greater, is $ 631,800.00 .

Affiant

My Commission Expires:

July 15, 2001

Subscribed and sworn to before me this 29th day of October, 1997.

Notary Public

****

FOR AND IN CONSIDERATION OF Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **RICHTER DIAL BUILDERS, INC., a Tennessee corporation,** ("Grantor") by these presents does hereby transfer, sell and convey to WESTMINSTER HOMES, INC., a North Carolina corporation, ("Grantee") its successors and assigns, a certain tract or parcel of real property located in DAVIDSON County, State of Tennessee, more particularly described as follows, to wit:

Land in Davidson County, Tennessee, being Unit Numbers 89 through and including 121, and being Unit Numbers 144 through and including 147, on the Plan of Huntington Ridge Townhouse, of record in Book 4675, page 9, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

BEING part of the same property conveyed to Richter Dial Builders, Inc., a Tennessee corporation, by Trustee's Deed from William Lamar Newport, Trustee for the Bankruptcy Estate of George W. Holder, Jr., of record in Book 9282, page 350, Register's Office for Davidson County, Tennessee.

This is unimproved property known as:

Lot #	Street Address	Tax Map/Parcel#
Lot 89	466 Huntington Ridge Drive	161-11-A-89.00
Lot 90	467 Huntington Ridge Drive	161-11-A-90.00
Lot 91	468 Huntington Ridge Drive	161-11-A-91.00
Lot 92	469 Huntington Ridge Drive	161-11-A-92.00
Lot 93	470 Huntington Ridge Drive	161-11-A-93.00
Lot 94	471 Huntington Ridge Drive	161-11-A-94.00
Lot 95	472 Huntington Ridge Drive	161-11-A-95.00
Lot 96	473 Huntington Ridge Drive	161-11-A-96.00
Lot 97	474 Huntington Ridge Drive	161-11-A-97.00
Lot 98	775 Huntington Ridge Drive	161-11-A-98.00
Lot 99	476 Huntington Ridge Drive	161-11-A-99.00
Lot 100	477 Huntington Ridge Drive	161-11-A-100.00
Lot 101	478 Huntington Ridge Drive	161-11-A-101.00
Lot 102	479 Huntington Ridge Drive	161-11-A-102.00
Lot 103	480 Huntington Ridge Drive	161-11-A-103.00
Lot 104	481 Huntington Ridge Drive	161-11-A-104.00
Lot 105	482 Huntington Ridge Drive	161-11-A-105.00
Lot 106	483 Huntington Ridge Drive	161-11-A-106.00
Lot 107	484 Huntington Ridge Drive	161-11-A-107.00
Lot 108	485 Huntington Ridge Drive	161-11-A-108.00
Lot 109	486 Huntington Ridge Drive	161-11-A-109.00
Lot 110	487 Huntington Ridge Drive	161-11-A-110.00

97 NOV -5 PM 4:04
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE
0366809

Lot 111	488 Huntington Ridge Drive	161-11-A-111.00
Lot 112	489 Huntington Ridge Drive	161-11-A-112.00
Lot 113	490 Huntington Ridge Drive	161-11-A-113.00
Lot 114	491 Huntington Ridge Drive	161-11-A-114.00
Lot 115	492 Huntington Ridge Drive	161-11-A-115.00
Lot 116	493 Huntington Ridge Drive	161-11-A-116.00
Lot 117	494 Huntington Ridge Drive	161-11-A-117.00
Lot 118	495 Huntington Ridge Drive	161-11-A-118.00
Lot 119	496 Huntington Ridge Drive	161-11-A-119.00
Lot 120	497 Huntington Ridge Drive	161-11-A-120.00
Lot 121	498 Huntington Ridge Drive	161-11-A-120.00
Lot 144	5651 Amalie Drive, #144	161-11-A-144.00
Lot 145	5651 Amalie Drive, #145	161-11-A-145.00
Lot 146	5651 Amalie Drive, #146	161-11-A-146.00
Lot 147	5651 Amalie Drive, #147	161-11-A-147.00
Lot 148	5651 Amalie Drive, #148	161-11-A-148.00
Lot 149	5651 Amalie Drive, #149	161-11-A-149.00

BOOK 10673 PG 657

8369 11/05 0101 03CHECK 2346.66

This conveyance is subject to: Property Taxes for 1997 and subsequent years to Davidson County, Tennessee, a lien but not yet due and payable; Those matters appearing on the Plan of Huntington Ridge Townhouse, of record in Plat Book 4675, page 9, Register's Office, Davidson County, Tennessee; Declaration of Covenants, Conditions, Restrictions, and all matters shown on the Master Deed and By-Laws contained in instrument of record in Book 4729, page 687, Book 4889, page 905, Bok 5394, page 243, and Book 7423, page 762, Register's Office for Davidson County, Tennessee; Storm Water Detention Agreement of record in Book 9732, page 308, Book 9732, page 551, and Book 9775, page 308, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the said property, with the appurtenances, estate, title and interest thereto belonging to WESTMINSTER HOMES, INC., its successors and assigns forever.

AND the Grantor does hereby covenant with WESTMINSTER HOMES, INC. that it is lawfully seized and possessed of the said land in fee simple, has a good right to convey it, and the same is unencumbered except for those matters hereinabove mentioned.

AND the Grantor does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to the said real property to the said WESTMINSTER HOMES, INC. and its successors and assigns, against the lawful claims of all persons whomsoever claiming by or through Grantor.

IN WITNESS WHEREOF, I have hereunto set my hand on this the 29th day of October, 1997.

GRANTOR:

Richter Dial Builders, Inc., a Tennessee corporation

By: _____
John Larry Dial, President

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

Personally appeared before me, the undersigned, _____, a Notary Public in and for said county and state, the within named John Larry Dial, with whom I am personally acquainted and who, upon oath, acknowledged himself to be President of Richter Dial Builders, Inc., a Tennessee corporation, the within named bargainor, and that he as President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in Brentwood, Tennessee, this 29th day of October, 1997.

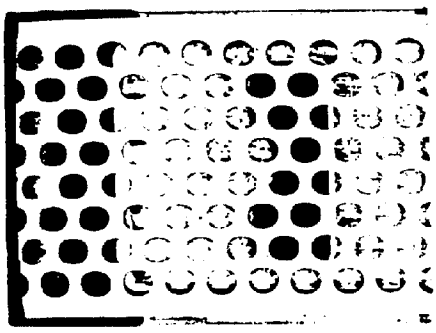
My Commission Expires:

July 15, 2001

_____
Notary Public

OFFICIAL RECEIPT

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



RECEIVED OF _____

FOR _____

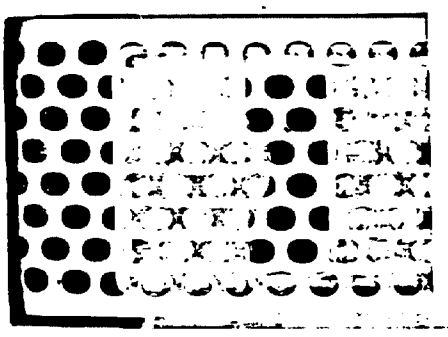
BOOK 10673 PG 658

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	
				631800.00
			CON TX	2337.66
			PRFEE	1.00
			WDEED	8.00
			TOTAL	2346.66
			CHECK	2346.66

11/05/97 01 16:14 0001 8369

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0366809
IDENTIF. ↑ REFERENCE

97 NOV -5 PM 4:04
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No.1217571