FILE IN BOX #4
MAP 72-10
PARCELS 116,117,118, 119,154,144,158,344

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,825,000.00 .

Affiant

Subscribed and sworn to before me this the 31st day of August, 1988.

My Commission Expires: 11/10/91

Notary Public

THIS INSTRUMENT PREPARED BY:
FOLEY & WEISS, Attys., Suite 500, One Church Street Building, Nash., TN 37201

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO: MORTGAGEE:
WESTSIDE APARTMENTS, L.P.	" OWNER "
(Name)	(Name)
8044 Ray Mears Blvd., Suite 118	
(Street Address)	(Street Address)
Knoxville, TN 37919	
(City) (State) (Zip Code)	(City) (State) (Zip Code)

S P E C I A L W A R R A N T Y D E E D

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named "Grantee", and other good and valuable consideration, the receipt and sufficiency all of which is hereby acknowledged, LITTON PARK ASSOCIATES, a Tennessee Joint Venture , hereinafter called the "Grantor", has bargained and sold, and by these presents does transfer and convey unto WESTSIDE APARTMENTS, L.P., a Tennessee Limited Partnership, hereinafter called the "Grantee", its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

TRACT ONE:
SITUATED in the First (1st) Civil District of Davidson County, Tennessee, and being more particularly bounded and described as follows:

BEGINNING at an iron rod located in the northern right of way line of Delmas Avenue, said iron rod being located in an easterly direction 620 feet, more or less, from the centerline of Gallatin Road; thence, North 20° 16' 57" East, 233.99 feet to an iron rod; thence, North 19° 17' 26" East, 298.20 feet to an iron rod; thence, North 70° 01' 29" West, 230.46 feet to a cement monument; thence, with line of property now or formerly owned by The Murphy Corp., North 21° 54' 03" East, 139.68 feet to an iron rod; thence, North 14° 42' 30" East, 101.30 feet to an iron rod; thence, North 75° 12' 43" West, 87.14 feet to an iron rod; thence, North 18° 50' 15" East, 120.05 feet to an iron rod; thence, South 79° 53' 44" East, 237.00 feet to an iron rod; thence, North 05° 20' 00" East, 271.70 feet to an iron rod in the southerly line of Litton Avenue; thence, with said line, South 84° 14' 10" East, 50.00 feet to an iron rod; thence, with property now or formerly owned by R. L. Freeman, South 05° 15' 00" West, 340.80 feet to an iron rod; thence, South 70° 33' 59" East, 203.86 feet to an iron rod; thence, with the western boundary of the E. B. Rucker Subdivision, South 19° 49' 17" West, 590.80 feet to an iron rod;

thence, North 85° 04' 00" West, 132.00 feet to an iron rod; thence, South 20° 16' 57" West, 247.70 feet to an iron rod in the northern line of Delmas Avenue; thence, with said line, North 70° 10' 23" West, 50.00 feet to an iron rod, the point of beginning, according to survey of Gary R. Cummings, Surveyor, dated June 26, 1984.

BEING the same property conveyed to Litton Park Associates, by Deed from David W. Talley, Trustee, of record in Book 6379, Page 677, Register's Office for Davidson County, Tennessee.

FIVE (5) TRACTS of land more fully described on Exhibit "A" attached hereto and made a part hereof, being the same property conveyed to Litton Park Associates, a Tennessee Joint Venture, by Special Warranty Deed from William Howard Freeman and William Criswell Freeman, Successor Co-Trustees under the Freeman Family Trust, of record in Book 6379, Page 696, Register's Office for Davidson County, Tennessee.

THIS conveyance is subject to any and all zoning regulations, building restrictions and setback lines, if any, and easements and rights-of-way for public utilities applicable to this property; and taxes for the current year which have been prorated and assumed by the Grantee herein.

THE information contained herein has been provided by the parties to the transaction.

THIS is improved property, known as: Litton Park Apartments, 1120 Litton Avenue, Nashville, Tennessee 37216.

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", and its successors and assigns of said "Grantee", forever; and, the "Grantor" further covenants with the said "Grantee" that "Grantor" 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.

"Grantor" does further covenant and bind itself and its successors and assigns, to warrant and forever defend the title to the said "Grantee", its successors and assigns, against the lawful claims of all persons claiming the same by, through, or under the "Grantor".

IN WITNESS WHEREOF, the "Grantor" has caused its name to be affixed hereto, by its duly authorized officer, on this 31st day of August, 1988.

LITTON PARK ASSOCIATES, a Tennessee Joint Venture

BY: _____
J. GREGORY HALE,
Managing Joint Venturer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared J. GREGORY HALE, 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 Joint Venturer of LITTON PARK ASSOCIATES, the within named bargainor, a Tennessee Joint Venture, and that he as such Joint Venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Joint Venture by himself as Joint Venturer.

Witness my hand and official seal at Nashville, Tennessee, this the 31st day of August, 1988.

My Commission Expires: 11/10/91

Notary Public

SPECIAL WARRANTY DEED

From

LITTON PARK ASSOCIATES,
a Tennessee Joint Venture

To

WESTSIDE APARTMENTS, L.P.,
a Tennessee Limited Partnership

Address

Litton Park Apartments
1120 Litton Avenue
Nashville, TN 37216

THIS INSTRUMENT PREPARED BY:
FOLEY & WEISS, ATTORNEYS
Suite 500, One Church Street Bldg.
Nashville, Tennessee 37201

EXHIBIT "A"

TRACT 2

BEING a certain tract or parcel of unimproved real property in Davidson County, Tennessee, described according to a survey of Bruce Rainey & Associates, Hendersonville, Tennessee, dated June 20, 1984 (Job No. 84-129) as follows:

BEGINNING at an iron pin in the Southwesterly corner of the herein described property along its common boundary with land known as Metropolitan Nashville and Davidson County, Tennessee, Tax Map 72-10, Parcel 158; thence North 13 deg. 03' 34" East, 88.00 feet to an iron pin; thence North 81 deg. 57' 48" West, 94.00 feet to an iron pin; thence North 19 deg. 52' 28" East, 168.74 feet to an iron pin in the Southerly margin of Litton Avenue; thence with the Southerly margin of Litton Avenue, South 84 deg. 09' 39" East, 235.54 feet to an iron pin in the Westerly margin of an unnamed fifty (50) feet street, thence with the Westerly margin of said unnamed street South 05 deg. 53' 18" West, 271.40 feet to an iron pin; thence North 79 deg. 10' 18" West, 193.09 feet to the point of beginning, and containing 1.39 acres, more or less, according to said survey.

TRACT 3

BEING a certain tract or parcel of unimproved real property in Davidson County, Tennessee, described according to a survey of Bruce Rainey & Associates, Hendersonville, Tennessee, dated June 20, 1984 (Job No. 84-129) as follows:

BEGINNING at an iron pin located in the Southerly margin of Litton Avenue at a point in the Northeasterly corner of an unnamed fifty (50) feet street, which point is the Northwesterly corner of the herein described tract; thence with the Southerly margin of Litton Avenue South 84 deg. 09' 39" East, 63.00 feet to an iron pin; thence South 05 deg. 39' 01" West, 356.54 feet to an iron pin; thence North 69 deg. 55' 17" West 66.00 feet to a point in the Easterly margin of said unnamed street thence along the Easterly margin said unnamed street North 05 deg. 48' 18" East, 340.30 feet to the point of beginning, and containing 0.51 acres, more or less, according to said survey.

Deed from Willys I. Brown and wife, Mary P. Brown, as of record in Book 4627, Page 548, Register's Office for Davidson County, Tennessee, the said R.L. Freeman, Trustee, having died on April 10, 1973, and J.R. Freeman being the Substitute Trustee, under the terms of the Trust Agreement, of record in Book 4876, Page 548, said Register's Office, and William Howard Freeman and William Criswell Freeman having been appointed as Successor Co-Trustee by an Order of the Chancery Court for Davidson County, Tennessee, a copy of said Order is of record in Book 5347, Page 638, said Register's Office.

TRACT 4

BEING a certain tract or parcel of unimproved real property in Davidson County, Tennessee, described according to a survey of Bruce Rainey & Associates, Hendersonville, Tennessee, dated June 20, 1984 (Job No. 84-129) as follows:

BEGINNING at an iron pin the Southerly margin of Litton Avenue at a point 63.00 feet along said Southerly margin from the Northeast corner of an unnamed fifty (50) feet street, said point being the Northwesterly corner of the herein described tract; thence with the Southerly margin of Litton Avenue, South 84 deg. 09' 39" East 62.00 feet to an iron pin, thence South 05 deg. 48' 08" West, 372.00 feet to an iron pin; thence North 69 deg. 55' 17" West 63.00 feet to an iron pin; thence North 05 deg. 39' 01" feet 356.54 feet to the point of beginning, and containing 0.51 acres, more or less, according to said survey.

RECORDER'S MEMO:
Legibility of Writing, Typing or Printing in this Document Unsatisfactory When Received.

TRACT 5

BEING a certain tract or parcel of unimproved real property in Davidson County, Tennessee, described according to a survey of Bruce Rainey & Associates, Hendersonville, Tennessee, dated June 20, 1984 (Job No. 84-129) as follows:

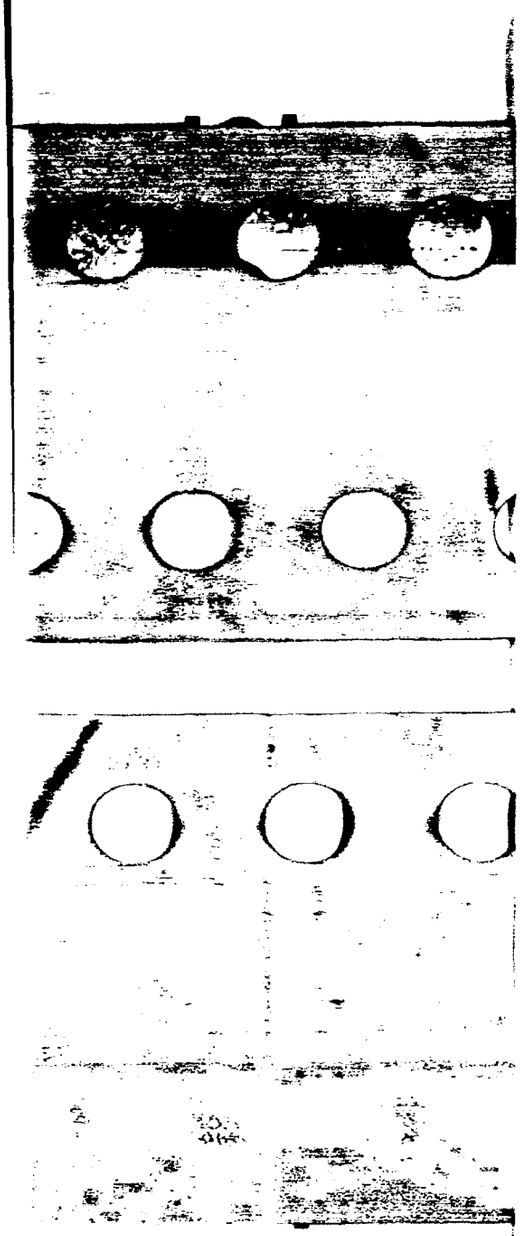
BEGINNING at an iron pin in the Southerly margin of Litton Avenue at a point which is 125.00 feet along said Southerly margin from the Northwesterly corner of an unnamed fifty (50) feet street, said point being the Northeast corner of the herein described tract; along the Southerly margin of Litton Avenue South 84 deg. 09' 39" East 62.50 feet to an iron pin; thence South 05 deg. 48' 04" West 387.90 feet to an iron pin; thence North 69 deg. 55' 17" West 64.50 feet to an iron pin; thence North 05 deg. 48' 08" East 372.03 feet to the point of beginning, and containing 0.54 acres, more or less, according to said survey.

TRACT 6

BEING a certain tract or parcel of unimproved real property in Davidson County, Tennessee, described according to a survey of Bruce Rainey & Associates, Hendersonville, Tennessee, dated June 20, 1984 (Job No. 84-129) as follows:

BEGINNING at a concrete monument at a point in the Northeasterly corner of the property conveyed to McDonald's Corporation by a Deed of record in Book 4900, Page 439, said Register's Office, said point being the Northwesterly corner of the herein described tract; thence South 69 deg. 45' 00" East 230.56 feet to an iron pin; thence South 20 deg. 07' 33" West 99.87 feet to an iron pin; thence North 69 deg. 02' 09" West to an iron pin; thence along the Easterly margin of the aforesaid McDonald's Corporation property North 20 deg. 37' 09" East 96.99 feet to the point of beginning, and containing 0.52 acres, more or less, according to said survey.

SEP 2 2 16 PM '88
TENNESSEE REGISTER
64641



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7643 PAGE 959

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

	AMT
	2825000.00
CON TX	9322.50
PRFEE	0.50
WDEED	15.00
TOTAL	9338.00
CHECK	9338.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 3880

64641

IDENTIFICATION REFERENCE

SEP 2 2 16 PM '11

FELIX Z. WILSON, II, REGISTER

No. 130749