Box 33-B

BOOK 9917 PG 856

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR (CBR)
3305 WEST END AVENUE
NASHVILLE, TENNESSEE 37203

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL NOS.:
James A. Crossman and wife, Mary B. Crossman -and- David E. Rawlings and wife, Jennifer N. Rawlings Woodmont Centre, Suite 209 102 Woodmont Boulevard Nashville, TN 37205	Same	Map 104-12 Parcel 59

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of ONE MILLION FIVE HUNDRED THOUSAND AND NO/100 ($1,500,000.00) DOLLARS, the receipt of which is hereby acknowledged, NATCHEZ VILLAGE, LTD., a Tennessee limited partnership ("Grantor") has this day bargained and sold, and does hereby transfer and convey unto JAMES A. CROSSMAN and wife, MARY B. CROSSMAN, as to an undivided one-half (1/2) interest and DAVID E. RAWLINGS and wife, JENNIFER N. RAWLINGS, as to an undivided one-half (1/2) interest ("Grantees"), their heirs, representatives and assigns certain real estate in Davidson County, Tennessee, described in Exhibit "A," which is attached hereto and incorporated herein by reference.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,500,000.00.

James A Crossman
AFFIANT

Subscribed and sworn to before me this 12th day of January, 1996.

NOTARY PUBLIC

My Commission Expires:
1-24-98

This is improved property known as Natchez Village Apartments, 2112 Fairfax Avenue, Nashville, Tennessee 37212.

TO HAVE AND TO HOLD, the said real estate, with the appurtenances, estate, title, and interest thereto belonging to Grantees, their heirs, representatives and assigns, forever.

Grantor further covenants and binds itself and its successors and assigns, to warrant and forever defend the title to said real estate to Grantees, their heirs, representatives and assigns, against the lawful claims of all persons claiming by, through, or under Grantor; provided, however, that this conveyance is subject to the following:

1. 1996 Metropolitan Nashville and Davidson County real property taxes, a lien but not presently due and payable;

2. Rights of tenants, as tenants only, under unrecorded leases;

3. Plat of record in Book 4595, Page 88, Register's Office for Davidson County, Tennessee;

4. Easements, or claims of easements, not shown by the public records;

5. Any discrepancies, conflicts, encroachments, servitudes, shortages in area and boundaries or other facts which a correct survey would show; and

6. Terms and provisions of a Memorandum of Lease from Grantor to WEB Service Company, Inc., as of record in Book 8702, Page 590, said Register's Office.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly authorized managing general partner on this the 12th day of January, 1996.

GRANTOR:

BOOK 9917 PG 857

NATCHEZ VILLAGE, LTD., a
Tennessee limited partnership

BY: Walter L. Timmons
Walter L. Timmons, Jr.,
Managing General Partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

PERSONALLY APPEARED BEFORE ME, Charles B. Robinson, a Notary Public, Walter L. Timmons, Jr., with whom I am personally acquainted, who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is managing general partner of NATCHEZ VILLAGE, LTD., a Tennessee limited partnership, being authorized to execute the foregoing instrument on behalf of the partnership.

WITNESS MY HAND, at office this 12th day of January, 1996.

NOTARY PUBLIC

MY COMMISSION EXPIRES:
1-24-98

960127.16 2101 03CHECK 5563.00

EXHIBIT "A"

LEGAL DESCRIPTION

BEING land in Davidson County, Tennessee, being Lot No. 1, on the Plan of Edward M. Hutton, as shown on plat of record in Plat Book 4595, Page 88, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Natchez Village, Ltd., a Tennessee limited partnership, by deed of record in Book 6066, Page 541, said Register's Office.

THIS LEGAL DESCRIPTION IS THE SAME AS IN PREVIOUS DEED OF RECORD.

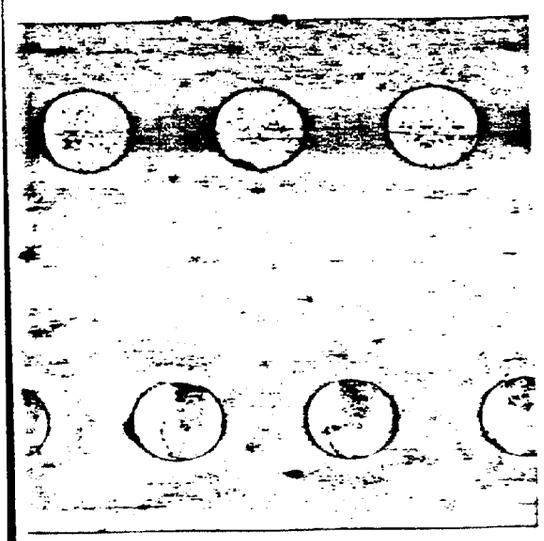
BOOK 9917 PG 858

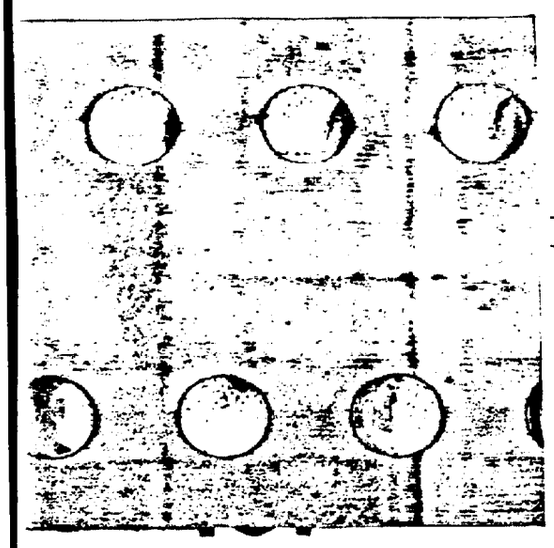
96 JAN 16 AM 10:33

DAVIDSON COUNTY, TN.

IDENTIFICATION REFERENCE

0140875





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

RECEIVED OF _____

FOR _____

BOOK 9917 PG 859

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	1500000.00
CON TX	5550.00
PRFEE	1.00
MDEED	12.00
TOTAL	5563.00
CHECK	5563.00

01/16/96 01 10:36 0001 7800

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0140875
IDENTIF. & REFERENCE

95 JAN 16 AM 10:33
FELIX Z. WILSON, II
DAVIDSON COUNTY, TN.

No. 996110