OFFICIAL RECEIPT

Box 6

FROM: Brookwood Associates, Limited, a Tennessee Limited Partnership
TO: Triangle/Brookwood Limited Partnership, a Massachusetts Limited Partnership 02110

This Instrument Prepared by: DEARBORN & EWING, ATTORNEYS Suite 1200, One Commerce Place Nashville, Tennessee 37239

Address New Owner as follows: Triangle/Brookwood Limited Partnership, c/o Richard Swartz One Liberty Square Boston, Massachusetts 02110

Send Tax Bills to: TVB Mortgage Corp. One Commerce Place Nashville, TN 37219

Map-Parcel No. 11D 04570 Map 51; Parcel 15

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,630,750.00.

Affiant

Subscribed and sworn to before me, this the 31st day of January, 1983.

Notary Public

My Comm. Expires: 7-21-85

BOOK 6000 PAGE 305

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt of which is hereby acknowledged, we, Brookwood Associates, Limited, a Tennessee limited partnership, hereinafter called the GRANTORS, have bargained and sold, and by these presents do transfer and convey unto Triangle/Brookwood Limited Partnership, a Massachusetts limited partnership, hereinafter called the GRANTEE, its heirs, successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

A tract of land in the 2nd, formerly 11th, Civil District of Davidson County, Tennessee, being more particularly described according to a survey prepared by Barge, Waggoner, Sumner & Cannon, File No. 4491-06, dated March 25, 1975, and updated December 27, 1982, as follows:

Beginning at an existing iron pin in the east margin of Due West Avenue, said point being the southwest corner of the Bible Missionary Church Trustees' property; thence, with the south line of said church property, North 71° 42' 42" East, 490.54 feet to an existing iron pin, a common corner to said church property; thence continuing with said church property, North 26° 29' 32" West, 3.03 feet to a point; thence South 82° 40' 17" East 224.82 feet to an iron pin; thence South 82° 19' 29" East 271.41 feet to an existing iron pin; thence South 79° 42' 41" East, 216.34 feet to an existing iron pin in the west right of way of Interstate Highway 65; thence with said west right of way of I-65 as follows: Southwesterly 353.76 feet with a curve to the right having a radius of 3,679.72 feet and a central angle of 5° 30' 30" to a point; South 28° 53' 43" West 196.33 feet to an existing concrete monument; South 29° 23' 30" West, 744.14 feet to an iron pin in said west right of way of I-65 and the right of way of a 25 foot access right of way from New Due West Avenue; thence with the easterly boundary of said 25-foot access right of way, Sandy L. Adams et ux, C. E. Guye, et ux, and Chester Moore, et ux, North 5° 58' East 456.35 feet to an existing iron pin at said Moore's northeast corner; thence with said Moore's north line, South 59° 53' 25" West, 373.7 feet to a point in the east margin of Due West Avenue; thence northerly 230.74 feet with a curve to the right having a radius of 869.76 feet and a central angle of 15° 12' to a point; thence North 17° 5' 30" West, 40.57 feet to a point in said margin of Due West Avenue and being the southwest corner of W. B.

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Dowlen, et ux; thence with said Dowlen's south line, North 72° 1' 26" East, 476.2 feet to an existing iron pin at said Dowlen's southeast corner; thence, with Dowlen's, Jessie J. Vaughan's et ux, and C. M. Allen's et ux, east line, North 5° 58' East, 328.4 feet to an iron pin at said Allen's northeast corner; thence with said Allen's north line South 72° 00' 30" West, 604.8 feet to an iron pin in the east margin of Due West Avenue; thence North 17° 5' 30" West, 300 feet to the point of beginning, containing 13.81 acres, more or less.

Being the same property conveyed to Brookwood Associates, Limited (A Tennessee Limited Partnership), by deed from Samuel W. Coil and wife, Karen D. Coil, of record in Book 5666, page 309, Register's Office for Davidson County, 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 GRANTEE, its heirs, successors and assigns, subject to certain encumbrances as follows:

1. 1983 Metropolitan Government taxes, which taxes have been prorated and assumed by GRANTEE.

2. Deed of trust from Brookwood Apartments, a Limited Partnership to Miller Kimbrough, Trustee, of record in Book 4707, page 42, as re-recorded in Book 4708, page 602, said Register's Office, as modified in Book 4900, page 236, and in Book 5285, page 770, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $2,100,000.00, payable to Metropolitan Life Insurance Company.

3. Deed of trust from C, D, & G, a Tennessee Limited Partnership to Thomas P. Kanaday, Trustee, of record in Book 4957, page 30, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $385,000.00, payable to Third National Bank in Nashville. Collateral Assignment of Leases, Rents and Cash Flow of record in Book 4957, page 32, said Register's Office, and as assumed by Samuel Windsor Coil by instrument of record in Book 5183, page 238, said Register's Office, and modified by a Modification Agreement of record in Book 5666, page 297, and Book 5666, page 303, said Register's Office.

4. Wrap-Around Deed of Trust from Brookwood Associates, Limited, a Tennessee Limited Partnership to Stephen C. Baker, Trustee, dated October 1, 1980, of record in Book 5666, page 314, said Register's Office, to secure an indebtedness evidenced by two promissory notes of even date in the aggregate original principal amount of $2,875,000.00, payable to Samuel W. Coil.

5. Financing statement filed September 30, 1981, showing Brookwood Associates, Ltd. as Debtor and Electric Pr. Board of the Metropolitan Government of Nashville & Davidson County as Secured Party, No. G62038, of record in Book 5801, page 419, said Register's Office, to secure an indebtedness in the amount of $38,721.00, which indebtedness has been assumed by GRANTEE.

6. Easement for sanitary sewer and/or storm drainage granted to Metropolitan Government of record in Book 4786, page 461, said Register's Office.

7. Said property is bounded on the east by Interstate Highway I-65, which is a controlled access highway, and the land in question has no right of ingress and egress to said highway.

8. The survey of Barge, Waggoner, Sumner & Cannon, File No. 4491-06, updated December 27, 1982, shows existing power, sewer and water lines across said property.

9. Rights of apartment tenants presently in possession.

OFFICIAL RECEIPT

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 GRANTEE, its heirs and assigns, against the lawful claims of all persons claiming by, through or under GRANTORS. 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 our hands this 31st day of January, 1983.

BROOKWOOD ASSOCIATES, LIMITED,
a Tennessee Limited Partnership

BY: Robert E. Baker
Robert E. Baker,
General Partner

BY: Baker Properties, Inc.
General Partner

BY: Robert E. Baker
Robert E. Baker,
President

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Patricia L. Stone, a Notary Public in and for the County and State aforesaid, personally appeared Robert E. Baker, with whom I am personally acquainted, and who upon oath acknowledged himself to be a general partner of Brookwood Associates, Limited, the within named bargainor, a Tennessee limited 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 limited partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 31 day of January, 1983.

Patricia L. Stone
NOTARY PUBLIC

My Commission Expires: 7-21-85

OFFICIAL RECEIPT

STATE OF TENNESSEE)
COUNTY OF Davidson

BOOK 6000 PAGE 308

Before me, Patricia L. Stone, a Notary Public in and for the County and State aforesaid, personally appeared Robert E. Baker, with whom I am personally acquainted, and who upon oath acknowledged himself to be President of Baker Properties, Inc., general partner of Brookwood Associates, Limited, a Tennessee limited partnership, the within named bargainor, a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal at office in Nashville, Tennessee, this the 31 day of January, 1983.

STONE · NOTARY PUBLIC · DAVIDSON COUNTY

Patricia L. Stone
NOTARY PUBLIC

My Commission Expires: 7-21-85

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IDENTIF. REFERENCE

JAN 31 3 23 PM '83

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 6000 PAGE 309

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
		630,750.00		
			12039.82	CO TX
			.50	PRFEE
			12.00	WDEED
			CHECK	12052.32-
4463A	01/31/83		BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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IDENTIF. REFERENCE

JAN 31 9 29 PM '83

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 926724