Box 49

WHEN RECORDED,
RETURN TO:
Sanford H. Zatcoff, Esq.
Holt, Ney, Zatcoff & Wasserman, LLP
100 Galleria Parkway, Suite 600
Atlanta, Georgia 30339

Davidson County DEEDWARR
Recvd: 09/10/02 14:40 7pgs
Fees:38.00 Taxes:92130.00
20020910-0109883

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

THIS INSTRUMENT PREPARED BY:	GRANTEE'S ADDRESS:	TAX PARCEL NUMBER:
Andrew L. Campbell, Esq. Andrews & Kurth L.L.P. 1717 Main Street, Suite 3700 Dallas, Texas 75201	SEA Brentwood LLC c/o Southeast Capital Consulting, LLC 3290 Northside Parkway, Suite 300 Atlanta, Georgia 30327	161/224 (Tract 1) 161/225 (Tract 2)

WHEN RECORDED RETURN TO AND SEND TAX BILL TO:	NAME, ADDRESS, LICENSE NUMBER OF SURVEYOR PREPARING SURVEY:	PROPERTY ADDRESS:
SEA Brentwood LLC c/o Southeast Capital Consulting, LLC 3290 Northside Parkway, Suite 300 Atlanta, Georgia 30327	John M. Duffer Gresham, Smith and Partners 1400 Nashville City Center 511 Union Street Nashville, Tennessee 37219 License No. RLS #1972	Preserve at Brentwood 370 Oakley Drive Nashville, Tennessee 37211

THIS INDENTURE, made and entered into this 6 day of September, 2002, by ALECTA REAL ESTATE BRENTWOOD, LLC, a Delaware limited liability company (f/k/a SPP Real Estate (Brentwood), LLC, whose address is c/o Invesco Realty Advisors, 5400 LBJ Freeway, Suite 700, Dallas, Texas 75240 ("**Grantor**"), and SEA BRENTWOOD LLC, a Delaware limited liability company, whose address is c/o Southeast Capital Consulting, LLC, 3290 Northside Parkway, Suite 300, Atlanta, Georgia 30327 ("**Grantee**").

W I T N E S S E T H:

THAT for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, Grantor has Bargained Granted, Sold, and Conveyed, and by these presents does Bargain, Grant, Sell, Convey, and Confirm unto Grantee the following described property, situated and being in the City of Nashville, County of Davidson, State of Tennessee

(collectively, the "**Property**"):

(a) That certain tract of land (the "**Land**") described on ***Exhibit A*** attached hereto and made a part hereof, and being the same real estate conveyed to Grantor by Oakley Apartments, L.L.C. of record in Book 11274, Page 85 in the Register's Office of Davidson County, Tennessee;

(b) All improvements, structures, fixtures, and related amenities in and on the Land, and consisting of the apartment complex known as "Preserve at Brentwood" (collectively, the "**Improvements**");

(c) All easements, if any, benefiting the Land or the Improvements; and

(d) All rights and appurtenances pertaining to the Land, including any right, title and interest of Seller in and to adjacent streets, alleys or rights-of-way.

This Deed is made and accepted expressly subject to the matters set forth in ***Exhibit B*** attached hereto and made a part hereof for all purposes.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances belonging in any way to the Property, unto the said Grantee, its successors and assigns forever, and Grantor binds itself and its successors and assigns to warrant and forever defend all and singular the Property to Grantee, its successors and assigns against every person lawfully claiming or to claim all or any part of the Property, by, through, or under Grantor, but not otherwise.

[SIGNATURE AND ACKNOWLEDGMENTS ON NEXT PAGE]

IN WITNESS WHEREOF, Grantor has executed this instrument on this the day and year first above written.

GRANTOR:

ALECTA REAL ESTATE BRENTWOOD, LLC,
a Delaware limited liability company

By: INVESCO Realty Advisors,
a division of INVESCO Institutional (N.A.), Inc.,
its attorney in fact

By: _____
Ron Ragsdale, Vice President

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, ~~Ron Ragsdale~~ Carol Browning CB, a Notary Public in and for said State and County duly commissioned and qualified, Ron Ragsdale, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of INVESCO Realty Advisors, a division of INVESCO Institutional (N.A.), Inc. (the "**Company**"), attorney-in-fact for ALECTA REAL ESTATE BRENTWOOD, LLC, a Delaware limited liability company (the "**Maker**") and is authorized by the Maker or by the Company, the Company being authorized by the Maker, to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 4th day of September, 2002.

[SEAL]

CAROL A. BROWNING NOTARY PUBLIC STATE OF TEXAS EXPIRES 12-28-2005

Carol A. Browning
Notary Public

My Commission Expires: 12-28-2005

SCHEDULE 1
TO SPECIAL WARRANTY DEED

STATE OF TEXAS §
§
COUNTY OF DALLAS §

AFFIDAVIT OF VALUE

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 $24,900,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

AFFIANT:

ALECTA REAL ESTATE BRENTWOOD, LLC,
a Delaware limited liability company

By: INVESCO Realty Advisors,
a division of INVESCO Institutional (N.A.), Inc.,
its attorney in fact

By: _____
Ron Ragsdale, Vice President TDT

SUBSCRIBED AND SWORN TO BEFORE ME this 4th day of September, 2002.

[SEAL]

CAROL A. BROWNING NOTARY PUBLIC STATE OF TEXAS EXPIRES 12-28-2005

Carol A. Browning
Notary Public

My Commission Expires: 12-28-2005

EXHIBIT A
TO SPECIAL WARRANTY DEED

LEGAL DESCRIPTION

Land lying in the First Civil District of Davidson County, Tennessee, being Lot No. 3 on the Plan of Master Plat of West Fork, of record in Plat Book 6250, page 769, as corrected in Deed Book 6757, page 226, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at a concrete monument lying on the southerly line of Ellington Agricultural Center of record in Deed Book 2702, page 259, and in Deed Book 6105, page 161, Register's Office for Davidson County, Tennessee, said monument being the northeast corner of the herein described property and the northwest corner of Lot 4 of the aforementioned plat; thence with Lot 3 and Lot 4's common line South 15° 00' 24" West, 134.00 feet, to a concrete monument; thence South 26° 10' 06" West 250.08 feet to a concrete monument; thence South 09° 30' 35" West, 183.98 feet to a concrete monument; thence South 19° 10' 44" West, 305.03 feet to a concrete monument; thence South 31° 44' 51" West, 184.93 feet to a concrete monument; thence South 48° 13' 23" West, 55.04 feet to a concrete monument; thence South 02° 49' 50" East, 44.99 feet to a concrete monument; thence South 56° 58' 29" East, 161.96 feet to a concrete monument; thence South 14° 17' 56" East, 124.76 feet to a concrete monument lying on the northerly right-of-way margin of Oakley Drive and being the southwest corner of said Lot 4; thence with said margin with a curve to the right having a central angle of 36° 40' 07", a radius of 770.00 feet, an arc length of 492.79 feet and a chord bearing and distance of North 67° 39' 03.5" West, 484.42 feet to an iron rod; thence North 49° 19' 00" West, 211.94 feet to a concrete monument; thence with a curve to the left having a central angle of 18° 32' 01", a radius of 1530.00 feet, an arc length of 494.91 feet, and a chord bearing and distance of North 58° 35' 00.5" West, 492.76 feet to a concrete monument; thence North 67° 51' 01" West, 25.66 feet to an iron rod; thence with a curve to the right having a central angle of 09° 44' 01", a radius of 1470.00 feet, and arc length of 249.73 feet, and a chord bearing and distance of North 62° 59' 00.5" West, 249.43 feet to a concrete monument being the southernmost corner of Section IV West Fork, of record in Book 7900, page 308, Register's Office for Davidson County, Tennessee; thence leaving said margin with the easterly line of said Section IV West Fork, North 38° 56' 03" East, 254.59 feet to a concrete monument; thence North 13° 28' 11" East, 296.52 feet to a concrete monument lying on the southerly line of the aforementioned Ellington Agricultural Center property; thence with Ellington Agricultural Center North 86° 19' 44" East, 1293.86 feet to the point of beginning.

Tract 2

Sign and Landscape Easement as set forth in Book 8094, page 153 and as corrected in Book 9531, Page 621, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Grantor (f/k/a SPP Real Estate (Brentwood), LLC, by deed of record in Book 11274, Page 85, Register's Office for Davidson County, Tennessee.

EXHIBIT B
TO SPECIAL WARRANTY DEED

PERMITTED ENCUMBRANCES

1. Taxes for the year 2002, a lien, which are not yet due and payable. Tax Parcel No. 161/224 (Tract 1) and Tax Parcel No. 161/225 (Tract 2).

2. All matters shown on Plat recorded in Book 6250, page 769, as corrected in Book 6757, page 226.

3. Terms and Provisions of Lease of record in Book 10711, page 315.

4. Memorandum of Easement and Right of Entry Agreement of record in Book 10490, page 731.

5. Restrictive Covenants of record in Book 6458, page 94, as amended in Book 6598, page 52; Book 6706, page 1; Book 6764, page 358; and Book 7715, page 143.

6. Matters disclosed by that certain Improvement Survey of Preserve at Brentwood dated August 23, 2002, last revised August 29, 2002, prepared by John M. Duffer of Gresham, Smith and Partners.