PICK-UP

THIS INSTRUMENT PREPARED BY:
Steven E. Schmidt, Esquire
KENNERLY, MONTGOMERY & FINLEY, P.C
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Knoxville, Tennessee 37901
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RESPONSIBLE TAXPAYER:
Rolling Hills Holdings, LLC
c/o UBS Principal Finance, LLC
299 Park Avenue, 25th Floor
New York, New York 10171
Attn: Mr. Bob Pettinato
Tax Map No. 102-4
Parcels 127 and 212

SUBSTITUTE TRUSTEE'S DEED

This instrument made and entered into on this the 6th day of October, 2000, by and between STEVEN E. SCHMIDT, SUBSTITUTE TRUSTEE, party of the first part, and ROLLING HILLS HOLDINGS, LLC, party of the second part.

WHEREAS, by Deed of Trust and Security Agreement dated the 27th day of May, 1999 of record in the Register's Office for Davidson County, Tennessee, in Book 11513, page 283, Crocker Tennessee Housing Partnership, L.P., a Delaware limited partnership, conveyed to David B. Herbert, as Trustee, the hereinafter described real estate, to secure a note in the amount of Nine Million Six Hundred Thousand Dollars ($9,600,000.00); and

WHEREAS, by instrument dated as of July 19, 2000, duly recorded in the aforesaid Register's Office as Instrument 200008160081225, the holder of the indebtedness secured by said Deed of Trust and Security Agreement appointed Steven E. Schmidt as Substitute Trustee; and

WHEREAS, the original holder of said note and Deed of Trust and Security Agreement, Central Park Capital, L.P., assigned the same to UBS Principal Finance, LLC ("UBS"), and UBS then subsequently assigned said note and Deed of Trust and Security Agreement to party of the second part, who is the current holder thereof; and

WHEREAS, default was made in the payment of said note, and the holder thereof having directed the first party to sell said property, as provided by said Deed of Trust and Security Agreement, the first party did, on the fourteenth (14th), twenty-first (21st) and twenty-eighth (28th) days of September, 2000, publish notice in The Nashville Record, a newspaper of general circulation, published in Davidson County, Tennessee, and advertise said property to be sold on this date, and pursuant to said notices, on this date, during legal hours, the first party offered said property for sale, in front of the courthouse door in Davidson County, Tennessee, and after receiving competitive bids, sold said property to Rolling Hills Holdings, LLC at the price of $ 6,000,000.00, this being the highest, last and best bid.

NOW, THEREFORE, this deed witnesseth: That for and in consideration of the second party applying the sum of $ 6,000,000.00 to the indebtedness owed under the Note secured by the aforesaid Deed of Trust and Security Agreement, the party of the first part has this day bargained and sold, and does hereby sell, transfer and convey unto the party of the second part, its successors and assigns, the following described real estate, located in Davidson County, Tennessee, and more particularly described in **Exhibit A** attached hereto and incorporated herein by reference.

To have and to hold the aforesaid real estate, together with all improvements thereon, unto the party of the second part, its successors and assigns, in fee simple forever, subject to all of the matters set forth herein.

And the party of the first part, as Substitute Trustee, does hereby transfer, assign and set over unto the party of the second part, all of the covenants and warranties contained in the aforesaid Deed of Trust and Security Agreement, and does hereby warrant the title to the real property conveyed hereby as fully as he is authorized to do as Substitute Trustee, but not further or otherwise, subject to all unpaid real estate taxes, to any and all other rights, charges, easements, conditions, restrictions, liens, and encumbrances of whatsoever nature having statutory or lien priority with respect to the Deed of Trust and Security Agreement and to the rights of continued occupancy by apartment tenants who have apartment leases of various

Davidson County DEEDTRS
Recvd: 10/06/00 11:44 3pgs
Fees:15.00 Taxes:22200.00
20001006-0099618

apartment units located within the improvements located on the property described on **Exhibit A** attached hereto.

WITNESS the signature of the first party on this the day and date first above written.

Steven E Schmidt

STEVEN E. SCHMIDT, Substitute Trustee

STATE OF TENNESSEE

COUNTY OF ~~KNOX~~ Davidson

Personally appeared before me, the undersigned authority, of said county, Steven E. Schmidt, Substitute Trustee, the within named bargainor, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 6th day of October, 2000.

James G. Lackey, III NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Notary Public

My commission expires: 3/24/01

STATE OF TENNESSEE

COUNTY OF ~~KNOX~~ Davidson

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater is $ 6,000,000.00

Steven E Schmidt

Affiant

Sworn to and subscribed before me
this 6th day of October, 2000.

James G. Lackey, III NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

Notary Public

My commission expires: 3/24/01

SES:tlh

S E S\UBS Warburg - Crocker (9092-001)\docs\Substitute Trustee's Deed No. 2.doc

EXHIBIT A

TRACT I

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most northerly corner of Lot No. 1 and lying on the southeasterly right-of-way of Premier Drive at the common corner of Lot No. 738, on the Plan of Charlotte Park, Section 12, Plat Book 2900, page 127, Register's Office for Davidson County, Tennessee; thence leaving said right-of-way and running South 49° 31' 16" East 318.59 feet; thence South 50° 36' 05" East 257.06 feet; thence South 26° 57' 17" East 242.30 feet; thence South 33° 45' 06" East 95.17 feet; thence South 54° 38' 59" West 90.00 feet; thence South 51° 12' 57" East 42.86 feet; thence South 48° 13' 36" West 735.28 feet to the most southerly corner of the herein described tract; thence North 50° 01' 08" West 598.77 feet; thence North 44° 10' 28" East 458.10 feet; thence North 47° 56' 30" West 416.56 feet to the southeasterly right-of-way of Premier Drive; thence with said right-of-way North 44° 15' 14" East 86.19 feet to a curve to the right with a delta of 40° 54' 26", a radius of 269.94 feet and an arch length of 192.73 feet to the point of a reverse curve to the left with a delta of 41° 43' 06", a radius of 313.78 feet and an arch length of 228.47 feet to the point of beginning.

TRACT II

LAND in Davidson County, Tennessee, being Reserve Parcel, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most southerly corner of the reserved parcel and lying on the northwesterly right-of-way of Premier Drive and the southeasterly right-of-way of Interstate I-40; thence leaving the aforesaid right-of-way of Premier Drive and running with the southeasterly right-of-way of said Interstate I-40 North 44° 10' 33" East 379.31 feet to the most northerly corner of the herein described tract; thence leaving Interstate I-40 and running South 48° 30' 27" East 142.73 feet to the northwesterly right-of-way of Premier Drive; thence running in a southwesterly direction with a curve to the right with a delta of 41° 42' 32", a radius of 263.79 feet and an arch length of 192.03 feet to the point of a reverse curve to the left; thence with said curve with a delta of 40° 54' 26", a radius of 319.94 feet and an arch length of 228.43 feet to the point of beginning.

The address of the property is 6535 Premier Drive, Nashville, Tennessee.

BEING the same property conveyed to Crocker Tennessee Housing Partnership, L.P., a Delaware limited partnership, by deed from AGS Partners MLP, L.P., of record in Book 10886, page 26, Register's Office for Davidson County, Tennessee.

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