This Instrument Was Prepared By:
William E. Long, Jr., Esq.
Trabue, Sturdivant & DeWitt
25th Floor, Nashville City Center
511 Union Street
Nashville, Tennessee 37219

BOOK 10289 PG 88

Address New Owner(s):
1994-N2 Tennessee Associates L.P., 700 North Pearl Street, Suite 2400, Lock Box 342 Dallas, TX 75201-7424

Send Tax Bills to:
AMRESCO Management, Inc., 700 North Pearl Street, Suite 2400, Lock Box 342, Dallas, TX 75201-7424
(214) 953-7700
Attn:Property Tax Dept.

Map/Parcel Nos.: See Attached Schedule 1

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 considerations, the receipt of which is hereby acknowledged, and pursuant to an Order confirming Plan entered November 26, 1996 in the bankruptcy case styled ***In Re: Richard Neal Dooley*** in the U.S. Bankruptcy Court for the Middle District of Tennessee, Docket No. 396-00257, **Richard N. Dooley** (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to **1994-N2 Tennessee Associates L.P.**, a Delaware limited partnership(the "Grantee"), its successors and assigns, land in Davidson County, Tennessee, more particularly described in Exhibit A attached hereto.

The real property conveyed hereby is improved property known as Units Nos. 1, 3, 7, 8, 10, 11, 12, 14, 16, 17, 18, 20, 21, 22, 26, 27, 28, 29, 31, 32, 33, 34, 35, 37, 39, 41, 42, 43, 45, 46, 47, 48, 49, 50, 52, and 53, Magnolia Square Condominiums, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it. Grantor further covenants and bind himself, his successors, and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under him but no further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Jamie Klee Dooley, wife of Richard N. Dooley, hereby joins in the execution of this instrument to convey any marital interest she may have in the Property by virtue of her marriage to Richard N. Dooley.

IN WITNESS WHEREOF, Grantor has executed this instrument effective this 12th day of December, 1996.

Richard Dooley

RICHARD N. DOOLEY

JAMIE KLEE DOOLEY

STATE OF Tennessee)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **Richard N. Dooley,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and that he executed the foregoing instrument (Special Warranty Deed) for the purposes therein contained.

Witness my hand and seal, at office in Davidson County, Tennessee, this 12th day of December, 1996.

Meredith M. Lechner
Notary Public

My Commission Expires: 11/22/97

STATE OF Tennessee)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **Jamie Klee Dooley,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and that she executed the foregoing instrument (Special Warranty Deed) for the purposes therein contained.

Witness my hand and seal, at office in Davidson County, Tennessee, this 12th day of December, 1996.

Meredith M. Lechner
Notary Public

My Commission Expires: 11/22/97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,200,000.

Affiant

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

Notary Public

My Commission Expires: 11/22/97

PURSUANT TO 11 U.S.C. SECTION 1146(c), THIS CONVEYANCE IS EXEMPT FROM RECORDING TAX AS THIS DEED IS AN INSTRUMENT OF TRANSFER UNDER A PLAN CONFIRMED UNDER 11 U.S.C. §1129.

SCHEDULE 1
MAP AND PARCEL NOS.

UNIT #	MAP AND PARCEL NOS.
1	095-03-A-001.00 CO
3	095-03-A-003.00 CO
4	095-03-A-004.00 CO
7	095-03-A-007.00 CO
8	095-03-A-008.00 CO
10	095-03-A-010.00 CO
11	095-03-A-011.00 CO
12	095-03-A-012.00 CO
14	095-03-A-014.00 CO
16	095-03-A-016.00 CO
17	095-03-A-017.00 CO
18	095-03-A-018.00 CO
20	095-03-A-020.00 CO
21	095-03-A-021.00 CO
22	095-03-A-022.00 CO
26	095-03-A-026.00 CO
27	095-03-A-027.00 CO
28	095-03-A-028.00 CO
29	095-03-A-029.00 CO
31	095-03-A-031.00 CO
32	095-03-A-032.00 CO
33	095-03-A-033.00 CO
34	095-03-A-034.00 CO
35	095-03-A-035.00 CO
37	095-03-A-037.00 CO
39	095-03-A-039.00 CO
41	095-03-A-041.00 CO
42	095-03-A-042.00 CO
43	095-03-A-043.00 CO
45	095-03-A-045.00 CO
46	095-03-A-046.00 CO
47	095-03-A-047.00 CO
48	095-03-A-048.00 CO
49	095-03-A-049.00 CO
50	095-03-A-050.00 CO
52	095-03-A-052.00 CO
53	095-03-A-053.00 CO

0255367
IDENTIFICATION REFERENCE
96 DEC 12 PM 3:57
REGISTER
DAVIDSON COUNTY, TN.
PICK-UP
955 12/12 0101 03CHECK 20.00
84312

EXHIBIT "A"

Legal Description

LAND in Davidson County, Tennessee, being Units Nos. 1, 3, 4, 7, 8, 10, 11, 12, 14, 16, 17, 18, 20, 21, 22, 26, 27, 28, 29, 31, 32, 33, 34, 35, 37, 39, 41, 42, 43, 45, 46, 47, 48, 49, 50, 52, and 53, on the plan of Magnolia Square Condominiums, according to the Master Deed of record in Book 6685, page 253, in the Register's Office of Davidson County, Tennessee, and as shown on the Plan of Magnolia Square Condominiums appended as Exhibit "B" to the Master Deed of record in Book 6685, page 275, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more particular description.

TOGETHER with all right, title and interest of the Grantors in and to the following property, it being intended that this conveyance include any interest of the Grantors in the following described property that is not already included in the foregoing listing of Units.

LAND in Davidson County, Tennessee being shown as a part of an unnumbered tract on the Plan of R.D. Stanford's Subdivision of the Lannom Property, as of record in Book 547, page 186, Register's Office for Davidson County, Tennessee, and being shown as a part of an unnumbered tract marked "Stanford" on the Map showing a proposed road through the Lannom Property, as of record in Book 974, page 20, Register's Office for Davidson County, Tennessee, and also being shown as a part of an unnumbered tract marked "Joe Frank" on the Map of Bainbridge & Setterfield's Subdivision of record in Book 421, page 132, Register's Office for Davidson County, Tennessee, and being known as a part of the Old Nichol Farm, and more particularly known as a part of the Home Place of R.D. Stanford and wife, both of whom are now deceased, known as "Bellair" and being described according to a boundary survey prepared by Hickerson & Hickerson, Engineers, dated February 4, 1964, as follows:

BEGINNING at a point in the northerly margin of Lebanon Road, said point being designated as a stake and fence post located 895 feet West of the westerly margin of Fairway Drive, and continuing thence along the northerly margin of Lebanon Road, South 78 degrees, 24' West 350 feet to an iron pin and highway monument; thence North 11 degrees 34' West 649.2 feet to a concrete monument; thence North 76 degrees, 50' East 350 feet to a stake and fence post; thence South 11 degrees 34' East 658.8 feet to the point of beginning.

INCLUDED IN THE ABOVE METES AND BOUNDS DESCRIPTION, BUT SPECIFICALLY EXCLUDED FROM THIS CONVEYANCE, ARE THE FOLLOWING UNITS:

UNITS 2, 5, 6, 9, 13, 15, 19, 23, 24, 25, 36, 38, 40, 44, 51 AND UNITS 54 through 71, as described in the Master Deed of Magnolia Square Condominium, of record in Book 6685, page 253, Register's Office for Davidson County, Tennessee, and as shown on the Plan of Magnolia Square Condominium, appended as Exhibit "B" to the Master Deed as of record in Book 6685, page 275, Register's Office for Davidson County, Tennessee.

BEING a portion of the same property conveyed to Richard N. Dooley by deed of record in Book 8145, page 114, Register's Office for Davidson County, Tennessee.