SPECIAL WARRANTY DEED

Instrument Prepared by:

Paul J. Goldman, Esq.
Segel, Goldman, Mazzotta & Siegel, P.C.
9 Washington Square
Albany, New York 12205

Owner/Responsible Taypayer

Overhill Apartment Partners, GP
333 Union Street, Suite 400
Nashville, TN 37201

After Recording return to:
Paul J. Goldman, Esq.
Segel, Goldman, Mazzotta & Siegel, P.C.
9 Washington Square
Albany, New York 12205

Source of Grantor's Title:
Deed recorded in Deed of Record
Instrument No. 20020107-0002377
In the Davidson County Register's
Office

Tax Parcel No. 135 00 360.00

I, or we, hereby swear or affirm that the actual consideration for the transfer or value of the property transferred, whichever is greater, is $5,625,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 8th day of August, 2002.

Monica K Barfield
Notary Public

My commission expires: 3/26/2005

[SEAL]

MONICA L. BARFIELD
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires Mar 26, 2005

Davidson County DEEDWARR
Recvd: 08/08/02 16:03 8pgs
Fees:43.00 Taxes:20812.50
20020808-0095957

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STATE OF TENNESSEE)
) ss.:
COUNTY OF DAVIDSON)

THIS SPECIAL WARRANTY DEED, made effective as of August 8, 2002, between **OVERHILL APARTMENT PARTNERS, GP**, a Tennessee general partnership, whose mailing address is c/o First Management Services, Inc., 333 Union Street, Suite 400, Nashville, Tennessee 37201 (herein, the "Grantor"), and **MM FAMILY PARTNERSHIP II, L.P.**, having an undivided tenant-in-common interest as to forty percent (40%) and having a mailing address of 2 Tower Place, Albany, New York 12203, **MORRIS MASSRY**, having an undivided tenant-in-common interest as to ten percent (10%) and having a mailing address of 2 Tower Place, Albany, New York 12203 (herein, collectively the "Grantee").

WITNESSETH:

That the Grantor, for and in consideration of the sum of $10.00, to it in hand paid by the Grantee, the receipt whereof is hereby acknowledged, hereby grants, bargains and sells to the Grantee, its heirs, successors and assigns forever, a fifty percent (50%) tenant-in-common ownership interest in and to the following described land, situate, lying and being in the County of Davidson, State of Tennessee.

See Exhibit A attached hereto and made a part hereof;

Together with a collectively fifty percent (50%) tenant-in-common ownership interest in and to all improvements and fixtures thereon and all the tenements, hereditaments, easements and appurtenances thereto belonging or in anywise appertaining.

This conveyance is made subject to taxes not yet due and payable for the year 2002 and subsequent years and to such other easements, encumbrances and other matters as are more particularly described on Exhibit B attached hereto and made a part hereof.

TO HAVE AND TO HOLD, the same in fee simple forever.

The Grantor does hereby warrant and will defend the title to said land against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but against none other, free from all encumbrances except those set forth on Exhibit B.

(When used herein the terms "Grantor" and "Grantee" shall be construed to include, masculine, feminine, singular or plural as the context permits or requires and shall include heirs, personal representatives, successors or assigns.)

Current ad valorem taxes on the Property having been prorated, Grantee hereby assumes the payment for the Grantor's proportionate share thereof.

IN WITNESS WHEREOF, the Grantor and the Grantee have caused this Special Warranty Deed to be executed in their names on the date set forth in the acknowledgment below but to be effective for all purposes as of the date first above written.

GRANTOR:

Witnesses:

OVERHILL APARTMENT PARTNERS, GP, a Tennessee general partnership

Monica L Barfield

Print Name: Monica L. Barfield

BY: W. Kirby Davis

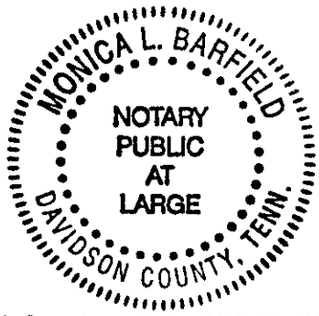
W. Kirby Davis, Partner

STATE OF TENNESSEE)
) ss.:
COUNTY OF DAVIDSON)

The foregoing instrument was acknowledged before me on August 8th, 2002 by W. Kirby Davis of Overhill Apartment Partners, GP, a Tennessee general partnership, on behalf of the partnership. He is personally known to me and has produced as identification.

Monica K Barfield
Notary Public, State of TN
Name printed: Monica L. Barfield
My Commission Expires: 3/26/2005

[NOTARIAL SEAL]



My Commission Expires MAR. 26, 2005

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

EXHIBIT A

Being a tract of land lying in Nashville, Davidson County, Tennessee, also being Lot One on the Revised Subdivision Plan for Hermitage "A" Apartments, as of record in Plat Book 6250, Page 193, at the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron rod at the intersection of the easterly right-of-way line of Murfreesboro Pike, 100 feet in width and the easterly right-of-way line of Brooksboro Place, width varies;

Thence leaving the easterly right-of-way line of Murfreesboro Pike with the easterly right-of-way line of Brooksboro Place along a curve to the right, with an arc length of 39.27 feet, the radius of which is 25.00 feet, the central angle of which is 90 Deg 00 Min 00 Sec, the chord of which is North 27 Deg 01 Min 32 Sec East, 35.36 feet to an iron rod set;

Thence North 72 Deg 01 Min 32 Sec East, 25.00 feet to an iron rod set;

Thence North 65 Deg 57 Min 09 Sec East, 198.99 feet to an iron rod set;

Thence along a curve to the left, with an arc length of 327.95 feet, the radius of which is 289.92 feet, the central angle of which is 64 Deg 48 Min 39 Sec, the chord of which is North 40 Deg 09 Min 20 Sec East, 310.74 feet to a P.K. nail set;

Thence continuing with the easterly right-of-way line of Brooksboro Place and with the easterly property line of the property of Robert Kyle Trent, as of record in Deed Book 10526, Page 33, at the Register's Office for Davidson County, Tennessee North 07 Deg 38 Min 59 Sec East, 457.44 feet to an existing iron rod in the southerly property line of the property of Pharis Throop Douglas, Jr. and Mary Ida Louise Douglas Tripp, as of record in Deed Book 10336, Page 24, at the Register's Office for Davidson County, Tennessee;

Thence with the southerly property line of Pharis Throop Douglas, Jr. and Mary Ida Louise Douglas Tripp, South 82 Deg 24 Min 34 Sec East, 694.73 feet to an existing iron rod;

Thence South 83 Deg 21 Min 34 Sec East, 288.59 feet to an existing iron rod;

Thence North 89 Deg 34 Min 44 Sec East, 30.77 feet to an existing iron rod;

Thence South 82 Deg 33 Min 20 Sec East, 182.52 feet to an iron rod set;

Thence North 76 Deg 37 Min 23 Sec East, 225.87 feet to an iron rod set;

Thence with the westerly property line of Pharis Throop Douglas, Jr. and Mary Ida Louise Douglas Tripp, South 05 Deg 48 Min 37 Sec East, 814.02 feet to an iron rod set at a corner common with the property of African Christian Schools Foundation, Inc., as of record in Deed Book 10765, Page 169, at the Register's Office for Davidson County, Tennessee, also being Reserve Parcel "A" on said Revised Subdivision Plan for Hermitage "A" Apartments;

Thence with the northerly property line of African Christian Schools Foundation, Inc., South 48 Deg 02 Min 44 Sec West, 193.14 feet to an iron rod set in the northerly property line of the property of African Christian Schools Foundation, Inc., as of record in Deed Book 10765, Page 169, at the Register's Office for Davidson County, Tennessee, also being a portion of Reserve Parcel 43 Section Six Edge-O-Lakes Estates, as of record in Plat Book 3700, Page 16, at the Register's Office for Davidson County, Tennessee;

Thence with the northerly property line of African Christian Schools Foundation, Inc. and the northerly property line of the property of Janice Ruth Ray Suk, as of record in Instrument Number 20000111-3599, at the Register's Office for Davidson County, Tennessee, also being lot 407 Section Ten Edge-O-Lakes Estates, as of record in Plat Book 3842, Page 180, at the Register's Office for Davidson County, Tennessee, North 82 Deg 46 Min 37 Sec West, 58.04 feet to an existing iron rod;

Thence continuing with the northerly property line of Janice Ruth Ray Suk, South 83 Deg 31 Min 23 Sec West, 109.03 feet to an iron rod set in the easterly right-of-way line of Rychen Drive, width varies;

Thence with the easterly right-of-way line of Rychen Drive, North 06 Deg 28 Min 37 Sec West, 29.34 feet to an iron rod set;

Thence leaving the easterly right-of-way line of Rychen Drive and with the northerly terminus of Rychen Drive, North 81 Deg 24 Min 55 Sec West, 31.82 feet to an iron rod set;

Thence with the northerly terminus of Rychen Drive and the northerly property line of the property of Kendall Park Partners, as of record in Instrument Number 20000327-30773, at the Register's Office for Davidson County, Tennessee, also being Parcel Three of said Section Ten Edge-O-Lakes Estates, North 79 Deg 42 Min 37 Sec West, 58.32 feet to an iron rod set;

Thence with the northerly property line of Kendall Park Partners, North 78 Deg 17 Min 37 Sec West, 73.59 feet to an iron rod set at a corner common with the property of Kendall Park Partners (Kendall Park Future Development), as of record in Instrument Number 20000327-30773, at the Register's Office for Davidson County, Tennessee;

Thence with the northerly property line of Kendall Park Partners and with the northerly property line of the property of the Kendall Park Homeowners Association, as of record in Instrument Number 20010405-33436, at the Register's Office for Davidson County, Tennessee, also being the Open Space and Drainage Easement of Phase One Kendall Park, as of record in Instrument Number 200007280074429, at the Register's Office for Davidson County, Tennessee, North 84 Deg 44 Min 37 Sec West, 305.78 feet to an iron rod set;

Thence North 82 Deg 49 Min 10 Sec West, 628.82 feet to an existing iron rod;

Thence continuing with the northerly property line of the Kendall Park Homeowners Association and the northerly property line of the property of Robert H. and Will V. Braswell, as of record in Instrument Number 20000925-95012, at the Register's Office for Davidson County, Tennessee, also being lot 58 of said Phase One Kendall Park, North 84 Deg 09 Min 22 Sec West, 434.90 feet to an iron rod set;

Thence North 82 Deg 05 Min 18 Sec West, 138.10 feet to the point of beginning. Containing 1,359,055 Square Feet (31.20 Acres more or less).

Being the same property conveyed to Condor One, Inc., as of record in Instrument Number 20001108-0111161, at the Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Overhill Apartment Partners, GP, a Tennessee general partnership, by deed of record in Instrument # 20020107-0002377 Register's Office, Davidson County, Tennessee.

EXHIBIT B

PERMITTED ENCUMBRANCES

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

2. All matters shown on Plat of record in Book 6250, Page 193, Register's Office, Davidson County, Tennessee, including restrictions contained in Owner's Certificate.

3. Easement(s) as set forth in instrument(s) recorded in Book 4578, Page 380, and Book 3617, Page 401, Register's Office, Davidson County, Tennessee.

4. Any and all matters depicted on Survey # 01179 LKM, dated September 19, 2001, last revised December 6, 2001, by R. Scot Cherry, TN RLS # 1512 of Cherry Land Surveying, Inc., Surveyors.

5. Mortgage in favor of SouthTrust Bank dated January 7, 2002, recorded in the Davidson County Clerk's Office on January 7, 2002 in Instrument No. 20020107-0002378 and all other financing documents in favor of SouthTrust Bank.