BOOK 9982 PG 634

This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $112,639.45

Ed Johnson
Affiant

Subscribed and sworn to before me this 6th of December 1995.

Kimi L. Wilson
Notary Public

My Commission Expires: NOTARY PUBLIC JAN. 25, 1997

95 DEC -7 PM 12:38
FELIX Z. NIELSON, REGISTER
DAVIDSON COUNTY, TN.

0130104
IDENTIF. & REFERENCE

TRUSTEE'S SPECIAL WARRANTY DEED

Address New Owner:	Send tax bills to:	Map & Parcel No.
Johnson Properties of Nashville, L.L.C. 1208 17th Avenue S. Nashville, TN 37212	Same	Map 132-16 Parcel 125 (Part Of)

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **SUNTRUST BANK, NASHVILLE, N.A. (formerly Third National Bank) AS ANCILLARY TRUSTEE FOR NATIONSBANK, N.A., (formerly NCNB National Bank of North Carolina) AS TRUSTEE FOR THE NCNB REAL ESTATE FUND** (the "Grantor"), has bargained and sold and by these presents does transfer and convey unto **JOHNSON PROPERTIES OF NASHVILLE, L.L.C.** (the "Grantee"), its successors and assigns, a certain tract or parcel of land described in Exhibit A attached hereto and incorporated herein by reference, together with all improvements located thereon, all of which are herein collectively referred to as the "Property."

This conveyance is subject to the matters described in Exhibit B attached hereto.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

AND THE GRANTOR does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor as Trustee but not further or otherwise.

Notwithstanding anything contained herein to the contrary, Grantor and Grantee hereby acknowledge and agree that Grantor hereby executes this deed solely in its capacity as Ancillary Trustee on behalf of NationsBank of North Carolina, N.A., (formerly NCNB National Bank of North Carolina) as Trustee for the NCNB Real Estate Fund. Grantor and Grantee further acknowledge and agree that in consideration of the service of Grantor, as Ancillary Trustee, Grantee and Grantee's successors and assigns agree to look solely to NationsBank of North Carolina, N.A., as Trustee for the NCNB Real Estate Fund, for the performance of all obligations and responsibilities of Grantor hereunder. Further, Grantee and Grantee's successors and assigns agree that NationsBank of North Carolina, N.A., is not liable hereunder personally or individually but solely in its capacity as Trustee for the NCNB Real Estate Fund, and it is understood and agreed that all representations, covenants, understandings and agreements herein made on behalf of NationsBank of North Carolina, N.A. are made and intended not as personal representations, covenants, understandings of agreements, but are made and intended for the purpose of binding only the assets of the trust over which NationsBank of North Carolina, N.A., is Trustee in favor of the NCNB Real Estate Fund. Grantee and Grantee's successors and assigns recognize that NationsBank of North Carolina, N.A., is not acting in its own right, but solely in the exercise of powers conferred upon it by the applicable trust agreement.

WITNESS the execution of Grantor this the 5th day of December 1995.

SUNTRUST BANK, NASHVILLE, N.A. (formerly Third National Bank) AS ANCILLARY TRUSTEE FOR NATIONSBANK, N.A., (formerly NCNB National Bank of North Carolina) AS TRUSTEE FOR THE NCNB REAL ESTATE FUND

By: Tom A Boone

Its: SVP + TO

rcmdir\johnson.swd

BOOK 9982 636

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Kim A. Brown, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the AVP+TO of **SUNTRUST BANK, NASHVILLE, N.A. (formerly Third National Bank) AS ANCILLARY TRUSTEE FOR NATIONSBANK, N.A., (formerly NCNB National Bank of North Carolina) AS TRUSTEE FOR THE NCNB REAL ESTATE FUND**, the within named bargainor, and who acknowledged that he/she executed the foregoing instrument for the purposes therein contained by signing the name of **SUNTRUST BANK, NASHVILLE, N.A. (formerly Third National Bank) AS ANCILLARY TRUSTEE FOR NATIONSBANK, N.A., (formerly NCNB National Bank of North Carolina) AS TRUSTEE FOR THE NCNB REAL ESTATE FUND**, by himself/herself as AVP+TO.

WITNESS my hand and official seal on this the 5th day of December, 1995.

Marcia P. Brickell
Notary Public

My Commission Expires: 3/27/99

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of the 2nd Resubdivison of Lot One of Grassmere, Section Seven of record in Book 9700, page 51, Register's Office for Davidson County, Tennessee.

Being a portion of the same property conveyed to Third National Bank as Ancillary Trustee for NCNB National Bank of North Carolina, as Trustee of the NCNB Real Estate Fund by deed of record in Book 6029, page 119, Register's Office for Davidson County, Tennessee.

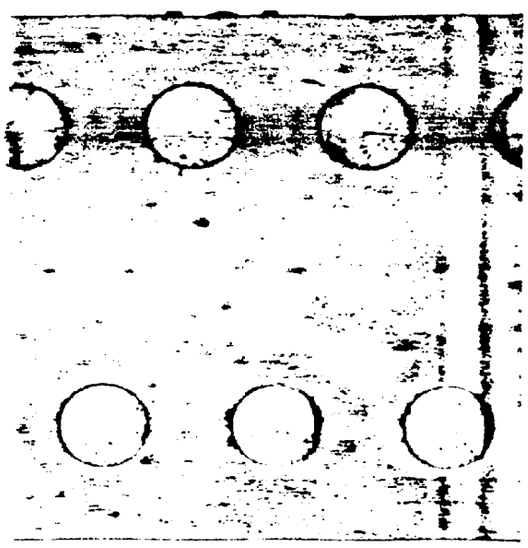
EXHIBIT B

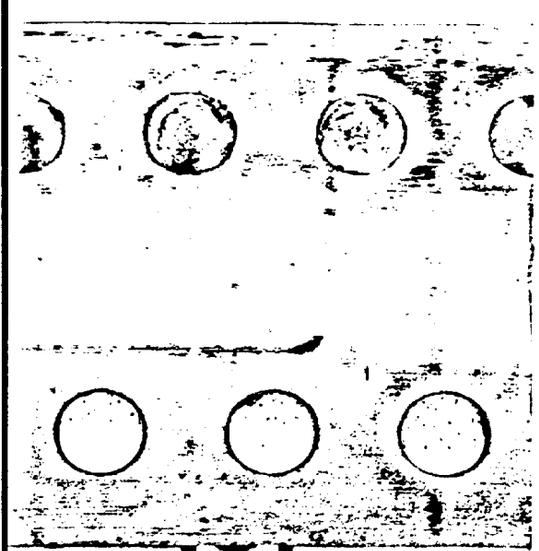
(a) Restrictive covenants for Grassmere, Section Five, of record in Book 7235, page 244, Register's Office for Davidson County, Tennessee.

(b) Storm Water Detention Agreement of record in Book 6691, page 296, Register's Office for Davidson County, Tennessee.

(c) Matters shown on the recorded plat of record in Book 9700, page 51, Register's Office for Davidson County, Tennessee.

612B 12/07 0101 03CHECK 437.62





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

RECEIVED OF _____

FOR _____

BOOK 9982:639

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 112639.45
CON TX 416.62
PRFEE 1.00
MDEED 20.00
TOTAL 437.62
CHECK 437.62

12/07/95 01 12:40 0001 6128

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0130104
IDENTIF. # REFERENCE

95 DEC -7 PM 12:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 984610