This instrument prepared by:
AMY W. STEVENS
Attorney at Law
1210 Briarville Road, Building E
Madison, TN 37115

Address New Owner:	Send Tax Bills to:	Map-Parcel No.
Systems Construction, Inc. 1205 South Graycroft Madison, TN 37115	Same	51-06-037

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration of value, whichever is greater, for this transfer is $125,000.00.

Affiant, Donald W. Belles

Subscribed and sworn to before me, this the 21st day of December, 1998.

Notary Public

My Commission Expires: 11/24/2001

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, DONALD W. BELLES and wife, CAROLE S. BELLES, (the "Grantors"), have bargained and sold, and by these presents do transfer and convey unto the said SYSTEMS CONSTRUCTION, INC., a Tennessee corporation (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See Exhibit "A"

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those matters set forth in Exhibit "B" which is attached hereto and incorporated herein by reference.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

TO HAVE AND TO HOLD the said tract or parcel of land, with appurtenances, estate, title and interest thereto belonging to said Grantees. Grantors covenant with grantees that they are lawfully seized and possessed of said land in fee simple, possessing a good right to convey it, and that the said land is unencumbered, except for those matters set forth in Exhibit "B" attached hereto.

GRANTORS further covenant and bind themselves, their heirs, successors, and representatives to warrant and defend the title to the said land to Grantees, their heirs, successors, and assigns against the lawful claims of all persons whatsoever.

IN WITNESS WHEREOF, the Grantors have caused this Warranty Deed to be executed this 21st day of December, 1998.

Donald W. Belles
DONALD W. BELLES

Carole S. Belles
CAROLE S. BELLES

0537024
IDENTIF. # REFERENCE
99 JAN 14 PM 1:4
ALL
DUPLICATE COPY

STATE OF Tennessee)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, DONALD W. BELLES., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seal at office in Nashville, TN, this the 21st day of December, 1998.

Notary Public

My Commission expires:
11/24/2001

STATE OF Tennessee)
COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, CAROLE S. BELLES, with whom I am personally acquainted, and who acknowledged that She executed the within instrument for the purposes therein contained.

Witness my hand and official seal at office in Nashville, TN, this the 21st day of December, 1998.

BOOK 11298 PAGE 239

DEED DESCRIPTION
PROPERTY AT 1205 SOUTH GRAYCROFT AVENUE
W&A FILE NO.: 365-0598

PROPERTY LOCATED IN THE 4TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING LOT 23 ON THE FINAL PLAT OF OAKLAND ACRES, SECTION THREE, AS OF RECORD IN PLAT BOOK 2133, PAGE 34 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TN AND BEING MORE PARTICULARLY DESCRIBED ACCORDING TO A BOUNDARY SURVEY PREPARED BY WAMBLE & ASSOCIATES, PLLC DATED DECEMBER 17TH, 1998 AS FOLLOWS:

BEGINNING AT AN IRON ROD (NEW) ON THE EASTERLY RIGHT-OF-WAY LINE OF SOUTH GRAYCROFT AVENUE (60 FOOT R.O.W.), SAID ROD BEING THE NORTHWEST CORNER OF THE HERE IN DESCRIBED PROPERTY AND THE SOUTHWEST CORNER OF LOT 22 ON THE FINAL PLAT OF A RESUBDIVISION OF LOTS 20 AND 21 SECTION TWO, AND LOT 22 SECTION THREE, OAKLAND ACRES AS OF RECORD IN PLAT BOOK 2083, PAGE 60 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TN; THENCE, FOLLOWING THE SOUTH LINE OF SAID LOT 22 SOUTH 86 DEGREES 45 MINUTES 00 SECONDS EAST 214.23 FEET TO A CONCRETE MONUMENT (OLD), BEING THE SOUTHEAST CORNER OF SAID LOT 22, ALSO BEING THE SOUTHWEST CORNER OF LOT 20; THENCE, FOLLOWING THE SOUTH LINE OF SAID LOT 20 SOUTH 86 DEGREES 45 MINUTES 00 SECONDS EAST 91.14 FEET TO A CONCRETE MONUMENT (OLD), BEING THE NORTHWEST CORNER OF LOT 42 ON THE FINAL PLAT OF OAKLAND ACRES, SECTION FOUR, AS OF RECORD IN PLAT BOOK 2133, PAGE 19 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TN; THENCE, FOLLOWING THE WEST LINE OF SAID LOT 42 AND A PORTION OF LOT 41 SOUTH 03 DEGREES 19 MINUTES 56 SECONDS WEST 150.00 FEET TO AN IRON ROD (NEW), BEING THE NORTHEAST CORNER OF LOT 24 ON THE FINAL PLAT OF OAKLAND ACRES, SECTION TWO AS OF RECORD IN PLAT BOOK 2133, PAGE 33 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TN; THENCE, FOLLOWING THE NORTH LINE OF SAID LOT 24 NORTH 86 DEGREES 45 MINUTES 00 SECONDS WEST 307.20 FEET TO AN IRON ROD (NEW) ON THE EASTERLY RIGHT-OF-WAY LINE OF SOUTH GRAYCROFT AVENUE, ALSO BEING THE NORTHWEST CORNER OF SAID LOT 24; THENCE, FOLLOWING SAID EASTERLY RIGHT-OF-WAY LINE NORTH 04 DEGREES 01 MINUTES 56 SECONDS EAST 150.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 45,912.52 SQUARE FEET OR 1.05 ACRES.

BEING THE SAME PROPERTY CONVEYED TO DONALD W. BELLES AND WIFE, CAROLE S. BELLES, AS OF RECORD IN DEED BOOK 6242, PAGE 257 R.O.D.C., TN, EXCLUDING THAT PORTION OF THE PROPERTY CONVEYED TO METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY FOR ROAD RIGHT-OF-WAY AS OF RECORD IN DEED BOOK 7706, PAGE 371 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TN.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

EXHIBIT "B"

1. General or special taxes and assessments required to be paid in the year 1998 and subsequent years.

   Davidson County taxes for 1998, Map-Par. 51-06-037, $880.55 paid.

   If improvements are completed after January 1 of any year the law requires supplemental assessments for the year in which improvements are completed, as defined by Statute. The Company assumes no liability for taxes assessed by correction pursuant to the provisions of Tennessee Code Annotated sections 67-5-603, et seq.

2. All matters shown on Survey done by Jimmy C. Yates (Wamble & Associates, PLLC), dated December 22, 1998, Job No. 365-0598.

3. Matters shown on the Plan of record in Book 2133, Page 34, said Register's Office.

4. Temporary Easement for slope purposes as set forth in deed of record in Book 7706, Page 371, said Register's Office.

5. Restrictive Covenants contained in instrument of record in Book 2092, Page 492, said Register's Office.

3018 01/14 0101 03:CHECK 485.50

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11298 PAGE 241

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

0537024
IDENTIF. # REFERENCE

99 JAN 14 PM 1:40

REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

CAMT	125000.00
CON TX	462.50
PRFEE	1.00
WDEED	20.00
CFEE	2.00
TOTAL	485.50
CHECK	485.50

01/14/99 01 13:41 0001 3018

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1412460