This Form furnished by Attorneys Title Company, Inc.

BOOK 5226 PAGE 245

Form No. WD-3

FROM

METROCENTER PROPERTIES, a partnership

TO

METROCENTER TEACHERS' APARTMENTS, INC., a Tennessee corporation

For draftsman's use

This instrument prepared by:

Ervin M. Entrekin, Attorney
26th Floor, First American Center
Nashville, Tennessee 37238

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
METROCENTER TEACHERS' APARTMENTS, INC. (NAME)	(NAME)	81-3
351 Athens Way (STREET ADDRESS OR ROUTE NUMBER)	SAME (STREET ADDRESS)	part of 365
Nashville, Tennessee 37228 (CITY) (STATE) (P. O. ZIP)	(CITY) (STATE) (ZIP)	

(FOR REGISTER'S USE)

IDENTIF. REFERENCE

Nov 23 3 39 PM '77

FELIX [illegible] REGISTER
DAVIDSON [illegible]

E 3854 5

STATE OF TENNESSEE }
COUNTY OF DAVIDSON }

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS

$252,000.00

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 23 DAY OF November 19 77

Notary Public

MY COMMISSION EXPIRES:

(AFFIX SEAL)

For and in Consideration of the sum of ----------TEN AND NO/100----------

----------($10.00)----------DOLLARS

cash in hand paid by MetroCenter Teachers' Apartments, Inc., a Tennessee corporation, and other good and valuable considerations, the receipt of which is hereby acknowledged,

METROCENTER PROPERTIES, a partnership composed of Robert C. H. Mathews, Jr., Pathfinder Resources, Incorporated, a Delaware corporation and R. C. Mathews, Contractor, Inc., a Tennessee corporation, has bargained and sold and by these presents do transfer and convey unto MetroCenter Teachers' Apartments, Inc., a Tennessee corporation, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

Being Lot No. 23B as shown on Plat of MetroCenter, Tract 23B, as recorded in Plat Book 4955, page 124, Register's Office for Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a point in the southeast margin of Ponder Place, thence with said margin North 43° 20' 22" East a distance of 108.09 feet to a concrete monument; thence with a curve to the right having a central angle of 57° 14', a radius of 500 feet, a distance of 499.46 feet to a concrete monument; thence South 79° 25' 38" East 64.64 feet to a concrete monument at the end of the return for the intersection of Ponder Place and a proposed road to be known as Athens Way; thence, with a curve to the right having a central angle of 93° 56', radius of 50 feet, a distance of 81.97 feet to a concrete monument at the end of the return in the westerly margin of Athens Way; thence, with a curve to the left having a central angle of 23° 52' 24", radius of 600 feet, a distance of 250 feet along the westerly margin of the proposed road to be known as Athens Way to a point; thence South 87° 05' 22" West 289.36 feet to a point; thence South 43° 20' 22" West 148.60 feet to a point; thence North 46° 39' 38" West 316.59 feet to the point of beginning and containing approximately 4.2 acres more or less.

Being part of the same property conveyed to MetroCenter Properties, a partnership composed of Pathfinder Resources, Incorporated, R. C. Mathews Contractor, Inc. and Robert C. H. Mathews, Jr. by deed from Mat-Nel Company of record in Book 4983, page 781, Register's Office for Davidson County, Tennessee.

Form No. WD3a

BOOK 5226 PAGE 246

The conveyance of this property is subject to restrictions of record in book 4784, page 659, Register's Office for Davidson County, Tennessee.

The recorded plan shown an Owner's Certificate and a 10 foot public utility and drainage easement along the entire southerly lines of said lot.

NOV23'77	CONV	90,000.00			
NOV23'77	CONV	90,000.00			
NOV23'77	CONV	72,000.00			
NOV23'77	S'TAX		3*	555.20	
NOV23'77	PR'FEE		8*	.50	
NOV23'77	W'DEED		8*	6.00	* 661.70

unimproved ( )
This is improved ( ) property, known as _____
(House Number) (Street) P. O. Address: (City or Town) (Postal Zone)

To Have and to Hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said MetroCenter Teachers' Apartments, Inc. its successors ~~heirs~~ and assigns, forever.

And it does~~x~~ covenant with the said MetroCenter Teachers' Apartments, Inc. that it is lawfully seized and possessed of said land in fee simple; have a good right to convey it, and the same is unencumbered.

And MetroCenter Properties, a partnership, does do further covenant and bind itself, its successors and assigns ~~heirs and representatives~~ to warrant and forever defend the title to the said land to the said MetroCenter Teachers' Apartments, Inc., its successors ~~heirs~~ and assigns against the lawful claims of all persons whomsoever.

Witness hand this 23 day of November, 19 77, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

METROCENTER PROPERTIES, a partnership composed of:

BY: R. C. MATHEWS, CONTRACTOR, INC.
PARTNER

Robert C. H. Mathews, Jr., Pres
Robert C. H. Mathews, Jr.,
President

BY: PATHFINDER RESOURCES, INCORPORATED, PARTNER

William L. Jones ASST. TREASURER

BY: ROBERT C. H. MATHEWS, JR., PARTNER

Robert C. H. Mathews
ROBERT C. H. MATHEWS, JR.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public for said County and State, personally appeared William Jones, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Treasurer of PATHFINDER RESOURCES, INCORPORATED, partner of METROCENTER PROPERTIES, the within bargainor, a Tennessee partnership, and who acknowledged himself to be authorized to execute the foregoing instrument as Treasurer of the said partner, and acknowledged that he as such Treasurer, executed the foregoing instrument on behalf of METROCENTER PROPERTIES, as the free act and deed of METROCENTER PROPERTIES, for the purposes therein contained by signing the name of said corporation on behalf of METROCENTER PROPERTIES, as partner, by himself as Treasurer.

WITNESS my hand and seal at office in Nashville, Tennessee, this 23 day of NOVEMBER, 1977.

Alan Sellers
NOTARY PUBLIC

MY COMMISSION EXPIRES: 10-18-81.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned Notary Public for said County and State, personally appeared ROBERT C. H. MATHEWS, JR., with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of R. C. MATHEWS, CONTRACTOR, INC., partner of METROCENTER PROPERTIES, the within bargainor, a Tennessee partnership, and who acknowledged himself to be authorized to execute the foregoing instrument as President of the said partner, and acknowledged that he as such President, executed the foregoing instrument on behalf of METROCENTER PROPERTIES, as the free act and deed of METROCENTER PROPERTIES, for the purposes therein contained by signing the name of said corporation on behalf of METROCENTER PROPERTIES, as partner, by himself as President.

WITNESS my hand and seal at office in Nashville, Tennessee, this 23 day of NOVEMBER, 1977.

Alan Sellers
NOTARY PUBLIC

MY COMMISSION EXPIRES: 10-18-81.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared R. C. H. MATHEWS, JR., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be one of the partners of METROCENTER PROPERTIES, a partnership, the within named bargainor, and that he as such 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 partner.

WITNESS my hand and seal at office in Nashville, Tennessee, this 23 day of NOVEMBER, 1977.

Alan Sellers
NOTARY PUBLIC

MY COMMISSION EXPIRES: 10-18-81.