Box 49

BOOK 11684 PAGE 473

Prepared by: Debra J. Breton, Esq.
Hale and Dorr LLP
60 State Street
Boston, MA 02109

ADDRESS OF NEW OWNER
AS FOLLOWS:

British Highland Wind, L.P.
545 Mainstream Drive, Suite 101
Nashville, TN 37228-1301

SEND TAX BILLS TO:

Same

MAP-PARCEL NUMBERS:

Map 135
Parcel 354 and 391

RECEIVED
DAVIDSON COUNTY, TN.
REGISTER
'99 OCT -1 PM 2:07

RECEIPT # 41762
REFERENCE

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, BRI OP Limited Partnership, a Delaware limited partnership (the "Grantor"), has this day bargained and sold, and by these presents does transfer and convey unto British Highland Wind, L.P., a Tennessee 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 right-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (the "Property").

4748 10/01 0101 03CHECK 44012.26

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 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 covenants with Grantee that Grantor is lawfully seized and possessed of the Property and has a right to convey the Property.

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.

This instrument may be executed in several counterparts, and all so executed shall constitute one instrument, binding upon all the parties hereto, notwithstanding that all the parties are not signatories to the original counterpart. This instrument may also be executed with multiple signature pages, which may be attached to and form one or more counterparts hereof.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 29 day of September, 1999.

BRI OP LIMITED PARTNERSHIP

By: Berkshire Apartments, Inc.,
General Partner

By: _____
David J. Olney
~~Senior~~ Executive Vice President

COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared David J. Olney, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be ~~Senior~~ Executive Vice President of Berkshire Apartments, Inc., the general partner of BRI OP Limited Partnership, and that he as such Senior Vice President os 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 ~~Senior~~ Executive Vice President of Berkshire Apartments, Inc., the corporate general partner of BRI OP Limited Partnership.

Witness my hand and seal, at Boston, Massachusetts, this 28 day of September, 1999.

JOEL H SIRKIN NOTARY PUBLIC COMMONWEALTH OF MASSACHUSETTS MY COMMISSION EXPIRES FEB 8 2002

_____
Notary Public

My Commission Expires: Joel H. Sirkin
NOTARY PUBLIC
My Commission expires Feb 8, 2002

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COMMONWEALTH OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

The actual consideration or value, whichever is greater, for this transfer is $ 4,887,907.00 .

Affiant

Subscribed and sworn to before me this 28 day of September, 1999.

Notary Public

My Commission Expires: Joel H. Sirkin NOTARY PUBLIC My Commission expires Feb. 8, 2002

EXHIBIT A

LEGAL DESCRIPTION

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 degrees 47 minutes 31 seconds 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 degrees 12 minutes 29 seconds West, 250.00 feet to an old iron rod;

THENCE, South 27 degrees 47 minutes 31 seconds East, 135.00 feet to an old iron rod;

THENCE, North 62 degrees 12 minutes 29 seconds East, 250.00 feet to an old iron rod in the westerly margin of Murfreesboro Road;

THENCE, South 27 degrees 47 minutes 31 seconds 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 degrees 12 minutes 29 seconds West, 250.00 feet to an old iron rod;

THENCE, South 27 degrees 47 minutes 31 seconds 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 degrees 06 minutes 09 seconds West, 123.17 feet to an old iron rod;

THENCE, North 83 degrees 17 minutes 11 seconds 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 degrees 31 minutes 47 seconds East, 546.56 feet to an old iron rod;

THENCE, North 00 degrees 13 minutes 56 seconds West, 419.66 feet;

THENCE, North 01 degrees 18 minutes 30 seconds 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 degrees 39 minutes 35 seconds 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 degrees 47 minutes 31 seconds East, 404.25 feet to an old iron rod;

THENCE, South 82 degrees 18 minutes 23 seconds 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 BRI OP Limited Partnership 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 BRI OP Limited Partnership, a Delaware limited partnership, from British Woods Apartments, a Tennessee joint venture composed of BVT British Woods Apartments Ltd., a Tennessee limited partnership, and BVT Brtitish Woods II Apartments, Ltd., a Tennessee limited partnership, dated as of November 1, 1995 and recorded in Book 9846, Page 1.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 1999, which are a lien but not yet due or payable, and all taxes for subsequent years.

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, Register's Office for Davidson County, Tennessee (the "Register's Office").

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

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

5. Rights of tenants, as tenants only, in possession under unrecorded leases.

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, Register's Office.

7. 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
(i) 60' minimum building setback line from Murfreesboro Road

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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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

0641762

IDENTIFICATION REFERENCE

99 OCT -1 PM 2:07

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CONAMT 11,887,907.00

CON TX	43985.26
PRFEE	1.00
UDEED	24.00
CFEE	2.00
TOTAL	44012.26
CHECK	44012.26

10/01/99 01 14:11 0001 4748

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1522646