0204693

IDENTIF. & REFERENCE

50B

This Instrument prepared by:
Stokes & Bartholomew, P.A.
3310 West End Avenue
Suite 410
Nashville, Tennessee 37203

96 JUL 17 PM 3:19

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
	same	Map 147-8
3833 Cleghorn Avenue		Parcel 35 & 203
Suite 401		
Nashville, TN 37215		

SPECIAL WARRANTY DEED

BOOK 10124 PG 467

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Highlands Apartments Associates, a Tennessee limited partnership, existing under the laws of the State of Tennessee and having its principal place of business at 4518 Glencannon Drive Suisun, CA 94585, (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said Dixon Springs Investment Company, a Tennessee corporation, (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

TRACT I:

One tract of land in the 5th Civil District of Davidson County, Tennessee, being a combination of Phase One of Hilltop House Apartment Complex and a 50' access right-of-way from Hilltop Apartment Complex, now known as Hunters Ridge Apartments to Nolensville Road and being more fully described as follows:

Beginning at an iron pin which is north 03 deg. 53' 06" East, a distance of 60.7 feet from a concrete monument in the southwest corner of the herein described tract, said corner being the same southwest corner of a tract of land "Reserved For Future Development" of the recorded plan of Beverly Hieghts, Section One, of record in Book 2331, page 26, said Register's Office, and proceeding as follows:

With the westerly boundary of the "Reserved For Future Development" tract, north 03 deg. 53' 06" East a distance of 357.3 feet to a corner post; thence leaving said "Reserved For Future Development" tract, north 85 deg. 00' 24" West a distance of 436.82 feet to an iron pin; thence north 04 deg. 40' 37" East a distance of 213.07 feet to an iron pin; thence south 87 deg. 11' 40" East a distance of 70.85 feet to a corner post; thence north 0 deg. 38' 21" East a distance of 313.13 feet to an iron pin, the northwest corner of Phase One; thence south 89 deg. 21' 39" East a distance of 415.00 feet to an iron pin; thence north 71 deg. 10' 54" East a distance of

129.87 feet to an iron pin; thence south 22 deg. 13' 00" East a distance of 100.00 feet to an iron pin; thence north 73 deg. 38' 00" East a distance of 170.00 feet to an iron pin; the northeast corner of Phase One and the westerly boundary of Beverly Heights, Section One, of record in Book 2331, page 26, said Register's Office; thence south 03 deg. 02' 15" East a distance of 326.65 feet to a concrete monument; thence South 30 deg. 44' 00" West a distance of 132.64 feet to a concrete monument; thence south 01 deg. 14' 22" East a distance of 507.20 feet to a concrete monument; thence south 86 deg. 40' 01" West a distance of 384.76 feet to a concrete monument in the southwest corner of the herein described tract, said corner being the same southwest corner of the tract of land "Reserved For Future Development" tract on the recorded plan of Beverly Heights, Section One, of record in Book 2331, page 26, said Register's Office; thence south 59 deg. 20' 31" West a distance of 236.35 feet to an iron pin; thence with a 319.13 foot radius curve to the left a distance of 226.88 feet to an iron pin; thence South 18 deg. 36' 31" 33.15 feet to an iron pin; thence with a 25 foot radius curve to the left a distance of 30.78 feet to an iron pin, the northeasterly margin of Nolensville Road, said iron pin being in a northwesterly direction of 433.52 feet, more or less, from the centerline of Haywood Lane; thence with the northeasterly margin of Nolensville Road in a northwesterly direction with a 2679.5 foot radius curve to the left a distance of 70.39 feet to an iron pin; thence leaving the northeasterly margin of Nolensville Road, north 18 deg. 36' 31" East a distance of 34.17 feet to an iron pin; thence with a 369.13 foot radius curve to the right a distance of 262.42 feet to an iron pin; thence North 59 deg. 20' 31" East a distance of 270.77 feet to an iron pin in the westerly boundary of Phase One as described in Call 1, which is the point of beginning and containing 13.621 acres as per survey by Turner Engineering Company, dated April 13, 1971, revised August 17, 1983.

Being the same property conveyed to Highlands Apartments Associates, a Tennessee limited partnership, by deed from Consolidated Capital Properties, of record in Book 8319, page 837, Register's Office for Davidson County, Tennessee.

TRACT II:

Land in Davidson County, Tennessee, being Lot No. 2 on the Final Plat of Resubdivision of Lot 28, Beverly Heights, Section 4, of record in Book 9700, page 131, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description of said lot.

Being the same property conveyed to Highlands Apartments Associates, a Tennessee limited partnership, by deed from Bounthanh Manivong and wife, Chansanith Manivong, recorded in Book 10045, page 360, Register's Office for Davidson County, Tennessee.

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

1. 1996 Property Taxes which are not yet due and payable.

2. The Plan of record in Book 2331, page 26, Register's Office for Davidson County, Tennessee. (as to Tract I).

3. Extension of Lease between The Highlands Apartments formerly Hunters Ridge Apts. and Web Service Company, Inc., of record in Book 8309, page 439, said Register's Office (as to Tract I).

4. Memorandum to Extension of Lease by and between Consolidated Capital Properties d/b/a The Highlands Apartments, and Web Service Company, Inc., of record in Book 9267, page 786, said Register's Office (as to Tract I).

5. Restrictive Covenants contained in an instrument of record in Book 5626, page 220, Register's Office for Davidson County, Tennessee, omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status, or national origin (as to Tract II).

6. All matters shown on the Plan of record in Book 9700, page 131, in said Register's Office (as to Tract II).

This is improved property known as 4646 Nolensville Road, Nashville, Davidson County, Tennessee 37211.

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, and Grantee's successors and assigns forever.

And Grantor covenants with the said Grantee that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor except to the extent otherwise set forth herein.

And Grantor does further covenant and bind itself, and its successors and assigns, to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed this 15th day of July, 1996.

HIGHLANDS APARTMENTS ASSOCIATES
a Tennessee limited partnership

By: Concap CCP/I Properties, Inc.,
a Texas corporation, its sole
general partner

By: _____
Thomas A. Frame

Title: President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared Thomas A. Frame with whom I am personally acquainted and who upon oath acknowledged himself to be the President respectively of Concap CCP/I Properties, Inc., a Texas corporation, the sole general partner of Highlands Apartments Associates, L.P., a Tennessee limited partnership, the within named bargainor, a corporation, and that he as such President being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said Thomas A. Frame, as such President.

Witness my hand and official seal at office at Nashville, Tennessee, on this 15th day of July, 1996.

June E. Atkinson
Notary Public

My Commission Expires: May 28, 2000

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $4,400,000.00.

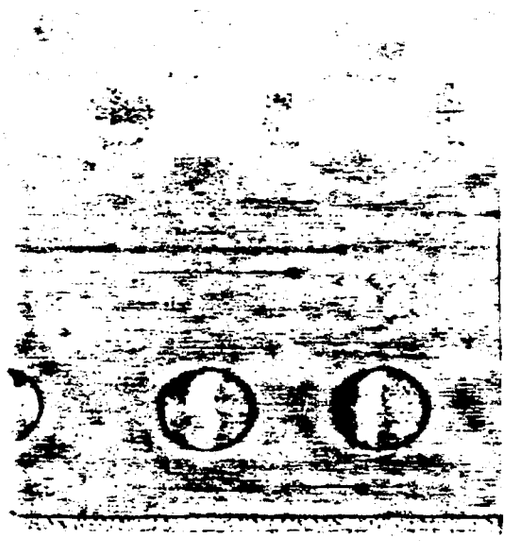
Affiant

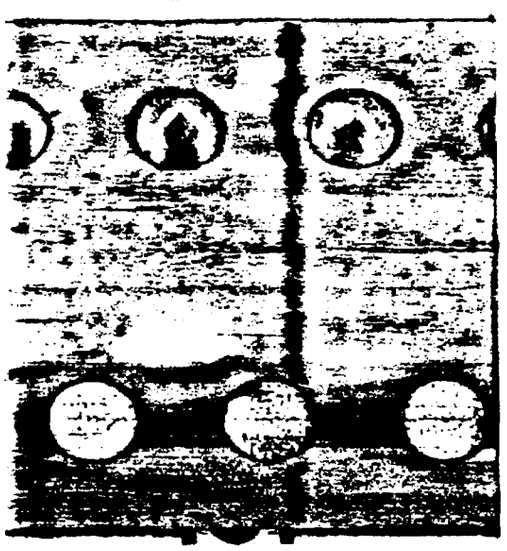
Subscribed and sworn to before me this 15th day of July, 1996.

June E. Atkinson
Notary Public

My Commission Expires: May 28 2000

5439 07/17 0101 03CHECK 16297.00





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

RECEIVED OF _____

FOR _____

BOOK 10124 PG 471

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 4400000.00
				CDN TX 16280.00
				PRFEE 1.00
				WDEED 16.00
				TOTAL 16297.00
				CHECK 16297.00
07/17/96	01			15:22 0001 6439

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0204693
IDENTIF. & REFERENCE

96 JUL 17 PM 3:19
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1064094