Bk 47

BOOK 9846PG 27

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 51-5 Parcel 2

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, BVT Chestnut Hill Apartments, L.P., 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 Chestnut Hill Villa Apartments, 721 New Due West Avenue, Madison, Tennessee 37115.

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.

BVT CHESTNUT HILL APARTMENTS, L.P.

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 Chestnut Hill Apartments, L.P., the within named bargainor, a Tennessee limited partnership, and that he as such Executive Vice-President of such corporate general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as Executive Vice-President of BVT Properties, Inc., the corporate general partner of BVT Chestnut Hill Apartments, L.P.

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

_____
NOTARY PUBLIC

My Commission Expires: 7/27/96

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $7,000,000.00.

_____
Affiant

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

_____
Notary Public
My Commission Expires: 7/27/96

0306693.01
012460-021 11/01/95

EXHIBIT A

Being a parcel of land in Nashville, Second Civil District, Third Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of Due West Avenue and Old Due West Avenue and being more particularly described according to survey of Barge. Waggoner, Sumner & Cannon, dated November 22, 1972, and last revised September 12, 1995, as follows:

BEGINNING at an iron pin in the westerly right-of-way line of Due West Avenue, said iron pin being the southeasterly corner of property conveyed to Katherine M. Russell by deed of record in Book 2991, Page 191, R.O.D.C., said iron pin also being northerly 515.25 feet from the northerly right-of-way line of Old Due West Avenue;

THENCE, with said right-of-way line the following calls:

S 22° 27' 02" E, 152.50 feet to an iron pin;

with a curve to the left 244.00 feet to an iron pin, said curve having a central angle of 15° 12' 00", a radius of 919.76 feet, a tangent of 122.72 feet and a chord of S 30° 09' 02" E, 243.29 feet;

S 37° 39' 02" E, 118.75 feet to an iron pin;

THENCE, leaving said right-of-way line with the northerly right-of-way line of Old Due West Avenue S 02° 04' 59" E, 81.26 feet to a point;

THENCE, continuing with said right-of-way line S 38° 19' 36" W, 243.00 feet to an iron pin;

THENCE, leaving said right-of-way line S 51° 40' 24" E, 40.73 feet to a point in the centerline of Old Due West Avenue;

THENCE, with said centerline the following calls:

S 33° 16' 59" W, 132.28 feet to a point;

with a curve to the right 148.57 feet to a point, said curve having a central angle of 25° 51' 01", a radius of 329.29 feet, a tangent of 75.57 feet and a chord of S 46° 12' 29" W, 147.31 feet;

S 59° 08' 00" W, 286.64 feet to a point;

with a curve to the right 177.05 feet to a point, said curve having a central angle of 48° 00' 00", a radius of 211.34 feet, a tangent of 94.09 feet and a chord of S 83° 08' 00" W, 171.92 feet;

N 72° 52' 00" W, 286.92 feet to a point;

THENCE, leaving said centerline with the easterly line of property conveyed to J.T. Almand by deed of record in Book 6675, Page 41, R.O.D.C., N 01° 52' 19" W, 366.14 feet to a point;

THENCE, with the easterly line of property conveyed to Terry W. Burdette, et ux, by deed of record in Book 5278, Page 1, R.O.D.C., N 00° 42' 41" E, 353.39 feet to a point;

THENCE, with the easterly line of property conveyed to J.D. Stephens, et ux, by deed of record in Book 4095, Page 230, R.O.D.C., N 34° 07' 11" W, 518.60 feet to an iron pin;

THENCE, leaving said easterly line with the southerly line of property conveyed to John T. Burdette by deed of record in Book 6603, Page 621, R.O.D.C., and to Deborah D. Myers by deed of record in Book 5496, Page 122, R.O.D.C., N 67° 22' 42" E, 510.77 feet to an iron pin;

THENCE, with the westerly line of property conveyed to said Myers, to J. E. Jones by deed of record in Book 3208, Page 30, R.O.D.C., to Fred L. Howell by deed of record in Book 3376, Page 419, R.O.D.C., and to Katherine M. Russell by deed of record in Book 2991, Page 191, R.O.D.C., S 22° 25' 55" E. 500.72 feet to an iron pin;

THENCE, with the southerly line of said Russell property N 67° 04' 55" E, 400.56 feet to the point of beginning.

Containing 1,024,531 square feet or 23.52 acres, more or less.

Being the same property conveyed to BVT Chestnut Hill Apartments, L.P., F/K/A BVT Chestnut Hill Apartments, Ltd., by deed of record in Book 6231, page 918, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Title to that portion of the Property within the bounds of Old Due West Avenue;

2. Deed of Conveyance to Metropolitan Government of Nashville and Davidson County for water and/or sewer distribution system, of record in Book 5058, page 645, Register's Office for Davidson County, Tennessee;

3. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument of record in Book 5066, page 752, said Register's Office;

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

5. Memorandum of Lease to Web Service Company of record in Book 7908, page 167, said Register's Office.

011343
[illegible] REFERENCE
95 NOV -1 PM 2:26
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN

3453 11/01 0101 03CHECK 25921.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9846PG 32

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
7000000.00
CON TX 25900.00
PRFEE 1.00
WDEED 20.00
TOTAL 25921.00
CHECK 25921.00
11/01/95 01 14:27 0001 3453

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

01184113

95 NOV -1 PM 2:26

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 972091