ADDRESS NEW OWNER: PINE OAKS PROPERTIES, L.L.P.
AND SEND TAX BILLS TO:

BOOK 10654 PG 316

18-B

MAP 173-04-0-A, PARCELS 003.00CO;019.00CO;021.00CO;038.00CO;045.00CO;047.00CO;064.00CO
091.00CO;092.00CO;100.00CO;109.00CO;110.00CO;111.00CO;112.00CO;113.00CO;114.00CO;
When Recorded Return to: 117.00CO;123.00CO;124.00CO;128.00CO;135.00CO;136.00CO;137.00CO;
COMMONWEALTH TITLE 138.00CO;139.00CO;140.00CO;141.00CO;142.00CO;146.00CO;147.00CO;
333 Gallatin Rd. S. 156.00CO;161.00CO;162.00CO;163.00CO;164.00CO;165.00CO;166.00CO;
Madison, TN 37115 180.00CO;181.00CO;182.00CO;184.00CO and 187.00CO.

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 1st day of October, 1997, from SUN NLF LIMITED PARTNERSHIP, a Delaware limited partnership (the "Grantor") whose address is 6001 North 24th Street, Suite A, Phoenix, Arizona 85016 to PINE OAKS PROPERTIES, L. L. P., a Tennessee limited liability partnership (the "Grantee") whose address is 808 Harpeth Trace Place, Nashville, TN 37221.

WITNESSETH:

WHEREAS, Grantor holds legal title to certain real property more particularly described in Exhibit A attached hereto and incorporated (the "Property"); and

WHEREAS, Grantor desires to convey to Grantee in fee simple all of its right, title and interest in and to the Property in consideration of payment by Grantee of the amounts set forth in the Contract for Sale of Real Estate by and between the Grantor and Grantee.

NOW, THEREFORE, for and in consideration of the Purchase Price and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant, sell and convey unto the Grantee all of the Property together with all tenements, hereditaments and appurtenances thereto; subject to all current real property taxes, zoning and other governmental restrictions, and all covenants, conditions, restrictions, easements, rights-of-way and other matters of record.

TO HAVE AND TO HOLD the Property, together with all and singular the rights, appurtenances thereto belonging unto the Grantee, its successors and assigns, forever; and Grantor does hereby bind itself, its successors and assigns, to warrant and forever defend all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof when such claim is made by, through or under Grantor, but not otherwise.

97 OCT 22 AM 10:52

FELIX A. [illegible] REGISTER
DAVIDSON COUNTY, TN.

0361561

[illegible] & REFERENCE

Tenn/1172&1173

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its representatives thereunto duly authorized.

SUN NLF LIMITED PARTNERSHIP
a Delaware Limited Partnership

By: _____
Stephen E. Renneckar, Vice President
SunChase Land Fund, Inc.
Managing General Partner of
Sun Partners, General Partner

STATE OF ARIZONA)
)ss
County of Maricopa)

On this 1st day of October, 1997, before me, the undersigned officer, personally appeared Stephen E. Renneckar, the Vice President of SunChase Land Fund, Inc., an Arizona corporation, the General Partner of Sun Partners, a California general partnership, the General Partner of SUN NLF LIMITED PARTNERSHIP, a Delaware limited partnership, on behalf of said limited partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

_____
Notary Public

My Commission Expires:

May 15, 2001

OFFICIAL SEAL
AMY M. RICHARDSON
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Comm. Expires May 15, 2001

STATE OF TENNESSEE:
County of Davidson:
The actual consideration or value of the property, whichever is greater, for this transfer, is $693,000.00, this 15 day of October, 1997.

_____
Affiant

Sworn to and subscribed before me this 15 day of October 1997.

_____
Notary Public

My commission expires: 5/25/2000

DENISE C. ELLIS NOTARY PUBLIC

EXHIBIT 'A'

TRACT NO. 1: Land in Davidson County, Tennessee, being Lots 3, 19, 21, 38, 45, 47, 64, 91, 92, 100, 109, 110, 111, 112, 113, 114, 117, 123, 124, 128, 135, 136, 137, 138, 139, 140, 141, 142, 146, 147, 156, 161, 162, 163, 164, 165, 166, 180, 181, 182, 184 and 187 on the Plan of Subdivision for Phase 1 of Oak Highlands, which Plan is of record in Plat Book 6900, pages 432-435, Register's Office for Davidson County, Tennessee. Reference is made to said Plan for a more complete and accurate description of said lots.

BEING a portion of the same property conveyed to SUN NLF LIMITED PARTNERSHIP, A DELAWARE LIMITED PARTNERSHIP, by Deed from The Nashville 50 Joint Venture, of record in Book 9333, page 804, Register's Office for Davidson County, Tennessee.

2602 10/22 0101 03CHECK 2577.10

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 10654 PG 319

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 693000.00
CON TX 2564.10
PRFEE 1.00
WDEED 12.00
TOTAL 2577.10
CHECK 2577.10

10/22/97 01 10:56 0001 2602

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97 OCT 22 AM 10:52
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

0361561
IDENTIFICATION REFERENCE

No. 1211877