0515067
IDENTIF. # REFERENCE

This instrument prepared by:
SHERRARD & ROE, PLC (KAB)
424 Church Street, Suite 2000
Nashville, Tennessee 37219

BOOK 11213 PAGE 871

98 NOV 20 AM 10:08

REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Nos.
Skyview Apartments, L.P. c/o First Cumberland Properties 5020 Harpeth Drive Brentwood, TN 37027	5020 Harpeth Drive Brentwood, TN 37027	92-13, 256 104-1, 421

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) cash in hand paid, the receipt and sufficiency of which is hereby acknowledged, Skyview Associates, a Tennessee Limited Partnership (hereinafter referred to as the "Grantor"), does hereby, transfer and convey unto Skyview Apartments, L.P., a Tennessee limited partnership (hereinafter referred to as the "Grantee"), certain real estate being a tract or parcel of land in the County of Davidson, State of Tennessee (hereinafter referred to as the "Property"), and more particularly described on Exhibit A attached hereto.

TO HAVE AND TO HOLD said real property with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, and the Grantee's heirs, successors and assigns forever. Grantor covenants that it is lawfully seized and possessed of the real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for the permitted exceptions set forth in Exhibit B attached hereto.

Excepting only the permitted exceptions, Grantor further covenants and binds itself, and its heirs, successors and assigns, to warrant and forever defend the title to the Property to the Grantee and to the Grantee's heirs, successors, and assigns against the lawful claims of all persons whomsoever.

IN TESTIMONY WHEREOF, Grantor, has executed this deed on the 20th of November, 1998.

SKYVIEW ASSOCIATES, a Tennessee
Limited Partnership

By: _____
General Partner

170105.03 3040-0011 11/19/98 3:51 PM

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

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Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Robert N. Moore, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he is the general partner of Skyview Associates, a Tennessee limited partnership (the "Partnership"), the within named bargainor, and who further acknowledged that he, being authorized so to do, executed the within instrument for the purposes therein contained by signing the name of the Partnership by himself as general partner.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 20th day of November, 1998.

Danielle B. Smith
Notary Public

DANIELLE B. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires:

5/20/99

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value for this transfer of property is $2,700,000.00 and no other monetary consideration.

AFFIANT

Sworn to and subscribed before me this 20th day of November, 1998.

Deborah A. Hughes
Notary Public

DEBORAH A. HUGHES NOTARY PUBLIC DAVIDSON COUNTY, TENN.

My Commission Expires:

7/24/99

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Exhibit A BOOK 11213 PAGE 873

Being a tract of land in the 1st Civil District of Nashville, Davidson County, Tennessee, and being bounded on the north by Dakota Avenue and on the east by 38th Avenue, North, and being more particularly described according to a survey made by Bruce Rainey and Associates, dated October 16, 1998, as follows:

Beginning at a point in the intersection of the southerly margin of Dakota Avenue and the westerly margin of 38th Avenue, North, thence with the westerly margin of 38th Avenue, S 2° 06' W, 382.6 feet to a point; thence, leaving said westerly margin N 87° 54' W, 105.0 feet to a point; thence, S 2° 06' W, 14.0 feet to a point; thence, along the northerly margin of Valley View Subdivision, Section 5, Book 3842, Page 3, N 87° 54' W, 95.0 feet to a point; thence, with the westerly boundary of Valley View Subdivision, Section 5, S 2° 06' W, 306.7 feet to a point; thence, with the northerly boundary of Valley View Subdivision, Section 1, Book 2331, page 113, N 89° 26' W, 510.5 feet to a point; thence, with the easterly boundary of Valley View Subdivision, Section 3, Book 2230, page 148, N 06° 15' W, 437.6 feet to a point; thence, N 5° 38' W, 18.5 feet to a point; thence, N 83° 40' E, 100.0 feet to a point; thence, N 5° 38' W, 15.0 feet to a point; thence, N 83° 40' E, 50.0 feet to a point; thence, N 5° 38' W, 135.0 feet to a point in the southerly margin of Dakota Avenue; thence, with said southerly margin N 83° 40' E, 655.2 feet to the point of beginning. Containing 9.38 acres, more or less.

Being the same property conveyed to Skyview Associates, A Tennessee limited partnership, by deed from William H. Robin, Trustee, and Dorothy H. Grossman and husband, Laurence A. Grossman, of record in Book 5359, page 354, Register's Office for Davidson County, Tennessee.

Exhibit B

Permitted Encumbrances

1. Taxes for 1999 and subsequent years, a lien but not yet due and payable.
2. Ten-foot easement for alley and public utility purposes, as set out in deed from Robert M. Condra, et ux, to the National Life and Accident Insurance Company of record in Book 2487, page 463, Register's Office for Davidson County, Tennessee.
3. Easement for right of way of 40th Avenue North (see "map of Charlotte Park Second Addition Extended and 29.2 Acres South" at Book 421, page 10, said Register's Office, and see also Book 3701, page 338, Register's Office for Davidson County, Tennessee).
4. Easements contained in Deed of record in Book 5359, page 354, Register's Office for Davidson County, Tennessee.
5. Rights of Tenants, as tenants only, in possession of apartment units as shown on the Certified Rent Roll dated November 20, 1998, furnished by Grantor to Grantee.

9711 11/20 0101 03CHECK 10009.00

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

RECEIVED OF _____

FOR _____

BOOK 11213 PAGE 875

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
				2700000.00
				CON TX 9990.00
				PRFEE 1.00
				WDEED 16.00
				CFEE 2.00
				TOTAL 10009.00
				CHECK 10009.00
			11/20/98 01	10:09 0001 9711

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0515067
IDENTIF. # REFERENCE

98 NOV 20 AM 10:08
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN

No. 1374767