VILLAGE PLACE APARTMENTS
NASHVILLE, TENNESSEE

CBRJR/GRFJR:jc
As Revised 12/17/84

BOOK 6454 PAGE 866

| Address New Owners: | Send Tax Bills to: | Map-Parcel Nos. |
|---|---|---|
| c/o J. Gregory Hale<br>2209 State Street<br>Nashville, TN. 37203 | Freeman Mortgage Corporation<br>2517 Lebanon Road<br>Nashville, TN. 37214 | Map & Parcel 60-4-83 |

This instrument prepared by: George R. Fusner, Jr., 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 VILLAGE PLACE, LIMITED, and FREEMAN PROPERTIES, INC., a Tennessee corporation, Managing General Partner of Village Place, Limited, a Tennessee limited partnership, in accordance with an Amended and Restated Trust Agreement of record in Book 5778, Page 46, Register's Office for Davidson County, Tennessee, ("Grantor"), has bargained and sold, and by these presents does transfer, convey and specially warrant unto VILLAGE PLACE ASSOCIATES, a Tennessee Joint Venture, ("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.

FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN
DEC 20 4 30 PM '84

IDENTIF. REFERENCE

1.7.1.7.6.9

12/20 4443.00 CHECK

7497

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,550,000.00.

AFFIANT

Subscribed and sworn to before me this 20th day of December, 1984.

NOTARY PUBLIC

My Commission Expires: Dec 22, 1985

This is improved Property, known as Village Place Apartments, 110 Oak Valley Drive, Nashville, Tennessee 37207.

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 as of the 17th day of December, 1984.

GRANTOR

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

BY:
ITS: Vice President

FREEMAN PROPERTIES, INC.,
Managing General Partner of
VILLAGE PLACE, LIMITED

BY: David W. Talley
ITS: Treasurer



STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Before me, Hazel M. May, a Notary Public of the State and County aforesaid, personally appeared David W. Talley, 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 TENNESSEE TRUST COMPANY, TRUSTEE, the within named bargainor, a corporation, 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.

Witness my hand and official seal, at office in Nashville, Tennessee, this 20th day of ~~October~~ December, 1984.

Hazel M. May
NOTARY PUBLIC

My Commission Expires: 12-22-85

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Before me, Hazel M. May, a Notary Public of the State and County aforesaid, personally appeared DAVID W. TALLEY, 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 FREEMAN PROPERTIES, INC., Managing General Partner of Village Place, Limited, 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 20th day of ~~October~~ December, 1984.

Hazel M. May
NOTARY PUBLIC

My Commission Expires: 12-22-85

EXHIBIT A

VILLAGE PLACE APARTMENTS
NASHVILLE, TENNESSEE

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REAL PROPERTY LEGAL DESCRIPTION

A tract of land in the 12th Civil District of said County, and being known as Lot 1 on the Plan of Cavalier Apartments of record in Plat Book 3842, page 138, Register's Office for Davidson County, Tennessee, and further described according to a copy of a survey made by Hickerson and Pleasant Engineering Company, dated October 21, 1966, as follows:

Beginning at a point in the southerly margin of Oak Valley Drive, said point being a common corner of the herein conveyed property and the remaining lands of James A. Mason and wife, as conveyed to them by deed of record in Book 3761, page 399, Register's Office for Davidson County, Tennessee; thence South 2 deg. 31' West 408.8 feet to an iron pin; thence North 86 deg. 09' West 91.0 feet to a concrete monument; thence North 80 deg. 39' West 210.46 feet to an iron pin; thence North 2 deg. 31' East 383.19 feet to a point in said southerly margin of said Oak Valley Drive; thence easterly with said margin of said Oak Valley Drive along a curve with a radius of 568.74 feet 42.2 feet to a point; thence continuing with said margin of said Oak Valley Drive, South 86 deg. 54' East 257.98 feet to the point of beginning, containing 2.75 acres.

Being the same property conveyed to Tennessee Trust Company, Trustee for Village Place, Limited by Amendment and Restated Trust Agreement of record in Book 5778, page 46, Register's Office for Davidson County, Tennessee.

EXHIBIT B

VILLAGE PLACE APARTMENTS
NASHVILLE, TENNESSEE

PERMITTED EXCEPTIONS

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1. 1984 Metropolitan Nashville and Davidson County, Tennessee, real property taxes. Omit

2. Deed of Trust from Cavalier Apartments, Inc., and Fred B. Gregory and wife, Dorothy L. Gregory, to G. S. Turner, Trustee, of record in Book 4082, Page 812, Register's Office for Davidson County, Tennessee, to secure an indebtedness in the original principal amount of $461,000.00, payable to First American National Bank of Nashville, as assigned to State Mutual Life Assurance Company of America by an instrument of record in Book 4199, Page 444, said Register's office.

3. Assignment of Leases, Rents, and Profits by and between Cavalier Apartments, Inc., Fred B. Gregory and wife, Dorothy L. Gregory, and First American National Bank of Nashville, of record in Book 4086, Page 517, said Register's Office, as assigned to State Mutual Life Assurance Company of America by an instrument of record in Book 4199, Page 446, said Register's Office, as corrected by an instrument of record in Book 4204, Page 590, said Register's Office.

4. Security Agreement by and between Cavalier Apartments, Inc., Fred B. Gregory, and wife, Dorothy L. Gregory, and First American National Bank of Nashville, of record in Book 4199, Page 448, said Register's Office, as assigned to State Mutual Life Assurance Company of America by an instrument of record in Book 4199, Page 454, said Register's Office.

5. Financing Statement, showing Cavalier Apartments, Inc., and Fred B. Gregory, and wife, Dorothy L. Gregory, as Debtor and First American National Bank of Nashville as Secured Party, filed as Financing Statement No. 00538 and of record in Book 4199, Page 456, said Register's Office.

6. Financing Statement, showing Robert E. Baker, Trustee, as Debtor, and Tennessee Properties, Limited, as Secured Party, of record in Book 5503, Page 783, said Register's Office.

7. Wrap-around Deed of Trust, executed by Robert E. Baker, Trustee, with full power to Stephen C. Baker, Trustee, of record in Book 5503, Page 761, said Register's Office, to secure an indebtedness in the original principal amount of $900,000.00 to Tennessee Properties, Limited, as assigned to F-H Investments, Limited, by an instrument of record in Book 5618, Page 510, said Register's Office, as amended by an instrument of record in Book 5778, Page 59, said Register's Office, and as further amended by an instrument of record in Book 5809, Page 628, said Register's Office. As further amended by Third Amendment to Wraparound Deed of Trust of record in Book 6454, Page 847, of said Register's Office.

8. The recorded Plan shows an Owner's Certificate, and a twenty (20) feet drainage easement along the southerly boundary of the lot.

9. Rights-of-way, utility and drainage easements, and other easements serving the improvements located upon the Real Property.

10. Rights of tenants in possession under unrecorded leases.

11. Easements, or claims of easements, not shown by the public records.

12. Encroachments, overlaps, boundary line disputes or other matters which would be disclosed by an accurate survey or inspection of the Real Property.

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

RECEIVED OF _____

FOR _____

BOOK 6454 PAGE 872

| | | |
|---|---|---|
| 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 1,550,000.00

4030.00 CSTAX
.50 PRFEE
18.00 WDEED
CHECK 4048.50-
7457A12/20/84 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

I.T. 1.7.6.9.

IDENTIF. REFERENCE

Dec 20 4 30 PM '84

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 95230