This Instrument Was Prepared By:
Jack F. King, Jr.
Miller & Martin LLP
1200 One Nashville Place
150 4th Avenue North
Nashville, TN 37219

Address New Owner(s):	**Send Tax Bills to:**	**Map and Parcel No.:**
Mill Creek Associates, G.P. 201 Summit View Drive Suite 110 Brentwood, TN 37027	New Owner	Map 162 Parcel 141

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, BELL ROAD, L.P., a Tennessee limited partnership, (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to MILL CREEK ASSOCIATES, G.P., a Georgia general partnership, (the "Grantee"), its successors and assigns, land in Davidson County, Tennessee as described on Exhibit "A" attached hereto and made a part hereof.

This is unimproved property located on Bell Road at Blue Hole Road, Antioch, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it. Grantor further covenants and binds itself, its successors, and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 14th day of November, 2001.

BELL ROAD, L.P., a Tennessee limited partnership

By: Bell Road Associates, Inc., General Partner

By: [signature]

Title: VICE PRESIDENT

Davidson County DEEDWARR
Recvd: 11/16/01 13:33 4pgs
Fees:23.00 Taxes:7500.70
20011116-0125962

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named W.H. Cammack, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of Bell Road Associates, Inc., the general partner of Bell Road, L.P., the within named bargainor, a partnership, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the partnership by himself as Vice President of Bell Road Associates, Inc., the general partner.

WITNESS my hand and official seal at Nashville, Tennessee, this 14 day of November, 2001.



Notary Public

My commission expires: 11/27/04

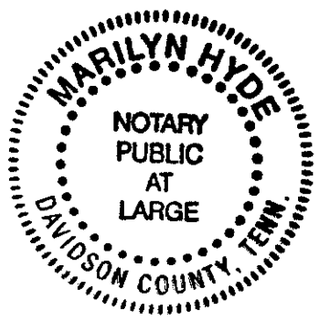
STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

My Commission Expires NOV. 27, 2004

The actual consideration or value, whichever is greater, for this transfer is $2,027,216.00.

Affiant

Subscribed and sworn to before me
this 14 day of November, 2001.



Notary Public

My Commission Expires:

11/27/04

My Commission Expires NOV 27, 2004

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EXHIBIT "A"

PROPERTY DESCRIPTION

Being a tract of land in the central portion of Davidson County, lying in the 31st Councilmanic District of Nashville, Tennessee. Bounded on the north by The Saxony Apartments, L.P. as recorded in Deed Book 9324, Page 421, Registers Office Davidson County (RODC), also on the north by Timberlake Apartments Associates as recorded Deed Book 6442, Page 561, RODC, on the east by Charles B. Thomas as recorded in Deed Book 1025, Page 405, RODC, also on the east by Charles C. Morrow as recorded in Deed Book 4324, Page 457, RODC, also on the east by Right-of-Way (ROW) of Blue Hole Road (ROW varies), on the south by ROW of Bell Road (ROW varies), on the west by Brittany Park Subdivision as recorded in Plat Book 9700, Page 46, and Plat Book 7900, Page 998, RODC. Tract being described according to a survey by Littlejohn Engineering Associates, 1935 21st Avenue South, Nashville, Tennessee, 37212, prepared by Robert M. Searson RLS #1666, dated July 30, 2001 and as revised November 13, 2001, as follows:

POINT OF COMMENCEMENT being the centerline intersection of Bell Road and Blue Hole Road; thence North 37° 58' 40" West 89.80 feet to the TRUE POINT OF BEGINNING being a set point on the southwest ROW return at the northwest corner of the intersection of Bell Road and Blue Hole Road; thence with the northerly margin of said ROW of Bell Road North 74° 56' 42" West 446.63 feet to a set point; thence North 76° 05' 27" West 600.12 feet to a set point; thence North 74° 56' 42" West 194.75 feet to a set point at the southwest corner of the tract being described; thence leaving said ROW North 8° 21' 27" East 241.08 feet to a set point; thence North 12° 33' 27" East 68.89 feet to a set point; thence North 19° 45' 19" East 485.10 feet to a found iron rod; thence South 85° 47' 49" East 489.40 feet to a found iron rod; thence South 85° 27' 50" East 456.58 feet to a found iron rod; thence South 8° 30' 31" West 169.42 feet to an existing fence post; thence South 10° 57' 33" West 271.96 feet to a found iron rod; thence South 84° 27' 43" East 118.60 feet to a set point; thence South 79° 41' 38" East 255.97 feet a found iron rod in the westerly margin of Blue Hole Road; thence with said ROW South 20° 54' 36" West 160.90 feet to a set point; thence South 26° 13' 22" West 251.06 feet to a set point; thence South 20° 57' 18" West 123.82 feet to a set point; thence with a curve to the right having a radius of 30.00 feet, an arc length of 44.03 feet, a central angle of 84° 06' 00", a chord bearing and distance of South 63° 00' 18" West 40.19 feet to the true point of beginning, containing 1,038,285 square feet or 23.835 acres.

Being part of the same property conveyed to Bell Road, L.P., a Tennessee limited partnership by deed from James I. Vance Berry, Trustee, of record in Book 9522, page 946, Register's Office for Davidson County, Tennessee.

Together with a non-exclusive easement for drainage contained in a Declaration of Drainage Easement of record in Instrument No. 20011116012596, said Register's Office.

EXHIBIT "B"

1. Taxes for the year of 2002 and subsequent years.

2. Easement for construction and maintenance of drainage facility conveyed to the State of Tennessee by Warranty Deed of record in Book 7838, page 934, Register's Office for Davidson County, Tennessee.

3. All matters appearing on the survey of Mill Creek Village dated July 30, 2001 as revised on November 13, 2001, prepared by Robert M. Searson, Registered Land Surveyor, No. 1666, Littlejohn Engineering Associates, Inc., 1935 21st Avenue South, Nashville, Tennessee 37212.

4. A non-exclusive easement for drainage contained in a Declaration of Drainage Easement of record in Instrument No. 20011116 - 0125961, said Register's Office.