DEX 37 (Kimmins)

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Address of New Owner:	Map-Parcel Numbers	Send Tax Bills To:
SPP Real Estate (Brentwood), LLC c/o Invesco Realty Advisors, Inc. 5400 LBJ Freeway, Suite 700 Dallas, Texas 75240	161-00-0224.00	SPP Real Estate (Brentwood), LLC c/o Invesco Realty Advisors, Inc. 5400 LBJ Freeway, Suite 700 Dallas, Texas 75240
This Instrument prepared by: Rosalind M. Lawton, Esq., The Morgan Group, Inc. 9801 Westheimer Road, Suite 1100, Houston Texas 77042		

SPECIAL WARRANTY DEED

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, OAKLEY APARTMENTS, L.L.C., a Delaware limited liability company ("Grantor"), has bargained and sold, and by these presents does transfer and convey to SPP REAL ESTATE (BRENTWOOD), LLC, a Delaware limited liability company ("Grantee"), its successors and assigns, that certain tract or parcel of land located in Nashville, Davidson County, Tennessee, being more particularly described in Exhibit A, attached hereto and incorporated herein by this reference, together with all buildings and other improvements located thereon, and all rights and appurtenances pertaining thereto, including, without limitation, any and all right, title and interest of Grantor in and to adjacent roads, alleys, easements, streets and ways (collectively, the "Property"), which Property is commonly known as the "Preserve at Brentwood Apartments."

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. All restrictions and other encumbrances listed on Exhibit B, attached hereto and incorporated herein by this reference.

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

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this Deed this 28th day of December, 1998.

OAKLEY APARTMENTS, L.L.C., a Delaware limited liability company

By: Nashville TMG Limited Partnership, a Texas limited partnership, Manager

By: TMG Oakley, Inc., a Texas corporation, its sole general partner

By: _____
Michael S. Morgan
Vice President

STATE OF TEXAS

COUNTY OF HARRIS

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, Michael S. Morgan, 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 Vice President of TMG Oakley, Inc., a Texas corporation, in its capacity as general partner of Nashville TMG Oakley Limited Partnership, a Texas limited partnership, in its capacity as Manager of Oakley Apartments, L.L.C., a Delaware limited liability company, the within named bargainor, and that as Vice President, being authorized to do so, executed the foregoing instrument, for the purposes therein contained by signing the name of corporation by himself as Vice President on behalf of the corporation in the capacity described above.

Witness my hand seal at office this 28th day of December, 1998.

JOY H. GOODALE
Notary Public, State of Texas
My Commission Expires
AUGUST 26, 2000

Joy H. Goodale
Notary Public

My Commission Expires: 8-26-2000

STATE OF TEXAS

COUNTY OF HARRIS

The actual consideration or value, whichever is greater, for this transfer is Twenty-Four Million Six Hundred Thousand and No/100 Dollars ($24,600,000).

Affiant

Subscribed and sworn to before me this 28th day of December, 1998.

JOY H. GOODALE
Notary Public, State of Texas
My Commission Expires
AUGUST 26, 2000

Notary Public
My Commission Expires: 8-26-2000

EXHIBIT "A"

Land lying in the First Civil District of Davidson County, Tennessee, being Lot No. 3 on the Plan of Master Plat of West Fork, of record in Book 6250, page 769, as corrected in Book 6757, page 226, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at a concrete monument lying on the southerly line of Ellington Agricultural Center of record in Deed Book 2702, page 259, and in Deed Book 6105, page 161, Register's Office for Davidson County, Tennessee, said monument being the northeast corner of the herein described property and the northwest corner of Lot 4 of the aforementioned plat; thence with Lot 3 and Lot 4's common line South 15° 00' 24" West, 134.00 feet, to a concrete monument; thence South 26° 10' 06" West 250.08 feet to a concrete monument; thence South 09° 30 ' 35" West, 183.98 feet to a concrete monument; thence South 19° 10'44" West, 305.03 feet to a concrete monument; thence South 31° 44' 51" West, 184.93 feet to a concrete monument; thence South 48° 13' 23" West, 55.04 feet to a concrete monument; thence South 02° 49' 50" East, 44.99 feet to a concrete monument; thence South 56° 58' 29" East, 161.96 feet to a concrete monument; thence South° 14 17' 56" East, 124.76 feet to a concrete monument lying on the northerly right-of-way margin of Oakley Drive and being the southwest corner of said Lot 4; thence with said margin with a curve to the right having a central angle of 36° 40' 07", a radius of 770.00 feet, an arc length of 492.79 feet and a chord bearing and distance of North 67° 39' 03.5" West, 484.42 feet to an iron rod; thence North 49° 19' 00" West, 211.94 feet to a concrete monument; thence with a curve to the left having a central angle of 18° 32' 01", a radius of 1530.00 feet, an arc length of 494.91 feet, and a chord bearing and distance of North 58° 35' 00.5" West, 492.76 feet to a concrete monument; thence North 67° 51' 01" West, 25.66 feet to an iron rod; thence with a curve to the right having a central angle of 09° 44' 01", a radius of 1470.00 feet, and arc length of 249.73 feet, and a chord bearing and distance of North 62° 59' 00.5" West, 249.43 feet to a concrete monument being the southernmost corner of Section IV West Fork, of record in Book 7900, page 308, Register's Office for Davidson County, Tennessee; thence leaving said margin with the easterly line of said Section IV West Fork, North 38° 56' 03" East, 254.59 feet to a concrete monument; thence North 13° 28' 11" East, 296.52 feet to a concrete monument lying on the southerly line of the aforementioned Ellington Agricultural Center property; thence with Ellington Agricultural Center North 86° 19' 44: East 1293.86 feet to the point of beginning.

Tract 2.

Sign Easement as set forth in Book 8094, page 153 and as corrected in Book 9531, page 621, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Oakley Apartments, L.L.C., by deed of record in Book 9670, page 730, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Encumbrances

1. Restrictions as contained in Book 6458, page 94, as amended in Book 6598, page 52, Book 6706, page 1, Book 6764, page 358 and Book 7715, page 143, Register's Office for Davidson County, Tennessee.

2. Memorandum of Easement and Right of Entry Agreement of record in Book 10490, page 731, Register's Office for Davidson County, Tennessee.

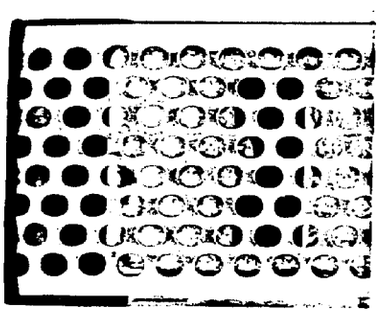
3. Terms and provisions of Memorandum of Lease from Oakley Apartments, L.L.C. d/b/a Preserve at Brentwood, to Web Service Company, Inc. dated October 15, 1997, and recorded in Book 10711, page 315, Register's Office for Davidson County, Tennessee.

4. Matters shown on Plat of record in Book 6250, page 769, as corrected in Book 6757, page 226, Register's Office for Davidson County, Tennessee.

5. 1999 taxes and assessments, not yet due and payable.

0530801
IDENTIF. & REFERENCE
98 DEC 30 PM 2:22
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.
6449 12/30 0101 03CHECK 21042.00

OFFICIAL RECEIPT
BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 11274 PAGE 90

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CAmT 24,600,000.00

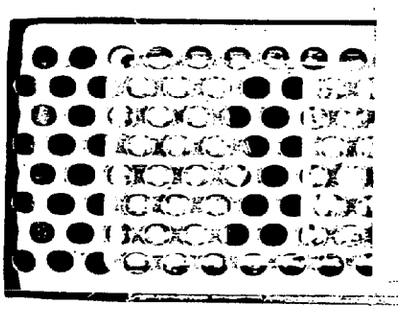
DON TX	91020.00
PRFEE	1.00
MISC	20.00
CFEE	2.00
TOTAL	$1043.00
CHECK	$1043.00

12/30/98 01 14:20 0001 6449

0530801
IDENTIF. ↑ REFERENCE

98 DEC 30 PM 2:22

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1403759