Davidson County DEEDWARR
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Fees:33.00 Taxes:5735.00

20050331-0035024

N.Y.S.
TAX
$____

WARRANTY DEED

THIS INSTRUMENT PREPARED BY
AND RETURN TO:
Segel, Goldman, Mazzotta & Siegel, P.C.
Attn: Kenneth B. Segel, Esq.
9 Washington Square
Albany, New York 12205

RESPONSIBLE OWNER AND TAXPAYER:
MM Family Partnership II, L.P.
333 Union Street, Ste 400
Nashville, Tennessee 37201

Parcel ID: 135 00 0 360.00

I, or we, hereby swear or affirm that the actual consideration for this transfer is $1,550,000.00.

Affiant

STATE OF NEW YORK
COUNTY OF ALBANY

Subscribed and sworn before me this 1st day of March, 2005.

Notary Public

PATRICIA D. MORIN
Notary Public, State of New York
Qualified in Albany County
Reg. No. 4631814
Commission Expires December 31, 2006

My commission expires: 12/31/06

THIS INDENTURE is made the 1st day of March, 2005,

Between **MORRIS MASSRY**, residing at 2 Cobble Hill Road, Loudonville, New York 12211 (hereinafter called the "Grantor"), and **MM FAMILY PARTNERSHIP IV, L.P.**, a New York limited partnership with an address for the transaction of business at 255 Washington Avenue Extension, Albany, New York 12205 (hereinafter called the "Grantee"), as to his undivided ten percent (10%) tenant-in-common interest.

WITNESSETH: that the Grantor, in consideration of One Dollar ($1.00), lawful money of the United States, and other good and valuable consideration, paid by the Grantee, the receipt of which is acknowledged by the Grantor, does hereby grant and release unto the Grantee, its successors and assigns forever,

ALL THAT LOT, PIECE OR PARCEL OF LAND, with the buildings and improvements thereon erected, situate, lying and being in the City of Nashville, County of Davidson and State of Tennessee, known as Brighton Valley Apartments, 500 Brooksboro Terrace, and more particularly described on Schedule "A" (hereinafter called the "Premises").

BEING THE SAME PREMISES as conveyed to the Grantor by Overhill Apartment Partners, GP, a Tennessee general partnership, dated _____ and recorded as instrument #20020808-0095957, Register's Office, Davidson County, Tennessee on August 8, 2002.

THIS CONVEYANCE IS MADE and accepted subject to a certain Multifamily Deed of Trust, Assignment of Rents and Security Agreement in the principal amount of Twelve Million Four Hundred Thousand and 00/100 Dollars ($12,400,000.00) made by Overhill Apartment Partners, GP, Morris Massry, and MM Family Partnership II, L.P. to Kay B. Housch, as Trustee, for the benefit of Berkshire Mortgage Finance Limited Partnership, dated March 25, 2003 and recorded in the Davidson County Clerk's Office on March 25, 2003, as instrument 20030325-0039108 and Assignment of Multifamily Deed of Trust, Assignment of Rents and Security Agreement (Including Fixture Filing), dated as of March 25, 2003, from Berkshire Mortgage Finance Limited Partnership to Fannie Mae, and recorded in Instrument #20030325-0039109, Registrar's Office, Davidson County, Tennessee on March 25, 2003 (the "Mortgage"). The Grantee hereby covenants to pay the principal and interest on the Mortgage in accordance with the terms and conditions thereof.

This is improved property, known as 500 Brooksboro Terrace.

SUBJECT TO all easements, restrictions, covenants and conditions of record affecting the Premises.

TOGETHER WITH the appurtenances and all the estate and rights of the Grantor in and to the Premises,

TO HAVE AND TO HOLD the Premises unto the Grantee, its heirs and assigns forever.

And the Grantor covenants as follows:

FIRST, that the Grantee shall quietly enjoy the Premises;

SECOND, that the Grantor will forever Warrant the title to the Premises; and

IN WITNESS WHEREOF, the Parties have duly executed this instrument, all on the day and year first above written.

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IN WITNESS WHEREOF, the Parties have duly executed this instrument, all on the day and year first above written.

GRANTOR:

MORRIS MASSRY

GRANTEE:

MM FAMILY PARTNERSHIP IV, L.P.
By: MRP-MM ASSOCIATES, L.L.C.
General Partner
By: MRP ASSOCIATES, L.L.C.
Sole Member

By: _____
Norman Massry, Member

STATE OF NEW YORK)
) ss.:
COUNTY OF ALBANY)

On the 1st day of March in the year 2005 before me, the undersigned, a Notary Public in and for said State, personally appeared MORRIS MASSRY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed in the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

_____
Notary Public - State of New York
PATRICIA D. MORIN
Notary Public, State of New York
Qualified in Albany County
Reg. No. 4631814
Commission Expires December 31, 2006

STATE OF NEW YORK)
) ss.:
COUNTY OF ALBANY)

On the 1st day of March in the year 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared NORMAN MASSRY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed in the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

_____
Notary Public - State of New York
PATRICIA D. MORIN
Notary Public, State of New York
Qualified in Albany County
Reg. No. 4631814
Commission Expires December 31, 2006

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EXHIBIT "A"

Legal Description

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 iron rod set;

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;

EXHIBIT "A"

Legal Description Continued

Thence with the westerly property line of Phoris Thropp Douglas, Jr. and Mary Ida Louise Douglas Tripp, South 05 Deg 46 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 wit 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;

EXHIBIT "A"

Legal Description Continued

Thence with the northerly property line of Kendall Park Partners and the northerly property line of the property of Kendall Park Partners, as or record in Instrument Number 20000327-30773, at the Register's Office for Davidson County, Tennessee, 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 Partnership and with the northerly property line of the property of the Kendall Park Homeowners Association, as of record in Instrument Number 20010907-0097390, 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 20000728-0074429, 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 Overhill Apartment Partners, GP, a Tennessee general partnership, by Special Warranty Deed from Condor One, Inc., a Delaware corporation, of record in Instrument No. 20020107-0002377, Register's Office, Davidson County, Tennessee, and being the same property conveyed to MM Family Partnership II, L.P., having an undivided tenant-in-common interest as to forty percent (40%) and Morris Massry, having an undivided tenant-in-common interest as to ten percent (10%) by deed from Overhill Apartment Partners, G.P., a Tennessee general partnership recorded as Instrument #20020808-0095957, Register's Office, Davidson County, Tennessee.