BOX #14A
G#15527-3

WARRANTY DEED

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ 296,500.00

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 24th DAY OF October, 2002

Notary Public

MY COMMISSION EXPIRES: 4/10/05
(AFFIX SEAL)

Davidson County DEEDWARR
Recvd: 10/25/02 14:18 4pgs
Fees:23.00 Taxes:1097.05
20021025-0131054

NOTARY PUBLIC AT LARGE WILLIAMSON COUNTY, TN

THIS INSTRUMENT WAS PREPARED BY
JOHN T. COOK, P.C., 2927 BERRY HILL DRIVE, NASHVILLE, TN 37204

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
CLASSIC HOMES BOS, L.P. (NAME)	"New Owner" (NAME)	* SEE BELOW
120 Holiday Court, Suite 1 (ADDRESS)	(ADDRESS)	
Franklin, TN 37067 (CITY) (STATE) (ZIP)	(CITY) (STATE) (ZIP)	

FOR AND CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, HOLT VALLEY, a Tennessee general partnership

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO CLASSIC HOMES BOS, L.P., a Tennessee limited partnership

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN Davidson COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO-WIT:

TRACT 1:

LAND in Davidson County, Tennessee, being Lot Nos. 2, 3, 19, and 163 on the Plan of Highland Creek, Section One, as of record in Plat Book 9700, Pages 959 and 960, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a complete and accurate description.

TRACT 2:

LAND in Davidson County, Tennessee, being Lot No. 167 on the Plan of Revision One, Addition to Highland Creek, as of record in Instrument No. 20000921-0094040, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a complete and accurate description.

TRACTS 1 AND 2 BEING part of the same property conveyed to Holt Valley, LLC, a Tennessee limited liability company by deeds from Richard A. Nelson and wife, Christine M. Nelson, by Deed from 11294, of record in Book 633, Page 633, Register's Office for Davidson County, Tennessee; from James O. Shannon and wife, Dale E. Shannon of record in Book 11294, page 641, said Register's Office; from Vira M. Honeycutt and husband, Sam W. Honeycutt, Sr. of record in Book 11294, page 647, said Register's Office; from Dean Dail Freetly and wife,

CONTINUED

unimproved ( )
This is improved (X) property, known as HIGHLAND CREEK LOTS (6) *, Nashville, TN 37211
(House Number) (Street) (P.O. Address) (City or Town) (Postal Zip)

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 we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness my hand this 24th day of October, 2002

HOLT VALLEY, GP

By:

James R. Carbine, General Partner

STATE OF TENNESSEE
COUNTY OF

Personally appeared before me, _____, a Notary Public in and for said County and State, the within named _____

_____

_____

the bargainor _____, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that _____executed the within instrument for the purposes therein contained. Witness my hand and official seal at _____ _____, Tennessee, this _____ day of _____ .

Commission expires _____ _____

Notary Public

STATE OF TENNESSEE
COUNTY OF

Before me, _____ a Notary Public within and for the State and County aforesaid, personally appeared _____ and _____ with whom I am personally acquainted and who upon _____ oath(s) acknowledged _____to be the _____ and _____ respectively of the _____ the within named bargainor, a _____, and that _____as such _____ and _____ being authorized so to do, execute the foregoing instrument for the purposes therein contained by signing the name of the _____, by the said _____ as such _____, and attesting the same by the said _____ as such _____.

Witness my hand and official seal at office at _____on this the _____ day of _____.

My commission expires _____ _____

Notary Public

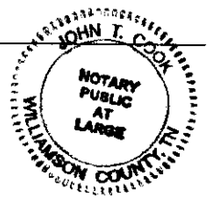
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public, within and for the State and County aforesaid, personally appeared JAMES R. CARBINE, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be a General Partner of HOLT VALLEY, the within named bargainor, a Tennessee general partnership, 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 such General Partner.

Witness my hand and official seal at Nashville, Tennessee, this 24th day of October, 2002.

My Commission Expires: 4/16/05

Notary Public



Mary Alice Freetly, of record in Book 11294, page 655, said Register's Office; and further 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.

TRACT 3:

LAND in Davidson County, Tennessee, being Lot No. 172 on the Plan of Second Revision to Lots 171 and 172, Addition to Highland Creek, as of record in Instrument No. 20020710-0083053, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a complete and accurate description.

BEING part of the same property conveyed to Holt Valley, a Tennessee general partnership, by deed from Westminister Homes of Tennessee, Inc. of record in Instrument No. 20020403-0040221, Register's Office for Davidson County, Tennessee.

THIS conveyance is subject to any and all zoning regulations, building restrictions and setback lines, if any, and easements and rights for public utilities applicable to this property; and taxes for the current year which have been prorated and paid by the Grantor herein, and those matters shown on Exhibit "A".

* Map 180-04-A, Parcel 002 CO (Lot 2); 2204 Maple Grove Lane
Map 180-04-A, Parcel 003 CO (Lot 3); 2208 Maple Grove Lane
Map 180-04-A, Parcel 019 CO (Lot 19); 705 Sherbrooke Court
Map 180-04-A, Parcel 039 CO (Lot 163); 2001 Sherbrooke Lane
Map 180-04-A, Parcel 043 CO (Lot 167); 2220 Maple Grove Lane
Map 180-04-A, Parcel 048 CO (Lot 172); 2217 Maple Grove Lane

EXHIBIT "A"

TO

WARRANTY DEED

PERMITTED EXCEPTIONS

1. Taxes for the year 2003 and subsequent years, a lien not yet due and payable.

2. The Plan of record in Plat Book 9700, pages 959 and 960, said Register's Office shows an Owner's Certificate, and is subject to all matters as set forth therein.

3. The Plan of record in Instrument No. 20000921-0094040, said Register's Office shows an Owner's Certificate, and is subject to all matters as set forth therein.

4. The Plan of record in Instrument No. 20020710-0083053, said Register's Office shows an Owner's Certificate, and is subject to all matters as set forth therein.

5. Easement for Sanitary Sewer and/or Storm Drainage of record in Book 10569, Page 732, Register's Office for Davidson County, Tennessee.

6. Sanitary Sewer Easement of record in Book 10419, Page 470, Register's Office for Davidson County, Tennessee.

7. Easements for Sanitary Sewer and Storm Drainage of record in Book 10316, Page 569, and in Book 10419, Pages 470, 504 and 516, Register's Office for Davidson County, Tennessee.

8. Storm Water Detention Agreement, of record in Book 11338, Page 738, said Register's Office.

9. Declaration of Covenants, Conditions and Restrictions of Highland Creek, of record in Book 11568, Page 311, Register's Office for Davidson County, Tennessee, and First Supplement of record as Instrument No. 20000413-0037474.

10. By-Laws of Highland Creek of record in Book 11568, Page 301, Register's Office for Davidson County, Tennessee.

11. Ingress and Egress Easement of record in Book 5266, page 40, Register's Office for Davidson County, Tennessee.

12. Easement Agreement for Landscape and Irrigation of record as Instrument No. 20000622-0062243, said Register's Office.