This Instrument Prepared by:
Thomas S. Gryboski
Powell, Goldstein, Frazer & Murphy LLP
191 Peachtree St., NE, Suite 1600
Atlanta, Georgia 30303

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER:
[NEED]
250 Corporate Center Court
Stockbridge, GA 30281

MORTGAGEE:
First Union National Bank

SEND TAX BILL:
To Mortgagee
First Union National Bank
1 First Union Center
DC6, 301 S. College St.
Charlotte, NC 28288-0166

MAP AND PARCEL:
MAP 97-114
GROUP
PARCEL

BOOK 11455 PG. 12

FOR AND IN CONSIDERATION of the sum of Ten and 00/100 Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged, Lakeside II, L.L.C., a Georgia limited liability company, hereinafter called the Grantor, has bargained and sold, and by these presents does transfer and convey unto Waterford Hermitage, LLC, a Georgia Limited Liability Company hereinafter called the Grantee, their heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

SEE ATTACHED EXHIBIT "A" FOR COMPLETE DESCRIPTION

Being the same real property conveyed to Grantor herein by special warranty deed from Vastland/Eatherly/McClung LLC of record in Book 10487, page 657, Register's Office for Davidson County, Tennessee.

This is improved property known as the Waterford Landing Apartments at Hermitage, with a mailing address of Old Hickory Boulevard, Nashville, TN.

This conveyance is made subject to real property taxes for 1999 and subsequent years, and all restrictions, easements, zoning and planning ordinances, and health department regulations that may affect the premises.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Waterford Hermitage, LLC, their heirs and assigns, forever; and Lakeside II, L.L.C. does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple has a good right to convey it, and the same is unencumbered unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to said land to the said Grantee, their heirs and assigns, against the lawful claims of all persons whomsoever

RECORDERS MEMO
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claiming by or through said Grantor. Wherever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS the hand of a duly authorized officer this 28th day of April, 1999.

LAKESIDE II, L.L.C.

By: _____, Member
_____, Manager

STATE OF Georgia)
COUNTY OF Haney)

Before me, the undersigned Notary Public in and for said County and State, personally appeared Gary Anderson & J.P. Evans with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to the Manager (or other officer authorized to execute the instrument) of Lakeside II, L.L.C., the within named bargainor, a corporation, and that he as such Manager, executed the within Special Warranty Deed for the purposes therein contained.

Witness my hand and official seal this the 28th day of April, 1999.

_____
NOTARY PUBLIC
Print Name: Kay T Jackson

My Commission Expires: 8/13/2000

STATE OF Tennessee)
COUNTY OF Williamson)

9403 04/30 0101 03CHECK 33315.00

The actual value or consideration, whichever is greater, for this transfer is $ 9,000,000.

_____
AFFIANT

Subscribed and sworn to before me this 28th day of April, ~~1997.~~ 1999 SAC

_____
NOTARY PUBLIC
Print Name: Sandy Ring

My Commission Expires: 10/1/2002

SANDY RING
NOTARY PUBLIC AT LARGE
WILLIAMSON COUNTY, TENN.
My Commission Expires OCT. 1, 2002

::ODMA\PCDOCS\ATL\295022\1

Exhibit "A"

Being a parcel of land in the Second Civil District of Nashville, Davidson County, Tennessee, located on the westerly margin of Old Hickory Boulevard north of Bell Road and being more particularly described as follows:

Beginning at an iron pin in the westerly margin of Old Hickory Boulevard at the northeast corner of herein described tract, said pin being southeasterly 780 feet, more or less, along said margin from the southerly margin of Interstate 40;

Thence, with the westerly margin of Old Hickory Boulevard, South 40 deg. 31'26" East, 519.66 feet to a point;

Thence, with a curve concave to the west having a central angle of 08 deg. 16'37", a radius of 2834.93 feet and a chord of South 36 deg. 23'11" East, 409.11 feet for an arc length of 409.47 feet to a point;

Thence, leaving said margin, with the northerly line of EQR-Spinnaker Cove, LLC of record in Deed Book 10479, page 792, RODC, also known as Arbors of Lakeside of record in Plat Book 6200, page 426, RODC, South 85 deg. 00'34" West, 1052.94 feet to an iron pin;

Thence, South 02 deg. 42'14" East, 199.67 feet to an iron pin in the northerly margin of Bell Road;

Thence, with said margin and a curve concave to the south having a central angle of 02 deg. 36'09", a radius of 1185.92 feet and a chord of North 70 deg. 23'26" West, 53.86 feet for an arc length of 53.86 feet to an iron pin;

Thence, leaving said margin with the easterly line of U.S.A. property, North 03 deg. 07'54" West, 98.10 feet to a Corps of Engineers concrete monument;

Thence, with the east line of Lady Ruth Earhart of record in Deed Book 9649, page 213, RODC, North 06 deg. 41'47" West, 98.40 feet to an iron pin;

Thence, with the east line of Guy T. Gleaves, et ux, of record in Deed Book 4208, page 419, RODC, North 00 deg. 57'28" West, 98.32 feet to an iron pin;

Thence, with the east line of Guy T. Gleaves, et ux, of record in Deed Book 4024, page 502, RODC, North 01 deg. 32'16" East, 100.29 feet to an iron pipe;

Thence, with the east line of Richard H. Marerum, et ux, of record in Deed Book 5374, page 785, RODC, North 01 deg. 24'31" West, 198.65 feet to an iron pin;

Thence, with the east line of Thomas W. Swafford, et ux, of record in Deed Book 7601, page 769, RODC, North 02 deg. 29'32" West, 76.57 feet to an iron pipe;

Thence, with said Swafford and Michael L. Helton, et ux, of record in Deed Book 6913, page 532, RODC, North 04 deg. 25'44" West, 256.44 feet to an iron pin in the south line of Bimal Patel, et ux, of record in Deed Book 9894, page 705, RODC;

Thence, with said Patel and Priest Lake Center Section Four of record in Plat Book 6200, page 695, RODC, North 82 deg. 32'56" East, 558.42 feet to the point of beginning, containing 651,732 square feet or 14.96 acres, more or less according to survey prepared by Crawford Land Surveyors PC dated January 29, 1999 and updated April 26, 1999.

Being the same property conveyed to Lakeside II, LLC, a GA Limited Liability Company by Special Warranty Deed from Vastland/Eaterly/McClung LLC, of record in Book 10487, Page 657, Register's Office for Davidson County, Tennessee. Also being the same property conveyed to Lakeside II, LLC, a Georgia Limited Liability Company, by Quitclaim Deed from Vastland Eaterly/McClung, LLC, a Tennessee Limited Liability Company, of record in Book 10487, Page 661, Register's Office for Davidson County, Tennessee.

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Pick-up

99 APR 30 PM 12:07
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.

0580691

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11455 PG. 15

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

0580691

IDENTIFICATION REFERENCE

99 APR 30 PM 12:07

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CAMT
9000000.00
CON TX 33300.00
PRFEE 1.00
WDEED 12.00
CFEE 2.00
TOTAL 33315.00
CHECK 33315.00

04/30/99 01 12:10 0001 9403

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RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1454107