SPECIAL WARRANTY DEED BOOK 7404 PAGE 812

FROM: College Hill Apartments Inc., Anne Elizabeth Brown, and William DeBerry McKissack, Grantors

TO: Westside Apartments, Ltd., a Tennessee limited partnership, Grantee

This instrument was prepared by:
William B. Drescher
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:

Westside Apartments, Ltd.
8044 Kay Mears Blvd.
Suite 102
Knoxville, TN 37919

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes

Westside Apts., Ltd

SAME

Map-Parcel Numbers

Map 91-8, Parcels 143, 144, 145, 146, 147 & 148; Map 92-5, Parcels 23, 24, 25, 26, 27, 28, 43, 44 and 53

Field Book Numbers

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million Eight Hundred Ten Thousand Dollars ($1,810,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 17th day of November, 1987.

Notary Public

My Commission Expires: 3/8/89

FOR AND IN CONSIDERATION OF the sum of One Million Eight Hundred Ten Thousand Dollars ($1,810,000.00), the receipt and sufficiency of which are hereby acknowledged, College Hill Apartments, Inc., Anne McKissack Brown (formerly Anne Elizabeth McKissack), and William DeBerry McKissack, as owners and grantors of those portions of the below-described property identified as to each, have bargained and sold, and by these presents do transfer and convey unto the said Westside Apartments, Ltd., a Tennessee limited partnership, Grantee, its successors and

assigns, those portions more fully described below of certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows, to-wit:

TRACT I

BEGINNING with a point in the westerly R.O.W. margin of 39th Ave. No. and the centerline of Clare Street extended; thence with said margin N 19° 43' E 190.80 feet to a point, the beginning of a curve to the right; thence with said curve having a radius of 1455.00 feet and a length of 233.62 feet to a point; thence N 10° 31' W 77.73 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 29.27 feet to a point; thence S 85° 37' W 160.29 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 36.77 feet to a point; thence S 19° 44' E 546.01 feet to a point; thence N 70° 17' E 163.99 feet to the point of beginning containing 93,719 square feet or 2.15 acres, more or less.

TRACT II

BEGINNING with a point in the northerly right of way margin of Clare Street at the radius return of 39th Avenue, North; thence with said margin N 70° 17' E 259.90 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to a point; thence N 19° 43' W 4.53 feet to a point, the beginning of a curve to the right; thence with said curve having a radius of 1455.0 feet and a length of 233.63 feet to a point; thence N 10° 31' W 117.93 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 29.27 feet to a point; thence S 85° 37' W 279.02 feet to a point, the beginning of a curve to the left having a radius of 20.0 feet and a length of 33.56 feet to a point; thence S 10° 31' E 68.07 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 1405.0 feet and a length of 225.60 feet to a point; thence S 19° 43' W 141.80 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to the point of beginning, containing 134,609 square feet or 3.09 Acres, more or less.

TRACT III

BEGINNING with a point in the northerly right of way margin of Clare Street and the radius return of 38th Avenue, North; thence with the said margin N 70° 17' E 195.42 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 315.18 feet and a length of 385.37 feet

to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to a point; thence N 89° 46' W 119.8 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 610.0 feet and a length of 39.04 feet to a point; thence S 86° 34' W 301.51 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 33.89 feet to a point; thence S 10° 31' E 107.61 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 1405.0 feet and a length of 225.60 feet to a point; thence S 19° 43' E 4.53 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to the point of beginning, containing 137,958 square feet or 3.17 Acres, more or less.

TRACT IV

BEGINNING with a point in the easterly right of way margin of 38th Avenue, North and the radius return of Clare Street being in the southeast quadrant of the intersection; thence with said margin S 19° 43' E 369.89 feet to a point; thence N 70° 17' E 139.95 feet to a point; thence S 14° 04' E 105.78 feet to a point; thence S 16° 13' E 123.68 feet to a point; thence S 26° 17' E 28.04 feet to a point; thence N 69° 16' E 123.2 feet to a point, the beginning of a curve to the right on the westerly margin of 37th Avenue, North; thence with said curve having a radius of 575.0 feet and a length of 123.94 feet to a point; thence N 8° 47' W 379.52 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 220.0 feet and a length of 112.96 feet to a point; thence N 38° 12' W 31.80 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 29.07 feet to a point, the beginning of a curve to the right; thence with said curve having a radius of 365.18 feet and a length of 75.0 feet to a point; thence S 70° 17' W 195.42 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to the point of beginning, containing 156,674 square feet or 3.60 Acres, more or less.

TRACT V

BEGINNING with a point in the easterly right of way margin of Clare Street at the radius return of Albion Street being the southeastern quadrant; thence with a curve to the right having a radius of 365.18 feet and a length of 286.01 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 29.07 feet to a point; thence S 38° 12' E 31.80 feet to a point, the beginning of a curve to the right;

thence with said curve having a radius of 270.0 feet and a length of 138.63 feet to a point; thence S 8° 47' E 379.52 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 525.0 feet and a length of 159.60 feet to a point; thence N 61° 31' E 144.98 feet to a point; thence N 19° 03' W 204.96 feet to a point; thence N 6° 33' W 180.13 feet to a point; thence N 3° 14' E 345.97 feet to a point; thence N 25° 15' W 78.99 feet to a point; thence N 0° 43' E 122.23 feet to a point in the southerly right of way margin of Albion Street; thence with said margin and with a curve to the right having a radius of 545.0 feet and a length of 9.04 feet to a point; thence N 89° 46' W 69.13 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 20.0 feet and a length of 31.42 feet to the point of beginning, containing 141,305 square feet or 3.24 Acres, more or less.

The above-descriptions of Tracts I through V are taken from an As-Built Survey prepared by George Anton of A&A Engineers, Inc., P.O. Box 17421, Nashville, Tennessee 37217, dated September 21, 1987, being Job No. 2900-87, furnished to the preparer by the Grantee

Of the above-described land, that portion identified below as the "College Hill Land" was conveyed to College Hill Housing, Inc., predecessor by merger to College Hill Apartments, Inc., by deed of record in Book 1813, page 363, Register's Office for Davidson County, Tennessee. Of the above-described land, that portion identified below as the "Brown/McKissack Land" was conveyed to Anne McKissack Brown and William DeBerry McKissack by deeds of record in Book 4525, page 675; Book 4521, page 617, Book 4525, page 718; Book 4575, page 710; and Book 4525, page 669.

Specifically, College Hill Apartments, Inc. transfers and conveys, with limited warranties as set out below, (i) that portion of Tracts I, II, III, IV, and V, above which is identified as Tracts I, II, III, IV, V and VI on the Plan of College Hill Subdivision, Section 1, recorded April 14, 1950, in Book 1424, page 146, Register's Office for Davidson County, Tennessee (all such real property being conveyed by College Hill Apartments, Inc. being hereinafter called the "College Hill Land").

Specifically, Anne McKissack Brown and William DeBerry McKissack transfer and convey, with limited warranties as set out below, that portion of Tracts I, II, III, IV and V, above, not included in the said College Hill Land (all such real property being conveyed by Anne McKissack Brown and William DeBerry McKissack being hereinafter called the "Brown/McKissack Land").

This is improved property, generally known as the College Hill Apartments in Davidson County, Tennessee.

This conveyance is expressly made subject to the exceptions set out in Exhibit A hereto.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

And College Hill Apartments, Inc. covenants with the said Grantee that College Hill Apartments, Inc. is lawfully seized and possessed of the College Hill Land in fee simple and has a good right to convey the same.

And Anne McKissack Brown and William DeBerry McKissack covenant with the said Grantee that Anne McKissack Brown and William DeBerry McKissack are lawfully seized and possessed of the Brown/McKissack Land in fee simple and have a good right to convey the same.

And College Hill Apartments, Inc. further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the said College Hill Land to the said Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under College Hill Apartments, Inc., but not further or otherwise, except as to those matters set forth in Exhibit A hereto to which this conveyance is expressly made subject.

And Anne McKissack Brown and William DeBerry McKissack further covenant and bind themselves, their heirs, successors and assigns, to warrant and forever defend the title to said

Brown/McKissack Land to the said Grantee, its successors and assigns against the lawful claims of all persons claiming by, through or under Anne McKissack Brown and William DeBerry McKissack, but not further or otherwise, except as to those matters set forth in Exhibit A hereto to which this conveyance is expressly made subject. The Brown/McKissack Land is not the usual place of residence of either Anne McKissack Brown or William DeBerry McKissack or the spouse of either of them.

The warranties of each of the parties which are collectively called the Grantor are specifically limited to those tracts or parcels which each such party purports to convey and College Hill Apartments, Inc. does not intend to herein convey or make any warranties with respect to the Brown/McKissack Land being conveyed by Anne McKissack Brown and William DeBerry McKissack, and Anne McKissack Brown and William DeBerry McKissack do not intend to herein convey or make any warranties with respect to the College Hill Land being conveyed by College Hill Apartments, Inc.

Witness our hands this 16th day of November, 1987.

Anne McKissack Brown by Leatrice B. McKissack, Atty in fact
ANNE McKISSACK BROWN, by
Leatrice B. McKissack,
Attorney in Fact

William DeBerry McKissack by Leatrice B. McKissack, Atty. in fact
WILLIAM DeBERRY McKISSACK, by
Leatrice B. McKissack,
Attorney in Fact

COLLEGE HILL APARTMENTS, INC.

By: Leatrice B. McKissack
Title: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this day of 16th day of November, 1987, before me personally appeared, LEATRICE B. McKISSACK, to me known (or proved to me on the basis of satisfactory evidence), to be the person who executed the foregoing instrument on the behalf of ANNE McKISSACK BROWN and who acknowledged that she executed the same as the free act and deed of said ANNE McKISSACK BROWN.

Witness my hand, at Office, this 16th day of November, 1987.

Denise M. Saumeyer
Notary Public

My Commission Expires: 3/8/89

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this day of 16th day of November, 1987, before me personally appeared, LEATRICE B. McKISSACK, to me known (or proved to me on the basis of satisfactory evidence), to be the person who executed the foregoing instrument on the behalf of WILLIAM DeBERRY McKISSACK and who acknowledged that she executed the same as the free act and deed of said WILLIAM DeBERRY McKISSACK.

Witness my hand, at Office, this 16th day of November, 1987.

Denise M. Saumeyer
Notary Public

My Commission Expires: 3/8/89

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Denise M. Saumeyer, a Notary Public of said County and State, personally appeared Leatrice B. McKissack, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged her self to be President (or other officer authorized to execute the instrument) of COLLEGE HILL APARTMENTS, INC., the within named bargainor, a corporation, and that she as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by her self as President.

Witness my hand and seal, at Office in Nashville, this 16th day of November, 1987.

Denise M. Saumeyer
Notary Public

My Commission Expires: 3/8/89

7403W/11-11-87

EXHIBIT A

BOOK 7404 PAGE 819

1. Matters shown on survey by George Anton, Surveyor, dated September 21, 1987 and updated November 3, 1987 which discloses the following:

(a) Fence encroachment on the southeastern portion of Tract V.

(b) 5' access walk easement on the southeastern side of Tract V.

(c) 20' utilities easement (including sewer) on Tract V commencing on the southern side of Clare Street and continuing through the property and along the eastern portion of the property.

(d) Sidewalks extending onto right-of-ways throughout the property.

(e) 20' utilities easement (including sewer) through the middle portion of Tract IV.

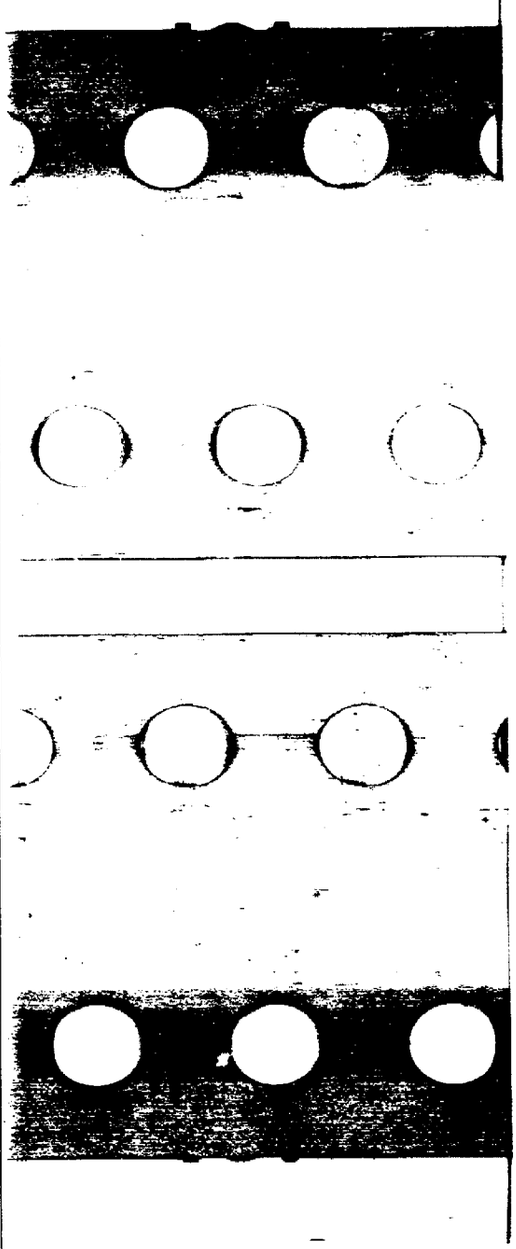
(f) 20' utilities easement (including sewer) through the middle portion of Tract III going in an east to west direction and intersecting with an easement in a south - north direction.

(g) 20' utilities easement (including sewer) through the middle portion of Tract II going in an east to west direction and intersecting with an easement in a north - south direction.

2. Plat of College Hill Subdivision, Section 1 as shown in Book 2133, Page 52 in the Register's Office for Davidson County, Tennessee discloses as 25 foot minimum building set-back line as to Lot 38 and as shown as Map 92-5, Parcel 44 on survey of George Anton Surveyor dated September 21, 1987 and updated November 3, 1987.

3. Taxes for the year 1988 and subsequent years.

6307.1
IDENTIFICATION REFERENCE
NOV 17 10 54 AM '87
DAVIDSON COUNTY, TN
RECEIVED



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7404 PAGE 820

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
		CONV.	1,819,000.00	

6068.01 CTAX
.99 PRFEE
24.00 MDEED
CHECK 5032.50-
.01

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

8.3 O.T.L.

IDENTIFICATION REFERENCE

NOV 17 10 58 AM '97

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 36449