wep201:4/3/86

FROM: Roundtree Apartments, Ltd., a Tennessee limited partnership
TO: Roundtree Associates, Ltd., a Tennessee limited partnership

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

Address New Owner as follows: Roundtree Associates, Ltd.
2147 Belcourt Avenue
Nashville, Tennessee 37212

Send Tax Bills to: Same

Map-Parcel No.
Map 94
Parcel 87
Field Book No. 3DZ03325

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $3,960,000.00.

Affiant

Subscribed and sworn to before me, this the 4th day of April, 1986.

Notary Public

My Comm. Expires: July 17, 1988

GENERAL 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 and sufficiency of which are hereby acknowledged, Roundtree Apartments, Ltd., a Tennessee limited partnership, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto Roundtree Associates, Ltd., a Tennessee limited partnership, herein called "GRANTEE", its successors and assigns, a certain tract or parcel of land, together with the improvements constructed thereon, located in Nashville, Davidson County, State of Tennessee, described as follows, to wit:

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.)

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit "B" attached hereto and incorporated herein by reference.

This is improved property known as Roundtree Apartments, 1617 Lebanon Road, Nashville, Tennessee.

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 successors and assigns, forever, and GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons whomsoever. 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.

WITNESS its hand this 4 day of April, 1986.

Roundtree Apartments, Ltd.,
a Tennessee limited partnership

BY: Gerald D. Dayes
Managing General Partner

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, William E. Pitts, a Notary Public in and for the County and State aforesaid, personally appeared Gerald D. Dayes, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be the Managing General Partner of Roundtree Apartments, Ltd., the within named bargainor, a Tennessee limited partnership, and that he as such Managing General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as Managing General Partner of Roundtree Apartments, Ltd.

Witness my hand and seal, at office in Nashville, Tennessee, this the 4th day of April, 1986.

William E. Pitts
NOTARY PUBLIC

WILLIAM E. PITTS * NOTARY PUBLIC AT LARGE * STATE OF TENNESSEE

My Commission Expires: July 17, 1988

ROUNDTREE APARTMENTS
NASHVILLE, TENNESSEE

EXHIBIT A
TO
WARRANTY DEED

Land situated in District No. First (1st) of Davidson County, Tennessee, and being a parcel of property more particularly bounded and described as follows:

Beginning at an iron pin located in the Southerly margin of Lebanon Pike at the Northwest corner of property belonging to Guy McFarland, et ux, said iron pin being located North 64 deg. 40 min. West 64 feet, more or less, from a highway monument located on the Southern margin of Lebanon Pike; thence from said point of beginning and with the line of Guy McFarland the following two calls: South 23 deg. 00 min. West, 211 feet to an iron pin; thence South 74 deg. 30 min. East, 283 feet to an iron pin in the Western boundary line of the Boyd property; thence with said Boyd's Western boundary line South 1 deg. 03 min. East, 740 feet to an iron pin in the Northern boundary line of the Baltz property; thence with said Baltz's Northern boundary line, North 87 deg. 55 min. West 244 feet to a point in the Eastern boundary line of the Peek property; thence with said Peek's Eastern boundary line North 14 deg. 15 min. West, 181 feet to an iron pin, North 15 deg. 10 min. West, 265 feet to an iron pin, North 14 deg. 10 min. West, 300 feet to an iron pin, North 15 deg. 40 min. West, 174 feet to an iron pin, and North 8 deg. 15 min. East, 226 feet to an iron pin in the Southerly line of Lebanon Pike; thence with the same South 67 deg. 50 min. East, 39 feet to an iron pin and South 64 deg. 40 min. East, 228 feet to an iron pin, the point of beginning, as shown by survey of John H. Wright, of Barge, Waggoner, Sumner and Cannon, dated March 8, 1978, bearing File No. 6591.

Being the same property conveyed to Roundtree Apartments, Ltd., a Tennessee limited partnership, by deed from Robert A. Finley, Trustee, with full power of sale and right to encumber without the necessity of joinder of beneficiaries, of record in Book 6396, page 694, Register's Office for Davidson County, Tennessee.

89005

IDENTIFICATION REFERENCE

APR 4 4 14 PM '86

FELIX A. WILSON, REGISTER
DAVIDSON COUNTY, TN

RECEIVED

EXHIBIT B
TO
WARRANTY DEED

a. 1986 Metropolitan Government taxes -- a lien but not yet due and payable. (Field Book No. 3DZ 03325, Map 94, Parcel 87)

b. Deed of Trust (Corporate) from Roundtree Apartments, Ltd., a limited partnership, to Beth Zitzow, Trustee, dated October 4, 1984, of record in Book 6396, page 698, said Register's Office, to secure an indebtedness evidenced by a promissory note of even date in the original principal amount of $2,840,300.00, payable to First American National Bank of Knoxville, Trustee under Trust Indenture, dated as of September 1, 1984, between First American National Bank o Knoxville, and the Industrial Development Board of the Metropolitan Government o Nashville and Davidson County, Tennessee. (See instrument for complete terms and conditions as well as possible rights and options of the mortgage, including rights respecting assumption of the debt secured thereby).

c. Regulatory Agreement for Multi-Family Housing Projects, by and between Roundtree Apartments, Ltd., and the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, dated October 4, 1984, o record in Book 6396, page 704, said Register's Office.

d. Regulatory Agreement as to Tax-Exemption by and between Roundtree Apartments, Ltd., a limited partnership (Owner), The Industrial Development Board of The Metropolitan Government of Nashville and Davidson County (Issuer), and First American National Bank of Knoxville (Trustee), dated as of September 1, 1984, of record in Book 6396, page 711, said Register's Office.

e. Financing statement filed October 4, 1984, showing Roundtree Apartments, Ltd., as Debtor and First American National Bank of Knoxville, Trustee under Trust Indenture dated as of September 1, 1984, between First American National Bank of Knoxville and The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, Tennessee as Secured Party, No. I54483, of record in Book 6396, page 729, said Register's Office, to further secure an indebtedness in the amount of $2,840,300.00. NOTE: Said financing statement was amended by instrument of record in Book 6753, page 530, said Register's Office.

f. Trust Indenture from The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, to First American National Bank of Knoxville, a national banking association, dated as of September 1, 1984, of record in Book 6396, page 732, said Register's Office, securing the issuance of $3,185,000.00 aggregate principal amount of Multifamily Housing Mortgage Revenue Bonds, Series 1984 (FHA Insured Mortgage Loan - Roundtree Apartments Project).

g. Easement for electric power line conveyed by deed from J. H. Perry, Hattie L. Perry, and Walter Perry, to The Tennessee Power Company, dated February 20, 1913, of record in Book 437, page 54, said Register's Office.

h. Sanitary sewers and/or storm drainage easement and a 100 ft. square temporary construction easement conveyed by deed from Jennie B. Peek, to Metropolitan Government of Nashville and Davidson County, Tennessee, dated June 22, 1964, of record in Book 3770, page 57, said Register's Office.

i. Sanitary sewers and/or storm drainage easement and a 10 foot temporary construction easement conveyed by deed from Robert A. Finley, Trustee, to Metropolitan Government of Nashville and Davidson County, Tennessee, dated April 24, 1980, of record in Book 5599, page 973, said Register's Office.

j. Sanitary sewers and/or storm drainage easement conveyed by deed from Robert A. Finley, Trustee, to Metropolitan Government of Nashville and Davidson County, Tennessee, dated April 24, 1980, of record in book 5599, page 976, said Register's Office.

k. Easement for Colonial Pipeline across the southeast corner of premises, as shown on survey by W. R. Seigenthaler & Co., dated June 20, 1967.

l. Rights of tenants in possession under unrecorded lease.

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OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 6822 PAGE 7

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

CW. 3,460,000.00

1025 6.00 CSTAX
.50 PRFE
12.00 WDEED
CHECK 1030 9.50-
0087A04/04/86 3AL .70

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

89005

IDENTIFICATION REFERENCE

APR 4 4 14 PM '86

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 234243