A2

THIS INSTRUMENT PREPARED BY:
John M. Baird
White & Reasor
3305 West End Avenue
Nashville, TN 37203

Address New Owner(s) as Follows:	Send Tax Bills To:	Map-Parcel No.:
Longwood Terrace Apartments, L.P. c/o Longwood Investments, Inc. 511 Union Street, Suite 2310 Nashville, TN 37219	Federal National Mortgage Association 950 E. Paces Ferry Road, Suite 1900 Atlanta, GA 30326-1161	147-15

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 Dollars ($10.00), the receipt of which is hereby acknowledged, **The Longwood Terrace Group, Ltd.**, a Tennessee limited partnership, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto **Longwood Terrace Apartments, L.P.**, a Washington limited partnership authorized to do business in the State of Tennessee, its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

A tract of land in the First Civil District, Thirty-First Councilmanic District, Metropolitan-Nashville, Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at an iron pin on the southerly margin of Wallace Road, said point being 690 feet, more or less, from the centerline of Nolensville Road, as measured along said southerly margin; thence continuing with said southerly margin a curve to the left 357.77 feet to an iron pin, said curve having a radius of 1,473.23 feet and a central angle of 13 degrees 54 minutes 52 seconds; thence North 54 degrees 37 minutes East, 280.68 feet to an iron pin; thence with a curve to the right 358.33 feet to a monument, said curve having a radius of 690.86 feet and a central angle of 29 degrees 43 minutes 04 seconds; thence with the westerly and southerly boundary of Rodger T. Wallace of record in Book 5839, Page 782 and Book 6008, Page 236, Register's Office for Davidson County, Tennessee, the following calls: South 01 degrees 49 seconds West, 262.16 feet to a monument; South 01 degrees 49 minutes West, 138.00 feet to a monument; South 88 degrees 13 minutes East, 320.00 feet to a monument; thence continuing with the aforementioned Wallace and the westerly boundary of Lots 30 and 31, Beverly Heights Subdivision, Section 2 of record in Book 2331, Page 42, Register's Office for Davidson County, Tennessee, South 02 degrees 25 minutes West, 238.81 feet to a monument; thence with the northerly boundary of Southern Hills Medical Center, Inc., of record in Book 5284, Page 451, Register's Office for Davidson County, Tennessee, North 87 degrees, 34 minutes West, 1,090.32 feet to an iron pin; thence North 29 degrees, 29 minutes West,

166.71 feet to the point of beginning. Containing 421,655 square feet, or 9.68 acres, more or less.

BEING the same property conveyed from Longwood Terrace Apartments to The Longwood Terrace Group, Ltd., by Deed of record in Book 7076, Page 986, Register's Office for Davidson County, Tennessee.

This is improved property known as the Longwood Terrace Apartments, 371 Wallace Road, Nashville, Tennessee 37211.

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

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to the following:

1. Deed of Trust dated January 3, 1972, executed by Longwood Terrace Apartments, a limited partnership, in favor of Herschel Greer, as Trustee for Guaranty Mortgage Company of Nashville, as of record in Book 4566, page 604, Register's Office for Davidson County, Tennessee as modified by Amendment to Deed of Trust and Consolidation and Modification Agreement dated November 28, 1973, executed by and between Longwood Terrace Apartments, a Tennessee limited partnership, Herschel Greer, Trustee, Guaranty Mortgage Company of Nashville, and the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner, as of record in Book 4767, page 993, Register's Office for Davidson County, Tennessee.

2. Regulatory Agreement for MultiFamily Housing Projects executed by The Longwood Terrace Group, Ltd. and the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner as of record in Book 7076, page 990, Register's Office for Davidson County, Tennessee.

3. Terms and provisions of a Lease between The Longwood Terrace Group, Ltd. and Web Service Company, Inc., a memorandum of which appears of record in Book 8244, page 377, Register's Office for Davidson County, Tennessee.

4. Ad valorem taxes for calendar year 1992, which have been assumed by Grantee.

IN WITNESS WHEREOF, the Grantor has executed this instrument ~~on this~~ as of the 13th day of November, 1992.

"GRANTOR"

THE LONGWOOD TERRACE GROUP, LTD.,
a Tennessee limited partnership

BY: CAPITAL ASSOCIATES, a
Tennessee general partnership,
general partner

BY: NationsBank (formerly
Sovran Bank/Tennessee),
general partner

By: _____
Title: Sr. V.P.

BY: _____
DOUGLAS G. ODOM, JR.,
general partner

BY: _____
RICHARD A. ODOM,
general partner

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, SAM J. McALLESTER, III, a Notary Public in and for the County and State aforesaid, JOHN H. DILLON, SR. V.P. of NationsBank, as general partner of Capital Associates, general partner of The Longwood Terrace Group, Ltd., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 13th day of December, 1992.

Notary Public

My Commission Expires:
March 26, 1994

STATE OF Tennessee
COUNTY OF Davidson

Personally appeared before me, JANE R. BROWN, a Notary Public for the State and County aforesaid, Douglas G. Odom, Jr., general partner of Capital Associates, general partner of The Longwood Terrace Group, Ltd., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 16 day of November, 1992.

Jane R Brown
Notary Public

My Commission Expires:
11-26-94

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, JANE R. BROWN, a Notary Public for the State and County aforesaid, Richard A. Odom, general partner of Capital Associates, general partner of The Longwood Terrace Group, Ltd., with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at office, this 16 day of November, 1992.

Jane R Brown
Notary Public

My Commission Expires:
11-26-94

NOTARY PUBLIC AT LARGE STATE OF TENN.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 2,232,915.01 .

AFFIANT

SUBSCRIBED and sworn to before me, this 13th day of November, 1992.

Notary Public

My Commission Expires:
7-23-94

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

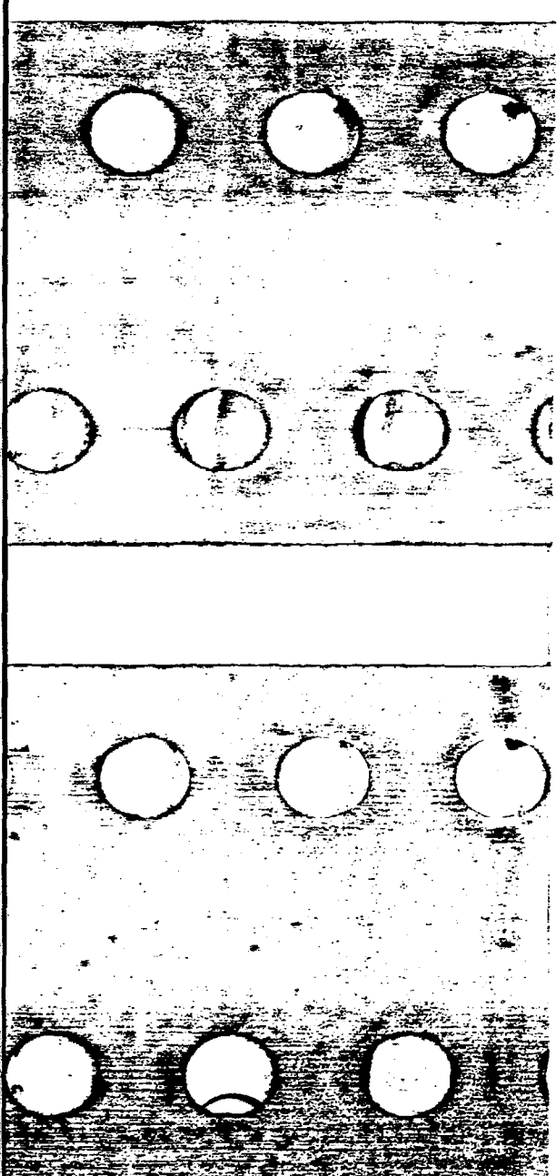
6491.9

IDENTIFICATION REFERENCE

Nov 16 2 31 PM '92

DAVIDSON COUNTY, TN

7463 11/16 0101 03CHECK 8290.73



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

RECEIVED OF _____

FOR _____

BOOK 8787 PAGE 405

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 2232915.01
				CON TX 8261.73
				PRFEE 1.00
				WDEED 28.00
				TOTAL 8290.73
				CHECK 8290.73
11/16/92	01			14:29 0001 7463

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6.4.9.1.9

IDENTIFICATION REFERENCE

Nov 16 2 31 PM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 591266