35119/96480

THIS INSTRUMENT PREPARED BY:

Catherine Master
Locke Purnell Rain Harrell
325 N. St. Paul, Suite 3000
Dallas, Texas 75201-3989

BOOK 8494 PAGE 63

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

Property Address:

1100 Players Court
Nashville, TN 37211

Mail Tax Bill To:

Craig Simandl
CRE/TFC
260 Long Ridge Road
P.O. Box 8108
Stamford, CT 06927

NOV 25 3 05 PM '91

94893

Map and Parcel No. of Property:

Parcel No. 226 as shown on
Davidson County Property Map No. 161

2419 11/25 0101 03CHECK 14432.72

That RESOLUTION TRUST CORPORATION, as receiver for Gill Savings Association (hereinafter called "Grantor"), for and in consideration of the sum of Ten Dollars ($10.00) and other valuable consideration paid to Grantor by TRANSACTIONS FUNDING CORPORATION, INC., a Delaware corporation (hereinafter called "Grantee"), the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, SELL, CONVEY, ASSIGN and DELIVER to Grantee the real property situated in Davidson County, Tennessee described in Exhibit A attached hereto and made a part hereof, such description prepared from a boundary survey prepared by Wendell Talley, Tennessee License No. 785, of Barge Waggoner Sunner and Cannon, 162 Third Avenue North, Nashville, Tennessee 37201, together with all improvements thereon, fixtures affixed thereto, and appurtenances (the "Property"), subject to general real estate taxes on the Property for the current year, zoning laws, regulations and ordinances of municipal and other governmental authorities, if any, affecting the Property, and all of the encumbrances described in Exhibit B attached hereto and made a part hereof (all of the foregoing hereinafter called the "Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights, and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns forever, and Grantor does hereby bind itself and its successors and assigns to warrant and forever defend all and singular the Property unto Grantee, its successors and assigns against every person whomsoever lawfully claiming, or to claim the same, or any part thereof by, through or under Grantor, but not otherwise, subject, however, to the Permitted Encumbrances.

EXCEPT AS EXPRESSLY SET FORTH IN THE REAL ESTATE SALES CONTRACT OF ELIGIBLE MULTI-FAMILY PROPERTY DATED JANUARY 21, 1991 AMONG GRANTOR, GRANTEE, TRANS-TEXAS INTERESTS, INC. AND BRIGHT REALTY CORPORATION, AS AMENDED, AND DOCUMENTS DELIVERED IN CONNECTION THEREWITH, BY THE ACCEPTANCE OF THIS DEED, GRANTEE TAKES THE PROPERTY "AS IS", EXCEPT FOR THE WARRANTIES OF TITLE AS PROVIDED AND LIMITED HEREIN. GRANTOR HAS NOT MADE AND DOES NOT MAKE ANY REPRESENTATIONS AS TO THE PHYSICAL CONDITION, LAYOUT,

FOOTAGE, EXPENSES, ZONING, OPERATION, OR ANY OTHER MATTER AFFECTING OR RELATED TO THE PROPERTY, AND GRANTEE HEREBY EXPRESSLY ACKNOWLEDGES THAT NO SUCH REPRESENTATIONS HAVE BEEN MADE. GRANTOR MAKES NO OTHER WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY, MARKETABILITY, FITNESS OR SUITABILITY FOR A PARTICULAR PURPOSE OR OTHERWISE EXCEPT AS SET FORTH AND LIMITED HEREIN. ANY IMPLIED WARRANTIES ARE EXPRESSLY DISCLAIMED AND EXCLUDED.

Current ad valorem taxes on the Subject Property having been prorated, Grantee hereby assumes the payment thereof.

IN WITNESS WHEREOF, this Special Warranty Deed is executed by Grantor and Grantee on the date set forth in the acknowledgments to be effective as of the 20th day of November, 1991.

GRANTOR:

RESOLUTION TRUST CORPORATION,
as receiver for
Gill Savings Association, and not in its corporate capacity

By: _____
Name: Jim E. May
Title: Attorney-in-Fact

GRANTEE'S ADDRESS:

9040 Roswell Road,
Suite 680
Atlanta, Georgia 30350

GRANTEE:

TRANSACTIONS FUNDING CORPORATION, INC., a Delaware corporation

By: _____ VP
Name: W. Turner Britton
Title: Vice President

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, _____ (sj), a Notary Public in and for said State and County duly commissioned and qualified, JIM E. MAY, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is acting in his capacity as Attorney-in-Fact of and on behalf of the RESOLUTION TRUST CORPORATION in its capacity as Receiver for Gill Savings Association (the "Maker") and is authorized by the Maker to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 21st day of November, 1991.

Shirley James
Notary Public, State of Texas
My Comm. Expires 9/3/93

_____
Notary Public in and for
the State of Texas

My Commission Expires:

_____

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, Shirley James, a Notary Public in and for said State and County duly commissioned and qualified, W. TURNER BRITTON, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of TRANSACTIONS FUNDING CORPORATION, INC., a Delaware corporation (the "Maker") and is authorized by the Maker to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 22nd day of November, 1991.

Shirley James
Notary Public, State of Texas
My Comm. Expires 9/3/93

Shirley James
Notary Public in and for
the State of Texas

My Commission Expires:

_____

AFFIDAVIT

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 3,895,573, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

AFFIANT:

W. TURNER BRITTON VP

SUBSCRIBED AND SWORN TO BEFORE ME on this 22nd day of November, 1991.

Shirley James
Notary Public, State of Texas
My Comm. Expires 9/3/93

Shirley James
Notary Public in and for
the State of Texas

My Commission Expires:

_____

_____
Printed/Typed Name of Notary

EXHIBIT A BOOK 8494 PAGE 66

The instrument from which Gill Savings Association, for which Grantor is Receiver, received its legal/equitable interest in the following property was a Trustee's Deed of record under Book 7780, Page 280 in the Davidson County, Tennessee Register's office.

A tract of land in the First Civil District of Davidson County, Tennessee, located westerly of Edmondson Pike on the southerly side of Oakley Drive and westerly side of Sevenmile Creek, being Lot No. 2, on the plan of Section Two, West Fork, as shown on the plat of record in Plat Book 6250, Page 985, in the Register's Office of Davidson County, Tennessee, as more particularly described as follows:

BEGINNING at a point in the southerly margin of Oakley Drive, said point being approximately 570 feet west of the westerly margin of Edmondson Pike, and near the centerline of Sevenmile Creek;

THENCE, S 31°57' W, 30.29 feet to a point;

THENCE, with a curve to the right, 243.26 feet to a point, said curve having a central angle of 18°35', a radius of 750.00 feet, a tangent of 122.71 feet, and a chord of S 41°14'30" W 242.19 feet;

THENCE S 50°32' W, 94.59 feet to a point;

THENCE S 9°46'44" E, 508.44 feet to a point in the centerline of an existing Nashville Electric Service Transmission Line Easement;

THENCE, with the centerline of said N.E.S. easement, N 89°24'00" W, 78.12 feet to a point;

THENCE, along same easement centerline, S 86°41'00" W, 1,252.09 feet to a point;

THENCE, N 46°28'40" E, 900.42 feet to a point;

THENCE, N 26°45'40" E, 203.16 feet to a point;

THENCE, N 06°20'05" E, 309.33 feet to a point in the southerly margin of Oakley Drive;

THENCE, with said southerly margin, S 49°19' E, 105.70 feet to a point;

THENCE, with a curve to the left, 601.18 feet to a point, said curve having a central angle of 41°30', a radius of 830 feet, a tangent of 314.46 feet, and a chord of S 70°04'00" E 588.12 feet;

THENCE, N 89°11' E, 78.93 feet to the Point of Beginning.

EXHIBIT B
PERMITTED EXCEPTIONS

1. Storm Water Detention Agreement, dated May 16, 1986 between West Fork Apartments, Ltd., and the Metropolitan Government of Nashville and Davidson County of record in Book 6871, Page 814, Register's Office for Davidson County, Tennessee, and as shown on survey prepared by Wendell H. Talley, Sr. (R.L.S. No. 785) of Barge, Waggoner, Sumner and Cannon, dated September 10, 1987, and last revised October 31, 1991.

2. Restrictive Covenants as contained in document dated December 4, 1984, recorded in Book 6458, Page 94, Register's Office for Davidson County, Tennessee, as amended by document dated June 27, 1985, recorded in Book 6598, Page 52, Register's Office for Davidson County, Tennessee; document dated November 7, 1985, recorded in Book 6706, Page 1, Register's Office for Davidson County, Tennessee; and by document dated January 15, 1986, recorded in Book 6764, Page 358, Register's Office for Davidson County, Tennessee.

3. Sanitary Sewer and Storm Drainage Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument dated February ____, 1975, recorded in Book 4892, Page 536, Register's Office for Davidson County, Tennessee, and as shown on survey prepared by Wendell H. Talley, Sr. (R.L.S. No. 785) of Barge, Waggoner, Sumner and Cannon, dated September 10, 1987, and last revised October 31, 1991.

4. Electric Easement(s) and Right-of-Way to City of Nashville, as set forth in instrument dated July 26, 1956, recorded in Book 2595, Page 563, Register's Office for Davidson County, Tennessee, and as shown on survey prepared by Wendell H. Talley, Sr. (R.L.S. No. 785) of Barge, Waggoner, Sumner and Cannon, dated September 10, 1987, and last revised October 31, 1991.

5. The following matters shown on Plat recorded in Book 6250, Page 985, Register's Office for Davidson County, Tennessee:

   (a) N.E.S. Transmission Line Easement along southerly boundary.
   (b) Unrestricted Access Easement in southeasterly corner of the lot.
   (c) Portions of the property lie within the 100 year flood plain.
   (d) Restrictions as set forth in Owner's Certificate and notes.
   (e) Easement for the flow of Sevenmile Creek.
   (f) Sanitary sewer easements in the southeasterly corner of the lot.

6. Survey Number 8689-12, dated September 19, 1987, revised October 31, 1991, prepared by Barge, Waggoner, Sumner & Cannon, Surveyors, indicates the following:

   (a) Water lines and sewer lines running throughout the subject property.
   (b) 12" RCP, 15" RCP, 18" RCP and 24" RCP, running throughout the subject property.
   (c) Power lines and telephone lines crossing the northeasterly corner of the subject property.
   (d) Power poles and power lines in the southwesterly corner of the subject property.
   (e) 15' Minimum Building Setback Line along the boundary of the subject property.

(f) Detention Ponds in the easterly and southeasterly portion of the subject property.
(g) Satellite Dishes located in southwesterly portion of the subject property.

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

RECEIVED OF _____

FOR _____

BOOK 8494 PAGE 69

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 3895573.00
CON TX 14413.72
PRFEE 1.00
WDEED 18.00
TOTAL 14432.72
CHECK 14432.72
11/25/91 01 15:07 0001 2419

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6.4 6.9 3

IDENTIFICATION

Nov 25 3 05 PM '91

No. 479483