BOOK 10301 PG 488

RCW 35

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

Address New Owner(s):	**Send Tax Bills to:**	**Map:** 90-12
1994-N2 Tennessee Associates L.P., 700 North Pearl Street, Suite 2400, Lock Box 342 Dallas, TX 75201-7424	AMRESCO Management, Inc., 700 North Pearl Street, Suite 2400, Lock Box 342, Dallas, TX 75201-7424 (214) 953-7700 Attn: Property Tax Dept.	**Parcel:** **Field Book:** 268

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 of Reorganization entered December 11, 1996 in a bankruptcy case styled ***In re: Croley Associates, Ltd.***, in the United States Bankruptcy Court for the Middle District of Tennessee, Docket No. 395-05328, **Croley Associates, Ltd.**, a Tennessee limited partnership (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 the Croley Court Apartments, located at 120 Croley Court, Nashville, Tennessee 37209.

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 binds itself, its 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 it 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.

IN WITNESS WHEREOF, Grantor has executed this instrument effective this 23rd day of December, 1996.

Croley Associates, Ltd., a Tennessee limited partnership

By: L. H. Hardaway
L.H. Hardaway, Jr.
General Partner

By: Main Street Properties, Inc.
General Partner

By: L. H. Hardaway
L.H. Hardaway, Jr. President

STATE OF Tennessee)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **L.H. Hardaway, Jr.,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon his oath, acknowledged himself to be the general partner of **Croley Associates, Ltd.,** the within named bargainor, a Tennessee limited partnership, and that he, as such general partner, being authorized so to do, executed the foregoing instrument (Special Warranty Deed) for the purposes therein contained, by signing the name of the limited partnership by himself as general partner.

Witness my hand and seal, at office in Davidson County, Tennessee, this 23rd day of December, 1996.

Dorothy Blevins
Notary Public

My Commission Expires: May 12, 2000

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **L.H. Hardaway, Jr.,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon his oath, acknowledged himself to be President of **Main Street Properties, Inc.,** a corporation, the general partner of **Croley Associates, Ltd.,** a Tennessee limited partnership, the within named bargainor, and that he, as such President of the general partner of such limited partnership, being authorized so to do, executed the foregoing instrument (Special Warranty Deed) for the purposes therein contained, by signing the name of such limited partnership by himself as such President of the general partner.

Witness my hand, at office, this 23rd day of December, 1996.

Dorothy Blevins
Notary Public

My Commission Expires: May 12, 2000

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,050,000.00.

Affiant

Subscribed and sworn to before me this 26th day of December, 1996.

Kristin M. Hanson
Notary Public

My Commission Expires: 7/25/98

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.

LAND lying in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, being a portion of Lots Nos. 2 and 3, of the Map of Subdivision of Lot No. 21 of the B. F. Cockrill Farm, as of record in Plat Book 332, page 58, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at an iron pin located in the easterly right-of-way margin of Croley Drive said iron pin being the northwesterly property corner of the F. T. Stanfield property, and the southwest property corner of the herein described tract;

THENCE, following the westerly right-of-way margin of Croley Drive North 5° 56' 00" East a distance of 132.20 feet to an iron pin;

THENCE, leaving said road margin and following the J. N. Spence southerly and easterly property lines South 84° 04' 00" East a distance of 375.00 feet to an iron pin;

THENCE, North 5° 56' 00" East a distance of 175.00 feet to an iron pin;

THENCE, leaving the J. N. Spence boundary and following the P. A. Debusk southerly boundary line South 84° 04' 00" East a distance of 300.00 feet to an iron pin;

THENCE, following the westerly boundary of Charlotte Park South 5° 56' 00" West a distance of 307.20 feet to an iron pin;

THENCE, leaving said park boundary and following the northerly boundary of the F. T. Stanfield property North 84° 04' 00" West a distance of 675.00 feet to the point of beginning.

TRACT contains 141,105.0 square feet or 3.25 acres, more or less.

BEING the same property conveyed to Croley Associates, Ltd., by Deed of Record in Book 6751, page 86, Register's Office for Davidson County, Tennessee.

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT A

1. Taxes for 1997, a lien not yet due and payable.

2. Taxes for 1996, which have been assumed by the Grantee.

3. All matters appearing on the Plat of record in Plat Book 332, page 58, Register's Office for Davidson County, Tennessee.

4. Regulatory Agreement of record in Book 6751, page 91, Register's Office for Davidson County, Tennessee.

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IDENTIF. & REFERENCE

96 DEC 26 PM 4:23

DAVIDSON COUNTY, TN.

PICK-UP

87855

EXHIBIT B

9355 12/26 0101 03CHECK 20.00