F-19
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SPECIAL WARRANTY DEED AND ASSIGNMENT OF GROUND LEASE

FROM: Phoenix Mutual Life Insurance Company, Grantor

TO: Edwin B. Raskin, Trustee, Grantee

This instrument was prepared by:
Warren H. Wild, Jr.
Farris, Warfield & Kanaday
Seventeenth Floor
Third National Bank Building
Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Edwin B. Raskin, Trustee Edwin B. Raskin Company 110 Westwood Place Maryland Farms Brentwood, TN 37027	SAME	142-0-154 Field Book No. 9D 22600

STATE OF TENNESSEE)
COUNTY OF Davidson/Williamson)

The actual consideration or value, whichever is greater, for this transfer is One Million and No/100 Dollars ($1,000,000.00).

Affiant (Grantee)

SUBSCRIBED AND SWORN TO before me, this the 21st day of February, 1990.

Notary Public

My Commission Expires: My Commission Expires Sept. 26, 1992

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, Phoenix Mutual Life Insurance Company, a Connecticut corporation, Grantor, has bargained and sold, and by these presents does transfer and convey unto the said Edwin B. Raskin, Trustee, with full power, authority, and right to sell, mortgage, encumber, lease, rent, and convey by deed, or otherwise, without the joinder of any beneficiary, Grantee, his heirs, successors, and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee (the "Property"), and, to the extent Grantor has any interest in and to the buildings and improvements located upon the Property, Grantor hereby quitclaims said interest to Grantee. The

Property is described on Exhibit A attached hereto and incorporated herein by reference.

This is improved Property, known as 7439 Highway 70 South, Nashville, Tennessee.

This conveyance is expressly made subject to those matters shown on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest (including Grantor's rights, title and interest, if any, in buildings and improvements) thereto belonging to the said Grantee, his heirs, successors, and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and has a good right to convey it.

And Grantor does further covenant and bind Grantors, its heirs, successors, and assigns, to warrant and forever defend the title to the Property to the said Grantees, his heirs, successors, and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B to which this conveyance is expressly made subject.

And Grantor does further assign to Grantee all of its rights, title and interest, as Lessor, in that certain Lease of record in Book 4626, page 976, said Register's Office, and in all amendments thereto.

Witness its hand this 12th day of February, 1990.

PHOENIX MUTUAL LIFE
INSURANCE COMPANY

By: Laurence P. Fleming

Title: Second Vice President

STATE OF CONNECTICUT)
COUNTY OF HARTFORD)

Before me, Josephine A. Melusky, a Notary Public of said County and State, personally appeared Laurence P. Fleming, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a Second Vice President (or other officer authorized to execute the instrument) of PHOENIX MUTUAL LIFE INSURANCE COMPANY, the within named bargainor, a corporation, and that he as such Second Vice President executed tne foregoing instrument for the purposes therein contained, by signing the name of the corporation by him self as Second Vice President.

Witness my hand and seal, at Office in Hartford, CT, this 12th day of February, 1990.

Josephine A. Melusky
Notary Public

My Commission Expires: March 31, 1990

0144w/02-08-90

EXHIBIT A

The Property

A tract of land in the Second Civil District of Metropolitan Nashville Davidson County, Tennessee, being Lot No. 1 on the Plan of the Resubdivision of part of Parcel 154, Creekwood of record in Book 5200, page 434, Register's Office for Davidson County, Tennessee, being more particularly described as follows:

Beginning at an existing P.K. nail on the easterly right-of-way line of Bellevue Road (a 60 foot road), said nail is 35 feet east of the center of road and at the south-westerly corner of Lot 1 as recorded in Book 4675, page 51, Register's Office of Davidson County, Tennessee and proceeding as follows:

With the easterly right-of-way line of Bellevue Road, North 4° 55' 20" East 452.30 feet to a concrete monument set; thence, South 72° 40' 00" East 647.84 feet to an iron pin set; thence North 62° 20' 00" East 56.57 feet to an iron pin set; thence, North 17° 20' 00" East 253.00 feet to an iron pin set on the southerly right-of-way line of the Memphis-Bristol Highway, U.S. 70, a 92 foot road, said pin is 42 feet south of the center line of highway; thence with the right-of-way of said highway South 72° 40' 00" East 70.00 feet to an iron pin set; thence, South 17° 20' 00" West 200.00 feet to an iron pin set; thence South 27° 40' 00" East 131.52 feet to an iron pin set; thence South 72° 40' 00" East 225.43 feet to an iron pin set; thence, North 66° 03' 00" East 113.90 feet to an iron pin set; thence, South 23° 57' 00" East 100.00 feet to an existing concrete monument and continuing 155.00 feet in all 255.00 feet to a concrete monument set; thence, South 80° 33' 00" West 137.00 feet to an existing iron pin; thence, South 8° 19' 00" East 163.50 feet to an existing iron pin; thence South 82° 04' 00" West 106.50 feet to an existing iron pin; thence, North 88° 38' 00" West 224.50 feet to an iron pin set; thence, South 78° 57' 00" West 186.00 feet to an existing iron pin; thence, South 60° 30' 05" West 359.93 feet to an existing iron pin; thence, North 29° 26' 00" West 248.50 feet to an existing iron pin; thence, North 32° 00' 00" West 166.00 feet to an existing iron pin; thence North 14° 20' 00" West 100.50 feet to an iron pin set; thence North 85° 04' 40" West 102.00 feet to the point of beginning and containing 670,305 square feet or 15.388 acres.

Being the same property conveyed to Phoenix Mutual Life Insurance Company by deed from Burgol Properties, Inc., of record in Book 4626, page 972, Register's Office for Davidson County, Tennessee, the buildings

and improvements thereon having been previously conveyed to Edwin B. Raskin, Trustee, by deed from Creekwood Associates, Ltd., of record in Book 6750, page 853, said Register's Office.

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IDENTIF. TREFERENCE

FEB 23 11 59 AM '90

DAVIDSON COUNTY TN.

EXHIBIT B

Encumbrances

1. The lien for 1989 taxes which are unpaid.

2. 1990 taxes, a lien but not yet due and payable.

3. Ingress and egress and public utilities easement of record in Book 5930, page 964, Register's Office for Davidson County, Tennessee.

4. All easements, conditions and other matters shown on the plan of record in Book 5200, page 434, said Register's Office.

5. All matters shown on the survey of Ragan, Smith, Murphy and Associates, Surveyor, dated August 27, 1982, revised October 26, 1989.

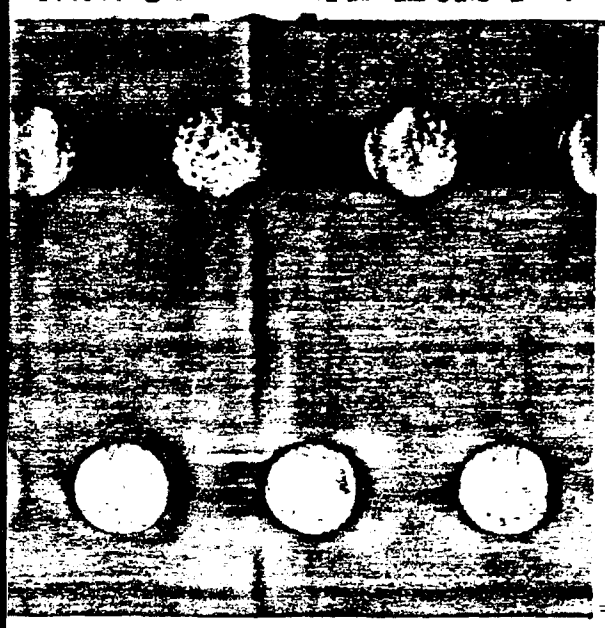
6. Agreement by and between Creekwood Apartments by Harvey Freeman and Sons, Inc., Managing Agent and Creekside Meadows, by owner or authorized agent, of record in Book 5519, page 80, said Register's Office.

7. Rights of tenants in possession as tenants only under unrecorded residential apartment leases.

8. Lease of record in Book 4626, page 976, said Register's Office, and First Amendment to Lease of record in Book 5931, page 392, said Register's Office.

5236 02/23 0101 03CHECK 3319.00

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

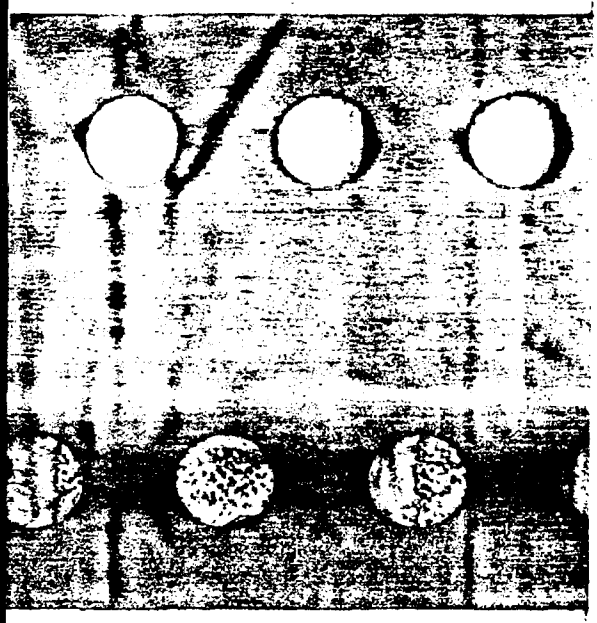
RECEIVED OF _____

FOR _____

BOOK 8050 PAGE 987

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



CAMT 1000000.00
CON TX 3300.00
PRFEE 1.00
WDEED 18.00
TOTAL 3319.00
CHECK 3319.00

02/23/90 01 11:57 0001 5236

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

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IDENTIF. TREFERENCE

Feb 23 11 59 AM '90

DAVIDSON COUNTY TN.

No. 295210