BOOK 5494 PAGE 518

arw37:12/31/84

FROM: Warner Park Apartments,
a Tennessee limited partnership

TO: United Residuals, Limited
a Tennessee limited partnership

This instrument prepared by:
DEARBORN & EWING, ATTORNEYS
Suite 1200, One Commerce Place
Nashville, Tennessee, 37239

Address New Owner as follows:
United Residuals, Limited,
a Tennessee limited partnership
2517 Lebanon Road
Nashville, TN 37214

Send Tax Bills to:
Same

Map-Parcel No.
MAP: 129
PARCEL: 9

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $6,200,000.00.

Affiant

Subscribed and sworn to before me, this the 31 day of December, 1984.

Notary Public

My Comm. Expires: 7-18-87

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt of which is hereby acknowledged, Warner Park Apartments, a Tennessee limited partnership, hereinafter called the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto United Residuals, Limited, a Tennessee limited partnership, hereinafter called the GRANTEE, its heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE EXHIBIT "A" ATTACHED HERETO

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its heirs and assigns, forever, and we do covenant with the said GRANTEE that Grantor is lawfully seized and possessed of said tract or parcel of land in fee simple, has a good right to convey the same and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs successors, assigns and representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its heirs, successors and assigns, against the lawful claims of all persons claiming by, through, or under the GRANTOR. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Except as otherwise specifically stated herein, GRANTOR hereby disclaims any and all warranties and representations as to title.

WITNESS our hand this 31 day of December, 1984.

WARNER PARK APARTMENTS,
a Tennessee limited
partnership

BY:
Tom Cone, General Partner

EXHIBIT A

PROPERTY DESCRIPTION

A tract of land in the First Civil District of Davidson County, Tennessee, being Parcel 9 on Property Map 129 and being more particularly described according to an "As Built" Survey by Turner Engineering Co., Inc., dated December 11, 1984, as follows:

Beginning at a concrete monument in the southeast corner of Lot 18 on the plat of Warner Park Valley, Section Two, of record in Book 3600, page 20, R.O.D.C., said monument being on the westerly margin of Vaughn's Gap Road and being South 01° 01' West 869', more or less, from the center line of Percy Warner Blvd., and proceeding as follows:

1. With the westerly margin of Vaughn's Gap Road, South 01° 01' West 204.0' to an old iron pin; thence,

2. Leaving said margin of Vaughn's Gap Road, North 88°, 49' West 163.90' to a new iron pin; thence,

3. North 51° 49' West 247.0' to a new iron pin; thence,

4. North 54° 59' West 281.80' to a new iron pin; thence,

5. South 29° 43' West 199.83' to a new iron pin; thence,

6. South 18° 26' West 100.00' to an old iron pin; thence,

7. South 13° 22' West 55.75' to a new iron pin, the northeast corner of Harpeth Glen Apartments, and the southeast corner of Lot 15 on the plat of West Meade Highlands, Section One, of record in Book 3700, pages 69 and 70; thence,

8. North 32° 45' West 116.3' to an old iron pin; thence,

9. North 7° 11' West 514.79' to an old concrete monument; thence,

10. North 10° 58' East 80.56' to an old concrete monument; thence,

11. North 42° 58' East 153.42' to an old concrete monument; thence,

12. North 71° 43' East 142.78' to an old concrete monument; thence,

13. North 49° 04' East 171.60' to an old iron pin; thence,

14. South 84° 21' East 342.37' to an old concrete monument; thence,

15. South 01° 01' West 712.15' to an old concrete monument; thence,

16. South 88° 59' East 150.0' to the point of beginning, containing 12.266 acres or 534,306.96 sq. ft., more or less.

Being the same property conveyed to Warner Park Apartments, a limited partnership, by Deed from Joseph Martin, Sr., Trustee, acting pursuant to the power conferred upon him by a certain deed of record in Book 3346, page 389, Register's Office for Davidson County, Tennessee, said Deed being to Warner Park Apartments, a limited partnership being of record in Book 4547, page 758, said Register's Office.

ENCUMBRANCES

Taxes, 1984, a lien.

Deed of Trust from Warner Park Apartments-A Limited Partnership, to Herschel Greer, Trustee, dated November 1, 1971, of record in Book 4550, page 276, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $3,046,400.00, payable to Guaranty Mortgage Company of Nashville, and assigned to Federal National Mortgage Association by instrument of record in Book 4882, page 122, said Register's Office. (See instruments for complete terms and conditions as well as possible rights and options of the mortgagee, including rights respecting assumption of the debt secured thereby.)

NOTE: Amendment to Deed of Trust and Consolidation and Modification Agreement, of record in Book 4881, page 622, said Register's Office, said deed of trust was amended increasing the indebtedness to $3,198,700.00. Said deed of trust was further amended by Amendment to Amendment to Deed of Trust and Consolidation and Modification Agreement of record in Book 4894, page 23, and re-recorded in Book 4894, page 209, said Register's Office. Said Amendment to Amendment to Deed of Trust and Consolidation and Modification Agreement was assigned to Federal National Mortgage Association by instrument of record in Book 4894, page 214, said Register's Office.

Regulatory Agreement for Multi-Family Housing Projects between Warner Park Apartments-A Limited Partnership and the Secretary of Housing and Urban Development, Project No. 086-00028-PM, dated October 15, 1971, of record in Book 4550, page 281, and amended in Book 4881, page 619, said Register's Office.

Sanitary sewers and/or storm drainage easement and a 10' temporary construction easement conveyed by deed from James M. Fischer, Jr. to Metropolitan Government of Nashville and Davidson County, Tennessee, dated April 19, 1974, of record in Book 4816, page 427, and corrected in Book 4881, page 710, said Register's Office.

NOTE: Said easement is executred by James M. Fischer, Jr. as an individual rather than as a General Partner in Warner Park Apartments, a Limited Partnership.

Rights or claims of tenants in possession under the tenant leases assigned this day to Grantee, but not otherwise.

Financing Statement filed under the Uniform Commercial Code by Warner Park Apartments, a Limited partnership as Debtor and Guaranty Mortgage Company of Nashville as Secured Party in the Register's Office for Davidson County, Tennessee under Reference No. B66838 and as assigned to Federal National Mortgage Association under Reference No. B66951. Said Financing Statement was continued on August 8, 1979 under Reference No. C28015 and further continued August 10, 1984 under Reference No. C85178 said Register's Office.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Deborah A. Hughes, a Notary Public in and for the County and State aforesaid, personally appeared Tom Cone, of whom I am personally acquainted and who upon oath acknowledged himself to be a general partner of Warner Park Apartments, a Tennessee limited partnership, the within named bargainor, a limited partnership, and that he as such general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of Warner Park Apartments, a Tennessee limited partnership, by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 31 day of December, 1984.

Deborah A. Hughes
NOTARY PUBLIC

My Commission Expires: 7-18-87

This is improved property located at Highway 100 at Vaughn's Gap Road.

I-7389

IDENTIF. REFERENCE

DEC 31 4 25 PM '84

REGISTER'S OFFICE
DAVIDSON COUNTY, TN

RECD

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

RECEIVED OF _____

FOR _____

BOOK 6464 PAGE 522

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	6,200,000.00	16120.00 CSTAX .50 PRFEE 12.00 WDEED CHECK	16132.50-
			0036A 12/31/84 BAL	.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

17899

IDENTIF. REFERENCE

DEC 31 4 25 PM '84

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 97754