0420420

IDENTIFICATION REFERENCE

This Instrument Prepared By:
Richard K. Anderson, Esq.
700 N. Pearl Street, Suite 2400
Dallas, Texas 75201

98 APR -2 PM 12:50

DAVIDSON COUNTY, TN

SPECIAL WARRANTY DEED BOOK 10568 PAGE 203

Address New Owner(s):
Holly Hills Apartments LLC
413 7th Avenue, South
Nashville, TN 37202

Send Tax Bills to:
Same

Map: 147-3B
Parcels: See attached
Field Book:

FOR AND IN CONSIDERATION of Ten and 00/100 Dollars ($10.00) and other good and valuable consideration, the receipt of all of which is hereby acknowledged, acknowledged, 1994-N2 Tennessee Associates L.P., a Delaware limited partnership ("Grantor") has bargained and sold, and by these presents does transfer and convey unto Holly Hills Apartments, L.L.C., a Tennessee limited liability company ("Grantee") its successors and assigns a certain tract or parcel of land in the Davidson County, State of Tennessee, and more particularly described on Exhibit "A" hereto.

This is improved property consists of forty-six (46) condominium units in the complex known as Southern Hills Condominiums.

This conveyance is expressly made subject to those matters more particularly set forth on Exhibit B attached hereto.

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 defend the title to the Property to the Grantee, its successors and assigns against the lawful claims

of all persons whosoever 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.

This special warranty will expire upon April 1, 1999, as to any claims against Grantor which have not been made in writing received by Grantor prior to such termination. After April 1, 1999, Grantor will have no obligations with respect to any claims for breach of warranty which claims are received by Grantor after such date.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed on this 31 day of March, 1998.

1994-N2 TENNESSEE ASSOCIATES L.P.,
a Delaware limited partnership

By: 1994-N2 Tennessee GP Corp.,
its general partner

By: Allyn S. Patrick
Name: Allyn S. Patrick
Title: Secretary

H:\RKA\PSA\Southern.hls

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Allyn S. Patrick, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the Secretary of 1994-N2 Tennessee Associates L.P. the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at Office, this 27th day of March, 1998.

Penny A. McGee
Notary Public, State of Texas
My Comm. Expires 03/27/01

Penny A McGee
Notary Public

My Commission Expires: 03/27/01

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration for this transfer of property is $ 650,000.00.

Sworn to and subscribed before me this 31st day of March, 1998.

STUART JONES NOTARY AT LARGE STATE OF TENNESSEE

Notary Public

My Commission Expires: My Commission Expires Sept 26, 1998

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EXHIBIT "A"

BOOK 10868 PG 206

LAND in Davidson County, Tennessee, being UNIT Nos. A-1, A-4, A-6, A-7, A-9, A-10, A-14, A-16, A-17, A-19, A-20, A-23, A-24, A-26, A-27, A-29, B-1, B-2, B-3 B-4, B-7, B-9, B-10, B-14, B-16, B-18, B-19, C-2, C-4, C-6, C-11, C-13, D-5, D-6, D-17, E-9, F-2, F-3, F-4, G-3, G-6, G-9, G-10, G-11, G-12 and G-13, on the plan of Southern Hills Condominiums, according to the Master Deed of record in Book 6594, page 502, in the Register's Office of Davidson County, Tennessee, together with the undivided percentage interest in the Common Elements appurtenant to said Units as set forth in Exhibit A-1 of said Master Deed. Reference is hereby made to the plat of Southern Hills Condominiums as set forth in Exhibit A-2 of said Master Deed for a more complete identification and description of said Units.

BEING the same property conveyed to 1994-N2 Tennessee Associates, L.P., by Deed of Record in Book 10289, page 83, Register's Office for Davidson County, Tennessee.

Unit #	Tax Map & Parcel
F4	147-3B-13
F3	147-3B-14
F2	147-3B-15
G13	147-3B-18
G12	147-3B-19
G11	147-3B-20
G10	147-3B-21
G9	147-3B-22
G6	147-3B-25
G3	147-3B-28
E9	147-3B-47
D17	147-3B-68
D6	147-3B-77
D5	147-3B-82
C13	147-3B-86
C11	147-3B-88
C6	147-3B-93
C4	147-3B-95
C2	147-3B-97
B19	147-3B-100
B3	147-3B-105
A1	147-3B-119
A4	147-3B-121
A6	147-3B-122
A9	147-3B-123
A7	147-3B-125
A10	147-3B-126
A14	147-3B-127
A16	147-3B-128
A19	147-3B-129
A23	147-3B-130
A17	147-3B-131
A20	147-3B-132
A24	147-3B-133
A26	147-3B-134
A27	147-3B-135
A29	147-3B-136
B1	147-3B-137
B2	147-3B-138
B4	147-3B-139
B9	147-3B-141
B7	147-3B-143
B10	147-3B-144
B14	147-3B-145
B16	147-3B-146
B18	147-3B-147

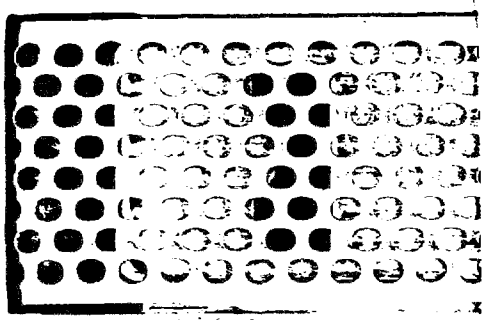
4587 04/02 0101 03CHECK 2425.00

EXHIBIT "B"

BK/10868PG207

Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, power of attorney, and limitations on title, created by the Tennessee "Horizontal Property Act" Tennessee Code Annotated and as set forth in the Master Deed recorded in Book 6594, page 502 and Book 7044, page 209.

Easement(s) to First Suburban Water & Utility District of Davidson County, Tennessee, as set forth in instrument recorded in Book 4435, page 29.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

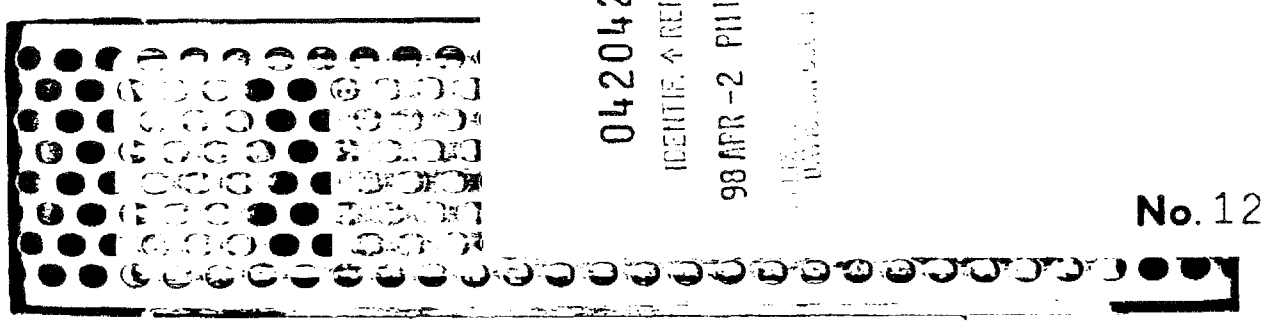
BOOK 10868 PG 208

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

DAMT
ST [illegible].00
CON TX 2415.00
PRFEE 1.00
MTEED 10.00
TOTAL 2426.00
CHED: 2426.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK [illegible]



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IDENTIFICATION REFERENCE
98 APR -2 PM 12:50

No. 1274843