Prepared By:
Debra J. Breton
60 State St
Boston, MA 02109

CTIC 35

BOOK 11278 PAGE 1

Execution Copy
12/30/98
Bavaria

Address New Owner as follows: Alliance Holdings Tennessee, L.L.C.
221 North LaSalle Street, Suite 1260
Chicago, IL 60601

Same address for Tax Bills.

Map 148-0, Parcel 155.

SPECIAL WARRANTY DEED

This indenture, made by JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation having its principal address c/o The Real Estate Investment Group, John Hancock Place, P.O. Box 111, Boston, Massachusetts 02117 ("Grantor"), hereby conveys to ALLIANCE HOLDINGS TENNESSEE, L.L.C., a Tennessee limited liability company, having its principal address at 221 North LaSalle Street, Suite 1260, Chicago, IL 60601("Grantee"), for the sum of Ten Dollars ($10.00), the land and buildings known as Bavaria Apartments, located at 4501 Packard Drive, Nashville, Tennessee, and described on Exhibit A hereto (the "Property"). Together with all and singular the hereditaments and appurtenances thereunto belonging, or in any wise appertaining; and the reversion or reversions, remainder or remainders, rents, issues, and profits thereof; and all the estate, right, title, interest, claim, or demand whatsoever, of Grantor, either in law or in equity, of, in, and to the Property, with the said hereditaments and appurtenances.

The Property is conveyed subject to the rights of all tenants or lessees or other persons in possession and subject to all matters set out on Exhibit B hereto, and Grantor will warrant and forever defend the title to the Property against the lawful claims and demands of persons claiming by, through, or under Grantor, except as aforesaid, but against none other. Grantor makes no other warranties or covenants.

In Witness Whereof, Grantor has executed this special warranty deed as of the 30th day of December, 1998.

0531759
IDENTIFICATION REFERENCE

98 DEC 31 PM 4:00
REGISTER
DAVIDSON COUNTY, TN.

JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY

By: _____
Richard A. Lewis
Senior Investment Officer

COMMONWEALTH OF MASSACHUSETTS)
) ss. BOOK 11278 PAGE 2
COUNTY OF SUFFOLK)

On this 30th day of December, 1998, before me, the undersigned, a Notary Public in and for the said Commonwealth, residing therein, duly commissioned and sworn, personally appeared Richard A, Lewis, to me personally known, who by me duly sworn, did say that he is a Senior Investment Officer of JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said John Hancock Mutual Life Insurance Company, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County the day and year in this certificate first above written.

Notary Public
My commission expires: 2/04/2005

The consideration or actual value of the Property, whichever is greater, is $6,750,000.00.

Richard A. Lewis
Senior Investment Officer

Subscribed and sworn to before me this 30th day of December, 1998.

Notary Public
My commission expires: 2/04/2005

EXHIBIT A

Legal Description

Legal Description

Land in the Fifth Civil District Davidson County, Tennessee, described according to a survey made by Alley & Brown Consulting Engineers, dated December 3, 1968, as follows:

Beginning at an iron pin in the southwesterly margin of Apache Trail, as widened said iron pin being North 44 degrees 41' West from center line of Packard Drive along margin of Apache Trail extended, a distance of 50 feet; thence around a curve to the right, having a radius of 25 feet, southwestwardly 39.27 feet to an iron pin in the northwesterly margin of Packard Drive; thence with the margin of same, South 45 degrees 09' West, 58.33 feet to a point; thence along a curve to the right, having a radius of 388.81 feet, 111.97 feet to a point; thence continuing with the margin of same, South 61 degrees 39' West, 108.00 feet to a point; thence with a curve to the left, having a radius of 1639.15 feet, 388.12 feet to a point; thence South 48 degrees 05' West, 121.00 feet to an iron pin; thence leaving Packard Drive, North 41 degrees 32 ' West, 355.00 feet to an iron pin; thence North 80 degrees 30' West, 99.00 feet to an iron pin; thence South 68 degrees 05' West, 166.00 feet to an iron pin; thence North 21 degrees 18' West, 266.00 feet to an iron pin in the southerly line of the Chris Anton property; thence South 88 degrees 54' East, 286.92 feet to an iron pin; thence North 31 degrees 01' East, 132.56 feet to an iron pin; thence North 8 degrees 13' East, 265.15 feet to a stake, thence North 6 degrees 13' East, 214.80 feet to an iron pin; thence North 40 degrees 24' East, 146.42 feet to an iron pin in the northerly margin of Apache Trail, as widened; thence with the margin of same, South 62 degrees 17' East, 101.56 feet to an iron pin in said margin; thence continuing South 44 degrees 51' East, 872.42 feet to the point of beginning, containing 14.688 acres, more or less.

/netuser13/breton/op/41676.710/416.76.711/exhibita.wpf

Being the same property conveyed to John Hancock Mutual Life Insurance Company by deed of record in Book 4469, page 662, Register's Office of Davidson County, Tennessee.

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

EXHIBIT B

Permitted Exceptions

/netuser13/breton/op/41676.710/416.76.711/deed.wpf

Exhibit B

Permitted Exception

1. Defects, liens, encumbrances, adverse claims or other matters if any, created, first appearing in the public records or attaching subsequent to the effective date of the Title Commitment but prior to the Date of Closing.

2. Any owner's policy issued pursuant hereto will contain under Schedule B, the standard exceptions set forth at the inside cover of the Title Commitment. Any loan policy set forth will contain under Schedule B, Standard Exceptions 1, 2, and 3 unless a satisfactory survey and inspection of the premises is made.

3. Taxes for 1988: A lien, but not yet due or payable.

4. Conditions of owner's certificate, notes, easements, setback lines and Reserved parcel for future right-of-way of Apache Trail, shown on the Plat of record in Book 4175, Page 53, Register's Office for Davidson County, Tennessee, to which plat reference is here made for the location and dimensions. However, the Plat of record in Book 4460, Page 93, as corrected in Book 4615, Page 937, Register's Office for Davidson County, Tennessee, mentioned in the succeeding item, states that a portion of the former plat is voided, vacated and superseded, the effective result of which is not insured by the Company.

5. Your attention is called to the fact that the premises are affected by the subsequent recording of two additional plats of record in Book 4460, Page 93, as corrected in Book 4615, Page 937, and of record in Book 4955, Page 28, Register's Office for Davidson County, Tennessee. At the time of the recording of said plat of record in Book 4460, Page 93, Register's Office for Davidson County, Tennessee. Kimbrough-Kavanaugh & Associates, which is listed as the owner, was the owner only of a leasehold estate as far as Phase 1 shown on said plat is concerned, the fee being owned by John Hancock Mutual Life Insurance Company. The plat of record in Book 4955, Page 28, Register's Office for Davidson County, Tennessee, has superseded the aforesaid plat of record in Book 4460, Page 93, Register's Office for Davidson County, Tennessee, with respect to Phase 2, by such revision also changed the calls on the common line between Phase 1 and Phase 2.

6. Lease Agreement by and between Nashville Associates, Ltd. and Solon Automated Services, of record in Book 5372, Page 518. Register's Office for Davidson County, Tennessee.

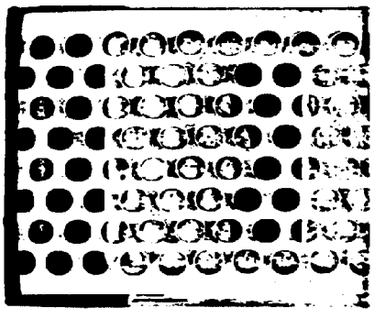
7. Lease Agreement by and between Nashville Associates, Ltd. and Solon Automated Services, of record in Book 5372, Page 528, Register's Office for Davidson County, Tennessee.

8. Bill of Sale and Agreement by and between Nashville Associates, Ltd. and Solon Automated Services, of record in Book 5372, Page 523, Register's Office for Davidson County, Tennessee.

/netuser13/breton/op/41676.710/416.76.711/exhibitb.wpf

7460 12/21 0101 03CHECK 25000.00

OFFICIAL RECEIPT
BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 11278 PAGE 8

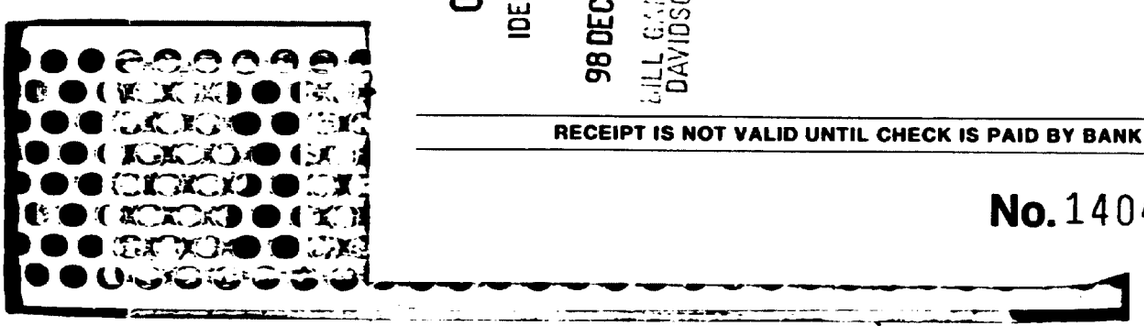
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CHRT
[illegible]
CON TX 2655.00
PRFEE 1.00
MISC 38.00
CFEE 1.00
TOTAL 2695.00
CHEC 2695.00

12/31/98 01 10:58 0001 74:0

0531759
IDENTIF. & REFERENCE

98 DEC 31 PM 4:00
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1404766