Prepared by:

Alston & Bird LLP
1201 West Peachtree St.
Atlanta, Georgia 30309
Attn: B. Ford Robertson, Esq.

After recording return to:

Affordable Housing Resources, Inc.
c/o John Beam, Esq.
Post Office Box 80240
Nashville, Tennessee 37208

SPECIAL WARRANTY DEED

Address of New Owner:	Send Tax Bills to:	Map-Parcel Number
AFFORDABLE HOUSING RESOURCES, INC. 212 Capital Blvd. Nashville, TN 37219	AFFORDABLE HOUSING RESOURCES, INC. 212 Capital Blvd. Nashville, TN 37219	58-16 58-207 58-190

THIS INDENTURE, made this 29th day of June, 1998 between USI PROPERTIES, INC. ("Grantor"), a Delaware corporation having its principal place of business at 945 East Paces Ferry Road, Suite 2515, Atlanta, Georgia 30326, and AFFORDABLE HOUSING RESOURCES, INC. ("Grantee"), a Tennessee corporation.

WITNESSETH, That Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration to it in hand paid by Grantee, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto the Grantee, the following described premises to wit, situate in Davidson County, Tennessee:

SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF

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

And Grantor for itself and for its successors does hereby covenant with Grantee, its successors and assigns that Grantor is lawfully seized in fee simple of the premises above conveyed and has full power, authority and right to convey the same, and said premises are free from all encumbrances except those described in Exhibit B attached hereto and incorporated herein, and that Grantor will forever warrant specially and defend the said premises and the title thereto against the lawful claims of all persons claiming through or under Grantor, but not further or otherwise, and in all events subject to the matters described in Exhibit B.

This deed is executed pursuant to authority given by the Board of Directors of Grantor.

IN WITNESS WHEREOF, Grantor has caused its corporate seal to be affixed, and these presents to be signed by its President the day and year first above written.

USI PROPERTIES, INC., a
Delaware corporation

By: Tom L. Green
Name: Tom L. GREEN
Its: President

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

Before me ~~Tom L. Green~~ SARAH E. NEWHAM a Notary Public in and for the State and County aforesaid personally appeared Tom L. Green, with whom I am personally acquainted, and who, upon oath, ~~ac~~knowledged himself to be the President of USI Properties, Inc., the within named bargainor, a Delaware corporation, and that he as such President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in Atlanta, Fulton County, Georgia this 26th day of June, 1998.

Sarah E. Newham
Notary Public

My commission expires Notary Public, Fulton County, Georgia.
My commission expires April 1, 2001.

MAIL ENV.

98 JUN 29 PM 3:27

FELIX Z. WILSON II REGIST
DAVIDSON COUNTY, TN.

IDENTIF. & REFEREN...

0456387

AA981670156

[Acknowledgment Page to Tennessee Special Warranty Deed between USI Realty Corp. and Affordable Housing Resources, Inc.]

STATE OF GEORGIA

COUNTY OF FULTON

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $355,000.00.

Affiant

Sworn to and subscribed before me this 26th day of June, 1998.

Notary Public

My commission expires

Notary Public, Fulton County, Georgia.
My commission expires April 1, 2001.

AA981670156

Exhibit A

TRACT ONE:

LAND lying in the Second Civil District of Davidson County, Tennessee, being more particularly described according to a survey by Crawford Land Surveying, File 94011, dated February 1, 1994, as follows:

BEGINNING at a T.D.O.T. monument at the intersection of the West right-of-way of Briley Parkway, (S.R. 155), and the North right-of-way of Cato Road and proceeding as follows:

THENCE, with the North right-of-way of Cato Road for the following eight calls, North 83 35' 24" West, 26.57 feet to an iron pin;
THENCE, with a curve to the left and having a central angle of 01 37' 30" and having a radius of 4,420.69 feet, an arc length of 201.22, and a chord bearing and distance, North 84 39' 06" West, 201.20 feet to an iron pin;
THENCE, South 03 58' 57" West, 5.00 feet to an iron pin;
THENCE, with a curve to the left and having a central angle of 01 37' 30" and a radius of 4215.69 feet, an arc length of 119.57 feet, and a chord bearing and distance, North 86 49' 48" West, 119.57 feet to an iron pin;
THENCE, North 89 52' 12" West, 556.92 feet to an iron pin;
THENCE, with a curve to the right and having a central angle of 12 03' 10" and having a radius of 1412.40 feet, an arc length of 297.12 feet, and a chord bearing and distance, North 83 50' 41" West, 296.57 feet to an iron pin;
THENCE, North 77 49' 05" West, 317.51 feet to an iron pin;
THENCE, with a curve to the right and having a central angle of 80 47' 40" and having a radius of 266.48 feet, an arc length of 375.77 feet, and a chord bearing and distance, North 37 25' 14" West, 345.40 feet to an iron pin;
THENCE, North 02 58' 36" East, 228.95 feet to an iron pin;
THENCE, with a curve to the left and having a central angle of 07 31' 32" and having a radius of 736.20 feet, an arc length of 96.70 feet, and a chord bearing and distance of North 00 47' 10" West, 96.63 feet to an iron pin, said pin being the southeast corner of the property conveyed to Rebecca Nell Fricke, by Deed of Record in Deed Book 6737, page 474, Register's Office for Davidson County, Tennessee;
THENCE, leaving said right-of-way of Cato Road and with said Fricke, for the following 5 calls, North 06 03' 44" East, 261.02 feet to an iron pin;
THENCE, North 04 59' 59" East, 185.19 feet to an iron pin;
THENCE, North 05 18" 46" East, 393.95 feet to an iron pin;
THENCE, North 06 24' 59" East, 161.36 feet to an iron pin;
THENCE, North 07 47' 03" East, 344.80 feet to an iron pin, said pin being the southwest corner of the property conveyed to Leonard S. Vaughn, et ux, by Deed of Record in Deed Book 2796, page 173, Register's Office for Davidson County, Tennessee;
THENCE, leaving said Fricke and with said Vaughn for the following 6 calls, South 84 42' 17" East, 348.96 feet to an iron pin;
THENCE, South 82 55' 41" East, 382.31 feet to an iron pin;THENCE, South 81 32' 44" East, 243.08 feet to an iron pin;
THENCE, South 82 47' 40" East, 483.37 feet to an iron pin;
THENCE, South 83 20' 23" East, 644.50 feet to an iron pin;
THENCE, South 82 02' 10" East, 585.82 feet to an iron pin, said pin being in the West right-of-way of Briley Parkway (S.R. 155);
THENCE, leaving said Vaughn and with the West right-of-way of Briley Parkway (S.R. 155) for the following calls, South 17 27' 22" West, 80.51 feet to an iron pin;
THENCE, South 63 14' 03" West, 355.82 feet to a T.D.O.T. monument;
THENCE, South 42 04' 38" West, 272.22 feet to a T.D.O.T. monument;
THENCE, South 35 35' 38" West, 429.32 feet to a T.D.O.T. monument;
THENCE, South 25 39' 44" West, 481.57 feet to a T.D.O.T. monument;
THENCE, South 13 24' 25" West, 521.70 feet to the beginning and containing 3,933,874

RECORDERS MEMO
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square feet or 90.31 acres, more or less.

TRACT TWO:

LAND lying in the Second Civil District of Davidson County, Tennessee, being more particularly described according to a survey by Crawford Land Surveying, File 94011, dated February 1, 1994, as follows:

BEGINNING at a T.D.O.T. monument at the intersection of the East right-of-way of Briley Parkway (S.R. 155) and the North right-of-way of Cato Road, and proceeding as follows;
THENCE, leaving said right-of-way of Cato Road and with said right-of-way of Briley Parkway (S.R. 155) for the following 6 calls, North 08 48' 30" East, 518.06 feet to a T.D.O.T. monument;
THENCE, North 23 47' 47" East, 188.96 feet to a T.D.O.T. monument;
THENCE, North 33 57' 37" East, 328.77 feet to a T.D.O.T. monument;
THENCE, North 42 05' 06" East, 373.14 feet to a T.D.O.T. monument;
THENCE, North 48 32' 09" East, 282.35 feet to a T.D.O.T. monument;
THENCE, North 66 30' 46" East, 392.27 feet to a T.D.O.T. monument, said monument being in the South boundary of the property conveyed to Roberta G. Fitts, by Deed of Record in Deed Book 8681, page 581, Register's Office for Davidson County, Tennessee;
THENCE, leaving said right-of-way of Briley Parkway (S.R. 155) and with said Fitts, South 84 32' 07" East 463.46 feet to an iron pin in the West right-of-way of Eatons Creek Road;
THENCE, leaving said Fitts and with said right-of-way of Eatons Creek Road for the following 2 calls, South 10 31' 49" East, 610.20 feet to an iron pin;
THENCE, with a curve to the left and having a central angle of 01 19' 43" and having a radius of 1298.24 feet, an arc length of 30.11 feet, and a chord bearing and distance, South 11 11' 40" East, 30.11 feet to an iron pin in the centerline of Eatons Creek and being the northernmost corner of the property conveyed to Northwest Financial Tennessee, Inc., by Deed of Record in Deed Book 4905, page 829, Register's Office for Davidson County, Tennessee;
THENCE, with the West boundary of said Northwest Financial Tennessee, Inc. and with the centerline of Eatons Creek for the following 12 calls, South 20 34' 45" West, 19.63 feet to an iron pin;
THENCE, South 00 43' 14" West, 51.20 feet to an iron pin;THENCE, South 13 02' 34" East, 150.12 feet to an iron pin;
THENCE, South 11 57' 36" East, 108.52 feet to an iron pin;
THENCE, South 06 26' 14" West, 100.84 feet to an iron pin;
THENCE, South 26 48' 14" West, 101.12 feet to an iron pin;
THENCE, South 33 27' 58" West, 101.61 feet to an iron pin;
THENCE, South 30 24' 31" West, 91.21 feet to an iron pin;
THENCE, South 29 25' 59" West, 100.02 feet to an iron pin;
THENCE, South 20 43' 40" West, 101.61 feet to an iron pin;

(Continued on next page)

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THENCE, South 18 29' 36" West, 100.24 feet to an iron pin;
THENCE, South 17 37' 24" West, 157.60 feet to an iron pin, said pin being the northeast corner of the property conveyed to Loyd F. Potts, et ux, by Deed of Record in Deed Book 6370, page 895, Register's Office for Davidson County, Tennessee;
THENCE, with the North boundary of said Potts and with the North boundary of the property conveyed to Ruben Riddle, et ux, by Deed of Record in Deed Book 3250, page 063, Register's Office for Davidson County, Tennessee, North 83 38' 16" West, 884.15 feet to an iron pin;
THENCE North 76 05' 01" West, 196.51 feet to an iron pin in the North right-of-way of Cato Road;
THENCE, leaving said Riddle and with the North right-of-way of Cato Road for the following calls, North 82 57' 28" West, 165.66 feet to an iron pin;
THENCE, North 07 02' 15" East, 5.00 feet to an iron pin;
THENCE, North 82 56' 51" West, 233.00 feet to the beginning and containing 2,298,177 square feet or 52.76 acres, more or less.

BEING the same property conveyed to Hanson Properties East, Inc., by Deed of Record in Book 9246, page 442, Register's Office for Davidson County, Tennessee. The said Hansen Properties East, Inc. has since merged into USI Properties East, Inc. The said USI Properties, East, Inc. has since merged into USI Properties, Inc.

TRACT THREE:

BEING a parcel of land located in the Second Civil District of Davidson County, Tennessee, and being described according to a survey by Crawford Land Surveying, File 94011, dated February 1, 1994, as follows:

BEGINNING at an iron pin in the East right-of-way of Eatons Creek Road and in the centerline of Eatons Creek, and said pin being in the West boundary of the property conveyed to Elsie Carrington, by deed of record in Deed Book 1146, page 537, Register's Office for Davidson County, Tennessee and proceeding as follows:

THENCE, leaving said Carrington and said centerline of Eatons Creek and with the East right-of-way of Eatons Creek Road, North 10 31' 49" West, 542.26 feet to an iron pin, said pin being the southwest corner of the property conveyed to E. R. Rutherford, by Deed of Record in Deed Book 9039, page 048, Register's Office for Davidson County, Tennessee;

THENCE, leaving said right-of-way of Eatons Creek Road and withsaid Rutherford, South 64 26' 54" East, 46.83 feet to an iron pin in the centerline of Eatons Creek, said pin being said Rutherford's southeast corner and being in the West boundary of said Carrington;

THENCE, with said Carrington and with the centerline of Eatons Creek for the following calls, South 06 07' 40" East, 102.83 feet to an iron pin;

(Continued on next page)

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THENCE, South 01 25' 23" East, 108.04 feet to an iron pin;

THENCE, South 08 13' 39" East, 286.44 feet to an iron pin;

THENCE, South 03 32' 52" West, 34.94 feet to the beginning and containing 11,770 square feet or 0.27 acres, more or less.

BEING the same property conveyed to USI Properties East, Inc., by Deed of Record in Book 10091, page 954, Register's Office for Davidson County, Tennessee. The said USI Properties East, Inc. has since merged into USI Properties, Inc.

EXHIBIT B

PERMITTED ENCUMBRANCES

1) Taxes for the year 1998 and subsequent years, not yet due and payable.

2) All matters of public record.

3) All matters that would be disclosed by a current and accurate survey of the premises.

7102 06/29 0101 03CHECK 1346.50

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10996 PAGE 940

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
355000.00
CON TX 1313.50
PRFEE 1.00
WDEED 32.00
TOTAL 1346.50
CHECK 1346.50
06/29/98 01 15:27 0001 7102

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0456387
IDENTIF. # REFERENCE

98 JUN 29 PM 3:27
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1312894