BOOK 10584 PG 444

THIS INSTRUMENT PREPARED BY:
John M. Baird
WHITE & REASOR
3305 West End Avenue
Nashville, Tennessee 37203

RETURN DOCUMENT TO:
Chicago Title Insurance Company
File Box Number 35 (JBP)

| Address New Owner: | Send Tax Bills To: | Map-Parcel No.: |
|---|---|---|
| Atlantic-Tennessee Limited Partnership<br>Six Piedmont Center<br>Suite 600<br>Atlanta, Georgia 30305 | New Owner | Map 119-0<br>Parcel 1 |

**SPECIAL WARRANTY DEED**

FOR AND IN CONSIDERATION OF the sum of TEN and NO/100 DOLLARS ($10.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, SHADOWBLUFF, L.P., a Tennessee limited partnership, hereinafter called "Grantor", has this day bargained and sold, and does hereby transfer and convey unto ATLANTIC-TENNESSEE LIMITED PARTNERSHIP, a Delaware limited partnership, hereinafter called "Grantee", its successors and assigns, certain real estate in Davidson County, Tennessee, described as follows:

See Attached Exhibit "A"

This is improved property known as Shadowbluff Apartments, 221 Plus Park Boulevard, Nashville, Davidson County, Tennessee 37217.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its successors and assigns, forever.

Grantor further covenants that it is seized and possessed of said real estate and has the right to convey it, and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise; provided, however, that this conveyance is subject to the following:

1. Taxes for 1997, which have been prorated and assumed by Grantee;

2. Multifamily Deed of Trust, Assignment of Rents and Security Agreement executed by Shadowbluff, L.P., a Tennessee limited partnership, to Mid-South Title Insurance Company, Trustee, dated November 6, 1995, and recorded in Book 9854, page 102, Register's Office of Davidson County, Tennessee, in favor of SouthTrust Bank of Alabama, National Association, which states that it secures a debt in the principal sum of $5,600,000.00, payable as therein specified, together with any terms, conditions, restrictions or limitations recited therein. The present amount due should be determined by contacting the owner of the debt;

Said Deed of Trust was assigned to NationsBanc Mortgage Capital Corporation, a Texas corporation, by Assignment of record in Book 9926, page 627, in said Register's Office;

Said Deed of Trust was further assigned to The Chase Manhattan Bank, N.A., by Assignment of record in Book 10230, page 594, in said Register's Office;

3. UCC-1 Financing Statement naming Shadowbluff, L.P., as Debtor, and SouthTrust Bank of Alabama, National Association, as Secured Party, in the amount of $5,600,000.00 of record in Book 9854, page 124, Register's Office for Davidson County, Tennessee;

Said financing statement was assigned to NationsBank Mortgage Capital Corporation, by Assignment of record in Book 9926, page 631, in said Register's Office;

Said financing statement was further assigned to The Chase Manhattan Bank, N.A., by Assignment of record in Book 10230, page 628, in said Register's Office;

4. Easements, Covenants and Restrictions as set forth in instrument recorded in Book 6668, page 755, in said Register's Office;

5. Private Driveway Easement as set forth in instrument recorded in Book 6178, page 843, in said Register's Office;

6. Rights of tenants in possession as tenants only under unrecorded leases;

7. Easement and Right of Entry Agreement of record in Book 9523, page 507, in said Register's Office; and

8. Easement Agreement of record in Book 10286, page 151, in said Register's Office, as amended by Amendment to Easement Agreement of record in Book 10537, page 242, Register's Office for Davidson County, Tennessee.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this the 22nd day of August, 1997.

"GRANTOR"

SHADOWBLUFF, L.P., a Tennessee limited partnership

By: SHADOWBLUFF G.P., INC., a Tennessee corporation, its sole General Partner

By: _____
Bert T. Lyles, President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, John M. Bard, a Notary Public in and for the County and State aforesaid, personally appeared Bert T. Lyles, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledged himself to be President of Shadowbluff G.P., Inc., a Tennessee corporation, and that he as such President, being authorized so to do, executed the foregoing instrument by signing the name of the corporation by himself as President, in its capacity as General Partner for Shadowbluff, 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 and seal this the 22nd day of August, 1997.

_____
Notary Public

My commission expires:

5-23-98

STATE OF GEORGIA

COUNTY OF FULTON

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The actual consideration or value, whichever is greater, for this transfer is $8,000,000.00.

AFFIANT J. LINDSAY FREEMAN, SR. VICE PRESIDENT, OF SGA TENNESSEE (3) INCORPORATED, AS GENERAL PARTNER OF ATLANTIC-TENNESSEE LIMITED PARTNERSHIP

SUBSCRIBED and sworn to before me, this 19th day of August, 1997.

Notary Public

My Commission Expires:

CANDICE WAINWRIGHT NOTARY PUBLIC COBB COUNTY EXPIRES GEORGIA FEB. 28, 2000

## EXHIBIT A

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A tract of land in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, being the unrecorded tract of The Plus Park and being more fully described as follows:

Beginning at an iron rod set in the southeasterly corner of Lot 3 on the Resubdivision of Lot 16, Section 12, The Plus Park, of record in Book 5200, Page 482, Register's Office of Davidson County, Tennessee; said pin also being on the westerly right-of-way of Plus Park Boulevard at the existing end of said Boulevard; thence,

1. Crossing the existing southerly end of Plus Park Boulevard, S 89° 30' 32" E, 60.00 feet to an iron rod set in the easterly right-of-way of Plus Park Boulevard; thence,
2. With the easterly right-of-way of Plus Park Boulevard in a northerly and westerly direction, with a 454.59-foot radius curve to the left a distance of 62.72 feet to an iron rod set in the southwesterly corner of Lot 13, Resubdivision of Lots 12 and 13 of the Resubdivision of The Plus Park - Section 15 of record in Book 5190, Page 355, R.O.D.C., Tennessee; said curve has a chord bearing and distance of N 3° 27' 52" W, 62.718 feet; thence,
3. With the southerly line of said Lot 13, N 82° 10' 54" E, 107.57 feet to an existing iron rod in the northwesterly corner of Lot 2, Resubdivision of Lot 2 on the Resubdivision of Lot 84 and Reserved Parcel Hill-N-Dale Section Two of record in Book 5190, Page 746, R.O.D.C., Tennessee; thence,
4. With the westerly lines of said Lot 2, S 7° 57' 12" E, 74.77 feet to an existing iron rod; thence,
5. S 39° 41' 17" W, 39.32 feet to an existing iron rod; thence,
6. S 50° 31' 43" E, 67.79 feet to an existing iron rod; thence,
7. S 33° 15' 33" E, 121.21 feet to an iron rod set in the northwesterly line of Jimmy S. Williams, et ux property of record in Book 7739, Page 815, R.O.D.C., Tennessee; thence,
8. With said northwesterly line, S 51° 20' 58" W, 50.44 feet to an iron rod set in the northeasterly line of Lot 112, Section 5 Glencliff Estates of record in Book 2133, Page 21, R.O.D.C., Tennessee; thence,
9. With said northeasterly line, N 35° 57' 56" W, 15.00 feet to an iron rod set in the northerly corner of said Lot 112; thence,
10. With the northwesterly and westerly lines of Lots 112 through 118 inclusive, S 45° 37' 20" W, 151.31 feet to a point; thence,
11. S 47° 08' 20" W, 439.12 feet to a point; thence,
12. S 38° 11' 12" W, 227.04 feet to a point; thence,
13. S 29° 16' 19" W, 116.07 feet to a point; thence,
14. S 0° 31' 33" W, 151.22 feet to a point; thence,

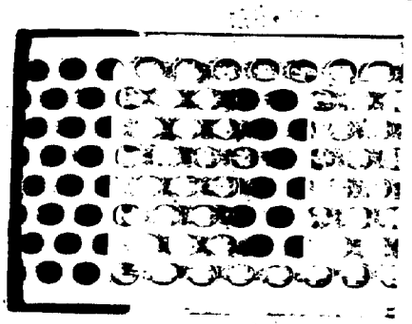
RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

Exhibit A *(continued)*



15. S 2° 51' 43" E, 46.33 feet to an existing iron rod in the southwesterly corner of aforementioned Lot 118; said pin also being the northeasterly corner of Metropolitan Government property of record in Book 5413, Page 974, R.O.D.C., Tennessee; thence,
16. With the northwesterly line of said Metropolitan Government property, S 49° 00' 39" W, 53.17 feet to an existing iron rod in the easterly right-of-way of Interstate Highway 24; thence,
17. With said easterly right-of-way of Interstate Highway 24, N 12° 43' 35" W, 488.78 feet to an existing concrete highway right-of-way monument; thence,
18. N 3° 07' 51" W, 557.21 feet to an existing concrete highway right-of-way monument; thence,
19. N 3° 10' 00" W, 65.86 feet to an existing iron rod in the southwesterly corner of Lot 2, Resubdivision of Lot 16, Section 12, The Plus Park of record in Book 5200, Page 482, R.O.D.C., Tennessee; thence,
20. With the southerly line of said Lot 2 and Lot 3 of same resubdivision, N 89° 07' 04" E, 589.55 feet to the point of beginning

0342070
IDENTIF. & REFERENCE
97 AUG 27 PM 3:16
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.
1704 08/27 0101 03CHECK 29625.00



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

RECEIVED OF _____

FOR _____

BOOK 10584 PG 450

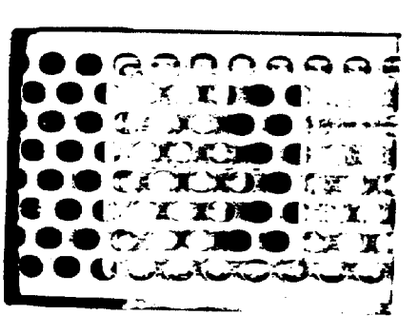
| | | |
|---|---|---|
| CO - CONVEYANCE | CC - CERTIFIED COPY | MISC - MISCELLANEOUS |
| MO - MORTGAGE | REL - RELEASE | CO TX - STATE TAX CONVEY |
| WD - WARRANTY DEED | UCC - UNIFORM COMMERCIAL CODE | MO TX - STATE TAX MORT |
| TD - TRUST DEED | | PRFEE - PROBATE FEE |

| DATE | SYMBOL | VALUATION | TAX AND FEES | TOTAL PAID |
|---|---|---|---|---|

CAMT
8000000.00
CON TX 29600.00
PRFEE 1.00
WDEED 24.00
TOTAL 29625.00
CHECK 29625.00

08/27/97 01 15:18 0001 1704

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**



0342070
IDENTIF. ↑ REFERENCE

97 AUG 27 PM 3:16

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1191216