BOOK 8817 PAGE 787

Address New Owner as Follows:
United Dominion Realty Trust, Inc.
10 South Sixth Street, Suite 203
Richmond, Virginia 23219-3802
Same Address for Tax Bills.
New Owner's Tax ID Number:
Map 95, Parcel 24.

This instrument prepared by:
Malcolm Pittman
Associate Counsel
John Hancock Mutual Life
Insurance Company
P.O. Box 111
Boston, Massachusetts 02117
RETURN TO:
Katheryn E. Surface, Esq.
United Dominion Realty Trust, I
10 South Sixth Street, Ste. 203
Richmond, VA 23219

SPECIAL WARRANTY DEED

This indenture, made by John Hancock Mutual Life Insurance Company, a Massachusetts corporation having its principal address c/o Hancock Realty Investors Incorporated, 200 Berkeley Street, 19th Floor, Boston, Massachusetts 02117, Grantor, hereby conveys to United Dominion Realty Trust, Inc., having an office address at 10 South Sixth Street, Suite 203, Richmond, Virginia 23219-3802, Grantee, for the sum of Nine Million Four Hundred Thousand Dollars ($9,400,000.00), the land and buildings known as 2131 Apartments, located at 2131 Elm Hill Parkway, Nashville, Tennessee, and described on Exhibit A hereto ("the Premises"). Together with all and singular the hereditaments and appurtenances thereunto belonging, or in any wise appertaining; and the reversion or reversions, remainder or remainders, rents, issues, and profits thereof; and all the estate, right, title, interest, claim, or demand whatsoever, of Grantor, either in law or in equity, of, in, and to the Premises, with the said hereditaments and appurtenances.

The Premises are conveyed subject to the rights of all tenants or lessees or other persons in possession and subject to all matters set out on Exhibit B hereto, and Grantor will warrant and forever defend the title to the Premises against the lawful claims and demands of persons claiming by, through, or under Grantor, except as aforesaid, but against none other. Grantor makes no other warranties or covenants.

In Witness Whereof, Grantor has executed this special warranty deed as of the 17th day of December, 1992.

JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY

Attest:
James H. Young
Assistant Secretary

By: Terrence A. Reed MP
Terrence A. Reed
Vice President of Hancock Realty Investors Incorporated

7-5-049
IDENTIFICATION REFERENCE
Dec 18 10 48 AM '92
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN
PICK-UP

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

On this 10th day of December, 1992, before me, the undersigned, a Notary Public in and for the said Commonwealth, residing therein, duly commissioned and sworn, personally appeared Terrence A. Reed, to me personally known, who by me duly sworn, did say that he is a Vice President of HANCOCK REALTY INVESTORS INCORPORATED, which is a wholly owned indirect subsidiary of JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said John Hancock Mutual Life Insurance Company, and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County the day and year in this certificate first above written.

Marie C. O'Brien
Notary Public
My commission expires:
MARIE C. O'BRIEN, Notary Public
MY COMMISSION EXPIRES AUGUST 9, 1996

The consideration or actual value of the property, whichever is greater, is $9,400,000.00.

Terrence A. Reed MP
Terrence A. Reed

Subscribed and sworn to before me this 10th day of December, 1992.

Marie C. O'Brien
Notary Public
My commission expires:
MARIE C. O'BRIEN, Notary Public
MY COMMISSION EXPIRES AUGUST 9, 1996

496MGP

EXHIBIT 'A'

Being a parcel of land, in the First Civil District of Nashville, Davidson County, Tennessee, with all improvements thereon and appurtenances thereunto belonging, located in the southwesterly quadrant of the intersection of Elm Hill Pike and Briley Parkway, and being more particularly described by Survey by Barge, Waggoner, Sumner and Cannon, License No. 1487, dated November 20, 1992, and last revised December 14, 1992, and entitled "As Built Survey, 2131 Apartments, 2131 Elm Hill Pike, First Civil District, Fifteenth Councilmanic District Nashville, Davidson County, Tennessee", reference to the Plat is made for a more particular description of said property, and incorporated herein by reference, with said property being bounded and described in accordance with the Plat as follows:

Beginning at the point of intersection of the southerly right-of-way line of Elm Hill Pike and the westerly right-of-way line of the west bound on ramp of Briley Parkway: Thence, with said westerly right-of-way line S 79 deg. 04' 30" E, 255.34 feet to a point; Thence, continuing with said line S 70 deg. 17' 00" E, 150.00 feet to a point in the westerly right-of-way line of Briley Parkway; Thence, with said right-of-way line the following calls: S 05 deg. 43' 00" W, 90.20 feet to a point; with a curve to the right 587.51 feet to a point, said curve having a central angle of 29 deg. 11' 20", a radius of 1153.24 feet, a tangent of 300.28 feet and a chord of S 30 deg. 28' 30" W, 581.18 feet; thence S 45 deg. 04 ' 10" W, 435.85 feet to a point; thence S 23 deg. 16 ' 50" W, 53.85 feet to a point; thence S 45 deg. 04' 10" W, 250.00 feet to a point; thence S 54 deg. 13' 37" W, 59.15 feet to a point; Thence, leaving said right-of-way line with the northerly line of Lot No. 7 as shown on the plan of Metropolitan Industrial Park, Phase II, Section Twenty-One, as of record in Book 5800, page 359, R.O.D.C., the following calls: N 63 deg. 26' 01" W, 196.54 feet to a point; thence N 56 deg. 23' 10" W, 500.00 feet to a point; thence N 58 deg. 45' 40" W, 400.00 feet to a point; Thence, leaving said line with the southerly line of property conveyed to Airlane Complex Partners by deed of record in Book 7064, page 26, R.O.D.C., N 74 deg. 19' 40" E, 298.85 feet to a point; Thence, with the southerly line of property conveyed to Harsh Chapel Baptist Church, Trustees, by deed of record in Book 2693, page 331, R.O.D.C., N 75 deg. 43' 25" E, 496.00 feet to a point; Thence, with the southerly line of property conveyed to John L. Lloyd, et ux, by deed of record in Book 5822, page 140, R.O.D.C., N 76 deg. 37' 25" E, 100.00 feet to a point; Thence, with the easterly line of said Lloyd property N 10 deg. 44' 35" W, 345.14 feet to a point in the southerly right-of-way line of Elm Hill Pike; Thence, with said right-of-way line N 85 deg. 26' 35" E, 191.34 feet to a point; Thence, continuing with said right-of-way line with a curve to the left 424.22 feet to the point of BEGINNING, said curve having a central angle of 19 deg. 49' 37", a radius of 1225.92 feet, a tangent of 214.25 feet and a chord of N 75 deg. 31' 47" E, 422.11 feet. Containing 1,061,631 square feet or 24.37 acres, more or less.

Being the same property conveyed to John Hancock Mutual Life Insurance Company by Quitclaim Deed from JHRD 424 Corp., a Delaware corporation, of record in Book 4889, page 747, Register's Office for Davidson County, Tennessee.

EXHIBIT 'B'

1. Real property taxes for 1993 and all future years.

2. Lack of direct access from subject premises to Briley Parkway per deed to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 3901, page 345, said Register's Office, however, property has direct access onto Elm Hill Pike.

3. Rights of tenants (as tenants only) in possession under residential leases.

CERTIFICATE OF VOTE

JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY

I, James H. Young, hereby certify that I am an Assistant Secretary of JOHN HANCOCK MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation, and that at a meeting of the Committee of Finance of said corporation, being a Committee of the Board of Directors of said corporation, duly held in Boston, Massachusetts on April 8, 1987, at which meeting a majority of the directors who are members of said Committee were present and voting throughout, the following Vote was unanimously adopted:

VOTED: That the Chairman of the Board, the President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, the Treasurer, any Assistant Treasurer, any Senior Real Estate Management Officer, any Senior Real Estate Investment Officer, any Real Estate Management Officer and any Real Estate Investment Officer of John Hancock Properties, Inc., and any other officer of said company hereafter authorized by the Board of Directors of said company to execute, seal with the corporate seal, acknowledge and deliver instruments in the name of and on behalf of said company, or any one of them, is hereby authorized to execute, acknowledge and deliver in the name and on behalf of this Company any and all instruments required in connection with any equity real estate investment, sale or related loan, by or for the General Account, the Separate Investment Account Number One Equity Real Estate Class (known as the Equity Real Estate Account or ERA), the Separate Investment Account Number One - Closed End Real Estate Class (known as SERA-1), or the Mortgage and Real Estate Class of Separate Investment Account Number One (known as the Mortgage and Real Estate Separate Account), or any other Real Estate Separate Account created by this Committee, which equity real estate investment, sale or related loan has been authorized by this Committee, or approved by John Hancock Properties, Inc. between meetings of this Committee pursuant to the above Vote.

I further certify that the foregoing Vote has not been amended or rescinded and is in full force and effect and that the instrument to which this Certificate is attached relates to an equity real estate investment, sale or related loan which has been authorized by the Committee of Finance.

WITNESS my hand and seal this 10th day of December, 1992.

James H. Young

James H. Young, Assistant Secretary

CERTIFICATE OF VOTE

HANCOCK REALTY INVESTORS INCORPORATED

I, James H. Young, hereby certify that I am an Assistant Secretary of Hancock Realty Investors Incorporated, a Delaware corporation, which by Unanimous Consent of Directors dated as of October 28, 1991, and by certificate filed with the Delaware Secretary of State on November 19, 1991, changed its name from John Hancock Properties, Inc., and that by that same Unanimous Consent of Directors, the following Vote was adopted:

VOTED: Pursuant to and in furtherance of Section 6.01 of the By-Laws, to authorize the Chairman of the Board of the Company, the Chief Executive Officer, any Managing Director, any Vice President, the Treasurer, any Assistant Treasurer, any Investment Officer, and any Associate who shall be delegated authority hereunder by a written designation executed by any three Managing Directors, or any one of the foregoing, to execute and seal with the corporate seal, acknowledge, and deliver, in the name and on behalf of this Company, any and all contracts or instruments required in connection with the acquisition, development, management, leasing, or sale of any real estate or real estate investment held by this Company or with respect to which advisory or management services are provided by this Company, including without limitation any documents whose execution by this Company between meetings of the Committee of Finance of John Hancock Mutual Life Insurance Company is authorized by that certain vote of said Committee of Finance dated April 8, 1987, as that vote may be amended or restated; and

To authorize any of the above officers and any Associate of the Company, or any one of them, to execute and seal with the corporate seal, acknowledge, and deliver, in the name and on behalf of this Company, any leases or modifications, amendments, extensions, or terminations of leases for portions of any real estate held by this Company or with respect to which advisory or management services are provided by this Company, so long as such lease or such lease as modified, amended, or extended (i) is for 10,000 square feet or less of rentable space, and (ii) has a term from the date of execution of such instrument of five years or less.

I further certify that the foregoing Vote has not been amended or rescinded and is in full force and effect; that the instrument to which this Certificate is attached relates to real estate or a real estate investment held by the Company or with respect to which advisory or management services are provided by the Company; and that Terrence Reed is a Vice President of the Company.

WITNESS my hand and seal this 10th day of December, 1992.

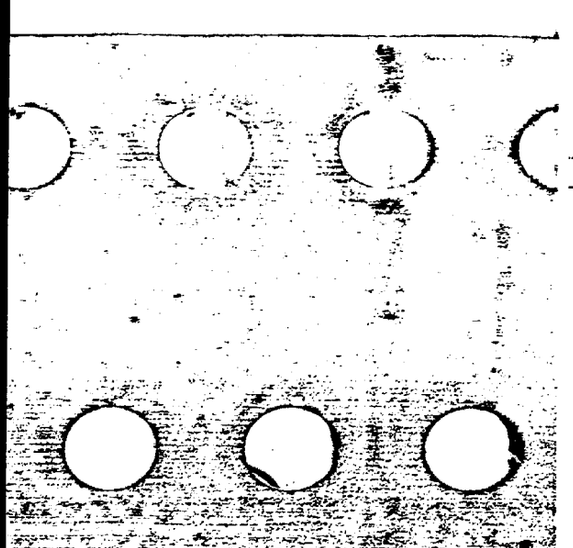
James H. Young

James H. Young, Assistant Secretary

463MGP

3213 12/18 0101 03CHECK 34809.00





OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8817 PAGE 794

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
9400000.00
CON TX 34780.00
PRFEE 1.00
WDEED 28.00
TOTAL 34809.00
CHECK 34809.00
12/18/92 01 10:47 0001 3223

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

7.5.0.4.9

IDENTIFICATION REFERENCE

DEC 18 10 48 AM '92

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 602395