Prepared by:

Map-Parcel Number: 148-174 and 179

John M. Walker, Jr., Attorney
Winstead, McGuire, Sechrest & Trimble
1700 Mercantile Dallas Building
Dallas, Texas 75201

006551 PAGE 515

GENERAL WARRANTY DEED

STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

THAT, EPOCH PROPERTIES, INC., a Florida corporation (hereinafter referred to as "Grantor") which by Assignment of Partnership Interest dated December 14, 1979, filed for record in Book 5551, Page 510, Register's Office of Davidson County, Tennessee, has acquired 100% of the partnership interests in Epoch Properties Partnership No. 15 and the Property (hereinafter defined), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which hereby is acknowledged, has GRANTED, BARGAINED, SOLD AND CONVEYED, and by these presents does GRANT, BARGAIN, SELL AND CONVEY unto HAYSTACK NASHVILLE II APARTMENTS COMPANY, a Tennessee limited partnership (hereinafter referred to as "Grantee"), that certain real property (the "Property") situated in Davidson County, Tennessee, more particularly described on Exhibit "A" attached hereto.

THIS CONVEYANCE IS MADE SUBJECT TO those matters set forth on Exhibit "B" attached hereto and made a part hereof, but it is expressly agreed that Grantee has not assumed or in any way become liable for any indebtedness set forth on said Exhibit "B".

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances and hereditaments thereto and in anywise belonging, unto the said Grantee, its successors and assigns, in fee simple forever; and Grantor does hereby covenant with Grantee that it is lawfully seized in fee of the aforesaid real estate and that it has good right to sell and convey the same; that the Property is unencumbered except as to those matters set forth in Exhibit "B" hereto and that the title and quiet possession thereto it will warrant and defend against the lawful claims of all persons.

IN WITNESS WHEREOF, Grantor has executed this General Warranty Deed as of the 28th day of December, 1979.

EPOCH PROPERTIES, INC.

By: _____

Its _____

THE STATE OF Texas §
§
COUNTY OF Dallas §

BEFORE ME, a Notary Public within and for the said State and County aforesaid, duly commissioned and qualified, personally appeared JACK L. SHARP, with whom I am personally acquainted and who, upon his oath, acknowledged himself to be the Executive Vice President of EPOCH PROPERTIES, INC., the within named bargainor, a Florida corporation, and that he as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said JACK L. SHARP as Executive Vice President.

WITNESS MY HAND AND SEAL OF OFFICE, at Dallas, Texas, on this the 31st day of December, 1979.

NOTARY PUBLIC

My Commission Expires:
December 31, 1980

ADDRESS OF PROPERTY: _____ Bakertown Road
Antioch, Tennessee 37013

MAILING ADDRESS FOR TAX NOTICES:

Haystack Nashville II Apartments Company
300 Bakertown Road
Antioch, Tennessee 37013

THE STATE OF Texas §
§
COUNTY OF Dallas §

The undersigned, in his capacity as a general partner of Haystack Nashville II Apartments Company, a Tennessee limited partnership, hereby swears or affirms that, to the best of his knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $400,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Jack L. Sharp in his capacity as a general partner of Haystack Nashville II Apartments Company, a Tennessee limited partnership

SUBSCRIBED AND SWORN TO before me this 31st day of December, 1979.

NOTARY PUBLIC

My Commission Expires:
December 29, 1980

EXHIBIT "A"

[Property Description]

Two tracts of land in the 5th Civil District of Davidson County, Tennessee, described as follows:

5551 PAGE 518

Tract I

Beginning at a concrete monument in the Western R.O.W. of Antioch Pike and 185 feet ± South of the centerline of Cherokee Place; thence with Antioch Pike South 29° 25' 15" West a distance of 187.49 feet to a point, the beginning of R.O.W. return to the right; thence leaving Antioch Pike and running along a Proposed Road "A" along said return having a radius of 25.0 feet and an interior angle of 81° 06' 13", a distance of 35.39 feet to a point; thence along the Northerly R.O.W. of said Proposed Road "A" North 69° 28' 32" West a distance of 201.48 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 393.10 feet and an interior angle of 70° 05' 13", a distance of 480.84 feet to a point, the beginning of a R.O.W. return to the right; thence leaving Proposed Road "A" and running along a Proposed Road "B" along said return having a radius of 25.0 feet and an interior angle of 90° 0' 0", a distance of 39.27 feet to a point; the beginning of a curve to the left; thence along said curve having a radius of 641.40 feet and an interior angle of 23° 48' 28", a distance of 266.52 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 1075.59 feet and an interior angle of 8° 14' 14", a distance of 154.63 feet to a point; thence North 81° 36' 17" West a distance of 105.37 feet to a point, the beginning of a curve to the right; thence along said curve having a radius of 482.40 feet and an interior angle of 44° 07' 37", a distance of 371.53 feet to a point; thence leaving Proposed Raod "A" and running along the phas line North 36° 23' 43" East a distance of 83.28 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 312.50 feet and an interior angle of 33° 30' 0" a distance of 182.71 feet to a point; thence South 87° 06' 17" East a distance of 40.0 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 666.06 feet and an interior angle of 22° 30' 0" a distance of 261.56 feet to a point; thence South 47° 40' 0" East a distance of 185.0 feet to a point; thence North 78° 52' 0" East a distance of 195.0 feet to a point, thence North 76° 10' 0" East a distance of 168.0 feet to a point; thence North 67° 45' 0" East a distance of 427.0 feet to a point; thence North 70° 33' " East a distance of 58.59 feet to a point in the Southwestern R.O.W. of Cherokee Place, the beginning of a curve to the left; thence along said R.O.W. curve having a radius of 229.40 feet and an interior angle of 18° 22' 07" a distance of 73.53 feet to a point; thence leaving said R.O.W. and running South 50° 0' 53" West a distance of 76.0 feet to a point; thence running along the Western property line of Reserved Parcel "D" Cherokee Hills, Section 8 South 3° 0' 10" West a distance of 161.07 feet to an iron pin, the Southwest corner of said parcel; thence running along the Southern property line of said parcel South 75° 03' 45" East a distance of 162.80 feet to the point of beginning. Containing 8.54 acres more or less.

Tract II

Beginning at a monument in the Northeastern R.O. W. of Interstate 24 and being 28 feet ± West of the Southwest corner of Mangum Heights; thence North 89° 03' 04" East a distance of 28.38 feet to a point, the Southwest corner of Mangum Heights; thence South 27° 11' 53" East a distance of 1.62 feet to a point; thence South 86° 10' 46" East a distance of 172.59 feet to a monument in the Western R.O. W. of Bakertown Road; thence South 84° 39" 33" East a distance of 59.63 feet to a monument in the Eastern R.O.W. of Bakertown Road; thence South 86° 27' 33" East a distance of 102.50 feet to a monument, the Southwest corner of the Harper Prop.; thence South 86° 00' 08" East a distance of 365.18 feet to a point, the Southwest corner of Cherokee Hills, Section Nine; thence along Proposed Road "A" South 5° 06' 17" East a distance of 303.96 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 532.40 feet and an interior angle of 12° 28' 11", a distance of 115.87 feet to a point, the beginning of a curve to the right; thence leaving Proposed Road "A" and running along said curve having a radius of 343.66 feet and an interior angle of 77° 04' 42", a distance of 462.31 feet to a point; thence North 30° 29' 46" West a distance of 92.88 feet to a point; thence South 59° 30' 14" West a distance of 166.32 feet to a point in the Northeastern R.O.W. of Interstate 24; thence along said R.O.W. North 30° 29' 46" West a distance of 368.0 feet to the point of beginning. Containing 5.00 acres more or less.

Being that property described according to a survey by Southern Development Consultants, Inc., for Epoch Properties, Inc., dated November 13, 1973, and shown thereon as Tract II, Phase II.

The above described property is the property conveyed to Epoch Properties, Inc., a Florida corporation, by Assignment of Partnership Interest, with quitclaim of the above described property contained therein, from Gerald D. Ogier, John H. McClintock, Jr. and James H. Pugh, Jr., filed for record in Book 5551, Page 511 of the Register's Office, Davidson County, Tennessee.

EXHIBIT "B"

[Encumbrances]

EXHIBIT "B"

1. Deed of trust executed by Epoch Properties Partnership No. 15, a Florida partnership to John W. Wagster, Trustee, dated December 7, 1973, and recorded in Book 4775, Page 840, Register's Office of Davidson County, Tennessee, to secure to LNC Development Corporation, the payment of a note for $240,500.00, payable as therein specified, together with any terms, conditions, restrictions, or limitations recited therein.

   Said note and deed of trust securing the same were modified by first, second, third, fourth and fifth Modifications of Deed of Trust and Deed of Trust Note, of record in Book 466 and Book 5490, Page 166, Register's Office for Davidson County, Tennessee, respectively, the fifth and final modification increasing the amount of indebtedness to $396,258.97.

2. Assignment of Rents and Profits by Epoch Properties Partnership No. 15 to LNC Development Corporation of record in Book 4775, Page 857, Register's Office for Davidson County, Tennessee.

3. The Plan of record in Book 4675, Page 69, Register's Office for Davidson County, Tennessee, shows an Owner's Certificate and a 20-foot easement for public utilities and drainage across the premises, (as to Tract I).

4. The Plan of record in Book 4675, Page 69, Register's Office for Davidson County, Tennessee, shows an Owner's Certificate and a 10-foot easement for public utilities along a portion of the northerly line of premises, (as to Tract II).

F 708822

RUSH

IDENTIFICATION REFERENCE

JAN 4 2 49 PM '80

REGISTER
DAVIDSON COUNTY, TENN.

5468 01/04 1980 - 02:49 BOOK

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

5085551 PAGE 521

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
			[illegible]- CO	
			1040.00 CO TX	
			.50 PRFEE	
			16.00 MISC	
			CHECK 1056.50-	
			546820 1/04/80 REC .50	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F 70822

IDENTIFICATION REFERENCE

JAN 4 2 49 PM '80

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN.

No. 735049