124 28A

Davidson County DEEDWARR
Recvd: 12/12/05 14:47 5 pgs
Fees:28.00 Taxes:25900.00
20051212-0149160

Special Warranty Deed

FROM: Sherwood Terrace Apartments, Inc., a Tennessee corporation, Grantor

TO: Hillview Village Partnership, a Tennessee general partnership, Grantee

This instrument was prepared by:
Lea W. Stouffer
6507 Brownlee Drive
Nashville, TN 37205

Address New Owner (s) As Follows:	Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes	Map-Parcel Number
c/o Brookside Properties, Inc. 2002 Richard Jones Road Suite 200A Nashville, TN 37215	Same	105-14-206

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Seven Million and No/100 Dollars ($7,000,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 9 day of December, 2005.

WESLEY D. TURNER STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

Notary Public

My Commission Expires:

My Commission Expires JAN. 27, 2007

FOR AND IN CONSIDERATION OF the sum of Seven Million and No/100 Dollars ($7,000,000.00), the receipt and sufficiency of which are hereby acknowledged, Sherwood Terrace Apartments, Inc., a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Hillview Village

Partnership, a Tennessee general partnership (the "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 improved property known as 820 Hillview Heights, Nashville, TN 37204.

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 the Grantee, its successors and assigns forever.

And Grantor does covenant with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness my hand as of the 9th day of December, 2005.

Sherwood Terrace Apartments, Inc., a
Tennessee corporation

By: Eileen M. Pope
Eileen M. Pope, Vice President

STATE OF NORTH CAROLINA)
COUNTY OF IREDELL)

Before me, Eileen M. Pope, a Notary Public of said County and State, personally appeared Eileen M. Pope, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be a vice president (or other officer authorized to execute the instrument) of Sherwood Terrace Apartments, Inc., the within named bargainor, a Tennessee corporation, and that she as such vice president executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as vice president.

Witness my hand and seal, at Office, this 8th day of December, 2005.

Robert L. Mendenhall
Notary Public

My Commission Expires:_____

ROBERT L. MENDENHALL
NOTARY PUBLIC
IREDELL COUNTY, NC
My Commission Expires June 7, 2010

EXHIBIT A TO SPECIAL WARRANTY DEED
Property Description

A TRACT OF LAND IN THE 17TH COUNCILMANIC DISTRICT OF METROPOLITAN NASHVILLE – DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 40 OF BLOCK "E" AS SHOWN ON THE PLAN OF C.D. ELLIOTT'S SUBDIVISION, RECORDED IN BOOK 21, PAGE 78, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BEING BOUNDED ON THE NORTH BY BRADFORD AVENUE, THE EAST BY ELLIOTT AVENUE, THE SOUTH BY HILLVIEW HEIGHTS AND THE WEST BY KNOWLES AVENUE, BEING MORE PARTICULARLY DESCRIBED ACCORDING TO A SURVEY BY RAGAN–SMITH ASSOCIATES, INC., AS FOLLOWS:

BEGINNING AT AN IRON ROD (OLD) AT THE INTERSECTION OF THE NORTHERLY MARGIN OF HILLVIEW HEIGHTS (50' PUBLIC RIGHT OF WAY) AND THE WESTERLY MARGIN OF ELLIOTT AVENUE (60' PUBLIC RIGHT OF WAY); THENCE,

1. WITH THE NORTHERLY MARGIN OF HILLVIEW HEIGHTS, S 75°17'14" W, 684.55 FEET TO AN IRON ROD (OLD) AT THE INTERSECTION OF SAID NORTHERLY MARGIN OF HILLVIEW HEIGHTS AND THE EASTERLY MARGIN OF KNOWLES AVENUE (50' PUBLIC RIGHT OF WAY); THENCE,

2. WITH THE EASTERLY MARGIN OF KNOWLES AVENUE, N 14°41'56" W, 570.18 FEET TO AN IRON ROD (OLD) AT THE INTERSECTION OF SAID EASTERLY MARGIN AND THE SOUTHERLY MARGIN OF BRADFORD AVENUE (50' PUBLIC RIGHT OF WAY); THENCE,

3. WITH THE SOUTHERLY MARGIN OF BRADFORD AVENUE, N 75°44'00" E, 691.29 FEET TO A TACT IN LEADED HOLE (OLD) AT THE INTERSECTION OF SAID SOUTHERLY MARGIN AND THE WESTERLY MARGIN OF ELLIOTT AVENUE (50' PUBLIC RIGHT OF WAY); THENCE,

4. WITH THE WESTERLY MARGIN OF ELLIOTT AVENUE, S 14°01'01" E, 564.84 FEET TO THE POINT OF BEGINNING AND CONTAINING 390,390 SQUARE FEET OR 8.96 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO SHERWOOD TERRACE APARTMENTS, INC. BY LIMITED WARRANTY DEED OF RECORD IN BOOK 10309, PAGE 950, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

SAID PROPERTY BEING SHOWN ON THE SURVEY PREPARED BY RAGAN-SMITH ASSOCIATES, CERTIFIED BY TED J. STEVENSON, II, R.L.S. TENNESSEE REGISTRATION NO. 2136, DATED NOVEMBER 22, 1996, LAST REVISED AND UPDATED DECEMBER 6, 2005.

EXHIBIT B TO SPECIAL WARRANTY DEED

Encumbrances

1. Davidson County taxes for 2006, a lien not yet due and payable.

2. Rights of tenants in possession, as tenants only, under prior unrecorded residential leases.

3. Matters shown on the Plan of record in Book 21, page 78, Register's Office for Davidson County, Tennessee.

4. Terms, provisions, requirements, conditions, obligations, agreements and stipulations contained in the lease from Sherwood Terrace, Inc. d/b/a The Park at Melrose by James S. Grauley, Sr., Vice President & Managing Partner to Web Service Company, Inc. of record in Book 10584, page 149, said Register's Office.

5. Cable Television Easement and Maintenance Agreement of record as Instrument No. 20000418-0038819, said Register's Office.