Bk 37 LL

BOOK 11288 PAGE 152

This instrument prepared by
Sanford J. Slobin
Brochstein, Slobin & Chapman, P.C.
One Riverway, Suite 1950
Houston, Texas 77056

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is
$ 17,420,000.00

Affiant

Subscribed and sworn to before me this 6th day of January, 1999

Notary Public

My commission expires:
8-17-99

0534262
IDENTIF. & REFERENCE
99 JAN -7 PM 4:19
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

SPECIAL WARRANTY DEED

Address New Owner:
UDR of Tennessee, L.P.
c/o United Dominion Realty, L.P.
2100 Powers Ferry Road, Suite 120
Atlanta, Georgia 30339

Send Tax Bills To:
Owner

Map and Parcel No.:
Map: 86
Parcel: 206

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, Nashville 2-Central Pike Apartments, L.P., a Texas limited partnership (the

"Grantor"), has bargained and sold, and by these presents to transfer and convey unto UDR of Tennessee, L.P., a Virginia limited partnership (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows to-wit:

See Exhibit A attached hereto

This conveyance is subject to the following:

1. Taxes for 1999 which have been prorated on the basis of 1998 statement are assumed by Grantee, however, in the event the actual taxes for 1999 are different, the Grantor and Grantee agree to re-prorate said amount within thirty (30) days after the 1999 tax statement is issued by the Metropolitan Trustee.

2. Agreement for dedication of easement for sanitary sewers as set out in instrument from Thomas Frank Dies, et al, to Radnor Utility District of record in Book 4764, page 324, Register's Office for Davidson County, Tennessee.

3. Restrictions and encumbrances contained in instrument of record in Book 8947, page 174, Register's Office for Davidson County, Tennessee.

4. Lack of direct access to I-40, from the premises in questions, such right of access having been granted to the State of Tennessee by deed recorded in Book 3368, page 407, Register's Office for Davidson County, Tennessee.

5. Setback lines shown on the survey of Barge, Waggoner, Sumner & Cannon dated July 12, 1996, last revised September 12, 1996, File No. 15697.

6. Easements retained in Deed of record in Book 3860, page 764, Register's Office for Davidson County, Tennessee.

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

And the 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 as set forth above.

And the Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under the Grantor but not further.

IN WITNESS WHEREOF, the undersigned Grantor has executed this Special Warranty Deed as of January 4, 1999.

NASHVILLE 2-CENTRAL PIKE APARTMENTS, L.P.,
a Texas limited partnership

BY: NT2-Hickory Hollow Apartments, Ltd.,
a Texas limited partnership,
Its General Partner

BY: Nash2-288 Apartments, Inc.,
a Texas corporation,
Its General Partner

By: _____
(Name): Tom Caltagirone
(Title): Chief Operating Officer

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Tom Caltagirone, Chief Operating Officer of Nash2-288 Apartments, Inc., a Texas corporation, as the General Partner of NT2-Hickory Hollow Apartments, Ltd., a Texas limited partnership, which is the General Partner of Nashville 2-Central Pike Apartments, L.P., a Texas limited partnership, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 4 day of January, 1999.

MARY J. ALLEN
MY COMMISSION EXPIRES
April 28, 2002

_____
(Print or Type Name of Notary Public)
Notary Public in and for the
State of Texas

My Commission Expires: _____

130.4381/SJS1254B/R:01-04-99/DIII/mja

01 03CHECK 64473-00 01/07 01:37

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

BOOK 11288 PAGE 155

Being a parcel of land in Nashville, Second Civil District, Twelfth Councilmanic District, Davidson County Tennessee, located on the southerly side of Central Pike at Tulip Grove Road, being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of Central Pike, said point being easterly 275 feet more or less from the centerline of Tulip Grove Road, as extended;

THENCE, leaving said right-of-way line with the westerly line of property conveyed to Thomas Frank Dies, et al, be deed of record in Book 4439, Page 289, R.O.D.C., S 06° 04' 00" W, 650.67 feet to a point in the northerly right-of-way line of Interstate 40;

THENCE, with said right-of-way line N 89° 39' 00" W, 332.05 feet to a point;

THENCE, continuing with said right-of-way line N 89° 42' 00" W, 514.37 feet to a point;

THENCE, leaving said right-of-way line with the easterly line of property conveyed to Hillsboro Developers Inc., by deed of record in Book 7029, Page 464, R.O.D.C., N 02° 26' 00" W, 611.39 feet to a point in the southerly right-of-way line of Central Pike

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

With a curve to the left 102.12 feet to a point, said curve having a central angle of 05° 26' 03", a radius of 1076.74 feet, a tangent of 51.10 feet, and a chord of N 78° 11' 28" E, 102.08 feet ;

S 75° 56' 35" E, 54.79 feet to a point;

N 79° 16' 27" E, 100.12 feet to a point;

N 65° 49' 46" E, 99.38 feet to a point;

N 82° 15' 12" E, 143.55 feet to a point;

S 64° 08' 04" E, 52.69 feet to a point;

N 87° 25' 53" E, 146.48 feet to a point;

S 70° 11' 38" E, 102.95 feet to a point;

S 84° 05' 15" E, 99.97 feet to a point;

N 84° 10' 34" E, 67.08 feet to the point of beginning;

Containing 588,646 square feet or 13.51 acres more or less.

Being the same property conveyed to Nashville 2-Central Pike Apartments L.P. by deed of record in Book 10192, page 552, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11288 PAGE 156

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

ConAmt 17,420,000.00

CON TX 64454.00
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 64473.00
CHECK 64473.00

01/07/99 01 16:16 0001 0137

0534262
IDENTIF. & REFERENCE

99 JAN -7 PM 4:19
BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1409512