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This Instrument was prepared by:
Stephen C. Small, Esq.
Wyatt, Tarrant, Combs, Gilbert & Milom
13th Floor, Third National Bank Building
Nashville, Tennessee 37219

ADDRESS NEW OWNERS AS FOLLOWS:	TAX BILLS TO:	MAP-PARCEL NUMBERS:
Holly Hills Joint Venture c/o Ghertner & Co. 713 7th Ave. South Nashville, TN 3720	Ghertner & Co. 713 7th Ave. South Nashville, TN	147-4 par 169 5DU-06558

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars cash in hand and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Willis J. Reynolds, Trustee, with full power to assign, transfer, convey or encumber without the consent or joinder of any beneficiary, has bargained and sold, and by these presents does transfer and convey unto said Holly Hills Joint Venture, its successor and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described on attached Exhibit "A", which is incorporated herein by this reference.

This is improved property, known as the Holly Hills Apartments, 4700 Humber Drive, Nashville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Willis J. Reynolds, his successors and assigns, forever. And I do covenant with the said Holly Hills Joint Venture that I am lawfully seized and possessed of said land in fee simple; have a good right to convey it, and that the same is unencumbered except as shown on Exhibit "A" hereto.

And I do further covenant and bind myself, my successors and representatives, to warrant and forever defend the title to the said land to the said Holly Hills Joint Venture, its successors and assigns, against the lawful claims of all persons claiming through me, but not otherwise.

WITNESS my hand this 19th day of September, 1989.

Willis J. Reynolds, Trustee

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $1,500,000.

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, this the 19th day of September, 1989.

Notary Public
My Commission Expires:
March 27, 1993

STEPHEN C. SMALL NOTARY PUBLIC DAVIDSON COUNTY

67632

IDENTIFICATION REFERENCE

SEP 20 11 16 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

MAIL ENV.

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STATE OF TENNESSEE }
Davidson County }

Personally appeared before me, Stephen C Small, a Notary Public in and for said County and State, the within named Willis J Reynolds Trustee, with full power to assign, transfer convey or encumber without consent or joinder of the bargainor, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained. beneficiaries

Witness my hand and official seal at Nashville, Tennessee, this 19th day of September, 1989

Commission Expires March 27, 1993 Stephen C Small Notary Public

STEPHEN C. SMALL NOTARY PUBLIC DAVIDSON COUNTY, TENN.

5477 09/20 0101 03CHECK 4960.00

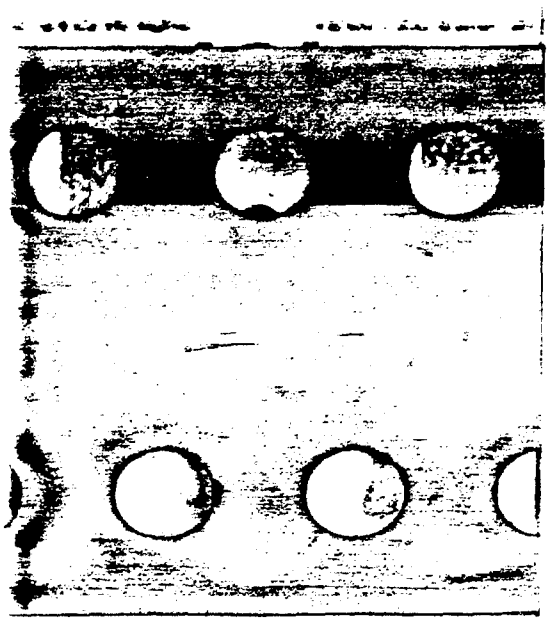
EXHIBIT "A"

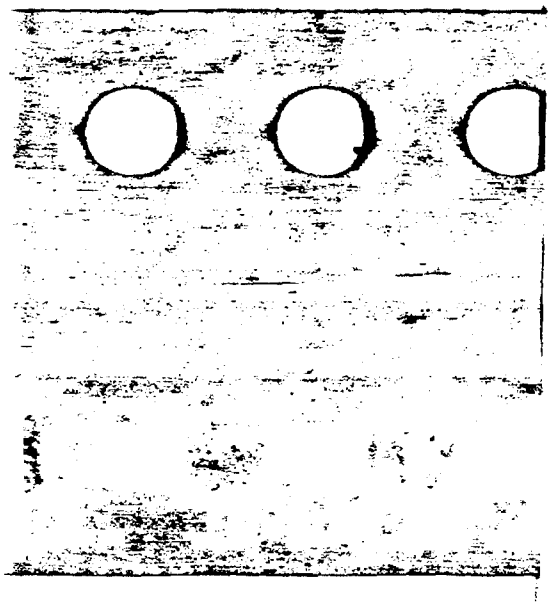
BEGINNING at a point where the west boundary of Hillbrook Subdivision, Section 5, intersects the south right-of-way margin of Harding Place; thence with the said west boundary of HIllbrook Subdivision, Section 5, S31°53'40"E, 243.23 feet to a concrete monument; thence S63°20'00"E, 124.00 feet to an iron stake; thence S3°03'20"W, 112.56 feet to an iron stake; thence S31°54'40"E, 39.65 feet to an iron stake; thence S33°17'00"E, 31.72 feet to a concrete monument, said monument being where the south right-of-way margin of Richbriar Road intersects the heretofore said west boundary of Hillbrook Subdivision, Section 5; thence continuing with said west boundary S32°23'30"E, 168.43 feet to an iron stake, thence N89°23'00"W, 77.33 feet to an iron stake; thence S4°43'00"W, 164.88 feet to an iron stake, said iron stake being in the north right-of-way of Wallace Road; thence with said north margin of Wallace Road N88°00'00"W, 470.28 feet to the beginning of a curve to the rights, said curve having a radius of 25.00 feet; thence with said curve for a distance of 39.27 feet to the point of tangency, said point being in the east margin of Humber Drive N2°00'00"E, 93.00 feet to the beginning of a curve to the left, said curve having a radius of 300.00 feet; thence with said curve for a distance of 251.02 feet to the beginning of a curve to the right, said curve having a radius of 300.0 feet; thence with said curve for a distance of 102.62 feet to a point; thence N24°10'00"W, 95.70 feet to the beginning of a curve to the right having a radius of 25.00 feet; thence with said curve for a distance of 39.27 feet to a point in the south right-of-way margin of Harding Place; thence with said south margin N65°50'00"E, 446.26 feet to the point of beginning and containing an area of 8.06 acres.

BEING the same property conveyed to Willis J. Reynolds, Trustee, with full power to assign, transfer, convey or encumber without the consent or joinder of any Beneficiary by Trustee's Deed from Ralph Z. Levy, Jr., Substitute Trustee, which Trustee's Deed is of record in Book 7936, page 96, Register's Office for Davidson County, Tennessee.

SUBJECT TO that certain Deed of Trust dated October 9, 1968, of record in Book 4276, page 747, said Register's Office, to Albert W. Johnson, Trustee, to secure an original principal amount of $1,025,000 payable to Dobson and Johnson, Inc., as modified by instrument of record in Book 4376, page 149, and Book 4376, page 153, said Register's Office, and the Assignment of Rents, dated October 9, 1968, of record in Book 4276, page 751, said Register's Office, any and all unpaid taxes, and any and all liens and encumberances as may affect the property.

(f:\marilee\reynold.exa)





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

RECEIVED OF _____

FOR _____

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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 1500000.00
CON TX 4950.00
PRFEE 1.00
WDEED 9.00
TOTAL 4960.00
CHECK 4960.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

09/20/89 01 11:17 0001 6477

67632

IDENTIFICATION REFERENCE

SEP 20 11 16 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 250451