Bk 49
48010

SPECIAL WARRANTY DEED

Instrument prepared by:

Walter F. Schleimer, Esq.
Paul, Hastings, Janofsky & Walker LLP
75 East 55th Street
New York, New York 10022

Davidson County DEEDWARR
Recvd: 03/27/01 11:57 4pgs
Fees:19.00 Taxes:70670.00
20010327-0029248

Address New Owner as Follows:	Send Tax Bills to:	Map Parcel No.
TGM Autumnwood Inc. c/o TGM Associates L.P. 650 Fifth Avenue New York, New York 10019-6108	SAME	149/300 149/307

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, ERI-AW, INC., a Delaware corporation (the "Grantor"), does hereby bargain, sell, transfer and convey unto TGM AUTUMNWOOD INC., a Delaware corporation (the "Grantee"), its successors and assigns, all its right, title and interest in and to property located in Antioch, Davidson County, Tennessee more particularly described on Exhibit A attached hereto.

BEING the same property conveyed to Grantor by Limited Warranty Deed from Rimco X, Inc., of record on Book 8822, Page 147, Register's Office, Davidson County, Tennessee.

This is improved property known as Autumnwood Apartments.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to Grantor unto the said Grantee, its successors and assigns, forever.

AND Grantor does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to said land to the said Grantee, its successors and assigns against the lawful claims of all persons claiming by, through or under Grantor but not further or otherwise.

[Signature Page Follows]

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 26th day of March, 2001.

ERI-AW, INC., a Delaware corporation

By: _____

Name: Everett B. Miller III

Title: President

NYC55/63893.4

STATE OF
COUNTY OF

The actual consideration or value whichever is greater for this transfer is $19,100,000

AFFIANT

NOTARY PUBLIC
my commission expires 9/04

My Commission Expires: 9/04

STATE OF Connecticut
COUNTY OF Fairfield

Before me, the undersigned, a Notary Public in and for the State and County aforesaid personally appeared Everett B. Miller III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President, authorized to execute this instrument on behalf of ERI-AW, Inc., the within named bargainor, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and official seal at office on this the 26 day of March, 2001.

NOTARY PUBLIC

My Commission Expires: 9/04

NYC55/63893.4

"AUTUMNWOOD APARTMENTS"

EXHIBIT A BOOK 8822 PAGE 151

Lots nos. 2 and 3 shown on the plan of Hickory Highlands Apartments of record in Book 6900, page 729, Register's Office, Davidson County, Tennessee, located in the northeast quadrant and southeast quadrant of the intersection of Rural Hill Road and Hickory Highlands Drive.

7.6.4 1 5.

IDENTIFICATION REFERENCE:

Dec 23 9 49 AM '92

[illegible] WILSON JR REGISTER
DAVIDSON COUNTY, TN

4737 12/23 0101 03CHECK 42386.00

0882f