CARY NEWBURGER, ESQ.
1270 Avenue of the Americas
New York, New York 10020

BOOK 7695 PAGE 304

WARRANTY DEED

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
BERKLEY HILLS ASSOCIATES (NAME)	BERKLEY HILLS ASSOCIATES (NAME)	51-12-80
1601 LBJ Freeway (STREET ADDRESS OR ROUTE NUMBER)	P.O. Box 105 (STREET ADDRESS)	
Dalls, Texas 75234 (CITY) (STATE) (ZIP)	Norcross, Georgia 30091 (CITY) (STATE) (ZIP)	

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS AND NO/100 *Dollars,*

Pacific Investors Corporation, a California corporation, substitute Trustee for McNeil Real Estate Fund, IX, Ltd., a California limited partnership under the terms of a trust agreement of record in Book 5154, page 715, Register's Office for Davidson County, Tennessee, as amended and modified by instrument of record in Book 5457, page 652, and Book 7645, page 5 said Register's Office.

have this day bargained and sold, and do hereby transfer and convey unto the said BERKLEY HILLS ASSOCIATES, a Tennessee general partnership *the Grantees herein, their (successors), heirs and assigns, certain real estate in Davidson County, Tennessee, as follows:*

4128 11/03 0101 03CHECK 12802.28

See EXHIBIT A attached hereto:

RECEIVED
Nov 3 11 22 AM '88
FELIX P. WILSON II REGISTER
DAVIDSON COUNTY, TN

IDENTIFICATION REFERENCE

8.2431.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $ 3,876,588.24

Subscribed and sworn to before me this 2 *day of* NOV *19* 88

DEBRA L AUERBACH
NOTARY PUBLIC, State of New York
No. 31-4826951
Qualified in New York County
Commission Expires 9-30-89

My commission expires _____

Affiant: Cary L. Newburger

Notary Public: Debra L Auerbach

Unimproved ( ) Improved (X) property, known as 306 Berkley Drive (*House Number*) (*Street*) Madison (*P O Address*) (*City or Town*)

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the Grantees their (successors), heirs and assigns forever, and we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees, their (successors), heirs and assigns, against the lawful claims of all persons

Whenever 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 our hands this 2d *day of* November *19* 88 *the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date*

Cary L. Newburger

Elaine Beard

PACIFIC INVESTORS CORPORATION, a California corporation, substitute Trustee for McNeil Real Estate Fund IX, Ltd., a California limited partnership

By: PACIFIC INVESTORS CORPORATION

By: _____

William S Friedman
Vice President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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Personally appeared before me _____, a Notary Public in and for said County and State _____

the within named bargainor _____, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and official seal at _____ Tennessee, this _____ day of _____, 19____.

_____ Notary Public

Commission expires _____

STATE OF ~~TENNESSEE~~ New York
COUNTY OF ~~DAVIDSON~~ New York

Before me, Debra L Auerbach, a Notary Public of the State and County aforesaid, personally appeared William S Friedman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged him self to be Vice President of the Pacific Investors Corporation, the within named bargainor, a corporation, and that he as such Vice President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him self as Vice President.

Witness my hand and seal, at office in New York, New York, this 02 day of November, 1988.

Debra L Auerbach Notary Public

Commission expires ~~DEBRA L AUERBACH~~
NOTARY PUBLIC, State of New York
No. 31-4826951
Qualified in New York County
Commission Expires 9-30-89

WARRANTY DEED

FROM

TO

Compliments of
Chicago Title Insurance Company
First Floor — First American Center
Phone 255-4631
NASHVILLE, TENNESSEE 37238

Exhibit "A"

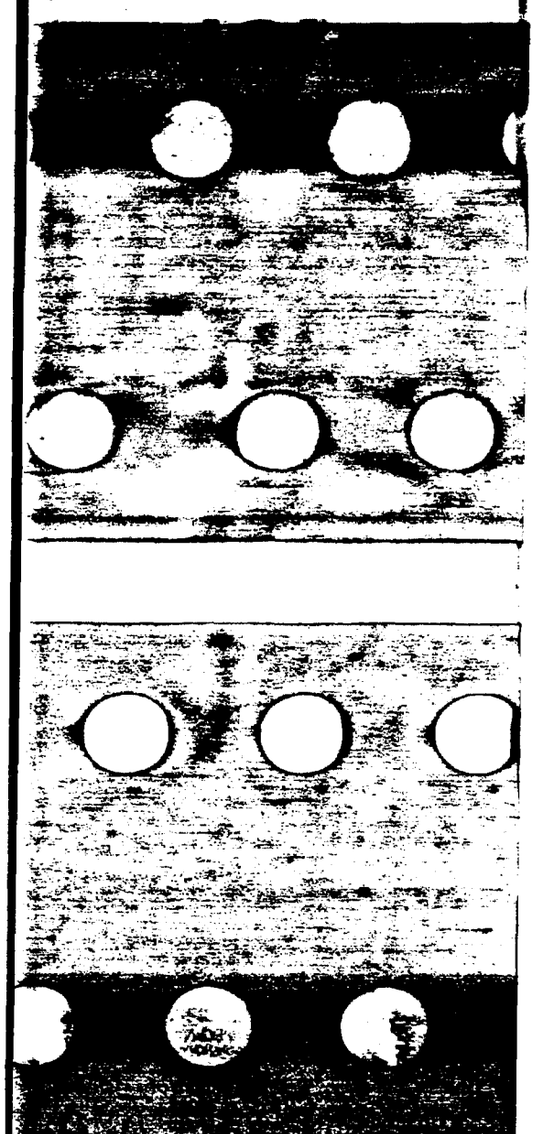
Land in Davidson County, Tennessee, bounded on the West by Morningside Heights Subdivision as recorded in Plat Book 1130, page 76, Register's Office for Davidson County, Tennessee, on the East by the Resubdivision of Lots 22 through 32, Montague Subdivision, Plat Book 421, page 141, Register's Office for said County, located South of the Due West Avenue, and lying generally East of Gallatin Road and being more particularly described according to a survey by Barge, Waggoner and Sumner Engineers, dated March 1972, as follows:

BEGINNING at a concrete monument being the Southeast corner of said Morningside Heights and the Southwest corner of the parcel herein described; thence North 16° 00' East 739.03 feet to the Northeast corner of lot 55, Morningside Heights Subdivision; thence South 87° 30' East 185.00 feet to an iron pin; thence South 75° 44' East 114.90 feet to an iron pin; thence South 65° 34' East 114.16 feet to an iron pin; thence South 54° 18' East passing the line between Berkley Hills, Phase I and Phase II at 220.02 feet a total distance of 722.23 feet to an iron pin on the easterly margin of an unnamed street; thence South 35° 20' West 15.26 feet to an iron pin; thence South 54° 18' East 148.15 feet to the westerly line of said Montague Subdivision; thence with the westerly line of said Subdivision South 32° 58' West 445.35 feet to a fence corner post; thence North 64° 39' West 294.49 feet to an iron pin; thence South 36° 31' West 61.50 feet to an iron pin; thence North 74° 29' West passing the line between Berkley Hills, Phase I and Phase II, at 291.00 feet, a total distance of 772.92 feet to the point of beginning, containing 17.60 acres, more or less.

Being the same property conveyed to Robert L. Freeman, Trustee, with full power to sell, mortgage, or convey without joinder of any beneficiaries, by deed from Carson C. Driver, Jr. and wife, Doris D. Driver, and Jack Daryl Driver and Cecilia Driver Ellis, of record in Book 4590, page 796, said Register's Office, and by Trust Agreement of record in Book 5154, page 715, said Register's Office and being the same property vested in J. Brent Hurd, Successor Trustee, with full power to sell, mortgage or convey without joinder of any beneficiaries, by Designation of Substitute Trustee of record in Book 5223, page 621, said Register's Office, and Ratification of Designation of Substitute Trustee of record in Book 5291, page 194, said Register's Office.

Bernard D. Craig, Jr. was appointed trustee by instrument of record in Book 5457, page 652, said Register's Office. By Designation of Substitute Trustee of record in Book 7645, page 5, Register's Office for Davidson County, Tennessee., Pacific Investors Corporation, a California corporation, was appointed Substitute Trustee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7695 PAGE 307

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

CAMT 3876588.24
CON TX 12792.78
PRFEE 0.50
MDEED 9.00
TOTAL 12802.28
CHECK 12802.28

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK
11/03/88 01 11:25 0001 4128

8.2431.

IDENTIFICATION REFERENCE

Nov 3 11 22 AM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 150736