Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Woodhaven, Ltd. c/o H.E.McLaughlin P. O. Box 150569 Suite 31, 2130 Crestmoor Nashville, TN 37215	Fidelity Federal Savings and Loan Association of Nashville 401 Union Nashville, TN 37219	Map 107-13 Parcels 126 & 155
This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P. O. Box 198062, Nashville, TN 37219		

SPECIAL 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, Robert E. Baker, Trustee for Glenview Joint Venture, a Tennessee Partnership for a specific purpose (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said Woodhaven Ltd., a Tennessee Limited Partnership (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel 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. Real estate taxes for the current year which have been prorated between the parties.

2. Deed of Trust executed by J. R. Freeman, Substitute Trustee and Randall Phillips, a partnership d/b/a Phillips and Freeman, to Vaden Lackey, Jr., Trustee of record in Book 5171, page 776, said Register's Office, dated July 15, 1977, to secure to Fidelty Federal Savings and Loan Association of Nashville, Tennessee, an indebtedness in the amount of Two Million Three Hundred Sixty-Two Thousand Five Hundred and

STATE OF TENNESSEE
COUNTY OF DAVIDSON
The actual consideration or value, whichever is greater, for this transfer is $4,975,000.00.

H E McLaughlin
Affiant

Subscribed and sworn to before me this 29th day of August, 1984.

Darlene T. McCaughan
Notary Public
My Commission Expires: 10/19/86

08/29 12347.50-CHECK

3259

NO/100 Dollars ($2,362,500.00), as modified by instrument of record in Book 5780, page 163, said Register's Office.

3. Financing statement perfecting security interest in favor of Fidelty Federal Savings and Loan Association of Nashville, to secure an indebtedness in the amount of Two Million Three Hundred Sixty-Two Thousand Five Hundred and NO/100 Dollars ($2,362,500.00) of record in Book 5171, page 781, and as #C01683, said Register's Office.

4. General Assignment of Present and Future Leases of record in Book 5171, page 784, said Register's Office, securing an indebtedness in the amount of Two Million Three Hundred Sixty-Two Thousand Five Hundred and NO/100 Dollars ($2,362,500.00) in favor of Fidelty Federal Savings and Loan Association of Nashville.

5. All Inclusive Purchase Money Deed of Trust executed by Robert E. Baker, Trustee for Glenview Joint Venture to Marbut Glenn Gaston, Jr., Trustee of record in Book 5777, page 825, said Register's Office, dated July 31, 1981, to secure to J. R. Freeman, Substitute Trustee and Randall Phillips, a partnership d/b/a Phillips and Freeman an indebtedness in the amount of Three Million Four Hundred Thousand and NO/100 Dollars ($3,400,000.00).

6. Conditional Assignment of Present and Future Leases of record in Book 5777, page 840, said Register's Office, securing an indebtedness in the amount of Three Million Four Hundred Thousand and NO/100 Dollars ($3,400,000.00) in favor of J. R. Freeman, Substitute Trustee and Randall Phillips, a partnership d/b/a Phillips and Freeman.

7. Financing Statement perfecting security interest in favor of J. R. Freeman, Substitute Trustee and Randall Phillips, a partnership d/b/a Phillips and Freeman to secure an indebtedness in the amount of Three Million Four Hundred Thousand and NO/100 Dollars ($3,400,000.00) of record in Book 5777, page 842, said Register's Office.

8. Sanitary sewers and/or storm drainage easement in favor of the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4067, page 837, said Register's Office.

This is improved property, known as Woodhaven Apartments, 1015 Thompson Place, Nashville, Tennessee 37217.

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

And Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth in this Deed.

And Grantor does further covenant and bind himself, his successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns against the lawful claims of all persons claiming by, through, or under him.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed as of this 1ST day of Aug, 1984.

Robert E. Baker, Trustee

Robert E. Baker, Trustee
for Glenview Joint Venture

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Darlene T. Marsh, a Notary Public in and for said County and State, the within named Robert E. Baker, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 29th day of August, 1984.

Darlene T. Marsh

Notary Public

My Commission Expires: 10/19/86

EXHIBIT "A"

Tract No. 1

Being a tract of land in the 1st, formerly the 3rd Civil District, Nashville, Davidson County, Tennessee, being part of Lot No. 17 of the Map of Subdivision of H. W. Williams' land as of record in Book 547, page 63, Register's Office for said County; also part of another tract containing 10.20 acres, more particularly described according to survey of Barge, Waggoner, Sumner and Cannon dated August 12, 1981, revised December 13, 1983, July 9, 1984, July 17, 1984 and July 25, 1984 (File No. 7708) as follows:

Beginning at a point on the northwesterly margin of Patricia Drive, being the southeast corner of Lot No. 10 of the Plan of Patricia Heights, Section 1, as of record in Book 2331, page 130, said Register's Office;

Thence, with the westerly margin of Patricia Drive, S 23° 54' 56" W, 98.22 feet to a concrete monument;

Thence, with a curve to the left having a central angle of 28° 29', a radius of 526.52 feet, 261.75 feet;

Thence, S 04° 34' 04" E, 143.09 feet;

Thence, S 04° 08' E, 460.47 feet to a concrete monument;

Thence, with a curve to the right having a central angle of 85° 22', a radius of 25.00 feet, a distance of 37.25 feet, to a point in the north margin of Thompson Place;

Thence, with Thompson Place, S 81° 14' 17" W, 401.87 feet;

Thence, with a curve to the left having a central angle of 01° 23', a radius of 2,889.79 feet, 69.67 feet;

Thence, leaving Thompson Place, N 14° 54' W, 167.15 feet to a fence corner;

Thence, continuing with a fence, S 73° 06' W, 161.50 feet to a point;

Thence, N 01° 45' 34" W, 692.29 feet to a concrete monument;

Thence, with an old fence line, N 59° 15' 09" E, 759.83 feet;

Thence, S 31° 36' E, 174.66 feet to the point of beginning.

Containing 14.74 acres, more or less.

Being the same property conveyed to Robert E. Baker, Trustee for Glenview Joint Venture, a Tennessee partnership for a specific purpose, by deed from J. R. Freeman, Substitute Trustee and Randall Phillips, a partnership, d/b/a/ Phillips and Freeman, of record in Book 5777, page 821, Register's Office for Davidson County, Tennessee.

I 4 6 2 7 7.

IDENTIF. REFERENCE

AUG 29 4 23 PM '84

FELIX A. ROBERTSON, III, REGISTER
DAVIDSON COUNTY, TN

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

RECEIVED OF _____

FOR _____

BOOK 6370 PAGE 39

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
		4,975,000.00 conv.		

12935.00 CSTAX
.50 PRFEE
12.00 WDEED
CHECK 12947.50-
6259A08/29/84 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 4 6 2 7 7.

IDENTIF. REFERENCE

AUG 29 4 23 PM '84

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 0064912