Box 28

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (JST)
First American Center
Nashville, TN 37238-2700

SPECIAL WARRANTY DEED

BOOK 11448 PG. 860

Address New Owner:	**Send Tax Bills To:**	**Map/Parcel Nos.**
Oakwell Farms Limited Partnership c/o America First Companies, L.L.C. 399 Park Avenue New York, NY 10022	SAME	97-113 97-137

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, THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY, an Ohio corporation ("Grantor") has bargained and sold, and hereby transfers and conveys, to OAKWELL FARMS LIMITED PARTNERSHIP, a Tennessee limited partnership ("Grantee"), and its successors and assigns, certain real property in Davidson County, Tennessee, described as follows:

PHASE I

BEING a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located in the northeasterly quadrant of the intersection of Interstate 40 and Dodson Chapel Road, being Phase I as shown on the plan of Chapel Road Apartments as of record in Book 6250, page 981, R.O.D.C., and being more particularly described as follows:

BEGINNING at a concrete monument at the intersection of the northerly margin of Interstate 40 and the easterly margin of Dodson Chapel Road, said concrete monument being the southwesterly corner of the herein described parcel:

THENCE, with said easterly margin of Dodson Chapel Road the following calls:

With a curve to the right 581.71 feet to concrete monument, said curve having a central angle of 13° 17' 51", a radius of 2,506.48 feet, a tangent of 292.17 feet and a chord of N 05° 11' 34" W, 580.41 feet;

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

N 00° 35' 19" E, 154.30 feet to a concrete monument;

N 89° 32' 55" W, 4.00 feet to an iron pin;

N 00° 51' 22" E, 494.32 feet to a point;

THENCE, leaving said easterly margin of Dodson Chapel Road with the southerly line of Phase II, Chapel Road Apartments, the following calls:

S 89° 08' 38" E, 257.00 feet to a point;

S 77° 23' 38" E, 213.00 feet to a point;

S 61° 49' 32" E, 305.90 feet to a point;

S 37° 01' 45" E, 410.00 feet to a concrete monument in the northerly margin of Interstate 40;

THENCE, with said northerly margin, S 52° 58' 15" W, 1,169.75 feet to the point of beginning.

PHASE II

BEING a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, located on the easterly side of Dodson Chapel Road, being Phase II, Chapel Road Apartments as shown on the plan of record in Book 6250, page 981, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the easterly margin of Dodson Chapel Road, widened, said point being northerly 1,230.33 feet, as measured along said margin, from a concrete monument at the intersection of the northerly margin of Interstate 40 and the easterly margin of said Dodson Chapel Road:

THENCE, with said easterly margin of Dodson Chapel Road, N 00° 51' 22" E, 435.65 feet to a point in the southerly margin of a lane known as Brooks Lane;

THENCE, with said southerly margin, S 83° 11' 41" E, 340.59 feet to an iron pin;

THENCE, continuing with said southerly margin, S 83° 49' 32" E, 850.74 feet to a fence corner post;

THENCE, leaving said southerly margin with the westerly line of the property conveyed to Jerry D. Nelson et ux. by deed of record in Book 6831, page 195, R.O.D.C., S 03° 54' 19" W, 178.61 feet to an iron pin;

THENCE, with the westerly line of the property conveyed to Old Hickory at I-40, L.P., by deed of record in Book 7429, page 740, R.O.D.C., S 05° 35' 18" W, 543.49 feet to a concrete monument in the northerly margin of Interstate 40;

THENCE, with said northerly margin with a curve to the left 134.23 feet to an iron pin, said curve having a central angle of 01° 18' 29", a radius of 5,879.58 feet, a tangent of 67.12 feet and a chord of S 53° 37' 31" W, 134.23 feet;

THENCE, continuing with said margin S 52° 58' 15" W, 45.00 feet to a point;

THENCE, leaving said northerly margin with the northerly line of Phase I, Chapel Road Apartments, the following calls:

N 37° 01' 45" W, 410.00 feet to a point;

N 61° 49' 32" W, 305.90 feet to a point;

N 77° 23' 38" W, 213.00 feet to a point;

N 89° 08' 38" W, 257.00 feet to the point of beginning.

The surveyor who prepared the boundary survey from which the foregoing description was prepared is Wendell H. Talley, Sr., Tenn. RLS No. 785, Barge, Waggoner, Sumner and Cannon, Inc., 162 Third Avenue North, Nashville, Tennessee 37201.

BEING THE SAME property conveyed to The Western and Southern Life Insurance Company by deed from Robert J. Pinstein and William L. Rosenberg, Successor Trustees, of record in Book 8172, page 710, Register's Office for Davidson County, Tennessee.

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

This is improved property known as 1800 Oakwell Farms Lane, Hermitage, Tennessee 37076-4185.

Without limitation of any other provision hereof, said property is conveyed specifically subject to the following matters:

(1) taxes and assessments for 1999, which have been prorated and assumed by Grantee;

(2) matters shown on the survey of Barge, Waggoner, Sumner and Cannon, Inc. dated March 29, 1999, File No. 9590-13;

(3) matters shown on the recorded plan for Chapel Road Apartments of record in Book 6250, page 981, Register's Office for Davidson County, Tennessee, as amended by instrument of record in Book 7724, page 130, said Register's Office;

(4) storm water detention agreements of record in Book 6879, page 945 and in Book 7675, page 130, said Register's Office;

(5) right of way easements of record in Book 7109, page 845 and in Book 7109, page 847, said Register's Office;

(6) reciprocal access and use easement of record in Book 7695, page 395, said Register's Office, as ratified and confirmed by instrument of record in Book 7708, page 910, said Register's Office;

(7) easement for water mains and appurtenances of record in Book 7724, page 126, said Register's Office; and

(8) easement for sanitary sewers and/or storm drainage of record in Book 7724, page 130, said Register's Office.

Grantor covenants and binds itself and its successors to warrant specially and defend forever the title to said property to Grantee and 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 above), but no further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized officers as of April 23, 1999.

THE WESTERN AND SOUTHERN LIFE INSURANCE COMPANY

By: _____
D. J. Wuebbling,
Senior Vice President

By: _____
Mario San Marco,
Vice President

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

STATE OF Nebraska)
)
COUNTY OF Douglas)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $ 17,141,800.00.

Affiant

Sworn to and subscribed before me this 27th day of April, 1999.

Notary Public

My Commission Expires:

8/4/99

A GENERAL NOTARY-State of Nebraska
NANCY R. TARGY
My Comm. Exp. Aug. 4, 1999

2016436.01

STATE OF OHIO)
)
COUNTY OF HAMILTON)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, D. J. Wuebbling, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a Senior Vice President of The Western and Southern Life Insurance Company, a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 23rd day of April, 1999.

Patricia Tighe Ash
Notary Public

PATRICIA TIGHE ASH, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

My Commission Expires:

99 APR 27 PM 1:17
BILL CAMPBELL REGISTER
DAVIDSON COUNTY, TN.

0579009
RECORDING REFERENCE

STATE OF OHIO)
)
COUNTY OF HAMILTON)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Mario San Marco, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a Vice President of The Western and Southern Life Insurance Company, a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 23 day of April, 1999.

Kenneth J. Ryan
Notary Public

KENNETH J. RYAN
Notary Public, State of Ohio
My Commission Expires May 28, 2001

My Commission Expires:

RECEIVED FOR RECORD 4/27 1999
CHECK 62451-99

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11448 PG. 866

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 17,141,800.00

CAMT 63424.66
ERR CO

CAMT 63424.66-
CON TX 63424.66
PRFEE 1.00
UDEED 24.00
CFEE 2.00
TOTAL 63451.66
CHECK 63451.66

04/27/99 01 13:19 0001 7635

0579009

IDENTIFICATION REFERENCE

99 APR 27 PM 1:17

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1477561