file copy #2

This instrument was prepared by:
Weldon B. White, Jr.
162 Fourth Avenue North
Nashville, TN 37219

WARRANTY DEED

BOOK 6880 PAGE 107

ADDRESS NEW OWNER (s) AS FOLLOWS:	SENT TAX BILLS TO:	MAP PARCEL NUMBERS:
Woodbridge Apartments, A Limited Partnership	same	Map 133
(Name)	(Name)	
P.O. Box 98, First American Center		Parcel 121
STREET ADDRESS OR ROUTE NUMBER	STREET ADDRESS	
Nashville, TN 37238		
CITY STATE ZIP CODE	CITY STATE ZIP CODE	

FOR AND IN CONSIDERATION of the sum of ten dollars, and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Woodbridge Associates, Ltd., a Tennessee limited partnership, herein called Grantor, has this day bargained and sold and does hereby transfer and convey unto Woodbridge Apartments, A Limited Partnership, herein called Grantee, and its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described on Exhibit A attached hereto which is incorporated by reference as if copied verbatim herein.

TO HAVE AND TO HOLD said real estate with the appurtenances, estate, title and interests belonging to the said Grantee, its successors and assigns forever. Grantor covenants with Grantee that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered except as set forth on Exhibit B attached hereto which is incorporated by reference as if copied verbatim herein.

Grantor further covenants and binds Grantor, its successors and assigns to warrant and forever defend the title to said real estate to Grantee, its successors and assigns against the lawful claims of all persons whomsoever.

Witness our hands this 6th day of JUNE, 1986.

WOODBRIDGE ASSOCIATES, LTD.,
a Tennessee Limited Partnership

By: L. H. Hardaway, Jr.,
General Partner

By: L. H. Hardaway, Sr.,
General Partner

All of the General Partners of
Woodbridge Associates, Ltd.

0821.2

IDENTIFICATION REFERENCE

JUN 6 4 21 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Dorothy Blevins, of the state and county aforesaid, personally appeared L. H. Hardaway, Jr. and L. H. Hardaway, Sr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon their oath, acknowledged that they are the general partners of Woodbridge Associates, Ltd., a Tennessee limited partnership, the within named bargainor; and that they as such partner, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of Woodbridge Associates, Ltd. by themselves, as general partners.

Witness my hand and seal this 6th day of June, 1986.

Dorothy Blevins
Notary Public

My Commission Expires: 5/12/88

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $7,600,000.00.

Affidavit

Subscribed and sworn to before me, this the 6th day of June, 1986.

Patsi B. Dreggors
Notary Public

My Commission Expires: 2-7-90

EXHIBIT A

Being a parcel of land located in Nashville, Davidson County, Tennessee, and more particularly described by metes and bounds as follows:

BEGINNING at a point, said point being an iron pin located in the northern margin of Antioch Pike, 473 feet, more or less, west of the intersection of Antioch Pike and McCall Street;

THENCE, 213.79 feet along the arc of a curve to the right, said curve having a radius of 660.00 feet, a central angle of 18 degrees 33' 35", and a chord bearing and distance of north 33 degrees 09' 17" west, 212.86 feet to an iron pin;

THENCE, leaving said right-of-way and running with the easterly lines of the Lewis C. Payne tract, the three following courses and distances to wit:

1) North 34 degrees 19' 36" east, 412.43 feet to an iron pipe,

2) North 26 degrees 37' 19" east, 160.84 feet to an iron pin,

3) North 00 degrees 08' 19" east, 176.51 feet to a concrete monument,

THENCE, south 89 degrees 41' 02" east, 533.00 feet to an iron pin set;

THENCE, south 62 degrees 51' 30" east, 299.57 feet to a concrete monument;

THENCE, with the westerly lines of the Tom W. Shumate tract, the three following courses and distances to wit:

1) South 02 degrees 00' 44" west, 366.26 feet to an iron pin set,

2) South 15 degrees 00' 27" east, 202.02 feet to an iron pin,

3) South 00 degrees 43' 23" west, 207.79 feet to an iron pin set,

THENCE, with the northerly line of the Antioch Apartments tract, north 87 degrees 36' 19" west, 127.98 feet to an iron pin;

THENCE, with the northerly lines of the Robert A. Mayes tract, north 87 degrees 37' 58 " west, 378.80 feet to an iron pin;

THENCE, north 83 degrees 10' 09" west, 131.37 feet to an iron pin set;

THENCE, north 83 degrees 56' 27" west, 200.01 feet to an iron pin set;

THENCE, north 86 degrees 27' 39" west, 189.74 feet to the POINT OF BEGINNING and containing 18.59 acres.

Being the same property conveyed to Woodbridge Associates, Ltd., a Tennessee Limited Partnership, by deed of record in Book 5203, page 441, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITED EXCEPTIONS

1. 1986 taxes, a lien but not yet due and payable.

2. Deed of Trust executed by Woodbridge Associates, Ltd. a Limited Partnership to Ralston J. Wells, Trustee, securing to American National Bank and Trust Company of Chattanooga an indebtedness in the original principal amount of $5,141,000.00, of record in Book 5203, Page 964, said Register's Office. Said Deed of Trust is further secured by Financing Statement (UCC-1) of record in Book 5203, Page 987, said Register's Office, and by Financing Statement (UCC-1) of record in Book 5577, Page 890, said Register's Office as continued by Continuation Statement of record in Book 6469, Page 818, said Register's Office.

3. Regulatory Agreement for Multifamily Housing Projects of record in Book 5203, Page 972, said Register's Office, which is amended by document of record in Book 6089, page 295, said Register's Office.

4. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage as recorded in Book 4813, Page 141, said Register's Office.

5. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage as recorded in Book 5203, Page 455, said Register's Office.

6. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage as recorded in Book 5279, Page 402, said Register's Office.

7. Deed of Conveyance to Metropolitan Government of Nashville and Davidson County, Tennessee as recorded in Book 5301, page 680, said Register's Office.

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

RECEIVED OF _____

FOR _____

BOOK 6880 PAGE 111

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

7,600,000.00 CDRW.
19760.CO CSTAX
.50 PRFEE
12.00 WDEED
CHECK 19772.50-
2740A06/06/86 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0821.2

IDENTIFICATION REFERENCE

JUN 6 4 21 PM '86

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 256378