Box 37 LC

ADDRESS NEW OWNER	MAP-PARCEL NUMBERS	SEND TAX BILL TO:
Alliance GT 5 Limited Partnership 221 North LaSalle St., Ste. 1653 Chicago, Illinois 29210	Map 136 - Par 32 and Par 33	Owner
This instrument prepared by: United Dominion Realty, L.P., 10 South Sixth Street, Richmond, Virginia 23219-3802		

WARRANTY DEED

THIS INSTRUMENT was executed and delivered as of September 8, 2000, by and among UNITED DOMINION REALTY, L.P., a Virginia limited partnership (the "Grantor"), ALLIANCE GT 5 LIMITED PARTNERSHIP, a Delaware limited partnership (the "Grantee") and UNITED DOMINION REALTY TRUST, INC., a Virginia corporation ("United Dominion").

WHEREAS, United Dominion previously contributed the Property (as hereinafter defined) to the Grantor and evidenced its contribution of its partnership interest by conveying title to the Property to Grantor by unrecorded deed dated December 29, 1995;

WHEREAS, United Dominion joins in this deed for the purposes of evidencing its conveyance to Grantor and quitclaiming to Grantee any interest it may have in the Property;

KNOW ALL MEN BY THESE PRESENTS that in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Grantor does by these presents, grant, bargain, sell and convey unto the Grantee, and United Dominion does hereby sell and quitclaim to Grantee all of United Dominion's right, title and interest in and to the land in the County of Davidson, Tennessee, more particularly described on Exhibit A attached hereto, and incorporated by this reference, together with all appurtenances thereto belonging (the "Property").

This conveyance is made subject to any and all easements, restrictions and other matters set forth on Exhibit B attached hereto and incorporated by this reference (the "Permitted Exceptions").

TO HAVE AND TO HOLD THE PROPERTY unto the Grantee, its successors and assigns, forever.

The Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except for the Permitted Exceptions.

Davidson County DEEDWARR
Recvd: 09/22/00 08:25 7pgs
Fees:31.00 Taxes:21275.00
20000922-0094109

The Grantor, its successors and assigns, shall forever warrant, indemnify and defend the Grantee, its successors and assigns, against all lawful claims against the Property (other than the Permitted Exceptions) of all parties claiming by, through or under the Grantor, but not further or otherwise.

IN WITNESS WHEREOF, the Grantor and United Dominion have executed and delivered this Deed as of September 8, 2000.

UNITED DOMINION REALTY, L.P.,
a Virginia limited partnership

By: UNITED DOMINION REALTY TRUST, INC.,
General Partner

By: Milton A. Scott

Milton A. Scott, Jr.

Its: Vice President

UNITED DOMINION REALTY TRUST, INC.,
a Virginia corporation

By: Milton A. Scott

Milton A. Scott, Jr.

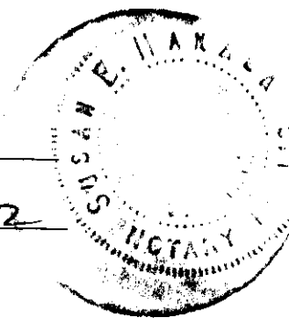
Its: Vice President

STATE OF VIRGINIA
CITY OF RICHMOND

Personally appeared before me Susan E. Hakala, Notary Public, Milton A. Scott, JR., with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes herein contained and who further acknowledged that he is the Vice President of United Dominion Realty Trust, Inc., a Virginia corporation, general partner of United Dominion Realty, L.P., a Virginia limited partnership, and is authorized to executed this instrument on behalf of said company.

WITNESS my hand, at office, this 5th day of September, 2000.

Susan E. Hakala
Notary Public
My Commission Expires: 12/31/02



STATE OF VIRGINIA
CITY OF RICHMOND

Personally appeared before me Susan E. Hakala, Notary Public, Milton A. Scott, JR, with whom I am personally acquainted, and who acknowledged that (he)/she executed the foregoing instrument for the purposes herein contained and who further acknowledged that (he)/she is the Vice President of United Dominion Realty Trust, Inc., a Virginia corporation, and is authorized to executed this instrument on behalf of said company.

WITNESS my hand, at office, this 5th day of September, 2000.

Susan E. Hakala
Notary Public
My Commission Expires: 12/31/02

STATE OF VIRGINIA
CITY OF RICHMOND

The actual consideration for this transfer or value of the property transferred, whichever is greater is $5,750,000.00.

Subscribed and sworn to before me this 5th day of September, 2000.

Affiant

Notary Public
My Commission Expires: 12/31/02



Return to:
Alliance GTS Limited Partnership
221 North LaSalle Street, Suite 1653
Chicago, Illinois 60601

Property Address:

2999 Smith Springs Road
Nashville, Tennessee 37217

EXHIBIT A

LEGAL DESCRIPTION

LAND in the Second (2nd) Civil District of Davidson County, Tennessee, being two (2) tracts as shown on the Plat of Harbour Town Apartments of record in Book 4675, page 10, Register's Office for Davidson County, Tennessee, and being more fully described according to survey of Ragan-Smith-Murphy & Associates, Inc., dated May 9, 1984, as follows:

TRACT A: Beginning at the easterly end of the southeast return at the intersection of New Smith Springs Road and Anderson Road; thence with the southerly margin of New Smith Springs Road South 86° 38' East 806.55 feet to the beginning of a curve; thence, southerly with said curve, having a 25.00 foot radius to the right, 39.27 feet to a point in the westerly margin of Old Anderson Road; thence with said margin southerly with a 205.47 foot radius curve to the right 131.11 feet to a point; thence, continuing southwesterly along a 675.47 foot radius curve to the right 219.84 feet to a point; thence, South 58° 38' West, 125.65 feet to a point; thence, southerly with a 192.50 foot radius curve to the left 95.71 feet to a point; thence, leaving said margin of Old Anderson Road North 85° 11' West, 126.92 feet to a point; thence, South 01° 48' East 126.48 feet to a point; thence, South 88° 37' West, 89.51 feet to a point; thence, South 01° 19' East, 182.75 feet to a point, thence, South 51° 21' West, 47.94 feet to point in the easterly margin of Anderson Road; thence, with said easterly margin of Anderson Road northerly with a 767.43 foot radius curve to the right 334.39 feet to a point; thence, with said easterly margin on Anderson Road, North 13° 41' West, 222.89 feet to a point; thence, continuing northerly along a 888.83 foot radius curve to the right 264.42 feet to a point; thence, easterly with a 25.00 foot radius curve to the right 39.27 feet to the beginning and containing 8.30 acres.

TRACT B: Beginning at the westerly end of the southwest return at the intersection of New Smith Springs Road and Anderson Road; thence, easterly along said return having a radius of 25.00 feet to the right 39.27 feet to a point in the westerly margin of Anderson Road; thence, with said westerly margin of Anderson Road southerly along a 948.83 foot radius curve to the left 282.28 feet to a point; thence, South 13° 41' East, 191.79 feet to a point; thence, leaving Anderson Road South 76° 19' West, 105.30 feet to a point; thence, North 58° 17' West, 84.53 feet to a point; thence, South 80° 21' West, 75.69 feet to a point; thence, North 47° 52' West, 287.85 feet to a point; thence, North 76° 08' West, 227.94 feet to a point; thence, North 87° 14' West, 197.74 feet to a point; thence, North 04° 11' West, 410.30 feet to a point in the southerly margin of New Smith Springs Road; thence, with said southerly margin of New Smith Springs Road easterly with a 733.43 foot radius curve to the right 355.50 feet to a point; thence, South 63° 17' East, 31.13 feet to a point; thence, easterly along a 750.18 foot radius curve to the left 305.62 feet to a point; thence, South 86° 38' East, 153.07 feet to the beginning and containing 8.17 acres, more or less.

BEING AND INTENDED TO BE the same premises conveyed by United Dominion Realty Trust, Inc. to United Dominion Realty, L.P., by Deed dated December 29, 1995. Also, being the property conveyed by deed of record in Book 9183, page 355, Register's Office for Davidson County, Tennessee, and Book 9183, page 360, Register's Office for Davidson County, Tennessee.

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EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 2000, a lien not yet due and payable, and taxes for subsequent years.

2. Plan recorded in Plat Book 4675, page 10, showing sanitary sewer easement, pump house easement, overhang easement for both Tracts A and B.

3. Easement granted to the Metropolitan Government of Nashville and Davidson County, dated April 25, 1985, recorded in Book 6581, page 95.

4. Agreement dated April 26, 1985, and recorded in Book 6545, page 130.

5. Easements recorded in Book 9408, page 207.

6. Easements recorded in Book 9408, page 198.

7. Agreement of Dedication of Easement recorded in Book 10890, page 339.

8. Rights of tenants in possession under unrecorded residential leases.

9. Such a state of facts as would be disclosed by a current, accurate survey of the property.

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