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This Instrument Prepared by:

Jeffrey D. Silverstein, Esq.
Seward & Kissel
One Battery Park Plaza
New York, NY 10004

Return to:

BOOK 11162 PAGE 984

5714 10/20 0101 03CHECK 54791.00

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 19th day of October, 1998 by and between SENTINEL REALTY PARTNERS I, a Limited Partnership, Delaware limited partnership, party of the first part, and ATLANTIC-TENNESSEE LIMITED PARTNERSHIP, a Delaware limited partnership, party of the second part.

WITNESSETH: That for the consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, the party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the party of the second part the real estate, situated and being in the County of Shelby, State of Tennessee described on Exhibit "A" attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its successors and assigns in fee simple forever.

The party of the first part does hereby covenant with the party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered except as shown on Exhibit "B" attached hereto and incorporated herein by reference; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims all parties claiming by, through or under the party of the first part, but not further or otherwise.

0501916
IDENTIF. & REFERENCE

98 OCT 20 PM 3:45

BILL [illegible] REGISTER
DAVIDSON COUNTY, TN.

IN WITNESS WHEREOF, the Grantor has executed this Deed as of the date first above written.

SENTINEL REALTY PARTNERS I LIMITED PARTNERSHIP,
a Delaware limited partnership

By: SENTINEL REALTY CORP. I,
a Delaware corporation, its general partner

BY: _____
Name: Anita Bresli
Title: Vice-President

STATE OF New York
COUNTY OF New York

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Anita Bresli, with whom I am personally acquainted, and who upon oath acknowledged ~~him~~her self to be the Vice President of Sentinel Realty Corp. I, the within named bargainor, a corporation, and that She as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by ~~him~~her self as Vice President.

WITNESS my hand and Official Seal at office this 19th day of October, 1998.

_____
Notary Public

My Commission expires:
July 6, 1999
_____

KATHLEEN J. CAWLEY
NOTARY PUBLIC, State of New York
Registration No. 01CA5014815
Qualified in Suffolk & N.Y. Counties
Commission Expires July 6, 1999

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 14,800,000.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

By: Sentinel Realty Partner I Limited PARTNERSHIP
By: Sentinel Realty Corp I, general Partner
By: _____
Affiant VICE PRESIDENT

Subscribed and sworn to before me this 19th day of October, 1998.

Kathleen J. Cawley
Notary Public

My Commission Expires:
July 6, 1999

KATHLEEN J. CAWLEY
NOTARY PUBLIC, State of New York
Registration No. 01CA5014815
Qualified in Suffolk & N.Y. Counties
Commission Expires July 6, 1999

Property Address:

Tax ~~Parcel~~ No. 128-126

Mail Tax Bills to:

ADDRESS NEW OWNER:

ATLANTIC - TENNESSEE LIMITED PARTNERSHIP SAME
C/O ARCHSTONE COMMUNITIES TRUST
7777 MARKET CENTER AVENUE
EL PASO, TEXAS 79912

Exhibit A

LEGAL DESCRIPTION OF LAND
(Amberwood Apartments)

Being a tract of land in the Second Civil District of Nashville, Davidson County, Tennessee, said tract being located on the East side of Old Hickory Boulevard and approximately 2,800 feet North of the Intersection of Old Hickory Boulevard with U.S. Highway 70S, and being more particularly described as follows:

Beginning at a point being an offset in the East margin of the Old Hickory Boulevard 70 Foot R.O.W., said point being the Northwest corner of Belle Forest Condominium Apartments as of record in Deed Book 5387, page 744, Register's Office of Davidson County, Tennessee;

THENCE, leaving said Belle Forest Condominiums and with said offset in the East margin of Old Hickory Boulevard, S 64 degrees 17 minutes 00 seconds W, 10.00 feet to a point;

THENCE, with said East margin of the 60 foot wide R.O.W. of Old Hickory Boulevard and with a curve to the left having a central angel of 4 degrees 16 minutes 37 seconds a radius of 1,462.40 feet and a curve length of 109.16 feet to an iron pin;

THENCE, N 29 degrees 52 minutes 00 seconds W, 422.10 feet to an iron pin;

THENCE, with a curve to the right having a central angle of 26 degrees 13 minutes 00 seconds, a radius of 1,402.40 feet and a curve length of 641.69 feet to an iron pin;

THENCE, N 03 degrees 39 minutes 00 seconds W, 227.00 feet to an iron pin being a common corner with the Phillip L. Davis property as of record in Deed Book 4851, page 78;

THENCE, leaving said East margin of Hold Hickory Boulevard and with the Davis boundary, N 3 degrees 48 minutes 00 seconds E, 235.90 feet to a point;

THENCE, N 84 degrees 53 minutes 00 seconds W, 30.95 feet to a point in the East margin of said Old Hickory Boulevard, said point also being a common corner with the ABC property as of record in Deed Book 5244, page 368;

THENCE, leaving said East margin of Old Hickory Boulevard and with the South boundary of the ABC property, N 86 degrees 21 minutes 00 seconds E, 1,796.90 feet to a point;

THENCE, S 49 degrees 03 minutes 00 seconds E, 367.65 feet to a point;

THENCE, leaving the ABC Property South boundary and with a new line, S 63 degrees 11 minutes 04 seconds W, 434.54 feet to a point being located in the North boundary of said Belle Forest Condominiums;

THENCE, with the Belle Forest North boundary and crossing into the aforementioned future road extension easement N 59 degrees 47 minutes 48 seconds W, 109.50 feet to an iron pin, said pin being the Northwest corner of the Belle Forest property;

THENCE, with the Belle Forest West boundary, leaving the future road extension easement, and crossing into the Belle Forest access road easement as of record in Deed Book 5074, page 966, said Register's Office, S 18 degrees 34 minutes 00 seconds W, 370.00 feet to an iron pin;

THENCE, leaving said easement,

THENCE, S 28 degrees 34 minutes 00 seconds W, 490.00 feet to an iron pin;

THENCE, S 53 degrees 17 minutes 00 seconds W, 420.00 feet to an iron pin;

THENCE, S 59 degrees 32 minutes 00 seconds W, 345.00 feet to an iron pin;

THENCE, S 64 degrees 17 minutes 00 seconds W, 132.00 feet to the point of beginning; containing 45.00 acres more or less.

INCLUDED IN THE ABOVE DESCRIBED PROPERTY, BUT EXPRESSLY EXCLUDED IS THE FOLLOWING DESCRIBED TRACT OF LAND:

Beginning at the point of intersection of the existing east margin of S.R. 251 and the north boundary of the Belle Forest property;

THENCE with said existing margin northerly 1145 feet more or less to a point, said point being 30.58 feet right of S.R. 251 proposed centerline station 39+44.11;

THENCE, with the proposed east margin of said road (1) with a 1392.39 foot radius curve left and southerly 481.39 feet
(2) south 25 degrees, 02 minutes 30 seconds east 157.87 feet
(3) south 26 degrees, 06 minutes, 10 seconds east 312.42 feet
(4) south 25 degrees 01 minutes, 43 seconds east 162.21 feet

(5) with a 1462.49 foot radius curve southeasterly 25 feet more or less to a point;

THENCE, with said north boundary south 68 degrees, 02 minutes, 30 seconds west 19.91 feet to the point of beginning containing 17,922 square feet.

Being part of the same property conveyed to Sentinel Realty Partners I Limited Partnership, a Delaware limited partnership, by Special Warranty Deed from Amberwood, Ltd. of record in Book 9811, pages 146 and 151, Register's Office of Davidson County, Tennessee.

EXHIBIT B

Restrictive Covenants contained in an instrument of record in Book 6430, page 212 and in Book 9019, page 643, Register's Office for Davidson County, Tennessee, omitting any covenant or restriction based on race, color, religion, sex, handicap, familial status, or national origin.

Subject to all matters shown on the Plan of record in Book 6250, page 204, in said Register's Office.

Easement for utilities, roadway, street, driveway, ingress and egress purposes on, in, above and under the northeast portion of the subject property as contained in instrument of record in Book 5074, page 856, said Register's Office, as described at pages 882, and 913, and as shown on the survey made by Joseph G. Petrosky Associates, Inc., dated August 17, 1993, and last updated September 27, 1995.

Storm Water Detention Agreement of record in Book 6420, page 642, said Register's Office.

Easements for construction and maintenance of a drainage facility contained in the deed to the State of Tennessee, of record in Book 8261, page 19, said Register's Office.

Easement for water line of record in Book 8097, page 294, said Register's Office.

Memorandum of Lease of record in Book 9578, page 193, in said Register's Office.

All matters as shown on the survey made by Joseph G. Petrosky Associates, Inc., Joseph M. Holland, Registered Land Surveyor No. 1645, dated August 17, 1993, and last updated September 1, 1998, Job No. 247.30, including but not limited to the encroachment of the Belle Forest access road onto property along the northeasterly line; the encroachment of the retaining wall onto the 20 foot utility extension and drainage easement along the north line and the encroachment of the backflow preventer located in the southwest corner of the property onto the adjacent property.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11162 PAGE 991

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

Con.amt 14,800,000.00

CON TX	54760.00
PRFEE	1.00
WDEED	28.00
CFEE	2.00
TOTAL	54791.00
CHECK	54791.00

10/20/98 01 15:49 0001 5714

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0501916
IDENTIF. # REFERENCE

98 OCT 20 PM 3:45

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

No. 1361173