THIS INSTRUMENT PREPARED BY:
Gail M. Good, Esquire
Kennerly, Montgomery & Finley
P. O. Box 442
Knoxville, Tennessee 37901
Phone: 546-7311

RESPONSIBLE TAXPAYER
Name: Dandridge Towers, Ltd.
Address: 1200 Plaza Tower
Knoxville, TN 37901

MAP AND PARCEL NO. 161-0-193
Field Book No. 6DU-72615

NAME AND ADDRESS OF NEW OWNER:
Dandridge Towers, Ltd.
1200 Plaza Tower
Knoxville, TN 37901

o o O o o

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $5,734,820.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 25th day of October, 1985.

Notary Public

My commission expires: 9-12-87

o o O o o

WARRANTY DEED

THIS INDENTURE, made this 25th day of October, 1985, between EPISCOPAL RETIREMENT CENTER, INC., a Tennessee non-profit corporation, Grantor, and DANDRIDGE TOWERS, LTD., a Tennessee limited partnership, Grantee.

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 for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the following described premises, with the hereditaments and appurtenances thereto appertaining, to-wit: Situate in the Second (2nd) Civil District of Davidson County, Tennessee, and being more particularly described on Exhibit A attached hereto.

TO HAVE AND TO HOLD the said premises to the said Grantee, its successors and assigns forever.

And 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 of the premises herein conveyed; has full power, authority and right to convey the same; that

Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever; and that such premises are free from all encumbrances except for the lien of current assessments in lieu of taxes which are to be paid by Grantor, and such other matters as are set forth on Exhibit B attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION PROVIDED.

This is improved property known as 431 Ocala Drive, Nashville, Tennessee 37211.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized officer this the date first above written.

EPISCOPAL RETIREMENT CENTER, INC.

By Joseph T. Howell Jr.
Its President

By Annie W. Magruder
Its Vice-President

STATE OF TENNESSEE)
: ss
COUNTY OF DAVIDSON)

Before me, TRUDI Y. TAYLOR, of the state and county aforesaid, personally appeared JOSEPH T. HOWELL, JR., and ANNIE W. MAGRUDER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the PRESIDENT and VICE PRESIDENT, respectively of EPISCOPAL RETIREMENT CENTER, INC., the within named bargainor, a corporation, and that they as such PRESIDENT, and VICE PRESIDENT, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as PRESIDENT and VICE PRESIDENT.

WITNESS my hand and seal, at office in Nashville Tenn, this 23rd day of October, 1985.

Notary Public

My commission expires: 9-12-87

GMG:gl
0125H

EXHIBIT A

DESCRIPTION:

Land in Davidson County, Tennessee, described as follows:

Being a tract of land in the 2nd Civil District of Davidson County, Tennessee, located West of Nolensville Pike and North of Hickoryview Drive and shown as Lot No. 1 on the Plat of Hickoryview Commercial Park as of record in Book 5200, page 130, R.O.D.C., and more particularly described as follows:

Beginning at an iron pin in the south margin of Ocala Drive, said point being located 770.79 feet as measured along the south right-of-way of Ocala Drive to a concrete monument in the west right-of-way of Nolensville Road, said beginning point also being N 88° 47' 41" W, 254.80 feet from a concrete monument in the south margin of Ocala Drive, said monument being S 1° 12' 19" W, 50.00 feet from the southeast property corner of The Timbers Apartments; Thence, leaving said Ocala Drive, S 6° 12' 19" W, 310.00 feet to an iron pin; Thence, N 86° 27' 42" W, 350.00 feet to an iron pin; Thence, N 78° 10' 24" W, 557.98 feet to an iron pin; Thence, N 9° 19' 38" W, 134.50 feet to an iron pin in the south property line of the Kenneth T. Duncan property' Thence, with Duncan's south line, N 80° 40' 22" E, 268.94 feet to a concrete monument in the west margin of the cul-de-sac of Ocala Drive, the beginning of a curve to the left; Thence, with said curve having a radius of 40.00 feet and a length of 72.76 feet, a chord bearing of S 47° 10' 12" E, 63.13 feet to a monument in the south margin of Ocala Drive; Thence, with said margin, N 80° 43' 10" E, 190.04 feet to a concrete monument, the beginning of a curve to the right; Thence, with said curve having a radius of 1064.77 feet, a curve length of 194.87 feet to a concrete monument; Thence, S 88° 47' 41" E, 257.40 feet to point of beginning; containing 5.065 acres (220,622 Sq. Ft.) more or less.

Being part of the property conveyed to Episcopal Retirement Center, Inc., by deed from American Fletcher National Bank and Trust Company, of record in Book 5391, page 45, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Rights of apartment tenants in possession under leases of apartment units.

2. An owner's certificate, a 20 foot easement for public utility purposes along an easterly portion of the northerly boundary line of the property conveyed herein, a 25 foot N.E.S. power easement across the middle portion of the property conveyed herein and across a westerly portion of the northerly boundary line of the property conveyed herein, all as shown on the Plan of record in Book 5200, Page 130 of the Register's Office for Davidson County, Tennessee (the "Register's Office").

3. Ownership of a sanitary sewer line by the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services (the "Government") pursuant to a Deed of Conveyance of record in Book 5453, Page 403, of the Register's Office.

4. Ownership of a water main by the Government pursuant to a Deed of Conveyance of record in Book 5453, Page 408 of the Register's Office.

5. Ad valorem real estate taxes for remainder of 1985.

6. Deed of Trust and Security Agreement from Episcopal Retirement Center, Inc. to The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, dated as of April 1, 1979, of record in Book 5423, page 385, said Register's Office.

7. Indenture of Trust from The Health and Educational Facilities Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, to First American National Bank of Nashville, dated as of April 1, 1979, as of record in Book 5423, page 457, said Register's Office.

8. Financing Statement filed under the Uniform Commercial Code by and between Episcopal Retirement Center, Inc., Debtor, to The Health & Aducational Fac. Bd. of the Metropolitan Gov. of Nashville and Davidson County, Secured Party, under Reference No. C87557, and in Book 6400, page 763, Register's Office for Davidson County, Tennessee.

9. Financing Statement filed under the Uniform Commercial Code by and between The Health & Educational Facilities Bd. of the Metropolitan Gov. of Nashville & Davidson Co., TN, Debtor, to First American National Bank, Secured Party, under Reference No. C87558, and in Book 6400, page 767, Register's Office for Davidson County, Tennessee.

RUSH

IDENTIFICATION REFERENCE

47825

OCT 29 4 25 PM '85

FELIX A. WOLSCHLAGER
REGISTER
DAVIDSON COUNTY, TN

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 6883 PAGE 49

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	5,734.820-00		

1491.43
.50
12.00

0535A10/25/85 3

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

47625

IDENTIFICATION REFERENCE

OCT 25 4 25 PM '85

FELIX Z. WILSON, II
DAVIDSON COUNTY

No. 185902