GENERAL WARRANTY DEED

FROM:	HERITAGE RURAL HOUSING, INC. Grantor	This instrument was prepared by: Hannah K. V. Cassidy, Esq. Stites & Harbison PLLC 424 Church Street, Suite 1800 Nashville, Tennessee 37219
TO:	ELLINGTON VIEW APARTMENTS, L.P. Grantee	

Address New Owner(s) as follows: Ellington View Apartments, L.P. 222 Oriel Avenue Nashville, TN 37210	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes Same	Map-Parcel Numbers 61-86

Davidson County DEEDWARR
Recvd: 12/09/02 15:52 4pgs
Fees:23.00 Taxes:740.00

20021209-0151703

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Hundred Thousand and No/100 Dollars ($200,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 9th day of December, 2002.

Notary Public

My Commission Expires: 7-30-06

NOTARY PUBLIC AT LARGE

FOR AND IN CONSIDERATION OF the sum of Two Hundred Thousand and No/100 Dollars ($200,000.00), the receipt and sufficiency of which are hereby acknowledged, HERITAGE RURAL HOUSING, INC., a Florida corporation ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto ELLINGTON VIEW APARTMENTS, L.P., a Tennessee limited partnership ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved property known as Property Map 61, Parcel 86, which consists of approximately 9.996 acres.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantees, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness my hand this 6th day of December, 2002.

HERITAGE RURAL HOUSING, INC.

By: _____

Print Name: James Kincaid

Title: Vice President

This Deed has been prepared by Stites & Harbison ("S & H") based solely upon information furnished by Grantor(s) and Grantee(s). S & H has not undertaken to independently verify any statement, fact, description or other matter set forth herein and undertakes no responsibility or liability for the correctness or accuracy of any such statement, fact, description or other matter.

STATE OF FLORIDA)
COUNTY OF BREVARD)

Before me, CAROLYN L CHILTON, a Notary Public of said County and State, personally appeared JAMES KINCAID, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged HIM self to be VICE PRESIDENT (or other officer authorized to execute the instrument) of Heritage Rural Housing, Inc., the within named bargainor, a Florida corporation, and that HE as such VICE PRESIDENT executed the foregoing instrument for the purposes therein contained, by personally signing the name of the corporation by HIM self as VICE PRESIDENT.

Witness my hand and seal, at Office in COCOA BEACH, this 6th day of December, 2002.

_____
Notary Public

My Commission Expires: 12/22/04

CAROLYN L. CHILTON
MY COMMISSION EXPIRES
December 22, 2004
#CC 985680
Bonded thru
Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

EXHIBIT A

PROPERTY DESCRIPTION

Property located in Davidson County, Tennessee, known as Lot 2 as shown on the Final Plat of the Resubdivision of Lot 2, Maple Park Subdivision (the "Plat"), which Plat is recorded in Book 9700, page 845, as revised by the First Revision to the Plat of record in Book 9700, page 931, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Being the same property conveyed to Grantor by deed from Cobblestone Corners, L.P. of record in Instrument Number 20010125-0007632, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

Encumbrances

1. Taxes for the year 2003 and subsequent years, a lien, which are not yet due and payable

2. All matters shown on Plat recorded in Book 9700, page 845 and as revised in Book 9700, page 931, Register's Office for Davidson County, Tennessee.

3. Storm Water Detention Agreement of record in Book 7401, page 541 and in Book 11344, page 104, said Register's Office.

4. Cable Television Easement and Maintenance Agreement of record in Instrument Number 20000418-0038813, said Register's Office.

5. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 4989, page 430, Book 5124, page 587, and Book 6974, page 989, said Register's Office.

6. Easement to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 6874, page 989, said Register's Office.