BOOK 10996 PAGE 941

AFTER RECORDING RETURN TO:

Kenneth J. Mitteldorf
P.O. Box 80240
Nashville, TN 37208

THIS INSTRUMENT PREPARED BY:

Kenneth J. Mitteldorf
Beam, Warden & Mitteldorf, PLLC
Attorneys-at-law
709 Taylor Street
Nashville, Tennessee 37208

FROM: AFFORDABLE HOUSING RESOURCES, INC. ("GRANTOR")

TO: EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC ("GRANTEE")

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL #
Eaton's Creek Real Estate Investors Fund, LLC c/o Kenneth J. Mitteldorf P.O. Box 80240 Nashville, TN 37208	SAME	58-16 58-190 58-207

WARRANTY DEED

FOR AND IN CONSIDERATION of the total sum of One Dollar ($1.00) and other valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, AFFORDABLE HOUSING RESOURCES, INC., a Tennessee not-for-profit corporation, has bargained and sold, and by these presents does transfer and convey unto EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC, a Tennessee limited liability company, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED BY THIS REFERENCE

BEING part of the same property conveyed to AFFORDABLE HOUSING RESOURCES, INC. by USI PROPERTIES, INC. by deed of even date of record in Book 10996 page 932, Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC, its successors and assigns, forever.

And Grantor does covenant with the said EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC, 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.

And it does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC, its successors and assigns, against the lawful claims of all persons whomsoever.

[Page 2 to Warranty Deed between AFFORDABLE HOUSING RESOURCES, INC. and EATON'S CREEK REAL ESTATE INVESTORS FUND, LLC]

WITNESS my hand as an authorized officer of the corporation this 29th day of June 1998.

AFFORDABLE HOUSING RESOURCES, INC.

By: _____
John A. Beam III

Its: Chairman of the Board of Directors

MAIL ENV.
98 JUN 29 PM 3:27
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.
IDENTIF. & REFERENCE
0456388

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Marilyn Cherry, a Notary Public of said State and County, John A. Beam III, with whom I am personally acquainted, and who acknowledged that he is the Chairman of the Board of Directors of Affordable Housing Resources, Inc. and is authorized to execute this instrument on behalf of the corporation and that as such he executed this instrument for the purposes therein contained.

Witness my hand, at office, this 29 day of June, 1998.

_____
NOTARY PUBLIC

My Commission Expires JAN. 20, 1999

My Commission Expires: _____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $360,000.00.

_____
AFFIANT

Subscribed and sworn to before me this 29 day of June, 1998.

_____
NOTARY PUBLIC

My Commission Expires JAN. 20, 1999

My Commission Expires: _____

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 27 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 3,933,674

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)

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 1148, 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)

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

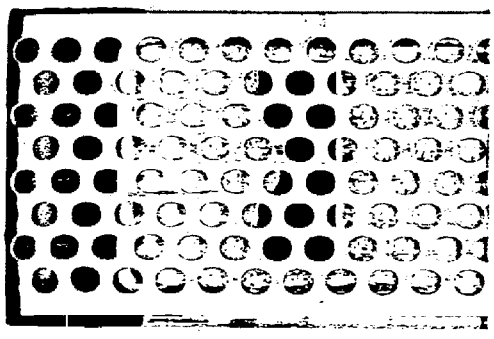
THENCE, South 08 13' 39" East, 286.44 feet to an iron pin;

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.

7103 06/29 0101 03CHECK 1357.00

a-4



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10996 PAGE 947

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

360000.00

CON TX 1332.00

PRFEE 1.00

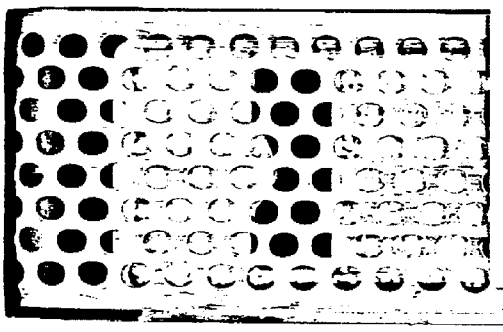
WDEED 24.00

TOTAL 1357.00

CHECK 1357.00

06/29/98 01 15:27 0001 7103

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0456388

IDENTIF. # REFERENCE

98 JUN 29 PM 3:27

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1312895