Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Harbour Town Associates, Ltd. 26th Floor First American Center Nashville, TN 37238	Same	136-15-32 136-15-33
This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219		

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, RDI ASSOCIATES, II, a Pennsylvania general partnership (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said HARBOUR TOWN ASSOCIATES, LTD., a Tennessee limited partnership (the "Grantee"), Grantee's successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Rights of parties in possession.

2. As to Tracts A and B, Part I, subject to deed of trust executed by Harbour Town, a limited partnership, to J. Murray Milliken, Trustee, of record in Book 4929, page 97, said Register's Office, securing $2,600,000.00 to Ralph Stevens. Assignment of Leases dated June 30, 1975, of record in Book 4929, page 107, said Register's Office. Assignment Agreement dated June 30, 1975, of record in Book 4929, page 112.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
The actual consideration or value, whichever is greater, for this transfer is $4,855,625.00.

Thomas M. Patton - General Partner
Affiant

Subscribed and sworn to before me this 27th day of February, 1984.

Richard H. Warren
Notary Public
My Commission Expires: 5/19/86

02/29 12637.06-CHECK
6190

3. As to Tracts A and B, Part I, subject to Financing Statement executed by Harbour Town, a limited partnership, to further secure the above referenced deed of trust, of record in Book 4929, page 105. Assigned to Home Federal Savings and Loan Association of Nashville by Assignment dated June 30, 1975, of record in Book 4929, page 106, all in said Register's Office.

4. As to Tracts A and B, Part I, subject to deed of trust executed by Harbour Town, a limited partnership, to Attorneys Title Company, Inc., Trustee, of record in Book 5849, page 709, said Register's Office, securing $645,850.18 to Metropolitan Federal Savings and Loan Association.

5. The Plan of record in Book 4675, page 10, said Register's Office, as to Tracts A and B, Part I, which shows a 10 foot easement for sanitary sewer purposes along the westerly portion of the northerly line to Tract "A" with a 8 inch sewer line and manholes lying therein, and overhang easements located across the northwesterly corner of Tract A and across the northeasterly corner of Tract B, and a 20 foot easement for sanitary sewer purposes across the center portion of Tract A, running from the easterly margin of Anderson Road in a northwardly direction to the southerly margin of New Smith Springs Road, with an 8 inch sewer line, manholes and a pump house lying therein.

6. As to Tract B, Part I, the survey by Ragan-Smith-Murphy & Associates, Inc., referenced in the description, discloses that fences of adjacent property owners along the southerly line of said Tract B, Part I, near its southeasterly corner, encroach on said Tract B, Part I, and that a chain-link fence along the westerly central southern boundary of said Tract B, Part I, encroaches on adjoining property. Said survey further discloses, as to Tract A, Part I, that a plank fence at the northwesterly corner, northerly line, northeasterly corner, and easterly line, encroaches on the rights-of-way of Anderson Road, New Smith Springs Road, and Old Anderson Road.

7. As to Tracts A and B, Part I, subject to Deed of Trust executed by RDI Associates, II, a Pennsylvania general partnership, to Percy Wilkins, Trustee, of record in Book 6147, page 71, said Register's Office, securing an indebtedness to Harbour Town, a Tennessee limited partnership, in the original principal sum of $1,058,904.38.

8. Easements not shown by the public records.

This is improved property, known as Harbourtown Apartments.

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, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor 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 set forth hereinabove.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 27th day of February, 1984, having caused its name to be signed hereto by its duly authorized representative on said day and date.

RDI ASSOCIATES, II,
a Pennsylvania general
partnership

By: _____
A. R. Ansaldo,
General Partner

By: _____
Steven P. Bens,
General Partner

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Richard D Warren, a Notary Public of the state and county aforesaid, personally appeared A. R. Ansaldo and Steven P. Bens with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be partners of RDI ASSOCIATES, II, the within named bargainor, a partnership, and that they as such partners executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by themselves as partners.

WITNESS my hand and seal, this 27th day of February, 1984.

Richard D Warren
Notary Public
My Commission Expires: 1/19/86

EXHIBIT A

LAND in the Second (2nd) Civil District of Davidson County, Tennessee, being two (2) tracts as shown on the Plat of Harbour Town Apartments of record in Book 4675, page 10, Register's Office for Davidson County, Tennessee, and being more fully described according to survey of Ragan-Smith-Murphy & Associates, Inc., dated July 6, 1983, as follows:

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TRACT A: Beginning at the easterly end of the southeast return at the intersection of New Smith Springs Road and Anderson Road; thence with the southerly margin of New Smith Springs Road; thence south 86°38' east a distance of 806.55 feet to the beginning of a curve; thence, southerly with said curve, having a 25.00 foot radius to the right, a distance of 39.27 feet to a point in the westerly margin of Old Anderson Road; thence with said margin southerly with a 205.47 foot radius curve to the right a distance of 131.33 feet to a point; thence, continuing southwesterly along a 675.47 foot radius curve to the right a distance of 219.84 feet to a point; thence, south 58°38' west, a distance of 125.65 feet to a point; thence, southerly with a 192.50 foot radius curve to the left a distance of 95.71 feet to a point; thence, leaving said margin north 85°11' west, a distance of 126.92 feet to a point; thence, south 1°48' east a distance of 126.48 feet to a point; thence, south 88°37' west, a distance of 89.51 feet to a point; thence, south 1°19' east, a distance of 182.75 feet to a point; thence, south 51°21' west, a distance of 47.94 feet to a point, in the easterly margin of Anderson Road; thence, with same northerly with a 767.43 foot radius curve to the right a distance of 334.39 feet to a point; thence, with the same N 13°41' west, 222.89 feet to a point; thence, continuing northerly along a 888.83 foot radius curve to the right a distance of 264.42 feet to a point; thence, easterly with a 25.00 foot radius curve to the right a distance of 39.27 feet to the beginning and containing 8.30 acres, more or less.

TRACT B: Beginning at the westerly end of the southwest return at the intersection of New Smith Springs Road and Anderson Road; thence, easterly along said return having a radius of 25.00 feet to the right a distance of 39.27 feet to a point in the westerly margin of Anderson Road; thence, with said margin southerly along a 948.83 foot radius curve to the left a distance of 282.28 feet to a point; thence, south 13°41' east, a distance of 191.79 feet to a point; thence, leaving Anderson Road; thence south 76°19' west, a distance of 105.30 feet to a point; thence, north 58°17' west, a distance of 84.53 feet to a point; thence, south 80°21' west, a distance of 75.69 feet to a point; thence, north 47°52' west, a distance of 287.85 feet to a point; thence, north 76°08' west, a distance of 227.94 feet to a point; thence, north 87°14' west, a distance of 197.74 feet to a point; thence, north 4°11' west, a distance of 410.30 feet to a point in the margin of New Smith Springs Road; thence, with same easterly with a 733.43 foot radius curve to the right a distance of 355.50 feet to a point; thence, south 63°17' east, a distance of 31.13 feet to a point; thence, easterly along a 750.18 foot radius curve to the left a distance of 305.62 feet to a point; thence, south 86°38' east, a distance of 153.07 feet to the beginning and containing 8.17 acres, more or less.

BEING the same property conveyed to Harbour Town, a Limited Partnership, by deed from Ralph Stevens and wife, Mildred Stevens, of record in Book 4929, page 94, and re-recorded in Book 4979, page 676, both in said Register's Office (as to Tracts A & B, Part 1); and being part of the same property conveyed to Harbour Town, a Limited Partnership, by deed from Ralph Stevens, Trustee, and wife, Mildred Stevens, of record in Book 4929, page 123, said Register's Office (as to Part 2).

RECD

FEB 29 8 47 AM '84

FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN

IDENTIF. REFERENCE

10562

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

RECEIVED OF _____

FOR _____

BOOK 6238 PAGE 664

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
		4,855,625.00 Conv.		

12624.56 CSTAX
.50 PRFEE
12.00 WDEED
CHECK 12637.06-
6190A02/29/64 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10556.2

T. IDENTIF. REFERENCE

FEB 29 8 47 AM '64

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 16302