Box 14

BOOK 11199 PAGE 347

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (DMS)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New owner(s)	Send Tax Bills To	Map-Parcel Number(s)
Richland Oaks Apartments Limited Partnership 2345 West Hubbard Street Chicago, IL 60613 Attn.: Berle Blitstein	Same	Part of Map 161, parcels 33 and 34

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, OH&E, LLC, a Tennessee limited liability company ("Grantor"), has bargained and sold, and hereby transfers and conveys, to RICHLAND OAKS APARTMENTS LIMITED PARTNERSHIP, a Texas limited partnership ("Grantee"), its successors and assigns, certain real property in Davidson County, Tennessee, as more particularly described on Exhibit A attached hereto.

Without limitation of any other provision hereof, said property is conveyed specifically subject to the matters described on Exhibit B attached hereto.

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

Grantor covenants and binds itself and its successors and assigns to warrant specially and defend forever the title to said property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth on Exhibit B), but no further or otherwise.

Whenever used herein, the singular shall include the plural and the plural the singular and the use of any gender shall be applicable to all genders.

[The remainder of this page has been intentionally left blank.]

98 NOV 10 PM 3:46
BILL [illegible] REGISTER
DAVIDSON COUNTY, TN.

0511140
[illegible] REFERENCE

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

IN WITNESS WHEREOF, the undersigned Grantor has caused this instrument to be executed this 6th day of November, 1998.

OH&E, LLC, a Tennessee limited liability company

By: Russell F. Morris, III, chief Manager
Russell, F. Morris, III, Chief Manager

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $5,790,000.

Affiant

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

Notary Public

NOTARY PUBLIC AT LARGE

My Commission Expires:
5/26/02

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Russell F. Morris, 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 the Chief Manager of OH&E, LLC, the within named bargainor, a limited liability company, and that he as such Chief Manager executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager.

WITNESS my hand, at office, this 6th day of November, 1998.

Notary Public

NOTARY PUBLIC AT LARGE

My Commission Expires:
5/26/02

EXHIBIT A

[Property Description]

Land in Davidson County, Tennessee, being Lot 1 on the Plan of OH&E Business Park, as shown on plat of record in Book 9700, page 703 in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being a portion of the same property conveyed to OH & E, LLC of record in Book 10754, Page 315 and Book 10754, Page 323 in the Register's Office for Davidson County, Tennessee.

The source of foregoing description is the plat of record in Book 9700, page 703, Register's Office for Davidson County, Tennessee.

EXHIBIT B

[Permitted Encumbrances]

1. Taxes for 1999 and thereafter, a lien not yet due and payable.

2. Matters shown on plat of OH&E Business Park, of record in Plat Book 9700, page 703, in the Register's Office for Davidson County, Tennessee.

3. Covenants, conditions, restrictions, reservations, easements, liens for assessment, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 11057, page 305, in said Register's Office .

4. Rights of Walgreen Co., as tenant, as disclosed by the Memorandum of Lease dated January 8, 1998 and recorded with said Register's Office on January 13, 1998, as Document Number 0389911, at Book 10756, page 849, and the First Amendment to Memorandum of Lease dated August 5, 1998 and recorded with said Register's Office on August 7, 1998 as Document Number 0472431, at Book 11057, page 319, and the Second Amendment to Memorandum of Lease dated November 6, 1998, recorded in said Register's Office contemporaneously herewith.

5. Easement(s) for sanitary sewers and/or storm drainage to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 6530, page 758 and Book 7196, page 818, in said Register's Office.

6. Easement(s), as set forth in Consent Judgment and Final Decree recorded in Book 8919, page 233, in said Register's Office.

7. Drainage Easement and Slope Easement as set forth in book 7859, page 389, in said Register's Office.

SHEETS/ 643717.2

5515 11/10 0101 03CHECK 21442.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11199 PAGE 351

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
				5790000.00
				CON TX 21423.00
				PRFEE 1.00
				WDEED 16.00
				CFEE 2.00
				TOTAL 21442.00
				CHECK 21442.00
			11/10/98 01	15:45 0001 5515

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

98 NOV 10 PM 3:46

BILL BARRETT REGISTER
DAVIDSON COUNTY, TN.

0511140
IDENTIF. & REFERENCE

No. 1370634