THIS INSTRUMENT PREPARED BY:

Steven L. West
WHITE & REASOR
3305 West End Avenue
Nashville, TN 37203

BOOK 10396 PG 252

Address New Owner:	Send Tax Bills To:	Map-Parcel No.:
FPA, LLC 4301 Hillsboro Road Suite 225 Nashville, TN 37211	Same	Map 52-1 Parcel 134

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, and other good and valuable consideration, receipt of all of which is hereby acknowledged, Forest Investment Group, L.P., a Tennessee limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto FPA, LLC, a Tennessee limited liability company ("Grantee"), certain real property in Davidson County, Tennessee, described on Exhibit "A" attached hereto.

This is improved property known as The Forest Park Apartments, 400 Forest Park Road, Madison, Davidson County, Tennessee 37115.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

Grantor covenants and binds itself and its successors to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor (other than claims arising out of the matters set forth on Exhibit "B"), but not further or otherwise.

IN WITNESS WHEREOF, Grantor executed this instrument as of the 25th day of March, 1997.

"GRANTOR"

FOREST INVESTMENT GROUP, L.P., a Tennessee limited partnership

By: GP Associates, Inc., a Tennessee corporation, General Partner

By: Randy E. Crowe

Title: Sec.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 2,200,000.

Affiant

SUBSCRIBED AND SWORN to before me, this 27th day of March, 1997.

3/21/98
My Commission Expires

Notary Public

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, STEVEN L. WEST, a Notary Public in and for the County and State aforesaid, personally appeared Randy E. Chance, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be Secretary of GP ASSOCIATES, INC., a Tennessee corporation, and that he as such Secretary, being authorized so to do, executed the foregoing instrument by signing the name of the corporation by himself as Secretary, in its capacity as General Partner for FOREST INVESTMENT GROUP, L.P., the bargainor, a Tennessee limited partnership, and that the corporation, as such General Partner, being authorized so to do by the partnership, executed the same for the purposes therein contained, by signing the name of the partnership by itself as General Partner.

Witness my hand, at office, this 25th day of March, 1997.

Notary Public

My commission expires:
3/21/98

97 MAR 31 PM 1:30
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE
0288503

EXHIBIT "A"

LEGAL DESCRIPTION

BEING parcel of land in the First Civil District of Nashville, Davidson County, Tennessee located on the west margin of Forest Park Road north of Neelys Bend Road and being more particularly described as follows:

BEGINNING at an iron pin in the westerly margin of Forest Park Road, said pin being the most northeasterly corner of subject tract; and being N 04 degrees 19' 42" E, 121.99 feet along said margin from a concrete monument at the northeast corner of Revised Burge Subdivision of record in Plat Book 6050, page 446, R.O.D.C.

Thence, with said margin, S 04 degrees 19' 42" W, 121.99 feet to a concrete monument;

Thence, leaving said margin, with the northerly line of Lot No. 2 of Revised Burge Subdivision of record in Plat Book 6050, page 446, R.O.D.C., N 87 degrees 29' 51" W, 175.12 feet to an iron pin;

Thence, with the west line of Lots 1 and 2 of said subdivision, S 04 degrees 58' 38" W, 133.79 feet to a point;

Thence, N 87' 26" 14" W, 7.06 feet to a point;

Thence, with the west line of Robert P. Hoover, et ux,, of record in Deed Book 4594, page 750, R.O.D.C.;
S 02 degrees 11' 23" E. 81.84 feet to a point in the north line of Joseph B. Waggoner of record in Deed Book 9249, page 531, R.O.D.C.;

Thence, with said Waggoner and The Salvation Army of record in Deed Book 8232, page 2, R.O.D.C., N 87 degrees 25' 40" W, 139.87 feet to an iron pin;

Thence, continuing with The Salvation Army, N 88 degrees 08' 04" W, 391.11 feet to an iron pin in the easterly line of Crittenden Estates Subdivision of record in Plat Book 974, page 69, R.O.D.C.;

Thence, with said Crittenden Estates, N 04 degrees 00'00" E, 671.59 feet to an iron pin;

Thence, with the south line of Forest Park Subdivision of record in Plat Book 843, page 44, R.O.D.C., S 87 degrees 31' 00" E, 344.00 feet to a point;

Thence, with the west line of Olmedo Kieswetter, et ux, of record in Deed Book 4953, page 228, R.O.D.C., Willey Cantrell of record in Deed Book 3317, page 367, R.O.D.C., and Bobby J. Beene, Jr. of record in Deed Book 8892, page 623, R.O.D.C., S 04 degrees 18' 53" W, 330.00 feet to a point;

Thence, with the southerly line of said Beene, S 87 degrees 26' 58" E, 365.00 feet to the point of beginning, containing 314,074 square feet or 7.21 acres, more or less.

BEING the same property conveyed to Grantor by deed of record in Book 8485, page 559, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

BOOK 10393 PG 255

PERMITTED EXCEPTIONS

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

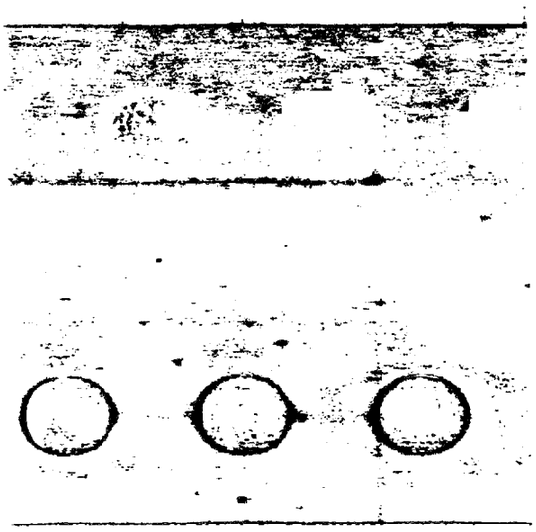
2. Sanitary sewer and/or storm drainage easement of record in Book 8777, page 455, and Book 4178, page 544, Register's Office for Davidson County, Tennessee, as shown on survey.

3. Right of Way Easement of record in Book 6024, page 765, in said Register's Office, as shown on survey.

4. The following matters shown on survey dated February 3, 1997, last revised March 17, 1997, by William C. Cockrill, Registered Land Surveyor No. 1401, of Crawford Land Surveyors, P.C., Job No. C/TM841/PRO/97008/ALT (B) (the "Survey"); minimum building setback lines, fences generally along perimeter of property including chain link fence outside property line on northeasterly portion of premises, power line encroachment on northeasterly corner at Forest Park Road and at corner west of Forest Park Road, and power lines and CATV lines serving buildings on the premises, and sewer line in southwesterly corner extending beyond easement area.

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

97025613 RECORDED 7370 T5/60 0462



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

RECEIVED OF _____

FOR _____

BOOK 10396 PG 256

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

CAPT
22000.00
CO TX 8140.00
PRFEE 1.00
TDEED 16.00
TOTAL 8157.00
CHECK 8157.00

03/31/97 01 13:27 0001 2990

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0288503
IDENTIF. ↑ REFERENCE

97 MAR 31 PM 1:30
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1133268