Box 37

| ADDRESS NEW OWNER: | MAP PARCEL NUMBER: | SEND TAX BILL TO: |
|---|---|---|
| | | HARBOR MANAGEMENT |
| 3224 Paces Bend Court | 106-00-0 130.00 | 3190 Northeast Expressway |
| Atlanta, GA 30327 | | Suite 300 |
| | | Atlanta, GA 30341 |

**THIS INSTRUMENT PREPARED BY:** Morris, Manning & Martin, Suite 1600 BOOK 10192 PG 612
3344 Peachtree Rd., Atlanta, GA 30326

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**LIMITED WARRANTY DEED**

THIS DEED is made the 13th day of September in the year 1996, by and between PROFESSIONAL INVESTORS, LTD., a Tennessee limited partnership ("Grantor"), and BRITTANY HALL APARTMENTS, L.L.C., a Georgia limited liability company ("Grantee") (the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits).

KNOW ALL MEN BY THESE PRESENTS that in consideration of Ten and No/100 ($10.00) Dollars in hand paid at and before the sealing and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, that Grantor has granted, bargained, sold, aliened, conveyed and confirmed, and by these presents does grant, bargain, sell, and convey unto Grantee to wit:

ALL THAT TRACT OR PARCEL OF LAND (the "Property") lying and being in City of Nashville, County of Davidson Tennessee, and being more particularly described in Exhibit "A" attached hereto and incorporated by this reference herein; TOGETHER with any and all easements, rights-of-way, appurtenances, or rights appertaining or in anywise belonging thereto including, without limitation, any portion of the Property lying within the right-of-way of any publicly dedicated street, roadway or alleyway; and TOGETHER with any and all improvements, structures or fixtures located therein or thereon.

TO HAVE AND TO HOLD THE PROPERTY unto Grantee, its successors and assigns, forever.

The Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that the Grantor has good right to convey the Property, and that the Property is unencumbered except for those matters described on Exhibit "B" attached hereto.

The Grantor, its successors and assigns, shall forever warrant title to the Property, and indemnify and defend the Grantee, its successors and assigns, against all lawful claims against the Property of all parties claiming by, through or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has executed and delivered this Deed as of the date first written above.

**GRANTOR:**

PROFESSIONAL INVESTORS, LTD., a Tennessee limited partnership

By: Brock Short
Brock Short, general partner

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I, the undersigned, a Notary Public in the aforesaid County and State, hereby certify that Brock Short, as general partner of Grantor, a Tennessee limited partnership, is signed to the foregoing Limited Warranty Deed and who is personally known to me or proved to me by satisfactory evidence, acknowledged before me on this day that (s)he is the general partner of the Grantor, and with full authority, executed the same voluntarily for and as the act of said Grantor.

Given under my hand and official seal this the 13th day of September, 1996.

Richard A Warren
Notary Public

My Commission expires: 11/22/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $3,784,000.00.

Brock Short
Affiant

Subscribed and sworn to before me this 13th day of September, 1996.

Richard A Warren
Notary Public

My Commission expires: 12/19/97

**EXHIBIT A**

**PROPERTY DESCRIPTION**

Land in Davidson County, Tennessee, being Lot No. 3, on the Plan of Millwood, Section 1, as of record in Plat Book 4460, page 84, Register's Office, Davidson County, Tennessee, as shown on the Boundary and as Built Survey for Brittany Hall Apartments, dated July 19, 1996, by A&A Engineers, Inc., Nashville, Tennessee, Howard W. Anderson, Surveyor, Tenn. R.L.S. No. 527, and more particularly described as follows:

Commencing at a point at the intersection of the centerline of Mill Creek and the eastern right-of-way of Murfreesboro Road; thence North 49 degrees 00 minutes West 91.85 feet to a point; thence South 41 degrees 00 minutes West 10.00 feet to a point; thence North 49 degrees 00 minutes West 114.00 feet to a point, the beginning of a curve to the right; thence with said curve, having a radius of 25.0 feet, an interior angle of 90 degrees 00 minutes, a distance of 39.27 feet to a point in the southerly right-of-way of Millwood Drive; thence along said right-of-way North 41 degrees 00 minutes East 198.0 feet to a point, the beginning of a curve to the left; thence with said curve, having a radius of 260.00 feet, an interior angle of 57 degrees 00 minutes, a distance of 258.66 feet to a point, the point of beginning; thence North 16 degrees 00 minutes West 177.93 feet to a point; thence North 37 degrees 32 minutes 13 seconds East 986.98 feet to an iron pin; thence North 84 degrees 06 minutes 34 seconds East 435.51 feet to a point in the center of Mill Creek; thence with the center of said Creek, South 30 degrees 38 minutes 11 seconds East 180.00 feet to a point; thence South 6 degrees 18 minutes 17 seconds East 119.26 feet to a point; thence South 4 degrees 25 minutes 58 seconds West 120.35 feet to a point; thence South 35 degrees 27 minutes 32 seconds West 162.45 feet to a point; thence South 52 degrees 39 minutes 45 seconds West 870.54 feet to a point; thence leaving center of Mill Creek North 71 degrees 49 minutes 25 seconds West 239.29 feet to a point; thence South 74 degrees 00 minutes West 70.00 feet to the point of beginning, said tract containing 15.00 acres.

Being the same property conveyed to Professional Investors, Limited, a Tennessee limited partnership by deed from Brittany Hall Apartments, I, Ltd., a Tennessee limited partnership, of record in Book 10182, page 443, Register's Office for Davidson County, Tennessee.

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**EXHIBIT B**

1. Taxes for the year 1996 and subsequent years not yet due and payable.

2. Regulatory Agreement for Multi-Family Housing Projects recorded in Book 4611, page 39, as amended by instrument of record in Book 6135, page 421, Register's Office for Davidson County, Tennessee.

3. All matters as shown on the plan of record in Book 4460, page 84, said Register's Office.

4. Sanitary sewer easement granted to the City of Nashville, of record in Book 3531, page 588, said Register's Office.

5. Rights of tenants in possession, as tenants only, under unrecorded leases.

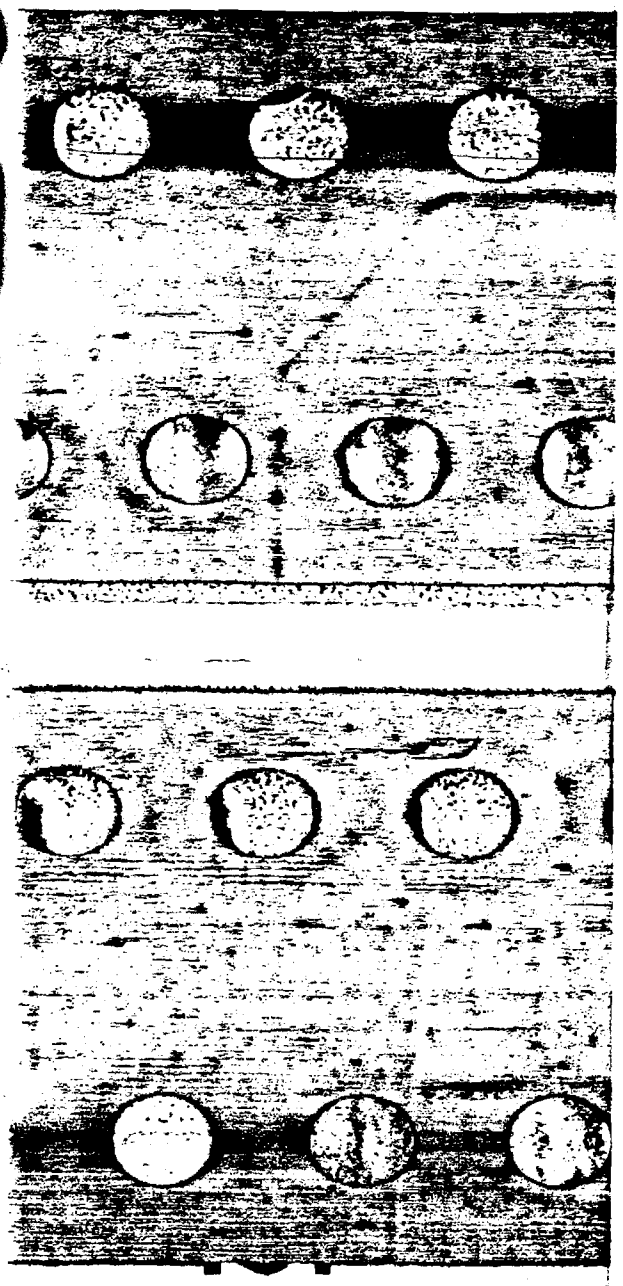
6. All matters as shown on the Boundary and As Built Survey for Britanny Hall Apartments, dated July 19, 1996, by A & A Engineers, Inc., Nashville, Tennessee, Howard W. Anderson, Surveyor, Tenn. R.L.S. No. 527.

0225905
IDENTIF. ↑ REFERENCE

96 SEP 16 PM 4:06

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

7432 09/16/96 0101 CHECK 140.00



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

RECEIVED OF _____

FOR _____

BOOK 10192 PG 616

| | | |
|---|---|---|
| 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 | |
| | | | | 3784000.00 |
| | | | CON TX | 14000.80 |
| | | | PRFEE | 1.00 |
| | | | WDEED | 16.00 |
| | | | TOTAL | 14017.80 |
| | | | CHECK | 14017.80 |
| 09/16/96 | 01 | 16:10 | 0001 | 9182 |

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

IDENTIF. REFERENCE 0225905

96 SEP 16 PM 4:08

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

**No.** 1031623