Prepared By:

O'Connell and Aronowitz, P.C.
100 State Street
Albany NY 12207

Tract 1:

MAP 148
PARCEL 179

Tract 2:

MAP 148, Parcel 174

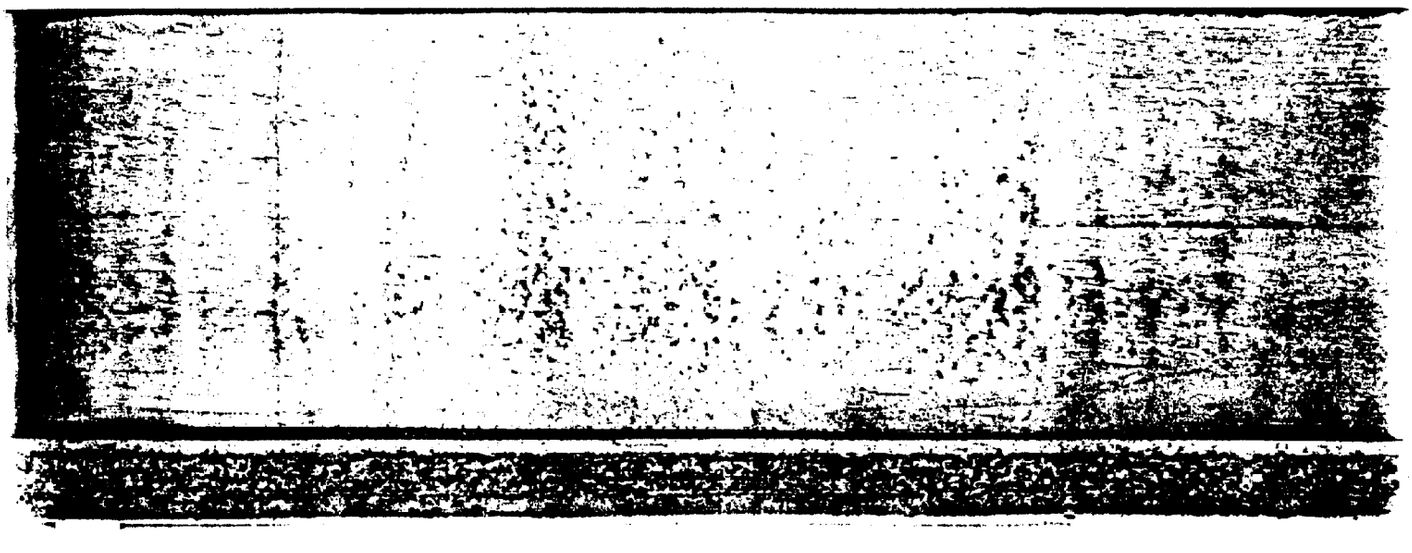
SPECIAL WARRANTY DEED

BOOK 6435 PAGE 198

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss: KNOW ALL MEN BY THESE PRESENTS:

THAT, HAYSTACK, NASHVILLE II APARTMENTS COMPANY, a Tennessee limited partnership, having its principal place of business at c/o Reisman Property Interests, 114 Essex Suite, Rochelle Park, New Jersey 07662 (hereinafter referred to as "Grantor"), for and in consideration of the sum of TEN AND NO/100 ($10.00) DOLLARS, and other good and valuable consideration, the receipt and sufficiency of which hereby is acknowledged, has GRANTED, BARGAINED, SOLD AND CONVEYED, and by these presents does GRANT, BARGAIN, SELL AND CONVEY unto HICKORY HOLLOW ASSOCIATES, LTD., a New Jersey limited partnership, having its principal place of business at 75 Lincoln Highway, Iselin, New Jersey 08830 (hereinafter referred to as "Grantee"), that certain improved real property (the "Property") situated in Davidson County, Tennessee, and more particularly described on Exhibit "A' attached hereto.

THIS CONVEYANCE IS MADE SUBJECT TO a Deed of Trust dated January 29, 1982 between Haystack Nashville II Apartments Company (Trustor), Gene A. Stanley, Jr. (Trustee), and The Mututal Benefit Life Insurance Company (Beneficiary), which Deed of Trust was recorded with the Register of Deeds for Davidson County,Tennessee in Book 5846, at Page 582.



TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances and hereditaments thereto and in anywise belonging, unto the said Grantee, its successors and assigns, in fee simple forever; and Grantor does hereby covenant with Grantee that it is lawfully seized in fee of the aforesaid real estate and that it has good right to sell and convey the same; that the Property is unencumbered except as to those matters set forth herein, and that the title and quiet possession thereto it will warrant and defend against the lawful claims of all persons, by, through or under it, but not otherwise.

SUBJECT to easements, restrictions, covenants and conditions of record, if any, affecting said Property.

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed the 20th day of November, 1984, to be effective as of the 20th day of November, 1984.

HAYSTACK NASHVILLE II APARTMENTS COMPANY

By: THE AYCO DEVELOPMENT CORPORATION,
General Partner

By: _____

Paul Fanfera, Vice President
As General Partner and
Attorney-in-fact for
Reisman Properties, Inc., General Partner
Epoch Properties, Inc., General Partner
John H. McLintock, General Partner
James H. Pugh, Jr., General Partner
Jack L. Sharp, General Partner

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

BOOK 6435 PAGE 200

Before me SAUL FEIGER, Notary Public in the State and County aforesaid, personally appeared PAUL FANFERA, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of THE AYCO DEVELOPMENT CORPORATION, a New York corporation, and who, upon oath, acknowledged THE AYCO DEVELOPMENT CORPORATION to be a general partner of HAYSTACK NASHVILLE II APARTMENTS COMPANY, a Tennessee limited partnership, the within named bargainor, a partnership, and that he as such Vice 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 Vice President, and that THE AYCO DEVELOPMENT CORPORATION, as such general 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 general partner,*

WITNESS MY HAND AND SEAL, this 20th day of November, 1984.

Saul Feiger
NOTARY PUBLIC

SAUL FEIGER NOTARY PUBLIC

My Commission Expires:

Notary Public, State of New York
No. 41-[illegible] Queens County
Commission Expires March 30, 1985

ADDRESS OF PROPERTY: 300 Bakertown Road
Antioch, Tennessee 37013

MAILING ADDRESS FOR TAX NOTICES: 300 BAKERTOWN ROAD
ANTIOCH, TENNESSEE 37013

ADDRESS NEW OWNER:

HICKORY HOLLOW ASSOCIATES, LTD.
75 Lincoln Highway
Iselin, New Jersey 08830

*and as Attorney-in-fact for Reisman Properties, Inc., General Partner, Epoch Properties, Inc., General Partner, John H. McLintock, General Partner, James H. Pugh, Jr., General Partner, and Jack L. Sharp, General Partner.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

BOOK 6435 PAGE 201

I hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is $6,250,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

HICKORY HOLLOW ASSOCIATES, LTD.

By: Berg Harmon Associates, a New Jersey Joint Venture, General Partner

By: Berg Ventures, Inc., a member of Berg Harmon Associates

By: _____
John Ardouny, Vice President
Berg Ventures, Inc. (Affiant)

SUBSCRIBED AND SWORN TO before me this 20th day of November, 1984.

_____
Notary Public

My Commission Expires:

SAUL FLIPTEN
Notary Public, State of New York
No. 41-4638547 Qualified in Queens County
Commission Expires March 30, 1985

SITUATED in the Thirty First (31st) Councilmatic District of Davidson County, Tennessee, and being that certain tract of land lying along Bakertown Road and being described in two tracts as follows:

TRACT 1
BEGINNING at a concrete monument in the Western R.O.W. Antioch Pike and 185 feet ± South of the centerline of Cherokee Place; thence with Antioch Pike S 29° 25'15"W a distance of 187.49 feet to a point, the beginning of a R.O.W. return to the right; thence leaving Antioch Pike and running along Haystack Lane along said return having a radius of 25.0 feet and an interior angle of 81°06'13", a distance of 35.39 feet to a point; thence along the Northerly R.O.W. of said Haystack Lane N69°28'32"W a distance of 201.48 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 393.10 feet and an interior angle of 70°05'13", a distance of 480.84 feet to a point, the beginning of a R.O.W. return to the right; thence leaving Haystack Lane and running along Bakertown Road along said return having a radius of 25.0 feet and an interior angle of 90°0'0", a distance of 39.27 feet to a point; the beginning of a curve to the left; thence along said curve having a radius of 641.40 feet and an interior angle of 23°48'28", a distance of 266.52 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 1075.59 feet and an interior angle of 8°14'14", a distance of 154.63 feet to a point; thence N81°36'17"W a distance of 105.37 feet to a point, the beginning of a curve to the right; thence along said curve having a radius of 482.40 feet and an interior angle of 44°07'37", a distance of 371.53 feet to a point; thence leaving Bakertown Road and running along the phase line N36°23'43"E a distance of 83.28 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 312.50 feet and an interior angle of 33°30'0", a distance of 182.71 feet to a point; thence S87°06'17"E a distance of 40.0 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 666.06 feet and an interior angle of 22°30'0" a distance of 261.56 feet to a point; thence S47°40'0"E a distance of 185.0 feet to a point; thence N78°52'0"E a distance of 195.0 feet to a point; thence N76°10'0"E a distance of 168.0 feet to a point; thence N67°45'0"E a distance of 427.0 feet to a point; thence N70°33'0"E a distance of 58.59 feet to a point in the Southwestern R.O.W. of Cherokee Place, the beginning of a curve to the left; thence along said R.O.W. curve having a radius of 229.40 feet and an interior angle of 18°22'07" a distance of 73.53 feet to a point; thence leaving said R.O.W. and running S50°0'53"W a distance of 76.0 feet to a point; thence running along the Western property line of Reserved Parcel "D", Cherokee Hills, Section 8 S3°0'10"W a distance of 161.07 feet to an iron pin, the Southwest corner of said parcel, thence running along the Southern property line of said parcel S75°03'45"E a distance of 162.80 feet to the point of beginning, containing 8.54 acres more or less as shown by the survey of George Anton, A & A Engineers, Inc. bearing drawing number 1311-78 dated December 4, 1981, and revised January 25, 1982.

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TRACT II

BEGINNING at a monument in the Northeastern R.O.W. of Interstate 24 and being 28 feet ± West of the Southwest corner of Mangum Heights; thence N89°03'04"E a distance of 28.38 feet to a point, the Southwest corner of Mangum Heights; thence S27°11'53"E a distance of 1.62 feet to a point; thence S86°10'46"E a distance of 172.59 feet to a monument in the Western R.O.W. of Bakertown Road; thence S84°39'33"E a distance of 59.63 feet to a monument in the Eastern R.O.W. of Bakertown Road; thence S86°27'33"E a distance of 102.50 feet to a monument, the Southwest corner of the Harper Property; thence S86°00'08"E a distance of 365.18 feet to an iron pin, the Southwest corner of Cherokee Hills, Section Nine, and on the Western R.O.W. of Bakertown Road; thence with said R.O.W. S5°06'17"E a distance of 303.96 feet to a monument; the beginning of a curve to the left; thence along said curve having a radius of 532.40 feet and an interior angle of 12°28'11", a distance of 115.87 feet to an iron pin, the beginning of a curve to the right; thence leaving the R.O.W. of Bakertown Road and running along said curve having a radius of 343.66 feet and an interior angle of 77°04'42", a distance of 462.31 feet to a monument; thence N30°29'46"W a distance of 92.88 feet to an iron pin; thence S59°30'14"W a distance of 166.32 feet to a monument in the Northeastern R.O.W. of Interstate 24; thence along said R.O.W. N30°29'46"W a distance of 368.0 feet to the point of beginning, containing 5.00 acres more or less as shown by the survey of George Anton, A & A Engineers, Inc. bearing drawing number 1311-78 dated December 4, 1981, and revised January 25, 1982.

THERE is further conveyed herewith all of the Trustors right, title and interest in and to that joint use and maintenance easement as shown by the agreement of the same of record in Deed Book 5846, page 571, in the Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Haystack Nashville II Apartments Company a Tennessee limited partnership by that certain instrument of record in Deed Book 5551, page 515, in the Register's Office for Davidson County, Tennessee.

11/26 15268.50-CHECK

548

REGISTER'S OFFICE
DAVIDSON COUNTY, TN

Nov 20 4 00 PM '84

IDENTIF. REFERENCE

166387

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 6435 PAGE 204

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	6,250,000.00	16250.00 CSTAX	
			.50 PRFEE	
			18.00 WDEED	
			CHECK 16268.50-	
			0648A 11/28/84 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I 6 6 3 8 7.

IDENTIF. REFERENCE

Nov 28 4 00 PM '84

REGISTER
DAVIDSON COUNTY, TN

No. 0088600