Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
300 Bakertown, L.P. 2205 State Street Nashville, TN 37203	First Nationwide Bank 1790 Broadway 3rd Floor New York, NY 10019 Attn: A. Hatzopoulos	148-173

This instrument prepared by: Boult, Cummings, Conners & Berry (DKH)
P.O. Box 198062, Nashville, Tennessee 37219

SPECIAL WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, FIRST NATIONWIDE BANK, a Federal Savings Bank ("Grantor") has bargained and sold, and hereby transfers and conveys to 300 BAKERTOWN, L.P. ("Grantee"), a Tennessee limited partnership, its successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

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

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year, which are being paid concurrently with the execution hereof.

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $2,600,000.00.

Affiant

Subscribed and sworn to before me this 6TH day of December, 1991.

Notary Public
My Commission Expires: [illegible]

NOTARY PUBLIC LARGE STATE OF TENNESSEE

2. Lease Agreement with Solon Automated Services, Inc., of record in Book 4970, page 846, said Register's Office, for on-site coin operated laundry operations.

3. Joint Use and Maintenance Agreement of record in Book 5846, page 571, said Register's Office, creating joint and cross-ingress-egress rights, parking rights, and right to use recreational facilities.

4. Two anchor easements, and conditions of owners certificate, shown on the Plan of record in Book 4060, page 155, Register's Office for Davidson County, Tennessee. (As to Reserved Parcel "A" of Cherokee Hills, Section 8-A).

5. Conditions of owners certificate, shown on the Plan of record in Book 3700, page 154, Register's Office for Davidson County,Tennessee. (As to Reserved Parcels "A" and "C" of Cherokee Hills, Section 8, as amended and superseded by Plat of record in Plat Book 4060, page 155, as to Reserved Parcel "A").

6. Conditions of owners certificate, shown on the Plan of record in Book 4300, page 135, Register's Office for Davidson County, Tennessee. (As to Reserved Parcel "C" of Cherokee Hills, Section 9).

7. Restrictive covenants contained in instrument of record in Book 4198, page 609, and Book 4518, page 495, Register's Office for Davidson County, Tennessee.

8. Restrictive covenants contained in Book 4554, page 202 Register's Office for Davidson County, Tennessee.

9. Public utility and drainage easement as shown on the Plan of record in Book 4675, page 69, Register's Office for Davidson County, Tennessee.

10. Rights or claims of apartment tenants in possession under unrecorded apartment leases.

11. Certain matters appearing under a survey styled "Mortgage Survey Haywood Place Apartments," by George Anton, RLS No. 557, dated October 18, 1991, Job No. 3508-91.

Grantor covenants with Grantee that the Property is free from all encumbrances made by Grantor, except as may be set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, its successors and assigns

against the lawful claims of all persons claiming by, through, or under Grantor.

Executed as of the 1st day of December, 1991.

FIRST NATIONWIDE BANK, a Federal Savings Bank

By: _____

Title: 1st Vice President

STATE OF New York

COUNTY OF New York

Personally appeared before me, Galen W. Wells, Notary Public, Arthur Hurwitz, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is 1st Vice President of FIRST NATIONWIDE BANK, a Federal Savings Bank organized and existing under the laws of the United States of America, and is authorized to execute this instrument on behalf of said federal savings bank.

WITNESS my hand, at office, this 5 day of December, 1991.

_____
Notary Public

My Commission Expires: June 12, 1993

wp/DKHfnbdeed

GALEN W. WELLS
Notary Public, State of New York
No. 31-4952143
Qualified in New York County
Commission Expires June 12, 1993

EXHIBIT A

Land in the 5th Civil District of Davidson County, Tennessee, being: (i) a portion of premises being part of Reserved Parcel "A" and part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 8, of record in Book 3700, page 154, Register's Office of said County, and all of Reserved Parcel "A" on the Plan of Cherokee Hills, Section 8-A, of record in Plat Book 4060, page 155, Register's Office of Davidson County, Tennessee; (ii) a portion of premises being part of Reserved Parcel "C" on the plan of Cherokee Hills, Section 9, of record in Book 4300, page 135, Register's Office of said County, and (iii) a portion of Lot 1 on The Plat of Haywood Development of record in Plat Book 4675, page 69, said Register's Office; and being Tract I of Phase I on the survey by Southern Development Consultants, Inc., Engineers-Planners, Job No. 165, dated November 13, 1973, and revised December 6, 1973, and more particularly described in that Survey dated October 18, 1991, prepared by George Anton, Registered Land Surveyor Number 557, of A&A Engineers, Inc., Job Number 3508-91, as follows:

Beginning at a point in the westerly margin of Cherokee Place, said point being 360 feet, more or less, south of the intersection of Cherokee Place and Rader Drive and also being 13 feet, more or less, east of a 24 inch poplar tree; thence, with the said margin of Cherokee Place South 7°45'03" West 154.40 feet to a point, the beginning of a curve to the left; thence, with said curve, having a radius of 229.40 feet and an interior angle 27°19'20", southeastwardly a total distance of 109.39 feet to a point; thence, leaving the said margin of Cherokee Place and running along a phase line, South 70°33'0" West a distance of 58.59 feet to a point; thence South 67°45'0" West a distance of 427 feet to a point; thence, South 76°10'0" West 168 feet to a point; thence South 78°52'0" West 195 feet to a point; thence, North 47°40'0" West 185 feet to a point; thence, with a curve to the right, said curve having a radius of 666.06 feet and an interior angle of 22°30'0", westwardly a total distance of 261.56 feet to a point; thence North 87°06'17" West 40 feet to a point; thence, with a curve to the right, said curve having a radius of 312.50 feet and an interior angle of 33°30'00", northwestwardly a total distance of 182.71 feet to a point; thence, South 36°23'43" West 83.28 feet to a point in the northeasterly margin of Bakertown Road; thence, with said margin and a curve to the right, said curve having a radius of 482.40 feet and an interior angle of 32°22'23" northwardly a total distance of 272.56 feet to a point; thence, continuing with said margin, North 5°06'17" West 271.83 feet to a point; thence, with a curve to the right, said curve having a radius of 25 feet and an interior angle of 99°0'0", northeastwardly a total distance of 43.20 feet to a

point on the southerly margin of Rader Drive; thence, with said margin of Rader Drive South 86°06'17" East 835.78 feet to a point; thence, continuing with said margin and with a curve to the left, said curve having a radius of 628.30 feet and an interior angle of 20°40'0", northeastwardly a total distance of 226.60 feet to a point; thence, continuing with said margin, North 73°13'43" East 125 feet to a point; thence, continuing with said margin and with a curve to left, said curve having a radius of 621.60 feet and an interior angle of 0°59'24", northeastwardly a total distance of 10.74 feet to a point, said point being the northwesterly corner of Lot No. 861 on the plan of Cherokee Hills, Section Eight-A, of record in Plan Book 4060, Page 155, Register's Office of Davidson County, Tennessee; thence, leaving the said margin of Rader Drive and with the southwesterly line of said Lot No. 861 of said plan, South 17°43'36" East 100.53 feet to the southwesterly corner of said Lot No. 861; thence South 86°06'17" East 344.97 feet to the point of beginning.

Being the same property conveyed to First Nationwide Bank, a Federal Savings Bank, by Successor Trustee's Deed of record in Book 8197, page 601, Register's Office for said County.

This is improved property, known as Haywood Place Apartments, 300 Bakertown Road, Nashville, Davidson County, Tennessee.

6.7.706

IDENTIFICATION

Dec 6 4 25 PM '91

0407 12/06 0101 03CHECK 9636.00

OFFICIAL RECEIPT

FELIX Z WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8503 PAGE 420

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
2600000.00
CON TX 9620.00
PRFEE 1.00
WDEED 15.00
TOTAL 9636.00
CHECK 9636.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 12/06/91 01 16:29:00001 0407

6.7.7.06

IDENTIFICATION REFERENCE

Dec 6 4 25 PM '91

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 482961