**THIS INSTRUMENT PREPARED BY:** (JAG)
BAKER, DONELSON, BEARMAN & CALDWELL,
A Professional Corporation
511 Union Street, Suite 1700
Nashville, Tennessee 37219

BOOK 10394 PG 111

FROM: **BRECKENRIDGE ASSOCIATES, L.P.,**
a Tennessee limited partnership ("GRANTOR")

TO: **UNITED DOMINION REALTY, L.P.,**
a Virginia limited partnership ("GRANTEE")

ADDRESS NEW OWNER:

United Dominion Realty, L.P.
10 South Sixth Street
Suite 203
Richmond, Virginia 23219

SEND TAX BILLS:

SAME

97 MAR 27 PM 1:00
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. + REFERENCE
0287882

TAX PARCEL NUMBER

**Map 42/Parcels 41 & 42**

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid by United Dominion Realty, L.P., a Virginia limited partnership ("Grantee") and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Breckenridge Associates, L.P., a Tennessee limited partnership ("Grantor") has bargained and sold, and by these presents does transfer and convey unto Grantee, it successors and assigns, all of its interest in and to certain tracts or parcels of land in Davidson County, Tennessee, described as follows, to-wit:

**See Exhibit "A" attached hereto and made a part hereof.**

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever.

And Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered except fo r the matters shown on **Exhibit "B"** which is attached hereto and incorporated herein by reference.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but no further or otherwise.

The word "Grantee" as used herein shall mean "Grantees" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS this 27th day of March, 1997.

**BRECKENRIDGE ASSOCIATES, L.P.**

By: PITTCO BRECKENRIDGE, INC.
Its: General Partner

By: John Portius

Its: Vice President

STATE OF Tennessee )
COUNTY OF Shelby )

Before me, Katrina D. Smith, a Notary Public in and for the State and County aforesaid, personally appeared John H. Portius, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument or the purposes therein contained, and who further acknowledged that he is the Vice President of Pittco Breckenridge, Inc., as General Partner of Breckenridge Associates, L.P., a Tennessee limited partnership (the "Grantor") and is authorized by the Grantor to execute this instrument on behalf of the Grantor.

WITNESS my hand and seal at office, on this the 25th day of March, 1997.

Katrina D Smith
Notary Public

My Commission Expires: _____

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is $8,400,000.00.

John H. Haynes
AFFIANT

Subscribed and sworn to before me, this 27th day of March, 1997.

Amy M. Keith
NOTARY PUBLIC

My Commission Expires: 5/30/99

AMY L. NICELEY-ERB NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

N VRS 202159.1
780997-127 03/20/97

**Exhibit "A"**

Legal Description

Land lying in the 11th Civil District of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the northerly margin of Old Hickory Boulevard, being the southeasterly corner of the property described herein, and being South 82°13'01" West 22.54 feet and North 71°53'34" West 155.51 feet from a concrete right-of-way monument; thence with said northerly margin North 71°53'34"West 148.09 feet to a point thence leaving said northerly margin North 26°31'12" East 64.42 feet to a point; thence North 63°28'48" West 50.00 feet to a point; thence South 26°31'12" West 71.82 feet to a point on the northerly margin of Old Hickory Boulevard; thence with said northerly margin North 71°53'34" West 18.13 feet to a concrete monument; thence, leaving northerly margin North 25°58'53" East 242.31 feet to a concrete monument; thence with the northerly margin of Bonnie Brae Subdivision, Book 2330, Page 1, R.O.D.C., South 87°18'19" West 114.49 feet to a concrete monument; thence North 64°01'07" West, passing the easterly right-of-way of Nesbitt Lane at 123.55 feet, a total distance of 297.29 feet to a concrete monument; thence North 41°51'20" West 215.78 feet to a concrete monument; thence North 64°04'55" West 400.21 feet to a concrete monument on the easterly boundary of the property conveyed to the Metropolitan Government of Nashville in Deed Book 3824, Page 979; thence with said easterly boundary North 08°44'47" East 409.74 feet to a concrete monument; thence North 11°29'50" East 253.26 feet to an iron rod; thence South 87°06'18" East, 840.05 feet to an iron rod; thence South 63°25'54" East 129.00 feet to an iron rod; thence South 54°10'41" East 511.41 feet to an iron rod; thence South 26°32'55" West 848.80 feet to a concrete monument; thence South 25°58'53" West 267.10 feet to the point of beginning and containing 28.36 acres, more or less.

Included in but excluded from the above described property are two tracts of land. The first is a 0.48 acre tract belonging to the Madison Suburban Utility District of Record in Deed Book 6514, Page 630 R.O.D.C., TN. The second is a 1.26 acre road right-of-way owned by Davidson County, Tennessee as recorded in deed book 6250, Page 561, R.O.D.C., TN.

Being the same property conveyed to Grantor by Quitclaim Deed from American Diversified/Wells Park, a California limited partnership, dated October 10, 1991 and recorded in Book 8464, Page 1, R.O.D.C., TN.

The legal description contained herein is identical to that of the prior deed.

**Exhibit "B"**



Permitted Encumbrances

1. Real Property Taxes for 1997, a lien, but not yet due and payable.

2. Rights of tenants-in-possession, as tenants only, under residential apartment leases.

3. Storm Water Detention Agreement of record in Book 7210, page 307, and Book 6555, page 322, Register's Office for Davidson County, Tennessee as shown on the survey by William C. Cockrill, dated March 7, 1997, last revised March 20, 1997, and entitled "Site Improvement Location Survey of Breckenridge Apartments".

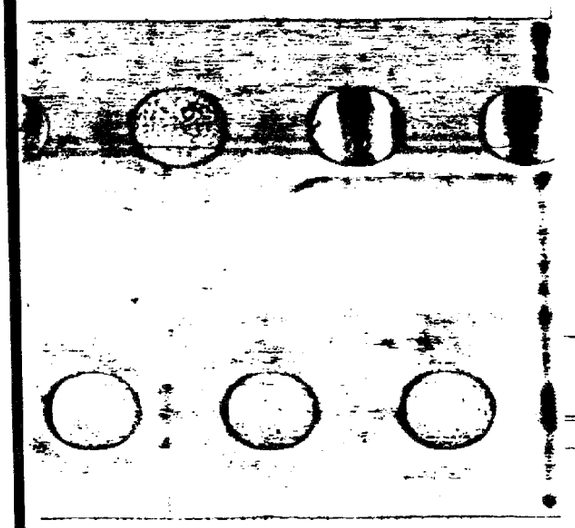
4. Subject to all matters shown on the Plan of record in Book 6250, pages 561 and 562, as corrected by Surveyor's Certificates of Correction of record in Book 7053, page 2 and Book 7508, page 92, Register's Office for Davidson County, Tennessee, as shown on the survey by William C. Cockrill, dated March 7, 1997, last revised March 20, 1997, and entitled "Site Improvement Location Survey of Breckenridge Apartments".

5. Easements and Agreements contained in Contract of Conveyance to the Madison Suburban Utility District of Davidson County, Tennessee, of record in Book 6514, page 630, Register's Office for Davidson County, Tennessee as shown on the survey by William C. Cockrill, dated March 7, 1997, last revised March 20, 1997, and entitled "Site Improvement Location Survey of Breckenridge Apartments".

**OFFICIAL RECEIPT**

**FELIX Z. WILSON, II**

**REGISTER OF DAVIDSON COUNTY**
**NASHVILLE, TENNESSEE**



RECEIVED OF _____

FOR _____

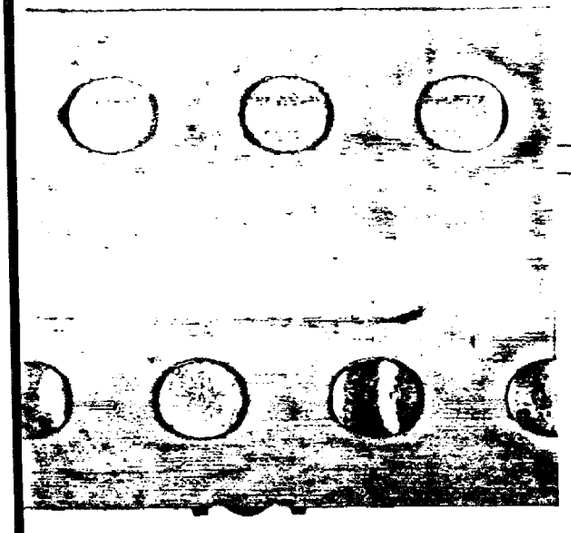
BOOK 10394 PG 115

| | | |
|---|---|---|
| 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 |
|---|---|---|---|---|
| | | | | |

CAPT
B400000.00
CON TX 3108.00
PRFEE 1.00
WDEED 16.00
TOTAL 31097.00
CHECK 31097.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 001 2336



0287882
IDENTIF. ↑ REFERENCE

97 MAR 27 PM 1:00
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

**No.** 1132621