SPECIAL WARRANTY DEED

FROM: Helena Court Partners,
Grantor

This instrument was prepared by:
W. Fred Williams
Farris, Warfield & Kanaday, PLC
Suite 1900
SunTrust Center
Nashville, Tennessee 37219

TO: Thompson Place Apartments, L.P.
et al.
Grantee

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Thompson Place Apartments, L.P. 511 Union Street Suite 2350 Nashville, TN 37219	Same	116-14-96 Field Book Numbers BM-04805

STATE OF TENNESSEE)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is One Million One Hundred Thousand and 00/100 Dollars ($1,100,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 31st day of March, 1998.

Notary Public

My Commission Expires: 11-24-01

FOR AND IN CONSIDERATION OF the sum of One Million One Hundred Thousand and 00/100 Dollars ($1,100,000.00), the receipt and sufficiency of which are hereby acknowledged, Helena Court Partners, a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Thompson Place Apartments, L.P., a Tennessee limited partnership (as to a 54.5454% undivided interest), and Benjamin F. Byrd, Jr. and wife, Allison Caldwell Byrd (as to a 45.4546% undivided interest) (collectively the "Grantee"), their respective heirs, successors and assigns a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on

Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as 527 Belle Meade Boulevard, Nashville, Tennessee 37205.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its respective heirs, successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness my hand this 31st day of March, 1998.

HELENA COURT PARTNERS

By: _____
Frederic A. Scarola, a General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Julie A. Carson, a Notary Public of said County and State, personally appeared FREDERIC A. SCAROLA, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged to be a general partner of Helena Court Partners, the within named bargainor, a partnership, and that he as such partner executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by as partner.

Witness my hand and seal, at Office, this 31st day of March, 1998.

_____
Notary Public

My Commission Expires: 5-23-98

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

CARSONJ\305888.01 3/5/98

EXHIBIT A

Property Description

Being a part of Lot No. 23 on the map of the First Belle Meade subdivision, as of record in Plat Book 332, Pages 88 and 89, of the Register's Office for said County, described, as follows:

Beginning at a point in the Westerly margin of Belle Meade Boulevard, 383 feet North of the Northerly margin of Leake Avenue, being the Northeast corner of the property conveyed to Leslie W. Doss by deed of record in Book 6973, Page 360, Register's Office for said County, and formerly the Derryberry property; thence, leaving the Westerly margin:

(1) South 86° 57' 15" West 560.09 feet to an iron pin in the Easterly margin of Inquirer Avenue, now closed;

(2) Thence, with the Easterly margin of said Avenue, North 04° 22' 03" West 68.50 feet to an iron pin set;

(3) Thence North 83° 44' 10" East 552.55 feet to an iron pin set in the Westerly margin of Belle Meade Boulevard, and being the Southeast property corner of Michael S. Kestner by deed of record in Book 7392, Page 814, of said Register's Office for said County;

(4) Thence, with the Westerly margin of Belle Meade Boulevard, South 08° 46' 44" East 100.00 feet to an iron pin, the point of beginning; containing 46,778.915 sq. feet, or 1.074 acres.

Together with water taps as described in Book 833, page 27 and Book 980, page 348, said Register's Office.

Being the same property conveyed to Helena Court Partners, a Tennessee general partnership, by Warranty Deed from Sam Oolie, a single person, of record in Book 9676, page 230, Register's Office for Davidson County, Tennessee.

The above description was taken from a survey dated May 11, 1995, last revised February 25, 1998, by Michael V. Holmes, Tennessee No. 213, of H&H Land Surveying, 609 Dunston Drive, Nashville, Tennessee 37211.

EXHIBIT B

Encumbrances

1. Davidson County Real Property taxes for 1998, a lien not yet due and payable, prorated at closing and assumed in full by Grantee.

2. City of Belle Meade real property taxes for 1998, a lien not yet due and payable, prorated at closing and assumed in full by Grantee.

3. Terms and Provisions of a Lease in favor of Web Service Company, Inc., of record in Book 10005, page 772, said Register's Office, as assumed in full by Grantee.

4. Rights of others in Grants of Rights to water taps as set forth in Book 833, page 27, said Register's Office, and Book 980, page 348, said Register's Office.

5. Rights of tenants in possession as "Tenants Only" under unrecorded leases.

6. All matters shown on the survey dated May 11, 1995, last revised February 25, 1998 by Michael V. Holmes, Tennessee No. 213, of H & H Land Surveying, 609 Dunston Drive, Nashville, Tennessee 37211.

4113 04/01 0101 03CHECK 4087.00

041995.7
IDENTIF. # REFERENCE

98 APR -1 PM 3:25

REGISTER
DAVIDSON COUNTY, TN.

CARSONJ\305888.01 3/5/98

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

RECEIVED OF _____

FOR _____

BOOK 10866 PG 199

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
1100000.00
CON TX 4070.00
PRFEE 1.00
WDEED 16.00
TOTAL 4087.00
CHECK 4087.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 001 4113

04 19957
IDENTIF. & REFERENCE
98 APR -1 PM 3:25
REGISTER
DAVIDSON COUNTY, TN.

No. 1274375