*LIMITED

BOOK 5729 PAGE 971

WARRANTY DEED

THIS INSTRUMENT WAS PREPARED BY

DEARBORN & EWING, ATTORNEYS, NASHVILLE, TENNESSEE

ADDRESS NEW OWNER(S) AS FOLLOWS	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
Consolidated Capital Properties III (NAME)	TVB MORTGAGE CORPORATION 6TH FLOOR (NAME)	Map 102-3
1900 POWELL ST. SUITE 1000 (STREET ADDRESS OR ROUTE NUMBER)	ONE COMMERCE PLACE (STREET ADDRESS)	Parcel 1
EMERYVILLE, CAL 94608 (CITY) (STATE) (P. O. ZIP)	NASHVILLE, TN 37219 (CITY) (STATE) (ZIP)	

ATTN: VICTOR DRUSHIN

FOR AND IN 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~~ Tennessee Trust Company, Trustee, with full power and authority, without the necessity of joinder by anyone else to sell, mortgage, rent, and convey HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO Consolidated Capital Properties III, a California limited partnership its successors 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:

(SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN).

*All warranties of Tennessee Trust Company, Trustee herein contained are expressly limited to those persons or parties claiming by, through or under Tennessee Trust Company, Trustee.

**See Exhibit B for Permitted Exceptions.

G.3.64 1.3

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IDENTIF. REFERENCE

APR 7 1 35 PM '81

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

04/07 4952.50- CHECK

8973

unimproved ( )
This is improved ~~XX~~ property, known as 411 Annex Avenue, Nashville, Tennessee
(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~~ its successors ~~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~~ successors, assigns 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 its hand this 7th day of April, 19 81

TENNESSEE TRUST COMPANY, TRUSTEE

By: Glenda C. McClellan
Glenda C. McClellan, Secretary

STATE OF _____)

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, and who acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and official seal at _____, this ___ day of _____, 19__.

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 Glenda C. McClellan, with whom I am personally acquainted and who upon her oath, herself acknowledged to be the Secretary and Secretary respectively of the Tennessee Trust Company the within named bargainor, a corporation, and that she as such Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said Glenda C. McClellan as such Secretary.

WITNESS my hand and official seal at office at Nashville, Tennessee on this 7th day of April, 1981

My Commission Expires: 7-18-82

Notary Public

*LIMITED

WARRANTY DEED

FROM

Tennessee Trust Company,

Trustee

TO

Consolidated Capital Properties III, a California limited partnership

RETURN TO:

Dearborn & Ewing

ATTORNEYS

NASHVILLE, TENN.

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this conveyance is $ 1,900,000.00

x Victor Dynkin, agent

Subscribed and sworn to before me this 7th day of April, 1981

My Commission Expires: 7-18-82

Notary Public

DESCRIPTION

Cumberland Retreat Apartments

A tract of land in the 8th Civil District, Davidson County, Tennessee fronting on Annex Avenue and Cleece's Ferry Road consisting of an apartment complex known as Cumberland Retreat Apartments and being more particularly described as follows:

Beginning at a concrete monument in the northeast corner of the herein described tract, said monument being in the westerly right-of-way of Annex Avenue and proceeding as follows:

1. with the westerly right-of-way of Annex Avenue in a southerly direction with a curve to the left having a radius of 607.15', a distance of 248.65' to an iron pin, thence;

2. continuing with said right-of-way S 9°-22' W, a distance of 281.21' to an iron pin, thence;

3. continuing with said right-of-way and with a curve to the left having a radius of 940.00', a distance of 430.65' to an iron pin in the northwest intersection of Annex Avenue and Cleece's Ferry Road, thence;

4. with the radius turnout being a curve to the right having a radius of 25.0' a distance of 37.99' to an iron pin in the northerly right-of-way of Cleece's Ferry Road, thence;

5. with the northerly right-of-way of Cleece's Ferry Road S 70°-11' W, a distance of 176.56' to an iron pin, thence;

6. continuing with said right-of-way and with a curve to the left having a radius of 396.26', a distance of 151.00' to an iron pin, thence;

7. leaving said right-of-way N 47°-24' W, a distance of 63' more or less to an iron pin at the edge of water at elevation 384, thence;

8. in a northerly direction along the water's edge 1235' more or less to an iron pin, thence;

9. leaving the water's edge S 57°-10' E, a distance of 275' more or less to the point of beginning and containing 6.56 acres more or less as per survey by Turner Engineering Company, Job No. 135, dated May 29, 1969 and updated April 1, 1981.

Included in the above description is a flowage easement as recorded in Book 2155, page 311, R.O.D.C.

Being the same property conveyed to J. R. Freeman, Trustee, with full power to mortgage, sell, transfer, convey, or otherwise encumber all or any part of the same without the joinder of any beneficiary, by deed from W. E. Richardson, Jr., Trustee, a partnership composed of T. C. Summers, Thomas L. Sneed and W. E. Richardson, Jr., of record in Book 4770, page 79, Register's Office for Davidson County, Tennessee. By instrument of record in Book 5724, page 812, Register's Office, Davidson County, Tennessee, Tennessee Trust Company, a Tennessee Corporation was appointed Successor Trustee.

E X H I B I T A

PERMITTED EXCEPTIONS

Cumberland Retreat Apartments

(a) 1981, Metropolitan Government taxes -- a lien, but not yet due and payable. (8DA 34600)

(b) Deed of trust from W. E. Richardson, Jr., Trustee, a partnership composed of T. C. Summers, Thomas L. Sneed and W. E. Richardson, Jr., to Miller Kimbrough, Trustee, dated June 24, 1968, of record in Book 4245, page 796, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $725,000.00, payable to Kimbrough-Kavanaugh & Associates, Inc.

(c) Deed of trust from J. R. Freeman, Trustee, with full (sic) powers to mortgage, sell, transfer, convey, or otherwise encumber all or any part of the same without the joinder of any beneficiary, to Richard M. Davenport, Trustee, dated December 1, 1974, of record in Book 5325, page 572, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $327,169.00, payable to J. Brent Hurd and William C. Freeman.

(d) Utility Anchor Easement located on the hereinabove described property as shown on survey prepared by Turner Engineering Company, dated 30th day of November, 1973.

(e) Easement for TVA Transmission Lines crossing the northwesterly corner of the hereinabove described property as shown on survey prepared by Turner Engineering Company, dated 30th day of November, 1973.

(f) Easement for flowage of Cumberland River to the 390 foot contour as contained in an instrument of record in Book 2155, page 311, said Register's Office.

E X H I B I T B

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF BOOK 5729 PAGE 975

FOR

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
			1 900,000.00 CO	
			1 4940.00 CO TX	
			.50 PRFEE	
			12.00 WDELD	
			CHECK 4952.50-	
8973A04/07/81			BAL .00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G.3.6.4 1.3

IDENTIF. REFERENCE

APR 7 1 35 PM '81

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 815515