BARCELONA APARTMENTS
NASHVILLE, TENNESSEE

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CBRJR:jm
4-9-84

Address New Owners:	Send Tax Bills to:	Map-Parcel Nos.
Barcelona Associates 111 Westwood Place West Park Building Brentwood, TN 37027	Commerce Union Bank Mortgage Administra- tion Department P. O. Box 2546 Nashville, TN 37219	Map 133-16 Parcel 215 FB# 5DU-17315 -and- Map 134-13 Parcel 238 FB# 5DU-17310

This instrument prepared by:
WHITE & REASOR, 3305 West End Avenue, Nashville, TN 37203

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, TENNESSEE TRUST COMPANY, TRUSTEE, a Tennessee corporation, on behalf of BARCELONA, LIMITED, a Tennessee limited partnership, in accordance with an unrecorded Land Trust Agreement dated March 24, 1982, ("Grantor"), has bargained and sold, and by these presents does transfer, convey and specially warrant unto BARCELONA ASSOCIATES, a Tennessee joint venture, composed of Union Financial Corporation and Southeastern Conversion Corporation, ("Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, 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 those matters set forth in Exhibit B which is attached hereto and incorporated herein by reference.

07/30 15204.96-CHECK
3006
LEGAL 35 BUSINESS

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 5,842,086.37

AFFIANT

Subscribed and sworn to before me this 30th day of July, 1984.

NOTARY PUBLIC

My Commission Expires: 4-21-85

This is improved Property, known as Barcelona Apartments, 270 Tampa Drive, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is unencumbered except as set forth hereinabove.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor.

IN WITNESS WHEREOF, Grantor has executed this Deed on this the 30th day of July, 1984.

GRANTOR

TENNESSEE TRUST COMPANY, TRUSTEE, a Tennessee Corporation, on behalf of BARCELONA, LIMITED

BY: William M. Head
WILLIAM M. HEAD,
Treasurer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Barrett B. Sutton, Jr., a Notary Public of the State and County aforesaid, personally appeared William M. Head, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be Treasurer of the TENNESSEE TRUST

COMPANY, TRUSTEE, the within named bargainor, a corporation, and that he as such Treasurer, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Treasurer.

Witness my hand and official seal, at office in Nashville, Tennessee, this 30th day of July, 1984.

Barnett B. Sutton, Jr.
NOTARY PUBLIC

My Commission Expires: 4-21-85

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EXHIBIT A

Land in Davidson County, Tennessee being Lot 1 and Lot 1A as shown on the Resubdivision - Section One of the Barcelona Apartments, of record in Book 5200, Page 410, Register's Office for Davidson County shown by survey dated July 26, 1984 prepared by Robert S. Biscan & Co. and more particularly described as follows:

LOT 1:

Beginning at an iron pin on the north margin of Harding Place, 50 feet west of the intersection of the center line of Tampa Drive with the north margin of Harding Place extended; thence, with the north margin of Harding Place the following: S65° 40' 00" W, 146.85 feet to an iron pin, S 71° 28' 38" W, 49.39 feet to an iron pin, S 65° 40' 00" W, 128.20 feet to an iron pin; thence leaving Harding Place, N 47° 19' 49" W, 344.67 feet to an iron pin; thence, N 38° 14' 40" E, 57.99 feet to an iron pin; thence, N 51° 45' 20" W, 377.50 feet to an iron pin; thence, N 38° 32' 23" E, 112.04 feet to a P-K spike; thence, N 51° 43' 36" W, 110.01 feet to a P-K spike; thence, N 47° 57' 36" E, 216.53 feet to a concrete monument; thence, S 47° 33' 32" E, 9.04 feet to a concrete monument; thence, S 51° 34' 30" E, 139.92 feet to a concrete monument; thence S 51° 44' 34" E, 251.10 feet to a concrete monument; thence, N 66° 55' 26" E, 123.88 feet to an iron pin on the west margin of Tampa Drive; thence with Tampa Drive the following to the point of beginning: curve to the left having a radius of 2315.42 feet and a length of 191.92 feet to an iron pin, S 31° 12' 59" E, 153.28 feet to an iron pin, curve to the right having a radius of 1,434.43 feet and a length of 172.32 feet to an iron pin, curve to the right having a radius of 25.00 feet and a length of 39.27 feet. Containing 326,093 square feet or 7.486 acres.

LOT 1-A:

Beginning at an iron pin on the north margin of Harding Place, 50 feet east of the intersection of the center line of Tampa Drive with the north margin of Harding Place extended; thence, with a curve to the right having a radius of 25 feet, 39.27 feet to an iron pin on the east margin of Tampa Drive; thence, with the east margin of Tampa Drive the following: a curve to the left having a radius of 1,484.43 feet and a length of 178.32 feet to an iron pin, N 31° 12' 59" W, 153.28 feet to an iron pin, a curve to the right having a radius of 2,265.42 feet and a length of 195.15 feet to an iron pin; thence, leaving Tampa Drive, N 63° 25' 28" E, 71.63 feet to an iron pin; thence, S 52° 19' 32" E, 77.50 feet to a concrete monument; thence, S 86° 21' 32" E, 70.57 feet to a concrete monument; thence, N 82° 46' 01" E, 141.58 feet to an iron pin; thence, N 84° 19' 28" E, 97.92 feet to a concrete monument on the westerly margin of Eisenhower Drive; thence, with Eisenhower Drive the following: S 20° 53' 25" E, 12.32 feet to a concrete monument, S 17° 24' 32" E, 42.33 feet to an iron pin, the beginning of a curve to the left, with curve to the left having a radius of 72.49 feet, 113.98 feet to an iron pin the beginning of a curve to the left, with curve to the left having a radius of 2,333.86 feet, 112.36 feet to a concrete monument, N 59° 23' 28" E, 5.80 feet to a point; thence, leaving Eisenhower Drive, S 23° 40' 32" E, 122.95 feet to an iron pin; thence, N 63° 25' 28" E, 212.79 feet to a concrete monument; thence, S 85° 52' 16" E, 195.72 feet to a concrete monument on the north margin of Harding Place; thence, with Harding Place the following to the point of beginning: S 55° 10' 36" W, 136.79 feet to a concrete monument, S 65° 40' 00" W, 753.15 feet. Containing 245,689 square feet or 5.640 acres.

Lot 1 and Lot 1A being the same property conveyed to Tennessee Trust Company, Trustee, by deed from SWL Associates, a New York limited partnership, of record in Book 5868, page 433, Register's Office for Davidson County, Tennessee.

EXHIBIT B

BARCELONA APARTMENTS
NASHVILLE, TENNESSEE

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TITLE EXCEPTIONS

1. Metropolitan Nashville and Davidson County Real Property Taxes for 1984, a lien, but not presently due and payable.

2. Deed of Trust from B & B Investments, Inc., to Miller Kimbrough, Trustee, dated October 20, 1970, of record in Book 4453, Page 637, Register's Office for Davidson County, Tennessee, to secure an indebtedness evidenced by a Promissory Note of even date in the original principal amount of $2,200,000.00 payable to W. Ashley Verlander, Judson S. Whorton, George D. Auchter, Jr., Roger L. Main, and Brice R. Smith, Jr., not individually, but as Trustees of American Century Mortgage Investors, a Massachusetts Business Trust. By instrument of record in Book 4913, Page 946, said Register's Office, I. Dyke Tatum was appointed as Successor Trustee.

3. Modification Agreement dated February 2, 1973, of record in Book 4683, Page 96, said Register's Office, wherein the Deed of Trust of record in Book 4453, Page 637, said Register's Office, was modified to change the payment schedule and amend the property description to allow for dedications of streets.

4. Financing Statement filed October 21, 1970, showing B & B Investments, Inc., as Debtor and W. Ashley Verlander, Judson S. Whorton, George D. Auchter, Jr., Roger L. Main and Brice R. Smith, Jr., not individually, but as Trustees of American Century Mortgage Investors, a Massachusetts Business Trust, as Secured Party, No. A93749 of record in Book 4453, Page 654, said Register's Office.

5. The plan of record in Book 5200, Page 410, said Register's Office, shows an Owner's Certificate, and various easements and setback lines.

6. Declaration of Mutual Reciprocal Easements by and between SWL Associates and Residential Resource Group, Inc., of record in Book 5868, Page 422, said Register's Office.

7. Deed of Trust and Security Agreement, executed by Barcelona, Limited, a Tennessee limited partnership, to B. Riney Green, Trustee, of record in Book 5917, Page 745, Register's Office for Davidson County, Tennessee, to secure a Note dated July 30, 1982, effective August 1, 1982, payable to Freeman Mortgage Corporation, in the original principal amount of $1,000,000.00.

8. First Modification of Second Deed of Trust Note and Consent of Payee, of record in Book 5931, Page 871, said Register's Office, modifying the Deed of Trust of record in Book 5917, Page 745, said Register's Office.

9. Zoning ordinances applicable to the Property prior to the date of the mutual execution of the foregoing Special Warranty Deed.

10. Utility easements, driveways, and curb cuts not shown on the Plan of record in Book 5200, Page 410, but servicing the Real Property.

11. Rights or claims of parties in possession under existing leases.

RUSH

FEE $ REGISTER
DAVIDSON COUNTY, TN

JUL 30 4 21 PM '84

IDENTIF. REFERENCE

I 3 9 6 3 7

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

CO. 5,842,086.37

15189.46 CSTAX
.50 PRFEE
15.00 WDEED
CHECK 15204.96
B006A07/30/84 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 39637

IDENTIF. REFERENCE

JUL 30 4 21 PM '04

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN

No.0056931