This instrument was prepared by:

C. Barton North
Sadler, Sullivan, Sharp
Fishburne & Van Tassel, P.C.
2500 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203

NAME AND ADDRESS OF NEW OWNER:

B B & D Properties, L.L.C.
c/o Robert B. Updegraff
720 Fesslers Lane
Nashville, Tennessee 37210

SEND TAX BILLS TO:
New Owner

MAP AND PARCEL NUMBERS:
Map 106-5
Parcel 154.00

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollar ($10.00) and other good and valuable consideration, to the undersigned Grantors, in hand paid by the Grantee herein, the receipt whereof is acknowledged, we Billy R. Hinds, Don C. Livingston, Jr., and Robert B. Updegraff, hereinafter called "GRANTORS", have this day bargained and do hereby transfer and convey unto B B & D Properties, L.L.C., hereinafter called "GRANTEE", all of their interest in the following described real estate, situated in Davidson County, State of Tennessee, described as follows:

A tract of land in the First Civil District of Metropolitan Nashville-Davidson County, Tennessee, being Lot No. 19 on the Plan of Section 10, City View Park, of record in Book 5200, page 526, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to Billy R. Hinds, a 40% interest, Don C. Livingston, Jr., a 40% interest, and Robert B. Updegraff, a 20% interest, by Warranty Deed from Kay Flynt Horrell, Trustee, under the Will of John C. Flynt, Deceased, of record in Book 10327, page 833, Registers Office, Davidson County, Tennessee.

The conveyance of the above described parcel of land is subject to the following:

1. Restrictive Covenants of record in Book 4680, page 337, Register's Office for Davidson County, Tennessee.

2. All matters shown on Plan of record in Book 5200, page 526, Register's Office for Davidson County, Tennessee.

3. Restrictions and exclusive easement for right to install an antenna on the top of any structure erected by Transpo General, Inc., or its heirs, successors and assigns, in line of sight from the existing antenna on the WSIX Building on Murfressboro Pike to the WSIX Transmitter, together with easement to connect cable to relocated tower, of record in Book 4680, page 337, Register's Office for Davidson County, Tennessee.

4. Deed of Trust of record in Book 10327, page 836, Register's Office for Davidson County, Tennessee.

The spouses of the GRANTORS, Heide Hinds, Janet Livingston, and Karen C. Updegraff, join in this conveyance and hereby transfer and convey any marital rights we may have in said premises.

TO HAVE AND TO HOLD to said GRANTEE, and its assigns forever.

And we do for ourselves and for our heirs, executors, and administrators covenant with the said GRANTEE, and its assigns, that we are lawfully seized in fee simple of said premises; that they are free from all encumbrances, unless otherwise noted above; that we have a good right to sell and convey the same as aforesaid; that we will and our heirs, executors and administrators shall warrant and defend the same to the said GRANTEE, and its assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of October, 1997.

Billy R. Hinds

Billy R. Hinds

Heide Hinds

Heide Hinds

STATE OF Alabama)

Shelby COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Billy R. Hinds, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 29 day of October, 1997.

Greta Jane Neal

NOTARY PUBLIC

My Commission Expires: 5/26/2000

STATE OF Alabama)

Shelby COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Heide Hinds, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 29 day of October, 1997.

Greta Jane Neal

NOTARY PUBLIC

My Commission Expires: 5/26/2000

OATH OF CONSIDERATION

The actual consideration or value whichever is greater is $425,000.00.

C Barton North

C. BARTON NORTH

Legal counsel for Grantors and Greantee

Sworn to and subscribed before me,
this the 19th day of February, 1998.

Colleen S. Griffin

NOTARY PUBLIC

My Commission Expires: 10-6-2001

Don C. Livingston, Jr.

Janet Livingston

STATE OF Florida)

Escambia COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Don C. Livingston, Jr., whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 26 day of August, 1997.

OFFICIAL NOTARY SEAL
SUSAN MOSHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC459342
MY COMMISSION EXP. MAY 5,1999

Susan Mosher
NOTARY PUBLIC
My Commission Expires: 5-5-99

STATE OF Florida)

Escambia COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Janet Livingston, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 26 day of August, 1997.

OFFICIAL NOTARY SEAL
SUSAN MOSHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC459342
MY COMMISSION EXP. MAY 5,1999

Susan Mosher
NOTARY PUBLIC
My Commission Expires: 5-5-99

BOOK 10812 PG 799

Robert B. Updegraff

Karen C. Updegraff

STATE OF TENNESSEE)

DAVIDSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Robert B. Updegraff, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 26 day of August, 1997.

ALICE F. WILLIAMS NOTARY PUBLIC AT LARGE TENN.

NOTARY PUBLIC
My Commission Expires MAY 27, 2001

STATE OF TENNESSEE)

DAVIDSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Karen C. Updegraff, whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 26 day of August, 1997.

NOTARY PUBLIC
My Commission Expires MAY 27, 2001
My Commission Expires:

98 FEB 27 AM 8:49

04056601

8611 02/27 0101 03CHECK 1585.50

MAIL ENV.

c:\cbn\business\llc\client1.ist\bb&d\2wntdeed.tn

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10812 PG 800

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
425000.00
CON TX 1572.50
PRFEE 1.00
WDEED 16.00
TOTAL 1589.50
CHECK 1539.50

02/27/98 01 08:48 0001 8611

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

04056O1
RECEIVED FOR RECORD
98 FEB 27 AM 8:49

No. 1259069