Bk 49

BOOK 9846PG 1

Prepared by: J. Greer Cummings, Jr.
Boult, Cummings, Conners & Berry
414 Union Street, Suite 1600
Nashville, Tennessee 37219

ADDRESS NEW OWNER AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS:
BRI OP Limited Partnership c/o The Berkshire Group 470 Atlantic Avenue Boston, MA 02109	Same	Map 135 Parcels 354 and 391

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, British Woods Apartments, a Tennessee joint venture composed of BVT British Woods Apartments, Ltd., a Tennessee limited partnership, and BVT British Woods II Apartments, Ltd., also a Tennessee limited partnership (the "Grantor"), has this day bargained and sold, and by these presents does transfer and convey unto BRI OP Limited Partnership, a Delaware limited partnership (the "Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference, together with all improvements, buildings and structures located thereon and all right, title and interest of Grantor in and to any easements and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the exceptions and other matters set forth in Exhibit B, which is attached hereto and incorporated herein by reference. Notwithstanding anything to the contrary contained herein or in Exhibit A hereto, Grantor makes no warranty as to the amount of acreage contained in the Property or as to matters of survey.

This is improved property known as the British Woods Apartments, Phases I and II, 264 British Woods Drive, Nashville, Tennessee 37217.

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

Grantor covenants with Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth in Exhibit B hereto.

Grantor further covenants and binds itself, its successors and representatives, to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 1 day of November, 1995.

BRITISH WOODS APARTMENTS

By: BVT British Woods Apartments, Ltd.,
as Joint Venturer

By: BVT Properties, Inc., as General Partner

By: _____
James E. Himelrick, Jr.,
Executive Vice-President

By: BVT British Woods II Apartments, Ltd.,
as Joint Venturer

By: BVT Properties, Inc., as General Partner

By: _____
James E. Himelrick, Jr.,
Executive Vice-President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James E. Himelrick, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Executive Vice-President of BVT Properties, Inc., a Wisconsin corporation, the corporate general partner of BVT British Woods Apartments, Ltd., which is a joint venturer of British Woods Apartments, the within named bargainor, a Tennessee joint venture, and that he as such Executive Vice-President of the corporate general partner of such limited partnership, acting in its capacity as a joint venturer aforesaid, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Executive Vice-President of BVT Properties, Inc., the corporate general partner of BVT British Woods Apartments, Ltd., acting in its capacity as a joint venturer of British Woods Apartments.

Witness my hand and seal, at office in Nashville, Tennessee, this the 1st day of November, 1995.

_____
NOTARY PUBLIC

LEE ANNE ELLIS NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 11.22.97

0307407.01
012460-021 11/01/95

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James E. Himelrick, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Executive Vice-President of BVT Properties, Inc., a Wisconsin corporation, the corporate general partner of BVT British Woods II Apartments, Ltd., which is a joint venturer of British Woods Apartments, the within named bargainor. a Tennessee joint venture, and that he as such Executive Vice-President of the corporate general partner of such limited partnership, acting in its capacity as a joint venturer aforesaid, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as Executive Vice-President of BVT Properties, Inc., the corporate general partner of BVT British Woods II Apartments. Ltd., acting in its capacity as a joint venturer of British Woods Apartments.

Witness my hand and seal, at office in Nashville, Tennessee, this the 1st day of November, 1995.

NOTARY PUBLIC

LEE ANNE ELLIS NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 11.22.97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $11,800,000.00.

Affiant

Subscribed and sworn to before me, this the 1st day of November, 1995.

Notary Public
My Commission Expires: 11-22-97

LEE ANNE ELLIS NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

0307407.01
012460-021 11/01/95

EXHIBIT A

LAND in the 1st Civil District of Davidson County, Tennessee, and known as Lots 3 and 5 on the Plan of British Woods, Section 2, recorded in Book 6200, page 141, Register's Office for Davidson County, Tennessee, and being more particularly described according to survey of MEC, Inc., dated May 17, 1983, and last revised September 18, 1995, as follows:

BEGINNING at an old iron rod in the westerly margin of Murfreesboro Road 945 feet, more or less, South of Franklin-Limestone Road;

THENCE, South 27° 47' 31" East, 165.74 feet to an old iron rod at the northeast corner of Lot One on the Plan of Resubdivision of British Woods, as recorded in Book 5800, page 104;

THENCE, leaving Murfreesboro Road South 62° 12' 29" West, 250.00 feet to an old iron rod;

THENCE, South 27° 47' 31" East, 135.00 feet to an old iron rod;

THENCE, North 62° 12' 29" East, 250.00 feet to an old iron rod in the westerly margin of Murfreesboro Road;

THENCE, South 27° 47' 31" East, 50.00 feet to an old P.K. nail at the northeast corner of the Subdivision of Lot 2 British Woods, as recorded in Book 6900, page 437;

THENCE, leaving Murfreesboro Road South 62° 12' 29" West, 250.00 feet to an old iron rod;

THENCE, South 27° 47' 31" East, 351.07 feet to an old iron rod in the northerly lines of James W. Ransom, as recorded in Book 1338, page 602, and in Book 4073, page 688;

THENCE, along Ransom's lines South 60° 06' 09" West, 123.17 feet to an old iron rod;

THENCE, North 83° 17' 11" West, 899.14 feet to an old iron rod in the easterly lines of the Lakewood Assembly of God property, as recorded in Book 6314, page 406;

THENCE, North 01° 31' 47" East, 546.56 feet to an old iron rod;

THENCE, North 00° 13' 56" West, 419.66 feet;

THENCE, North 01° 18' 30" West, 167.93 feet to the southerly line of Julia M. Creech, as recorded in Book 1225, page 98;

THENCE, along Creech's southerly line South 83° 39' 35" East, 480.02 feet to an old iron rod in the southerly line of Robin R. Linville, as recorded in Book 5221, page 675, passing the Woodrow W. Keaton property, as recorded in Book 2344, page 249;

THENCE, leaving Linville's line and along the lines of Lot 4 on the Plan of British Woods, Section 2, as recorded in Book 6200, page 141, South 27° 47' 31" East, 404.25 feet to an old iron rod;

THENCE, South 82° 18' 23" East, 221.06 feet to the point of beginning and containing 20.85 acres, more or less.

TOGETHER with all right, title and interest of BVT British Woods II Apartments, Ltd. in and to the joint users ingress and egress easement reserved in instrument of record in Book 5795, page 426, re-recorded in Book 5811, page 403, Register's Office for Davidson County, Tennessee, and as shown on the aforementioned Plan of British Woods, Section 2, of record in Book 6200, page 141, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to British Woods Apartments, a Tennessee joint venture, by deeds of record in Book 9098, pages 600 and 603, and in Book 9550, page 436, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. All matters shown on the Plan of British Woods, Section 2, of record in Book 6200, page 141, Register's Office for Davidson County, Tennessee, including, but not limited to, the following:

   (a) 40' minimum building setback line
   (b) Rights of others in and to permanent joint ingress and egress easement
   (c) Public utility and private sewer service line easement
   (d) Private water line easement
   (e) 20' parking easement for Lot 4
   (f) 20' public utility and drainage easement along Murfreesboro Road
   (g) 25' easement for Nashville Electric Service
   (h) Restrictions as set forth in Owner's Certificate and Notes;

2. Terms, conditions and agreements regarding the reservation of a permanent joint users ingress and egress easement and the agreement that no parking will be permitted within the easement, as set forth in Book 5795, page 426, re-recorded in Book 5811, page 403, said Register's Office;

3. Storm Water Detention Agreement of record in Book 6158, page 921, said Register's Office (as to Lot 5);

4. Agreement regarding maintenance of ingress and egress easements, of record in Book 6417, page 969, said Register's Office (as to Lot 5);

5. Rights of tenants in possession, as tenants only, under prior unrecorded leases with a remaining term of one year or less; and

6. Terms, conditions and provisions as set out in the Declaration of Restrictive Covenants and Owners Association for British Woods Apartments, Phases I and II, of record in Book 6417, page 955, said Register's Office.

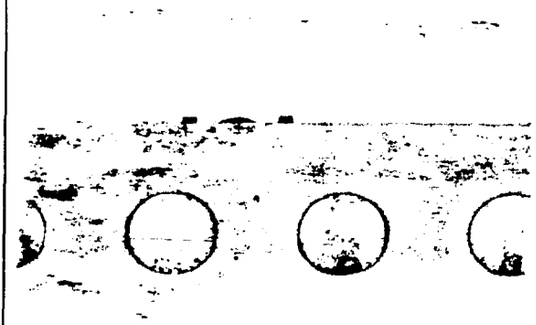
3450 11/01 0101 03CHECK 43685.00

011811

RECEIVED FOR REFERENCE

95 NOV -1 PM 2:23

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.



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

RECEIVED OF _____

FOR _____

BOOK 9846 PG 7

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

Conv. amt. 11,800,000.00

CON TX	43660.00
PRFEE	1.00
WDEED	24.00
TOTAL	43685.00
CHECK	43685.00

11/01/95 01 14:24 0001 3450

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0118411
IDENTIFICATION REFERENCE

95 NOV -1 PM 2:23
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 972088