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WARRANTY DEED

FROM: Michael S. Ross, Successor Trustee

TO: Regency, Ltd., a Tennessee Limited Partnership

This instrument was prepared by:
Robert N. Buchanan, III
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel Numbers
c/o Glenn G. Dukes 801 Nashville City Bank Bldg. Union Street Nashville, Tennessee	Provident Trust Co. 329 Union Street Nashville, Tennessee	Map 119-8 Parcel 115

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Million Fifty Thousand and 00/100 Dollars ($2,050,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 30th day of June, 1981.

Notary Public

My Commission Expires: 1-22-84

FOR AND IN CONSIDERATION OF the sum of Two Million Fifty Thousand and 00/100 Dollars ($2,050,000.00) of which $2,050,000.00 is paid in cash, receipt of which is hereby acknowledged, the acceptance by Regency, Ltd. of the property subject to a deed of trust lien securing the payment of certain Wrap-Around Notes with a principal balance of $1,300,000.00, said deed of trust being of record in Book 5612, page 595, Register's Office for Davidson County, Tennessee, and for the balance Regency, Ltd. has executed and delivered its good and valid promissory note in the principal amount of $500,000.00, Michael S. Ross, Successor Trustee, with full power to sell, mortgage and convey without joinder of any beneficiary, has bargained and sold, and by these presents does transfer and convey unto the said Regency, Ltd., a Tennessee Limited Partnership, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

> Land in the 6th, formerly the 9th Civil District of Davidson County, Tennessee, being part of Tract No. 1 on the unrecorded plan of Brookside Heights, described as follows:
>
> Beginning at a point in the northerly margin of Glenrose Avenue, said point being 250 feet, more or less, from the

northwest corner of Glenrose Avenue and Thompson Lane; thence with said northerly margin of Glenrose Avenue, westwardly 342.57 feet to a point; thence south 88 deg. 28' east 35.71 feet to a point; thence north 1 deg. 19' east 446.5 feet to a point on the southerly margin of the N.C. and St. L. right-of-way; thence with said right-of-way, south 87 deg. 52' east 403.48 feet to a point; thence south 2 deg. 23' west 313.28 feet to a point; thence north 87 deg. 37' west 50 feet to a point, thence south 2 deg. 23' west 82.5 feet to a point; thence north 87 deg. 37' west 50 feet to a point; thence south 2 deg. 39' west 124.6 feet to the point of beginning.

Being the same property conveyed to Morris Kraft, Trustee, by deed from W.G. Blackman and wife, Marjorie W. Blackman of record in Book 3996, page 750, Register's Office for Davidson County, Tennessee. Michael S. Ross was appointed Successor Trustee by an instrument of record in Book 5613, page 620, said Register's Office.

This is improved property, known as Regency Apartments, Glenrose Avenue, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Regency, Ltd., its successors and assigns, forever.

And Michael S. Ross, Successor Trustee, does covenant with the said Regency, Ltd. that he 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 follows:

(a) A lien for 1981 real and personal property taxes which have been prorated.

(b) Restrictive covenants of record in Book 1494, page 513, said Register's Office.

(c) Easement for sanitary sewer of record in Book 3530, page 196, said Register's Office.

(d) Chattel Mortgage on fixtures, appliances, etc. of record in Book 4085, page 466 and assignment thereof of record in Book 4085, page 579, said Register's Office.

(e) Financing Statement of record in Book 4561, page 582, and continuation thereof, of record in Book 5094, page 74, said Register's Office.

(f) Rights of parties in possession.

(g) Assignment of rents of record in Book 4085, page 470 and any assignment thereof.

(h) Financing Statement of record in Book 5612, page 607, said Register's Office.

(i) Chattel Mortgage on fixtures, appliances, etc. of record in Book 4085, page 466 and assignment thereof record in Book 4085, page 579, said Register's Office.

(j) Title to that portion of the premises, if any, embraced within the Charter right of Way of the N. C. & St. L. Railroad.

(k) Deed of Trust in favor of Provident Trust Company of record in Book 4085, page 477, and assigned by instrument of record in Book 4085, page 481, said Register's Office.

(l) A Wrap-Around Deed of Trust in favor of Regency Apartments, a joint venture, in the original principal amount of $1,550,000.00 of record in Book 5612, page 595, said Register's Office.

(m) A Deed of Trust in favor of Regency Apartments, a joint venture, in the principal amount of $100,000.00 recorded concurrently with this deed. As to this $100,000 Deed of Trust, Michael S. Ross, Successor Trustee, specially warrants that he will make all payments secured by said Deed of Trust and agrees to hold Regency, Ltd., its successors and assigns harmless from any loss arising from his default under any provision of said Deed of Trust or the note it secures.

And Michael W. Ross, Successor Trustee, does further covenant and bind himself, his successors and assigns, to warrant and forever defend the title to the said land to the said Regency, Ltd., its successors and assigns against the lawful claims of all persons whomsoever.

Michael S. Ross and Carl E. Adams, Jr. join in the execution of this conveyance to join in giving all warranties contained herein.

Witness my hand ~~this~~ as of 1st day of JULY, 1981.

Carl E. Adams, Jr.
CARL E. ADAMS, JR., Individually

Michael S. Ross Successor Trustee
MICHAEL S. ROSS, Successor Trustee

Michael S. Ross
MICHAEL S. ROSS, Individually

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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Personally appeared before me, Robert N. Buchanan III, a Notary Public in and for said County and State, the within named MICHAEL S. ROSS, Successor Trustee and Individually, the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seat at Nashville, Tennessee, this 30th day of June, 1981.

Robert N. Buchanan III
Notary Public

My Commission Expires: 1-22-84

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Robert N. Buchanan III, a Notary Public in and for said County and State, the within named CARL E. ADAMS, JR., Individually, the bargainor, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand and official seat at Nashville, Tennessee, this 30 day of June, 1981.

Robert N. Buchanan III
Notary Public

My Commission Expires: 1-22-84

HSNB

IDENTIFICATION REFERENCE

FELIX Z. ZANDMAN REGISTER
DAVIDSON COUNTY, TENN.

JUL 1 1 09 PM '81

G 4 8 8 9 2

27/31 5342.50- CHECK

4434

RNB/6-16-81

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____ BOOK 5764 PAGE 719

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
	Co	2,050.00		

536.50 CO TX
.50 PRFEE
10.00 .DEED
CHECK 546.50-
4:34EC7/01/01 TAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6488952

IDENTIFICATION

JUL 1 1 05 PM '01

No. 830430