This Instrument Was Prepared By:
Steven M. Reisman, Esq.
Steven M. Reisman, P.A.
114 Essex Suite
Rochelle Park, NJ 07662

File 1. (3)

WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO	MAP PARCEL NUMBERS
Eastern Realty Consulting Company (NAME)	Gulf Life Insurance Company (NAME)	MAP 148
75 Lincoln Highway (STREET ADDRESS OR ROUTE NUMBER)	c/o Gulfco Capital Management, Inc. (STREET ADDRESS)	Parcel 173
Iselin, New Jersey 08830 (CITY) (P O ZONE) (STATE)	1442 Gulf Life Tower, Jacksonville, Florida 32207 (CITY) (ZONE) (STATE)	

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FOR AND IN CONSIDERATION of the sum of Ten ($10.00) and no/cents Dollars

Haystack Nashville Apartments Company, a Tennessee limited partnership , hereinafter ("Grantor") has this day bargained and sold, and do hereby transfer and convey unto the said Eastern Realty Consulting Company, a New Jersey general partnership, hereinafter ("Grantee"), successors, and assigns, certain real estate in Davidson County, Tennessee, described and more fully as appears in ANNEX A attached to and forming part of this Special Warranty Deed ("Premises").

Being the same property conveyed to HAYSTACK NASHVILLE APARTMENTS COMPANY, a Tennessee limited partnership, by deed from R & F HOLDING COMPANY, a New Jersey general partnership, of record in Book 5494, page 866, Register's Office of Davidson County, Tennessee.

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The actual consideration or value whichever is greater, for the transfer is $7,100,000.

Subscribed and sworn to before me, this the 4th day of April, 1984

My commission expires: Notary Public, State of New York No. 41-4603631 Queens County Commission Expires March 30, 1985

SAUL FEIGER NOTARY PUBLIC STATE OF NEW YORK

WITNESS

EASTERN REALTY CONSULTING COMPANY
By: Harmon Associates, a New Jersey limited partnership
By: Robert T. Harmon, General Partner

unimproved ( )
This is improved (X) property, known as Haystack Nashville Apartments, 300 Bakerstown Road, Antioch, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances estate, title and interest belonging to the said Grantee, it successors and assigns forever, Grantor, for itself and its successors and assigns, does hereby covenant with Grantee its successors and assigns, that Grantor has not made, done, executed or suffered any act or thing whereby the above described Premises or any part thereof now are or at any time hereafter shall or may be imperiled, charged or encumbered in any manner whatsoever, except such encumbrances as appear as permitted encumbrances in ANNEX B, attached to and forming part of this Special Warranty Deed and the Grantor for itself and its successors and assigns, will forever warrant and defend title to such real estate against all persons lawfully claiming the same from, through, or under Grantor.

WITNESS our hand as of this 30th day of MARCH, 1984 the corporate party, if any, having caused its name to be signed by its duly authorized officers on said day and date.

ATTEST:

Steven M. Reisman, Secretary

HAYSTACK NASHVILLE APARTMENTS COMPANY
By: Reisman Property Interests, Inc.
a General Partner

By: Paul B. Reisman, President

WITNESS

WITNESS

Land in the 5th Civil District of Davidson County, Tennessee, a portion of premises being all of Reserved Parcel "A" and part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 8, of record in Book 3700, Page 154, Register's Office of said County, a portion of premises being part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 9, of record in Book 4300, Page 135, Register's Office of said County, and being Tract I of Phase I on the survey by Southern Development Consultants, Inc., Engineers-Planners, Job No. 165, dated November 13, 1973, and revised December 6, 1973, as follows:

Beginning at a point in the westerly margin of Cherokee Place, said point being 360 feet, more or less, south of the intersection of Cherokee Place and Rader Drive and also being 13 feet, more or less, east of a 24 inch poplar tree; thence, with the said margin of Cherokee Place South 7°45'03" West 154.40 feet to a point, the beginning of a curve to the left; thence, with said curve, having a radius of 229.40 feet and an interior angle 27°19'20", southeastwardly a total distance of 108.92 feet to a point; thence, leaving the said margin of Cherokee Place and running along a phase line, South 70°33'0" West a distance of 58.59 feet to a point; thence South 67°45'0" West a distance of 427 feet to a point; thence South 76°10'0" West 168 feet to a point; thence, South 78°52'0" West 195 feet to a point; thence North 47°40'0" West 185 feet to a point; thence, with a curve to the right, said curve having a radius of 666.06 feet and an interior angle of 22°30'0", westwardly a total distance of 261.56 feet to a point; thence North 87°06'17" West 40 feet to a point; thence, with a curve to the right, said curve having a radius of 312.50 feet and an interior angle of 33°30'00", northwestwardly a total distance of 182.71 feet to a point; thence, South 36°23'43" West 83.28 feet to a point in the northeasterly margin of Proposed Road "A"; thence, with said margin and a curve to the right, said curve having a radius of 482.40 feet and an interior angle of 32°22'23" northwardly a total distance of 272.56 feet to a point; thence, continuing with said margin, North 5°06'17" West 271.83 feet to a point; thence, with a curve to the right, said curve having a radius of 25 feet and an interior angle of 99°0'0", northeastwardly a total distance of 43.20 feet to a point on the southerly margin of Rader Drive; thence, with said margin of Rader Drive South 86°06'17" East 835.78 feet to a point; thence, continuing with said margin and with a curve to the left, said curve having a radius of 628.30 feet and an interior angle of 20°40'0", northeastwardly a total distance of 226.60 feet to a point; thence, continuing with said margin, North 73°13'43" East 125 feet to a point; thence, continuing with said margin and with a curve to left, said curve having a radius of 621.60 feet and an interior angle of 0°59'24", northeastwardly a total distance of 10.74 feet to a point, said point being the northwesterly corner of Lot No. 861 on the plan of Cherokee Hills, Section Eight-A, of record in Plan Book 4060, Page 155, Register's Office of Davidson County, Tennessee; thence, leaving the said margin of Rader Drive and with the southwesterly line of said Lot No. 861 of said plan, South 17°43'36" East 100.53 feet to the southwesterly corner of said Lot No. 861; thence, South 86°06'17" East 344.97 feet to the point of beginning.

Being the same property conveyed to HAYSTACK NASHVILLE APARTMENTS COMPANY, a Tennessee limited partnership, by deed from R & F HOLDING COMPANY, a New Jersey general partnership, of record in Book 5494, page 866, Register's Office of Davidson County, Tennessee.

(a) 1984 ad valorem real property taxes with respect to Metropolitan Government of Nashville and Davidson County, Tennessee.

(b) Lease by and between Haystack Nashville, a joint venture, and Solon Automated Services, Inc., of record in Book 4970, page 846, Register's Office of Davidson County, Tennessee.

(c) Two anchor easements, a certain note, and conditions of owners certificate, as shown on the plan of record in Book 4060, page 155, Register's Office of Davidson County, Tennessee (as to Reserved Parcel "A" of Cherokee Hills, Section 8-A).

(d) A certain note, and conditions of owners certificate, as shown on the plan of record in Book 3700, page 154, Register's Office of Davidson County, Tennessee (as to Reserved Parcel "C" of Cherokee Hills, Section 8); with two anchor easements thereon.

(e) A certain note and conditions of owners certificate, as shown on the plan of record in Book 4300, page 135, Register's Office of Davidson County, Tennessee (as to Reserved Parcel "C" of Cherokee Hills, Section 9).

(f) Restrictive Covenants contained in an instrument of record in Book 4198, page 609, Book 4518, page 495, and Book 4554, page 202, Register's Office of Davidson County, Tennessee.

(g) Terms and provisions of a joint use and maintenance agreement by and among HAYSTACK NASHVILLE APARTMENTS COMPANY, a Tennessee limited partnership; HAYSTACK NASHVILLE II APARTMENTS COMPANY, a Tennessee limited partnership; et al; all as appears of record in Book 5846, page 571, Register's Office of Davidson County, Tennessee.

(h) Deed of Trust from HAYSTACK-NASHVILLE, a joint venture, composed of LNC DEVELOPMENT CORPORATION, an Indiana corporation; and EPOCH PROPERTIES PARTNERSHIP NO. 11, a Tennessee general partnership; to ALFRED E. ABBEY, Trustee, for the benefit of GULF LIFE INSURANCE COMPANY, a Florida corporation, dated June 26, 1975, recorded June 26, 1975, securing payment of an indebtedness in the principal sum of $2,800,000.00, of record in Book 4926, page 812, Register's Office of Davidson County, Tennessee.

Said Deed of Trust was thereafter modified and amended by a certain instrument styled "AGREEMENT AND FIRST MODIFICATION OF DEED OF TRUST NOTE AND DEED OF TRUST", of record in Book 5494, page 833, Register's Office of said County.

Said Deed of Trust was further modified and amended by a certain instrument styled "AGREEMENT AND SECOND MODIFICATION OF DEED OF TRUST NOTE AND DEED OF TRUST" to be recorded in the Register's office of said County

ANNEX B

Terms and provisions of a certain instrument styled "ASSIGNMENT OF RENTS AND LEASES", in favor of GULF LIFE INSURANCE COMPANY, a Florida corporation, of record in Book 4926, page 846, Register's Office of said County.

(i) All-inclusive Deed of Trust and/or Mortgage and Security Agreement from HAYSTACK NASHVILLE APARTMENTS COMPANY, a Tennessee limited partnership, to Thomas J. Stack, Jr., Trustee, in favor of R & F HOLDING COMPANY, a New Jersey general partnership, dated August 30, 1979, recorded September 7, 1979, securing payment of an indebtedness in the principal amount of $3,730,000.00, of record in Book 5494, page 874, Register's Office of Davidson County, Tennessee.

(j) Financing Statement from HAYSTACK-NASHVILLE, a joint venture composed of LNC DEVELOPMENT CORPORATION, an Indiana corporation, and EPOCH PROPERTIES PARTNERSHIP NO. 11, a Tennessee general partnership consisting of John H. McClintock, Jr., James H. Pugh, Jr., and Gerald Ogier, in favor of GULF LIFE INSURANCE COMPANY, of record in Book 4926, page 858 (also appears as Financing Statement Instrument No. B72487), Register's Office of Davidson County, Tennessee.

Said Deed of Trust was modified and amended by a certain instrument styled "AGREEMENT AND FIRST MODIFICATION OF DEED OF TRUST NOTE AND DEED OF TRUST" to be recorded in the Register's office of said County.

Financing Statement from HAYSTACK-NASHVILLE, a joint venture composed of LNC DEVELOPMENT CORPORATION, an Indiana corporation, and EPOCH PROPERTIES PARTNERSHIP NO. 11, a Tennessee general partnership consisting of John H. McClintock, Jr., James H. Pugh, Jr., and Gerald Ogier, in favor of GULF LIFE INSURANCE COMPANY, of record in Book 5621, page 490 (also appears as Financing Statement Instrument No. C39411), Register's Office of Davidson County, Tennessee.

(k) Financing Statement from R & F HOLDING COMPANY in favor of LNC DEVELOPMENT CORPORATION, of record in Book 5494, page 891, Register's Office of Davidson County, Tennessee.

(l) Terms and provisions of the general partnership agreement of EASTERN REALTY CONSULTING COMPANY, a New Jersey general partnership.

(m) Rights of all parties under existing leases not of record in the Register's Office of Davidson County, Tennessee.

(n) Without limiting the Standard Exception for "Encroachments, overlaps, boundary line disputes, or other matters which would be disclosed by an accurate survey or inspection of the premises", the Company does not insure the accuracy of boundary lines nor the location of boundary lines.

(o) The legal description of the land set forth in Schedule A contains the following call: "thence, South 36° 23' 43" West 83.28 feet to a point in the northeasterly margin of Proposed Road 'A'". The Company does not insure that said "Proposed Road 'A'" is a duly dedicated, accepted and open public way affording a means of ingress, egress and regress with respect to the land.

(p) Easement for a certain 20-foot public utility and drainage easement and a certain note and owner's certificate, all as appears on the plat of Haywood Development, of record in Book 4675, page 69, Register's Office of Davidson County, Tennessee; portions of the foregoing plat having thereafter been revised as appears in Book 4955, page 54, Register's Office of said County, and in Book 5050, page 79, Register's Office of said County.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Before me, SAUL FEIGER, Notary Public in the State and County aforesaid, personally appeared Robert Harmon, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a general partner of Harmon Associates, a New Jersey Limited Partnership, and who, upon oath, acknowledged Harmon Associates, a New Jersey Limited Partnership, to be a partner of Eastern Realty Consulting Company, the within named bargainor, a partnership, and that he as such general partner executed the foregoing instrument for the purpose therein contained by signing the name of Harmon Associates, a New Jersey Limited Partnership, by himself as general partner, and that Harmon Associates, a New Jersey Limited Partnership, as such partner of Eastern Realty Consulting Company, executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by itself as partner.

WITNESS MY HAND AND SEAL, this 4th day of April, 1984.

Saul Feiger
NOTARY PUBLIC

My Commission Expires:

SAUL FEIGER
Notary Public, State of New York
No. 41-4699301 Queens County
Commission Expires March 30, 1985

STATE OF New Jersey)
)
COUNTY OF Bergen)

Before me, Theresa J. Gallagher, Notary Public in the State and County aforesaid, personally appeared Paul B. Reisman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Reisman Property Interests, Inc., a Delaware corporation, and who, upon oath, acknowledged Reisman Property Interests, Inc., to be a general partner of HAYSTACK NASHVILLE APARTMENTS COMPANY, a Tennessee limited partnership, the within named bargainor, a partnership, and that he as such president, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as President, and that Reisman Property Interests, Inc., as such partner, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the partnership by itself as partner.

WITNESS MY HAND AND SEAL, this 4th day of April, 1984.

Theresa J. Gallagher
NOTARY PUBLIC
THERESA J. GALLAGHER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 27, 1987

NOTARY PUBLIC THERESA J. GALLAGHER NEW JERSEY

My Commission Expires:

9657 84416 18491.50-CHECK

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IDENTIF. REFERENCE

APR 16 10 45 AM '84

FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN

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

RECEIVED OF _____

FOR _____

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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
		1,100,000.00 Conv.		
			18460.00 CSTAX	
			.50 PRFEE	
			21.00 WDEED	
			CHECK	18481.50-
			B657A04/16/84 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 1 5 6 1 2

IDENTIF. REFERENCE

APR 18 10 11:5 AM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 28406