Box 49

Instr:200003010020299 Page: 1 OF 4
REC'D FOR REC 03/01/2000 3:48:36PM
RECORD FEE: $19.00
M. TAX: $0.00 T. TAX: $42920.00

THIS INSTRUMENT PREPARED BY:
VINSON & ELKINS L.L.P.
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201-2975

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
5080 Spectrum Drive Suite 1000 East Addison, Texas 75001	5080 Spectrum Drive Suite 1000 East Addison, Texas 75001	161-208

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, Walden/Drever Operating Partnership, L.P. ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto WDOP Sub I LP, a Delaware limited partnership ("Grantee"), certain real property in Davidson County, Tennessee, described on Exhibit A attached hereto.

The source of this description is Plat of Sundance recorded in Plat Book 6250, Page 106, Davidson County, Tennessee.

Being the same real property conveyed to Grantor by deed dated December 16, 1998 from WDN Properties, Ltd. of record in Book 11464, page 507, said Register's Office.

This is improved (X) unimproved ( ) property known as: Brandywine Apartments
5204 Edmondson Pike
House Number Street
Nashville, Tennessee
P. O. Address City or Town

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, his heirs and assigns, forever.

GRANTOR covenants and binds himself, his heirs and representatives to warrant specially and forever defend the title to said real estate to Grantee, his heirs and assigns, against the lawful claims of all persons claiming through and under Grantor, but not further or otherwise.

As used herein, the singular number shall include the plural, and the masculine gender all other genders.

IN WITNESS WHEREOF, Grantor executed this instrument ~~on this~~ effective on the 24th day of February, 2000.

WALDEN/DREVER OPERATING PARTNERSHIP, L.P., a Delaware limited partnership

By: WALDEN RESIDENTIAL PROPERTIES, INC., a Maryland corporation, its general partner

By: Robin K. Minick
Robin K. Minick, Senior Vice President

STATE OF TEXAS

COUNTY OF DALLAS

Personally appeared before me, ~~Robin K. M.~~ Ardith Hollowell, a Notary Public, Robin K. Minick, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 17 day of February, 2000.

Ardith Hollowell
Notary Public

My Commission Expires:

ARDITH HOLLOWELL
Notary Public
STATE OF TEXAS
My Commission Expires 11-14-2000

STATE OF TEXAS

COUNTY OF DALLAS

The actual consideration or value (whichever is greater) for this transfer is $11,600,000.00.

Robin K. Minick

Subscribed and sworn to before me, this 17 day of February, 2000.

Ardith Hollowell
Notary Public

My Commission Expires:

ARDITH HOLLOWELL
Notary Public
STATE OF TEXAS
My Commission Expires 11-14-2000

PLEASE RETURN TO
AMERICAN TITLE COMPANY
1909 WOODALL RODGERS FRWY., SUITE 400
DALLAS, TEXAS 75201

EXHIBIT A
Legal Description

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the easterly side of Edmondson Pike, south of Greentree Drive, being Lot No. 2 as shown on the plan of Sundance, as of record in Book 6250, page 106, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the easterly right-of-way line of Edmondson Pike, said point being southerly 1,323.22 feet from the centerline of Greentree Drive;

THENCE, leaving said right-of-way line with the southerly line of Lot 1 as shown on the aforementioned plan of Sundance the following calls:

S 68 ° 58' 55" East, 33.13 feet to a point;

with a curve to the right 85.36 feet to a point, said curve having a central angle of 13 ° 58' 26", a radius of 350.00 feet, a tangent of 42.89 feet and a chord of S 61 ° 59' 42" E, 85.15 feet;

S 55 ° 00' 29" E, 54.76 feet to a point;

S 73 ° 11' 57" E, 64.80 feet to a point;

with a curve to the left 262.87 feet to a point; said curve having a central angle of 80 ° 19' 33", a radius of 187.50 feet, a tangent of 158.24 feet and a chord of S 38 ° 39' 20" E, 241.86 feet;

S 78 ° 49' 06" E, 24.86 feet to a point;

with a curve to the left 224.69 feet to a point; said curve having a central angle of 60 ° 34' 55", a radius of 212.50 feet, a tangent of 124.13 feet and a chord of N 70 ° 53' 27" E, 214.36 feet;

N 40 ° 35' 59" E, 73.87 feet to a point;

with a curve to the right 436.36 feet to a point; said curve having a central angle of 64 ° 31' 10", a radius of 387.50 feet, a tangent of 244.59 feet and a chord of N 72 ° 51' 34" E, 413.66 feet;

N 57 ° 10' 23" E, 50.29 feet to a point;
S 76 ° 09' 09" E, 278.30 feet to a point;
N 07 ° 47' 48" W, 205.49 feet to a point;
N 21 ° 15' 02" E, 193.13 feet to a point;

S 89 ° 55' 34" E, 217.45 feet to a point in the westerly line of McMurray Hills as of record in Book 3700, page 5, Register's Office for Davidson County, Tennessee;

THENCE, with said line the following calls:

S 00° 26' 05" W, 60.47 feet to a point;
S 01° 28' 54" W, 478.72 feet to a point;
S 00° 31' 25" W, 224.98 feet to a point;
S 00° 11' 42" W, 150.16 feet to a point;

THENCE, with the westerly line of McMurray Place, Section Two as of record in Book 5200, page 440, Register's Office for Davidson County, S 00° 29' 36" W, 131.64 feet to a point;

THENCE, leaving said line with the northerly line of property conveyed to Alice H. Brachey by deed of record in Book 4375, page 727, Register's Office for Davidson County, Tennessee, N 88° 23' 30" W, 249.86 feet to a point;

THENCE, with the northerly line of property conveyed to Gertrude T. Ezell by deed of record in Book 6749, page 459, Register's Office for Davidson County, Tennessee, S 72° 14' 49" W, 285.34 feet to a point;

THENCE, with the northerly line of Lot 1 as shown on the plan of Resubdivision of Phase One, Country Place as of record in Book 4675, page 65, Register's Office for Davidson County, Tennessee, the following calls:

N 58° 56' 18" W, 660.32 feet to a point;
S 86° 45' 33" W, 155.04 feet to a point;
S 11° 36' 21" W, 79.92 feet to a point;
N 78° 13' 00" W, 444.44 feet to a point in the easterly right-of-way line of Edmondson Pike;

THENCE, with said right-of-way line N 11° 38' 00" E, 358.92 feet to a point;

THENCE, continuing with said line with a curve to the right 136.88 feet to the point of beginning said curve having a central angle of 02° 46' 11", a radius of 2,831.57 feet, a tangent of 68.45 feet and a chord of N 13° 01' 00" E, 136.87 feet.

Containing 980,250 square feet or 22.50 acres more or less.

BEING the same property conveyed to Walden/Drever Operating Partnership, L.P., a Delaware partnership, by Deed of Record in Book 11464, page 507, Register's Office for Davidson County, Tennessee.

Together with these certain non-exclusive easements as set forth in Access and Utility Easement and Easement for Encroachment of record in Book 9286, page 122.