Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Rothwood Group, Inc. c/o Nasco Holdings, Inc. Suite 1950, One Nashville Place, Box 56 150 Fourth Avenue North Nashville, TN 37219	052-06-0-106-00	Same

This instrument prepared by: Boult, Cummings, Conners & Berry (JBH)
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

SPECIAL WARRANTY DEED

WHEREAS, ROTHWOOD GROUP, INC., a Tennessee corporation ("Grantee"), is the owner and holder of the debt secured by a deed of trust of record in Book 6153, page 701, in the Register's Office of Davidson County, Tennessee (the "Deed of Trust"); and

WHEREAS, THE ROTHWOOD INVESTMENT GROUP, LTD., a Tennessee limited partnership ("Grantor"), is the current owner of the Property (as hereinafter defined) encumbered by the Deed of Trust.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and in consideration for the forebearance by Grantee to foreclose its lien created under the Deed of Trust, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Grantor has bargained and sold, and by these presents transfers and conveys to Grantee, Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those encumbrances set forth on Exhibit B attached hereto and made a part hereof by this reference.

This is improved property, known as the Rothwood Apartments, and located at 600 Rothwood Avenue, Madison, Tennessee 37115.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor further covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,750,000.00.

Robert D. Moore III
Affiant

Subscribed and sworn to before me this 11th day of May, 1989

Nancy B. Pirtle
Notary Public
My Commission Expires: 3/27/93

NANCY B. PIRTLE NOTARY PUBLIC DAVIDSON COUNTY, TN

May 11 11 18 AM '89

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Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by, through, or under Grantor.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 14th day of May, 1989.

THE ROTHWOOD INVESTMENT GROUP, LTD.,
a Tennessee limited partnership

By: Rothwood Investor Associates,
a Tennessee general partnership,
general partner

By: Randy E. Chance
Randy E. Chance,
general partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Nancy B. Pirtle, Notary Public, Randy E. Chance, with whom I am personally acquainted and who acknowledged himself to be a general partner of Rothwood Investor Associates, a Tennessee general partnership, and that said general partnership is a general partner of The Rothwood Investment Group, Ltd., a limited partnership, said partnership being authorized by The Rothwood Investment Group, Ltd. to execute this instrument on behalf of The Rothwood Investment Group, Ltd.

WITNESS my hand, at office, this 14th day of May, 1989.

Nancy B. Pirtle
Notary Public
My Commission Expires: 3/27/93

EXHIBIT A

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, being part of Lot Numbers 25, 26, 27, 28, 31, 32, 33 and 34, on the plan of the H. B. Caldwell Tract as of record in Plat Book 421, page 61, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin set at the southerly end of the southeasterly return curve at the intersection of Rothwood Avenue (a 50-foot right-of-way) and Geisen Drive (a 50-foot right-of-way, unimproved this date); thence, northeastwardly, with said return curve and a 25.00-foot radius curve to the right, a distance of 39.97 feet to an iron pin set, said curve having a chord bearing and distance of north 54°55'44" east, 35.85 feet; thence, with the southerly right-of-way line of Rothwood Avenue and a 1031.64-foot radius curve to the left, a distance of 119.73 feet to an iron pin set, said curve having a chord bearing and distance of south 82°35'37" east, 119.66 feet; thence, south 85°55'07" east, a distance of 16.37 feet to a PK nail set in asphalt; thence, with a 1201.23-foot radius curve to the right, a distance of 146.76 feet to an iron pin set, said curve having a chord bearing and distance of south 82°25'08" east, 146.67 feet, said pin also being the northwesterly property corner of a tract of land conveyed to Floyd F. Porter and wife, Helen V. Porter, by deed of record in Book 4518, page 424, Register's Office for Davidson County, Tennessee; thence, leaving said right-of-way line, with the westerly property line of Floyd F. Porter and wife, Helen V. Porter, south 9°06'50" west, a distance of 234.79 feet to an existing metal fence post; thence, with the southerly property line of Floyd F. Porter and wife, Helen V. Porter, in part, south 80°55'07" east, a distance of 139.92 feet to an existing metal fence post, said post being the northwesterly property corner of a tract of land conveyed to Sue N. Burrow by deed of record in Book 4208, page 160, Register's Office for Davidson County, Tennessee; thence, leaving the southerly property line of Floyd F. Porter and wife, Helen V. Porter, with the westerly property lines of Sue N. Burrow, a tract of land conveyed to Paul E. Phillips and wife, Dorothy N. Phillips, by deed of record in Book 6721, page 68, Register's Office for Davidson County, Tennessee, and a tract of land conveyed to Robert W. Zulewski and wife, Deanne N. Zulewski, by deed of record in Book 5466, page 394, Register's Office for Davidson County, Tennessee, south 9°15'40" west, a distance of 329.84 feet to an existing iron pin in the northerly property line of a tract of land conveyed to Richard A. Hooper, Jr., and wife, Dorothy D. Hooper, by deed of record in Book 6878, page 64, Register's Office for Davidson County, Tennessee; thence, with the northerly property line of Richard A. Hooper, Jr., and wife, Dorothy D. Hooper, in part, north 82°18'44" west, a distance of 101.67 feet to an existing iron pin; thence, with the westerly property line of Richard A. Hooper, Jr., and wife, Dorothy D. Hooper, in part, south 9°30'15" west, a distance of 224.73 feet to an existing iron pin, said pin being the northeasterly property corner of a tract of land conveyed to Louise E. Fleming by deed of record in Book 1303, page 158, Register's Office for Davidson County, Tennessee; thence, leaving the westerly property line of Richard A. Hooper, Jr., and wife, Dorothy D. Hooper, with the northwesterly property line of Louise E. Fleming, south 75°50'50" west, a distance of 257.11 feet to an iron pin set; thence, continuing with the northwesterly property line of Louise E. Fleming, and a surface drain, south 50°04'12" west, a distance of 202.41 feet to an existing iron pin in the centerline of Geisen Drive; thence, leaving the northwesterly property line of Louise E. Fleming, with the centerline of Geisen Drive, north 9°6' east, a distance of 1038.74 feet to a iron pin set; thence, leaving the centerline of Geisen Drive, with a new line, south 79°16'07" east, a distance of 25.00 feet to an iron pin set in the easterly right-of-way line of Geisen Drive; thence, with said

right-of-way line, south 9°05'58" west, a distance of 25.71 feet to the point of beginning and containing 352,172 square feet or 8.085 acres, more or less.

Being a portion of the same property conveyed to the Rothwood Investment Group, Ltd. from the Rothwood Group by special warranty deed of record in Book 6153, page 697, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Real estate taxes for 1989.

2. Deed of Trust executed by The Rothwood Group, a Tennessee Limited Partnership, to William E. Leary, Trustee, of record in Book 5268, page 1, said Register's Office, dated March 31, 1978, to secure to John Hancock Mutual Life Insurance Company an indebtedness in the amount of $975,000.00.

3. Assignment of leases from The Rothwood Group to John Hancock Mutual Life Insurance Company of record in Book 5268, page 8, Register's Office for Davidson County, Tennessee.

4. Title to that portion of the premises embraced within the rights-of-way of Rothwood Avenue and Geisen Drive, including that property conveyed to the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4346, page 462, Register's Office for Davidson County, Tennessee.

5. Easement for sanitary sewers and/or storm drainage of record in Book 4337, page 835, Register's Office for Davidson County, Tennessee.

6. Easement for flow of creek.

7. All matters shown on a plat of record in Book 421, page 61, said Register's Office.

8. All matters shown on a survey by Ragan-Smith-Murphy dated April 28, 1989 and bearing Job No. 89-043.

5184 05/11 0101 03CHECK 5790.50

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7838 PAGE 869

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TAX - STATE TAX CONVEY
MO TAX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CAMT 1750000.00
CON TX 5775.00
PRFEE 0.50
MDEED 15.00
TOTAL 5790.50
CHECK 5790.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK
05/11/89 01 11:19 0001 5184

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MAY 11 11 18 AM '89

No. 208623