Box 14-A

THIS INSTRUMENT PREPARED BY:

JOHN T. COOK, ESQ.
2927 Berry Hill Drive
Nashville, Tennessee 37204

Davidson County DEEDWARR
Recvd: 01/10/02 15:13 4pgs
Fees:23.00 Taxes:493.48
20020110-0004213

ADDRESS NEW OWNER AS FOLLOWS: SEND TAX BILLS TO: MAP-PARCEL NOS.

Michael B. McKee
908 Sherbrooke Cove
Nashville, TN 37211

New Owner

Map 180-4-A
Parcel 083.00

WARRANTY DEED

For and in consideration of the sum of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, the undersigned, HOLT VALLEY, a Tennessee general partnership, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto MICHAEL B. MCKEE, unmarried, as to an undivided sixty (60.0%) percent interest, and AUGUST C. MCKEE and wife, LOUISE H. MCKEE together as tenants by the entirety as to an undivided forty (40.0%) percent interest, the interests of (a) Michael B. McKee and (b) August C. McKee and wife, Louise H. McKee, as they relate to each other, being held as joint tenants with right of survivorship, hereinafter collectively called the Grantees, their heirs and assigns, certain land in Davidson County, State of Tennessee, described as follows, to-wit:

LAND in Davidson County, Tennessee, being Lot No. 139 on the plan of Highland Creek, Section Three, as of record as Instrument No. 20011211-0136446, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description thereof.

BEING part of the same property conveyed to Holt Valley, LLC, a Tennessee limited liability company by deed from Radnor Homes, Inc. of record in Book 11294, Page 644, said Register's Office for Davidson County, Tennessee, and by Quitclaim Deed recorded in Book 11294, page 658, said Register's Office. The said Holt Valley, LLC, merged with Holt Valley, a Tennessee general partnership leaving Holt Valley, a Tennessee general partnership as the surviving entity, said merger being evidenced by a Certificate of Merger filed with the Tennessee Secretary of State on January 5, 1999, a copy of which is recorded as Instrument No. 20010215-0014437, said Register's Office. The title to the property is now vested in Holt Valley, a Tennessee general partnership.

THIS conveyance is subject to the matters shown on the attached **Exhibit "A"** which is incorporated herein by reference, and said matters are excepted from the warranty and covenants of this deed.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantees, their heirs and assigns, forever; and Grantor does covenant with the said Grantees that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as set forth above; and Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, their heirs and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has executed this instrument this 10th day of January, 2002.

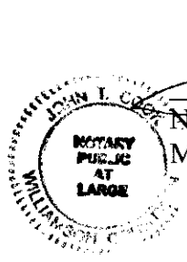
Holt Valley
a Tennessee general partnership

By: _____
James R. Carbine, General Partner

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

BEFORE me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared James R. Carbine with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a General Partner of Holt Valley, a Tennessee general partnership, the within named bargainor, and that he as such General Partner being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as General Partner.

WITNESS my hand, at office this 10th day of January, 2002.



_____
Notary Public
My Commission Expires: 4/10/05

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $133,372.19.

Affiant

Subscribed and sworn to before me this 10th day of January, 2002.



Notary Public
My commission expires: 12-12-04

C:\JTC\WD.510

Exhibit "A"
Permitted Exceptions

1. Taxes for the year 2002, a lien not yet due and payable.
   Map 180-4-A, Parcel 083.00

2. Matters shown on the plan of record as Instrument No. 20011211-0136446, Register's Office for Davidson County, Tennessee.

3. Declaration of Covenants, Conditions and Restrictions of Holt Valley, of record in Book 11568, page 311, said Register's Office, amended by First Supplement of record as Instrument No. 20000413-0037474, said Register's Office.

4. Bylaws of Holt Valley of record in Book 11568, page 301, said Register's Office.