This instrument prepared by:
Linsey N. Cohen
Schain, Burney, Ross & Citron, Ltd.
222 North LaSalle Street
Suite 1910
Chicago, Illinois 60601

After recording return to:
Claudia L. Crocker
2301 S. Capital of Texas Hwy.
Building J-102
Austin, TX 78746

SPECIAL

WARRANTY DEED

Davidson County DEEDWARR
Recvd: 07/26/05 11:15 3 pgs
Fees:18.00 Taxes:18870.00
20050726-0086770

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
U.S. HOUSTING PARTNERS V, a Delaware limited partnership	Same	Map 136, Par. 32 & 33
2950 Buskirk Suite 312		
Walnut Creek, CA 94597		

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, ALLIANCE PP LIMITED PARTNERSHIP, a Delaware limited partnership have this day bargained and sold, and do hereby transfer and convey unto the said U.S. HOUSING PARTNERS V, a Delaware limited partnership, the Grantees herein, their (successors), heirs and assigns, certain real estate in Davidson County, State of Tennessee, as follows:

See Exhibit "A" Attached Hereto

STATE OF Illinois
COUNTY OF Cook The actual consideration or value whichever is greater, for this transfer is
$ 5,100,000.00
Subscribed and sworn to before me this the 8th day July, 2005.

Affiant Attorney-In-Fact

Notary Public Gina M. Wojak

My commission expires: 7-9-2005

OFFICIAL SEAL
GINA M WOJAK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/09/05

(Affix Seal)

This is unimproved ( ) property, known as 2999 Smith Springs Road, Nashville, TN 37217
(House Number) (Street)(P.O. Address) (City or Town)
improved (X)

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantees their (successors), heirs and assigns forever we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees, their (successors), heirs and assigns, against the lawful claims of all persons, claiming by, through or under the grantor.

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

Witness our hand this 8th day of July, 2005, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

ALLIANCE PP LIMITED PARTNERSHIP,
A Delaware limited partnership

By: ALLIANCE PP GP, L.L.C., a Delaware limited liability company

By: _____
Name: Andrew W. Schor
Title: President

STATE OF Illinois
COUNTY OF Cook

Personally appeared before me, Andrew W. Schor, a Notary Public in and for said County and State, _____ Andrew W. Schor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office in Chicago this 8th day of July, 2005.

_____
Notary Public

My Commission Expires: 7-9-2005

OFFICIAL SEAL
GINA M WOJAK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/09/05

The land referred to in this commitment is described as follows:

EXHIBIT "A"

All those certain tracts or parcels of land, lying and being in the 29th Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, with all improvements thereon and appurtenances thereunto belonging, as shown on the plat of Harbour Town Apartments of record in Book 4675, page 10, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey prepared by Regen-Smith-Associates, Inc., dated August 31, 2000.

TRACT A - Deed Parcel 33:

Beginning at an iron rod (new) at the easterly end of the southeast return curve of the intersection of New Smith Springs Road and Anderson Road; thence,

1. With the southerly right of way line of New Smith Springs Road (60-foot R.O.W.), S 86°38'00" E, 806.79 feet to an iron rod (old), the beginning of a return at the intersection of New Smith Springs Road and Old Anderson Road; thence,
2. 39.27 feet along the arc of a curve to the right that has a radius of 25.00 feet to an iron rod (old); said curve data has a chord bearing and distance of S 41° 38' 00" E, 35.36 feet; thence,
3. With the westerly right of way line of Old Anderson Road, 131.17 feet along the arc of a non-tangent curve to the right that has a radius of 204.52 feet to an iron rod (old); said curve has a chord bearing and distance of S 21° 41' 53" W, 128.94 feet; thence,
4. With said right of way line, 219.84 feet along the arc of a non-tangent curve to the right that has a radius of 675.47 feet to an iron rod (old); said curve has a chord bearing and distance of S 49° 16' 44" W, 218.87 feet; thence,
5. With said non-tangent right of way line, S 58° 33' 53" W, 125.84 feet to a P.K. Nail (old); thence,
6. With said right of way line, 95.67 feet along the arc of a non-tangent curve to the left that has a radius of 192.50 feet to an iron rod (new); said curve has a chord bearing and distance of S 44° 23' 56" W, 94.69 feet; thence,
7. Leaving the westerly right of way line of Old Anderson Road and with the north line of a tract of land conveyed to Eckhardt Exchange Corp., Trustee by deed of record in Instrument No. 200001070002394, R.O.D.C., Tennessee, N 85° 11' 00" W, 126.82 feet to an iron rod (old); thence,
8. With the westerly line of Eckhardt Exchange Corp., Trustee, S 01° 47' 25" E, 126.52 feet to an iron rod (old) in the north line of a tract of land conveyed to Eckhardt Exchange Corp., Trustee by Deed of Record in Instrument No. 199912280307721, R.O.D.C., Tennessee; thence,
9. With the north line of Eckhardt Exchange Corp., Trustee, S 88° 40' 16" W, 89.40 feet to an iron rod (old); thence,
10. With the west line of Eckhardt Exchange Corp., Trustee, S 01° 23' 15" E, 152.64 feet to an iron rod (old); thence,
11. With the northwesterly line of an area designated as Reserved Parcel as shown on the plan of Section Two, Harbour Town Village, as of record in Plat Book 4675, Page 146, R.O.D.C., Tennessee, S 51° 21' 00" W, 49.50 feet to an iron pin (new) on the easterly right of way line of Anderson Road, (60-foot right of way); thence,
12. With the easterly right of way line of Anderson Road, 334.30 feet along the arc of a curve to the right that has a radius of 767.43 feet to an iron pin (old); said curve has a chord bearing and distance of N 26° 09' 46" W, 331.67 feet; thence,
13. With said right of way line, that is non-tangent to the preceeding curve, N 13° 43' 21" W, 222.93 feet to an iron rod (old); thence,
14. With said right of way line, 264.64 feet along the arc of a non-tangent curve right that has a radius of 858.83 feet to an iron rod (new); said curve has a chord bearing and distance of N 05° 09' 13" W, 263.57 feet; thence,
15. 39.27 feet along the arc of a return curve to the right and that has a radius of 25.00 feet to the point of beginning; said curve has a chord bearing and distance of N 48° 22' 17" E, 35.35 feet.

TRACT B - Deed Parcel 32:

Beginning at an iron rod (new) at the westerly end of the southwest return curve at the intersection of New Smith Springs Road and Anderson Road; thence,

1. 39.27 feet along the arc of a non-tangent return curve to the right that has a radius of 25.00 feet to an iron rod (new); said curve has a chord bearing and distance of S 41° 38' 16" E, 35.36 feet; thence,
2. With the westerly right of way line of Anderson Road (60-foot R.O.W.), 282.28 feet along the arc of a curve to the left that has a radius of 948.83 feet to an iron rod (new); said curve has a chord bearing and distance of S 05° 09' 38" E, 281.24 feet; thence,
3. With said right of way line, S 13° 41' 00" E, 191.79 feet to an iron rod (old); thence,
4. Leaving the westerly right of way line of Anderson Road and with the north line of Section One, Harbour Town Village, as recorded in Plat Book 4675, Page 4, R.O.D.C., Tennessee, the following six consecutive bearings and distances:
   a. S 76° 19' 00" W, 105.30 feet to an iron rod (old),
   b. N 58° 17' 00" W, 84.53 feet to an iron rod (new),
   c. S 80° 21' 00" W, 75.69 feet to an iron rod (new),
   d. N 47° 56' 31" W, 286.85 feet to an iron rod (old),
   e. N 75° 40' 03" W, 228.31 feet to an iron rod (old),
   f. N 87° 32' 12" W, 197.09 feet to an iron rod (old) in the east line of a tract of land conveyed to James R. Jones, et ux by deed of record in Book 3869, Page 543, R.O.D.C., Tennessee; thence,
5. With the east line of Jones and a tract of land conveyed to Compton Investment Properties, LLC of record in Book 11246, Page 297, R.O.D.C., Tennessee N 04° 03' 51" W, 410.63 feet to an iron rod (old) on the southerly right of way line of New Smith Springs Road; thence,
6. With the southerly right of way lines of said road, 353.58 feet along the arc of a curve to the right that has a radius of 733.43 feet to an iron rod (old); said curve has a chord bearing and distance of S 76° 57' 48" E, 350.16 feet; thence,
7. With said non-tangent right of way line, S 63° 17' 29" E, 31.13 feet to an iron rod (old); thence,
8. With said right of way line , 305.62 feet along the arc of a curve to the left that has a radius of 750.18 feet to an iron rod (old); said curve has a chord bearing and distance of S 74° 57' 44" E, 303.51 feet; thence,
9. With said right of way line, S 86° 38' 00" E, 153.07 feet to the point of beginning

Being the same property conveyed to grantor by deed recorded as instrument # 20041217-0150364