CMC-35
651

BOOK 10886 PG 26

This Instrument Prepared By:
Harwell Howard Hyne Gabbert & Manner, P.C.
1800 First American Center
315 Deaderick Street
Nashville, Tennessee 37238-1800

Address New Owner:	Send Tax Bills To:	Map-Parcel Numbers
Crocker Tennessee Housing Partnership, L.P. 51 Bank Street, Suite 200 Stamford, CT 06901	Same	Map 102-4, Parcels 127 & 212

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of Ten and No/100 ($10.00) Dollars and other good and valuable consideration, the receipt of all of which is hereby acknowledged, **AGS PARTNERS MLP, L.P.**, a Delaware limited partnership, the Grantor herein, has bargained and by these presents does transfer and convey unto **CROCKER TENNESSEE HOUSING PARTNERSHIP, L.P.**, a Delaware limited partnership, the Grantee herein, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows:

SEE ATTACHED EXHIBIT A INCORPORATED HEREIN BY THIS REFERENCE.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever. Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except as herein set forth on Exhibit B. Grantor does further covenant and bind itself, its successors and representatives to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns against any claim by any person owning, holding or claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF the undersigned has caused its name to be signed hereto by its duly authorized representative on this ___ day of April, 1998.

AGS PARTNERS MLP, L.P., a Delaware limited partnership

By: Resource Capital Group, Inc., a Delaware corporation, its General Partner

By: _____
Albert G. Schmerge III, President

STATE OF Georgia)
COUNTY OF Cobb)

Before me, Catherine Schaffarzick of the state and county aforesaid, personally appeared Albert G. Schmerge III, 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 Resource Capital Group, Inc., a Delaware corporation and General Partner of **AGS Partners MLP, L.P.**, the within named bargainor, a Delaware limited partnership, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the General Partner by himself as President.

Witness my hand and seal, at office in Atlanta, GA this 6th day of April, 1998.

_____
Notary Public

My Commission Expires:

_____

STATE OF Georgia)
COUNTY OF Cobb)

The actual consideration for this transfer or value of property (whichever is greater) is $7,544,000.00. This is equal to or greater than the property would bring at a fair and voluntary sale.

_____

Sworn to and subscribed before me,
this 6th day of April, 1998.

_____
Notary Public
My Commission Expires: _____

EXHIBIT "A" BOOK 10886 PG 28

TRACT I:

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most northerly corner of Lot No. 1 and lying on the southeasterly right-of-way of Premier Drive at the common corner of Lot No. 738, on the Plan of Charlotte Park, Section 12, Plat Book 2900, page 127, Register's Office for Davidson County, Tennessee; thence leaving said right-of-way and running South 49° 31' 15" East 318.59 feet; thence South 50° 36' 05" East 257.06 feet; thence South 26° 57' 17" East 242.30 feet; thence South 33° 45' 06" East 95.17 feet; thence South 54° 38' 59" West 90.00 feet; thence South 51° 12' 57" East 42.86 feet; thence South 48° 13' 36" West 735.28 feet to the most southerly corner of the herein described tract; thence North 50° 01' 08" West 598.77 feet; thence North 44° 10' 28" East 458.10 feet; thence North 47° 56' 30" West 416.56 feet to the southeasterly right-of-way of Premier Drive; thence with said right-of-way North 44° 15' 14" East 86.19 feet to a curve to the right with a delta of 40° 54' 26", a radius of 269.94 feet an an arc length of 192.73 feet to the point of a reverse curve to the left with a delta of 41° 43' 06", a radius of 313.78 feet and an arc length of 228.47 feet to the point of beginning.

TRACT II:

LAND in Davidson County, Tennessee, being Reserve Parcel, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most southerly corner of the reserved parcel and lying on the northwesterly right-of-way of Premier Drive and the southeasterly right-of-way of Interstate I-40; thence leaving the aforesaid right-of-way of Premier Drive and running with the southeasterly right-of-way of said Interstate I-40 North 44° 10' 33" East 379.31 feet to the most northerly corner of the herein described tract; thence leaving Interstate I-40 and running South 48° 30' 27" East 142.73 feet to the northwesterly right-of-way of Premier Drive; thence running in a southwesterly direction with a curve to the right with a delta of 41° 42' 32", a radius of 263.79 feet and an arc length of 192.03 feet to the point of a reverse curve to the left; thence with said curve with a delta of 40° 54' 26", a radius of 319.94 feet and an arc length of 228.43 feet to the point of beginning.

BEING the same property conveyed to A G S Rolling Hills Associates, by Deed of Record in Book 5702, page 779, Register's Office for Davidson County, Tennessee. The said A G S Rolling Hills Associates N/K/A A G S Partners MLP, L.P.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT B

1. All unpaid taxes for 1998 and subsequent years.

2. Rights of tenants in possession under unrecorded lease(s) as tenants only.

3. Easement(s) for ingress/egress to State of Tennessee, as set forth in instrument recorded in Book 3069, page 613, Register's Office for Davidson County, Tennessee.

4. Restrictions contained in Agreement of record in Book 4380, page 794, aforesaid records.

5. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 8709, page 648, aforesaid records. (As to Tract II).

6. Subdivision restrictions, building lines and easements of record in Plat Book 4175, page 47, aforesaid records, said easements and building lines being located as shown on survey by John Kohl and Company, P.C., dated 11/4/94, last revised 2/24/95.

7. All matters which would be shown by a current, accurate survey and inspection of the real property herein described.

8. Memorandum of Lease by and between AGS Partners MLP, L.P. d/b/a Rolling Hills Apts. (Lessor) and Web Service Company, Inc. (Lessee) of record in Book 10349, page 223, aforesaid records.

9. Multifamily Deed of Trust, Assignment of Rents and Security Agreement dated March 15, 1995, executed by AGS Partners MLP, L.P. to John W. Montesi, Jr., as Trustee for the benefit of Financial Federal Savings Bank, recorded in Book 9621, page 481, aforesaid records, as assigned to Citibank, N.A. by Assignment of record at Book 9621, page 516, aforesaid records, as re-recorded in Book 9627, page 325, aforesaid records, as further assigned to State Street Bank and Trust Company, as Trustee for the Registered Holders of Mortgage Capital Funding, Inc. Multifamily/Commercial Mortgage Pass-Through Certificates, Series 1995-MCI by Assignment of record at Book 9790, page 847, aforesaid records.

10. Assignment of Leases and Rents dated March 15, 1995, executed by AGS Partners MLP, L.P. in favor of Financial Federal Savings Bank, recorded in Book 9621, page 499, aforesaid records, as assigned to Citibank, N.A. by Assignment of record in Book 9621, page 516, aforesaid records, as re-recorded in Book 9627, page 325, aforesaid records, as further assigned to State Street Bank and Trust Company, as Trustee, by Assignment of record in Book 9790, page 847, aforesaid records.

11. UCC-1 Financing Statement recorded March 17, 1995 at Book 9621, page 505, aforesaid records, as assigned to State Street Bank and Trust Company, as Trustee, by instrument of record in Book 9790, page 849, aforesaid records.

12. UCC-1 Financing Statement recorded March 17, 1995 in the personalty records of the aforesaid records, having identification reference number E27015, as assigned.

0425507
RECORDING REFERENCE
98 APR 14 PM 3:26
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.
4082 04/14 0101 03CHECK 27933-80

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

RECEIVED OF _____

FOR _____

BOOK 10886 PG 31

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
TO - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	7544000.00
			CON TX	27912.80
			PRFEE	1.00
			WDEED	20.00
			TOTAL	27933.80
			CHECK	27933.80
04/14/98	01		15:27 0001	4082

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0425507
IDENTIF. & REFERENCE

98 APR 14 PM 3:27
FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN.

No. 1280245