BOOK 10223 PG 549

BOX 37
LL

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
ML Tennessee Apartments LP 624 Ellis Street Augusta, GA 30901	Map 162, Portion of 117, 118, 120	Same
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Bell Road, L.P., a Tennessee limited partnership (the "Grantor") has bargained and sold, and by these presents transfers and conveys to ML Tennessee Apartments LP (Limited Partnership), a Georgia limited partnership (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

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

1. Real estate taxes for the current year which have been prorated between the parties.

2. All matters shown on the boundary survey of Lots 2A and 2B, Millwood Commons, prepared by Walter Davidson & Associates, 5127 Marc Court, Nashville, Tennessee 37211, Walter Davidson licensed surveyor, license no. 1467.

3. PUD Boundary Plat of Millwood Commons recorded at Book 9700, page 257, Register's Office for Davidson County, Tennessee.

4. Permanent Easements for Drainage and Slopes contained in deed of record in Book 7838, page 934, Register's Office for Davidson County, Tennessee.

5. Subject to rights of ingress and egress to cemetery located within bounds of premises.

6. Construction and Utility Easement Agreement between Kenneth D. Warren and wife, Kristi L. Warren, ML Tennessee Apartments LP and Bell Road, L.P., to be recorded simultaneously herewith in the Register's Office for Davidson County, Tennessee.

96 OCT 11 PM 2:48
FELIX Z. [illegible]
DAVIDSON COUNTY, TN
REGISTER

0235335
IDENTIFICATION REFERENCE

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,474,000.00.

M. H. Cammack
Affiant

Subscribed and sworn to before me this 8th day of October, 1996.

Melba Kepley
Notary Public
My Commission Expires: 9-27-97

0351976.01
006002-001 10/09/96

7. Access Easement and Construction and Utility Easement Agreement between Bell Road, L.P. and ML Tennessee Apartments LP to be recorded simultaneously herewith in the Register's Office for Davidson County, Tennessee.

This is unimproved property, known as Lot 2B, as shown on the Boundary Survey Lots 2A and 2B, Millwood Commons, prepared by Walter Davidson and Associates, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 8th day of October, 1996.

BELL ROAD, L.P., a Tennessee limited partnership

By: Bell Road Associates, Inc., a Tennessee corporation

By: William H. Cammack

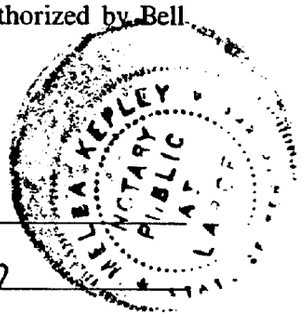
Title: VICE PRESIDENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Melba Kepley, Notary Public, William H. Cammack, with whom I am personally acquainted and who acknowleged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is Vice President of Bell Road Associates, Inc., a Tennessee corporation, and that said corporation is general partner of Bell Road, L.P., a Tennessee limited partnership and is authorized by said corporation, said corporation being authorized by Bell Road, L. P. to execute this instrument on behalf of Bell Road, L.P.

WITNESS my hand, at office, this 8th day of October, 1996.

Melba Kepley
Notary Public
My Commission Expires: 9-27-97



0351976.01
006002-001 10/09/96

EXHIBIT A

A certain parcel of real property on the south side of Bell Road in the 31st Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee being more particularly described in a survey by Walter Davidson and Associates on May 9 , 1996 entitled *Boundary Survey Lots 2A & 2B, Millwood Commons* and as follows:

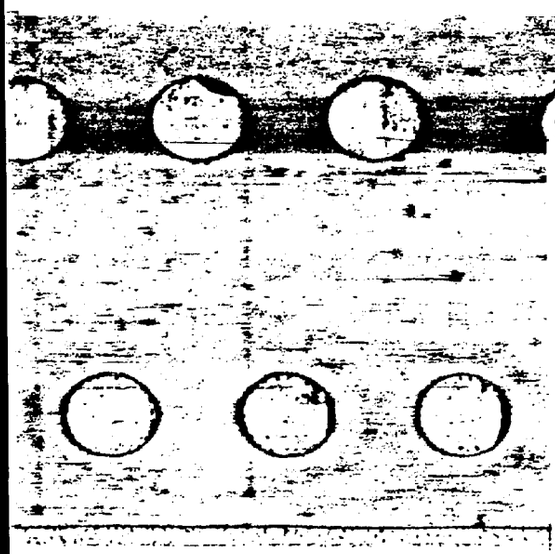
Commencing at the intersection of the centerlines of Bell Road and Blue Hole Road; thence North 80 degrees 32 minutes 46 seconds West a distance of 2360 feet more or less to a point in the Southern right of way of Bell Road, said point being the true point of beginning; thence leaving said right of way South Beginning at a point; thence South 02 Degrees 10 Minutes 05 Seconds West a distance of 583.78 feet to a point thence South 87 Degrees 09 Minutes 33 Seconds East a distance of 664.27 feet to a point; thence North 12 Degrees 43 Minutes 44 Seconds East a distance of 204.48 feet to a point; thence South 85 Degrees 43 Minutes 21 Seconds East a distance of 399.57 feet to a point; thence South 65 Degrees 19 Minutes 11 Seconds East a distance of 1131.63 feet to a point on the western right of way of Blue Hole Road; thence, with said right of way; around a curve to the right through a central angle of 17 Degrees 35 Minutes 40 Seconds an arc distance of 287.12 feet a chord bearing of South 34 Degrees 19 Minutes 15 Seconds West a distance of 285.99 feet to a point; thence South 43 Degrees 07 Minutes 05 Seconds West a distance of 363.25 feet to a point; around a curve to the left through a central angle of 05 Degrees 50 Minutes 39 Seconds an arc distance of 99.45 feet a chord bearing of South 40 Degrees 11 Minutes 46 Seconds West a distance of 99.41 feet to a point; thence South 37 Degrees 16 Minutes 26 Seconds West a distance of 311.37 feet to a point; thence, leaving said right of way, with the common line with William B. Owen as of record in Book 8996 Page 252 R.O.D.C.T., North 85 Degrees 16 Minutes 45 Seconds West a distance of 601.84 feet to a point, thence South 05 Degrees 45 Minutes 31 Seconds West a distance of 289.53 feet to a point, thence, leaving said right of way with the common line with William B. Owen as of record in Book 8996 Page 252 R.O.D.C.T., South 05 Degrees 45 Minutes 31 Seconds West a distance of 30.50 feet to a point; thence North 68 Degrees 08 Minutes 20 Seconds West a distance of 252.73 feet to a point; thence North 79 Degrees 33 Minutes 55 Seconds West a distance of 924.19 feet to a point in the common line with Edward R. Fann et ux as of record in Book 6161 Page 731 R.O.D.C.T.; thence, with said common line, North 07 Degrees 26 Minutes 16 Seconds East a distance of 182.33 feet to a point; thence, leaving said common line, North 07 Degrees 26 Minutes 16 Seconds East a distance of 750.74 feet to a point; thence North 83 Degrees 25 Minutes 11 Seconds West a distance of 697.50 feet to a point; thence North 01 Degrees 32 Minutes 46 Seconds West a distance of 237.32 feet to a point; thence North 01 Degrees 32 Minutes 46 Seconds West a distance of 9.53 feet to a point, in the southern right of way of Bell Road; thence, with said right of way, North 55 Degrees 34 Minutes 38 Seconds East a distance of 394.88 feet to a point; thence North 56 Degrees 52 Minutes 52 Seconds East a distance of 222.07 feet to a point; around a curve to the right through a central angle of 15 Degrees 22 Minutes 22 Seconds an arc distance of 427.15 feet a chord bearing of North 67 Degrees 11 Minutes 34 Seconds East a distance of 425.87 feet to the point of beginning containing 3031839 square feet or 69.602 acres more or less.

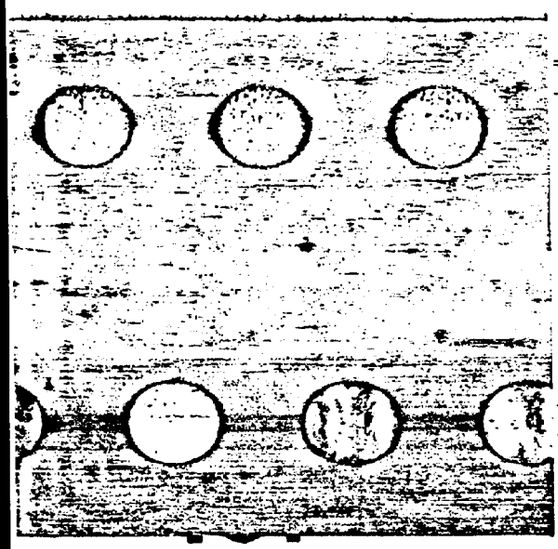
Contained within the above described area but specifically excluded from the above is the "Old Whittemore Burying Grounds" as of record in Book 267, page 323 R.O.D.C.T. described as follows: beginning at the above described point of beginning; thence South 24 degrees 35 minutes 02 seconds West a distance of 645.35 feet to the Northeastern corner of the burying grounds; thence South 07 degrees 46 minutes 13 seconds West a distance of 55.00 feet to a point; thence North 82 degrees 13 minutes 47 seconds West a distance of 55.00 feet to a point; thence North 07 degrees 46 minutes 13 seconds East a distance of 55.00 feet to a point; thence South 82 degrees 13 minutes 47 seconds East a distance of 55.00 feet to the point of beginning containing 3025.00 square feet or 0.069 acres more or less.

The total net area of this parcel is 3028814 square feet or 69.533 acres more or less.

Being part of the property conveyed to Bell Road, L.P. as of record in Book 9522 Page 946 R.O.D.C.T.

9204 10/11 0101 03CHECK 9166-2





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10223 PG 552

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
2474000.00
CDN TX 9153.80
PRFEE 1.00
WDEED 12.00
TOTAL 9166.80
CHECK 9166.80

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/11/96 01 14:54 0001 9204

0235335
IDENTIF. # REFERENCE

96 OCT 11 PM 2:48
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

№ 1076252

No. [redacted]