mtg 148/158
148/172

This Instrument prepared by and after recording should be returned to:
Sanford H. Zatcoff, Esquire
Holt, Ney, Zatcoff & Wasserman
Suite 600
Atlanta, Georgia 30339

Responsible Taxpayer:
Southmark Realty Partners, Ltd.
c/o Southmark Corporation
1601 LBJ, Park West
Dallas, Texas 75234

BOOK 6429 PAGE 50

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $7,835,346.46, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

David C. Fader
Affiant

Subscribed and sworn to before me this 13th day of November 1984.

KATHRYN BROWN-REG.
SUMNER COUNTY, TENN.
RECORDING 15.00
STATE TAX $ 20371.78
REG. FEE $ .50
TOTAL $ 20387.28
33352

My commission expires:

Sarah B. Mavis
Notary Public

SPECIAL WARRANTY DEED — TENNESSEE

STATE OF GEORGIA

COUNTY OF COBB

THIS INDENTURE, is made this 13th day of November, 1984, between ERIE PROPERTIES, an Indiana limited partnership, as party of the first part, hereinafter referred to as "Grantor", and SOUTHMARK REALTY PARTNERS, Ltd., a California limited partnership, as party of the second part, hereinafter referred to as "Grantee"; (the words "Grantor" and "Grantee" include all genders, plural and singular, and their respective heirs, successors and assigns where the context requires or permits).

W I T N E S S E T H:

THAT: Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, in hand paid at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, conveyed and confirmed, and by these presents does grant, bargain, sell, alien, convey and confirm unto the said Grantee, all that tract of land in Davidson County, Tennessee described on Exhibit "A" attached hereto and made a part hereof, being the same property conveyed to Grantor by Deed of Record in Book 5680, page 326, Register's Office for Davidson County, Tennessee.

This conveyance and all warranties contained herein are made expressly subject to those matters set forth on Exhibit "B" attached hereto and made a part hereof.

TO HAVE AND TO HOLD, the said tract or parcel of land, with all and singular the rights, members and appurtenances thereof, to the same being, belonging or in anywise appertaining to the only proper use, benefit and behoof of the Grantee, its successor and assigns, forever in FEE SIMPLE.

AND THE SAID Grantor, for itself, its representatives, successors and assigns does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple to the premises herein conveyed; has full power, authority and right to convey the same; that Grantor will warrant and forever defend the right and title to the above described property unto the Grantee against the claims by any person owning, holding or claiming by, through or under Grantor, but not otherwise, subject, however, to those matters set forth on Exhibit "B" attached hereto and made a part hereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be signed, sealed and delivered the day and year first above written by its duly authorized general partners.

ERIE PROPERTIES, an Indiana limited partnership, acting by and through its general partners

By: Roy H. Lambert (SEAL)
Roy H. Lambert
General Partner

By: David C. Eades (SEAL)
David C. Eades
General Partner

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STATE OF GEORGIA)
) SS
COUNTY OF COBB)

Before me, Sarah R. Graves, a Notary Public in and for the State of Georgia at large, personally appeared David C. Eades and Roy H. Lambert, with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be general partners of Erie Properties, an Indiana limited partnership the within named bargainor, and that they as such general partners executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by themselves as general partners.

Witness my hand and Notarial Seal this 13th day of November, 1984.

Sarah R. Graves
Notary Public

My Commission Expires:
Notary Public, State of Georgia at Large
My Commission Expires Oct. 9, 1987

TRACT NO. 1: BEGINNING at an iron pin set on the southwesterly right-of-way of Apache Trail at the common corner of the herein described Tract 1 and the southeasterly corner of Lot No. One of the Revised, Corrected and Resubdivided Plan of Phillips 66 Park as of record in Book 5190, page 194, Register's Office for Davidson County, Tennessee. Said iron pin being 626.0 feet from the southerly end of the westerly return curve at Apache Trail and Haywood Lane as measured along the southwesterly right-of-way of Apache Trail and proceeding as follows:

1. With the southwesterly right-of-way of Apache Trail and a curve to the left (radius 680.0'; Delta = 29° 48' 12") southeasterly a distance of 353.71 feet to an iron pin; thence,

2. South 75° 17' 34" East, 65.0 feet to an iron pin; thence,

3. With a curve to the left (radius 1906.47'; Delta = 18° 10' 00"), easterly a distance of 604.48 feet to an iron pin; thence,

4. North 86° 32' 26" East, 346.25 feet to an iron pin; thence,

5. With a curve to the right (radius 720.68 feet; Delta = 15° 53' 57"), southeasterly a distance of 199.99 feet to an iron pin at the common corner of the herein described tract and a corner of Bavaria Apartments as of record in Book 4460, page 93, R.O.D.C., Tennessee; thence,

6. Leaving Apache Trail and with the line of Bavaria Apartments, South 42° 14' 23" West, 57.01 feet to a concrete monument; thence,

7. South 8° 03' 23" West 214.80 feet to an iron pin; thence,

8. South 10° 03' 23" West, 265.15 feet to an iron pin; thence,

9. South 32° 51' 23" West, 132.56 feet to an iron pin; thence,

10. Continuing with the line of Bavaria Apartments (in part) and with the northerly line of Cedar Hill Apartments as of record in Book 4955, page 28, R.O.D.C., Tennessee (in part), North 86° 54' 56" West, 590.15 feet to an iron pin at the southeasterly corner of Chris Anton property as of record in deed book 1264, page 145, R.O.D.C., Tennessee; thence,

11. With the easterly line of Anton, North 6° 18' 56" West, 414.81 feet to an iron pin, northeasterly corner of Anton; thence,

12. With the northerly line of Anton, South 88° 41' 54" West, 486.66 feet to an iron pin, common corner of Anton and Blanchard Heights, Section 3, as of record in Book 3106, page 140, R.O.D.C., Tennessee; thence,

13. With the northerly line of Blanchard Heights, Section 3, North 89° 00' 19" West, 340.35 feet to an existing iron pin in the easterly line of Blanchard Heights as of record in Book 2663, pages 61 and 62, R.O.D.C., Tennessee; thence,

14. With the easterly line of Blanchard Heights, North 2° 39' 07" East, 287.30 feet to a monument at the beginning of a curve; thence,

15. With said curve to the left (radius 200'; Delta = 20° 07' 12"), northwesterly a distance of 70.23 feet to a point, corner of above noted Lot No. 1, Phillips 66 Park; thence,

16. With the line of Lot No. 1, North 60° 41' 00" East, 153.44 feet to the point of beginning and containing 15.58 acres, more or less, according to As Built & Boundary Retracement Survey of Hickory Lake Apartments dated November 4, 1980 and last revised November 6, 1984, by Ragan, Smith, Murphy & Associates and bearing the certification and seal of Roger H. Fuqua, Tennessee Registered Land Surveyor No. 502.

TRACT NO. 2: BEGINNING at an iron pin on the northeasterly right-of-way of Apache Trail at the common corner of the hereindescribed tract and the southwesterly corner of Lot No. 1 of the Resubdivision of Reserved Parcel "A", Phillips 66 Park as of record in Book 4885, page 179, Register's Office for Davidson County, Tennessee. Said pin being 596.66 feet southeasterly from the southerly end of the easterly return curve of Apache Trail and Haywood Lane as measured along the right-of-way of Apache Trail and proceeding as follows:

1. With the southerly line of Lot No. 1, Phillips 66 Park, North 60° 41' 00" East, 701.65 feet to an iron pin on the southerly right-of-way of Interstate 24, thence,

2. With the southerly right-of-way of I-24, South 56° 39' 22" East, 482.84 feet to an iron pin; thence,

3. South 68° 01' 42" East, 441.92 feet to an iron pin; thence,

4. South 64° 16' 58" East, 154.50 feet to an iron pin, corner of John Hancock Mutual Insurance Company property as of record in Deed Book 4469, page 662, R.O.D.C., Tennessee; thence,

5. With the westerly line of John Hancock property, South 42° 14' 23" West, 93.11 feet to an iron pin on the northerly right-of-way of Apache Trail; thence,

6. With the northerly right-of-way of Apache Trail with a curve to the left (radius 780.68'; Delta = 18° 23' 27"), westerly a distance of 250.58 feet to an iron pin; thence,

7. South 86° 32' 26" West, 346.25 feet to an iron pin at the beginning of a curve; thence,

8. With said curve to the right (radius 1846.47'; Delta = 18° 10' 00"), westerly a distance of 585.46 feet to an iron pin; thence,

9. North 75° 17' 34" West, 65.00 feet to an iron pin at the beginning of a curve; thence,

10. With said curve to the right (radius 620.0'; Delta = 28° 11' 21"), northwesterly a distance of 305.04 feet to the point of beginning and containing 10.49 acres, more or less, according to said Survey.

Being the same property conveyed to Erie Properties, an Indiana limited partnership, by deed of record in Book 5680, page 326, Register's Office for Davisdon County, Tennessee.

EXHIBIT B

1. Taxes for 1984, a lien, but not yet due and payable.

2. Construction of 585 feet of sanitary sewer as set out in instrument of record in book 5055, page 430, Register's Office for Davidson County, Tennessee.

3. Deed of Trust from the Nashville Partnership, an Indiana Limited Partnership, to Truman S. Wrenne, Trustee, of record in Book 5680, page 305, Register's Office for Davidson County, Tennessee, to secure to AMERICAN FLETCHER MORTGAGE COMPANY, INC.

4. Assignment of Rents from the Nashville Partnership to American Fletcher Mortgage Company, Inc., of record in Book 5680, page 319, Register's Office for Davidson County, Tennessee.

5. Financing Statement indicating the Nashville Partnership as the Debtor and American Fletcher Mortgage Company, Inc., as the Secured Party of record in Book 5680, page 323, Register's Office for Davidson County, Tennessee.

6. Wraparound Deed of Trust from Erie Properties, an Indiana Limited Partnership, to Mark Westlake, Trustee, of record in Book 5680, page 331, Register's Office for Davidson County, Tennessee, to secure The Nashville Partnership.

7. Financing Statement indicating the Erie Properties as Debtor and The Nashville partnership as Secured Party of record in Book 5680, page 342, Register's Office for Davidson County, Tennessee.

8. The Plan of record in book 4675, page 92, shows an owner's certificate and certain notes, easements and setback lines.

9. Rights of parties in possession of individual garden apartment units pursuant to unrecorded Leases.

10. Access Road (Apache Trail) closed by Metro Council Bill No. 73-700 with public utility easement retained along the northerly portion of the property. Survey by Ragan, Smith & Murphy, Inc., dated November 4, 1980, last revised November 6, 1984, shows tennis courts, sign, swimming pool and concrete and asphalt paving encroching upon said easement.

RUSH

I 6 4 4 6 8

IDENTIF. REFERENCE

Nov 19 10 40 AM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

11/19 20387.28-CHECK

3214

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 6429 PAGE 55

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
		1,835,346.46 CONV.		

20371.78	CSTAX
.50	PRFEE
15.00	WDEED
CHECK	20387.28-
82 4A 11/19/84 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 6 4 4 6 8.

IDENTIF. REFERENCE

Nov 19 10 40 AM '84

FELIX Z. WILSON JR. REGISTER
DAVIDSON COUNTY, TN

No.0086222