BOOK 10771 PG 812

THIS INSTRUMENT PREPARED BY:
WHITE & REASOR (CBRJR)
3305 WEST END AVENUE
NASHVILLE, TENNESSEE 37203

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP - PARCEL NOS.
Nashville-Thompson Place, Inc. c/o RM Hatcher & Co., LLC 205 Powell Place Brentwood, TN 37027	SAME	Map: 107-13 Parcel: 140

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of ONE MILLION TWO HUNDRED FIFTY-TWO THOUSAND NINE HUNDRED AND NO/100 ($1,252,900.00) DOLLARS, cash in hand paid, the receipt of which is hereby acknowledged, THOMPSON PLACE APARTMENTS, L.P., a Tennessee limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto NASHVILLE-THOMPSON PLACE, INC., a Tennessee non-profit corporation ("Grantee"), its successors and assigns, an undivided sixty-seven (67.0%) percent interest in certain real estate in Davidson County, Tennessee, described in Exhibit "A," which is attached hereto and incorporated herein by reference (the "Property").

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,252,900.00.

Nettie Seal
AFFIANT

Subscribed and sworn to before me this 14th day of January, 1998.

James C. Dale
NOTARY PUBLIC

My Commission Expires:
7/25/98

This is an undivided interest in improved property known as Thompson Place Apartments, 1100 Thompson Place, Nashville, Tennessee.

TO HAVE AND TO HOLD, an undivided sixty-seven (67.0%) percent interest in the Property, with the appurtenances, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever.

Grantor further covenants and binds itself and its successors and assigns, to warrant and forever defend the title to an undivided sixty-seven (67.0%) percent interest in the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor; provided, however, that this conveyance is subject to those matters set forth in Exhibit "B," which is attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly-authorized general partner on this the 28th day of January, 1998.

GRANTOR:

THOMPSON PLACE APARTMENTS, L.P.,
a Tennessee limited partnership

BY: THOMPSON PLACE ASSOCIATES, INC.,
a Tennessee corporation,
general partner

BY: _____
Barney D. Byrd, President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE ME, Jan Minshall, a Notary Public in and for the County and State aforesaid, personally appeared Barney D. Byrd, 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 Thompson Place Associates, 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 THOMPSON PLACE APARTMENTS, L.P., the bargainor, a Tennessee limited partnership, and that the corporation, as such general partner 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, at office in Nashville, Tennessee, this the 28th day of January, 1998.

_____
NOTARY PUBLIC

MY COMMISSION EXPIRES:
11-24-01

EXHIBIT "A"

BEING a tract of land lying in the Third Civil District of Davidson County, Tennessee, bounded on the North by Thompson Place, on the East by the lands of A. J. Smith, on the West by the Crestview Apartments property and on the South by the Williamsburg Corporation property, being more particularly described as follows:

SAID tract of land begins at an iron pin on the southerly margin of Thompson Place at the northeast corner of the Crestview Apartments property; thence with the southerly margin of Thompson Place in an easterly direction with a curve to the right with a radius of 1885.27 feet a distance of 24 feet to an iron pin; thence continuing with said margin South 85° 46' East 18.30 feet to an iron pin on said margin; thence continuing with said margin and a curve to the left with a radius of 2,316.70 feet a distance of 197.79 feet to an iron pin at the northwest corner of the A. J. Smith property; thence with A. J. Smith's westerly line South 3° 14' 10" West 432.36 feet to an iron pin at the southwest corner of the A. J. Smith property and in the northerly line of the Williamsburg Corporation property; thence with the northerly line of the Williamsburg Corporation property North 85° 42' 30" West 240 feet to an iron pin at the southeast corner of the Crestview Apartments property; thence with the East boundary of the Crestview Apartments property North 3° 14' 10" East 423.51 feet to the point of beginning and containing 2.35 acres, more or less.

BEING the same property conveyed to Thompson Place Apartments, L.P., by Successor Trustee's Deed of record in Book 9066, Page 547, Register's Office for Davidson County, Tennessee, a thirty-three (33.0%) percent undivided interest of which was conveyed by Thompson Place Apartments, L.P., to Andrew W. Byrd by a quitclaim deed of record in Book 10771, Page 804, said Register's Office.

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EXHIBIT "B"

1. 1998 Metropolitan Nashville and Davidson County, Tennessee, real property taxes, a lien, but not presently due and payable;

2. Rights of tenants in possession as tenants only;

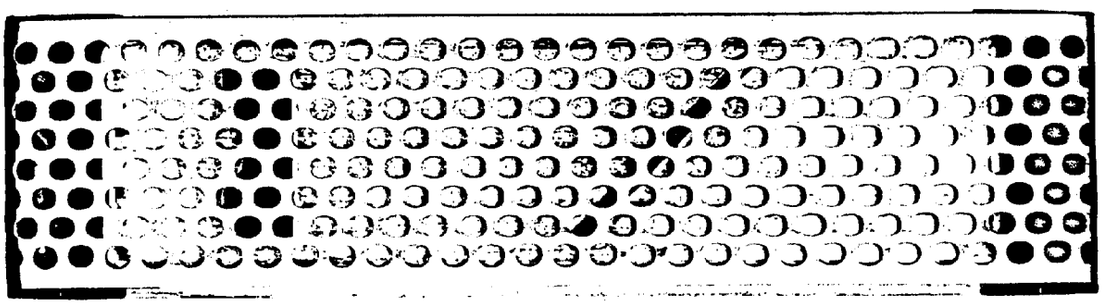
3. Matters which would be disclosed by a comprehensive survey of the Property; and

4. Easements to Metropolitan Government of Nashville and Davidson County, Tennessee, as of record in Book 4665, Page 1, and in Book 5496, Page 45, Register's Office for Davidson County, Tennessee;

4. Lease Agreement for laundry facilities of record in Book 6257, Page 599, and Book 9401, Page 315, said Register's Office.

PICK-UP

0394459
IDENTIF. & REFERENCE
98 JAN 28 PM 12:26
REGISTER
DAVIDSON COUNTY, TN.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

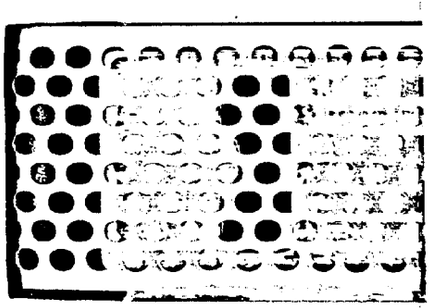
RECEIVED OF _____

FOR _____

BOOK 10771 PG 816

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 1252900.00
CON TX 4635.73
PRFEE 1.00
WREED 16.00
TOTAL 4652.73
CHECK 4652.73

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

01/28/98 01 12:26 0001 6725

0394459
IDENTIF. & REFERENCE

98 JAN 28 PM 12:26
REGISTER
DAVIDSON COUNTY, TN.

No.1247313