This instrument prepared by:
Tracy H. Michael, Esq.
Piper Rudnick
203 North LaSalle Street, Suite 1800
Chicago, Illinois 60601

After recording return to:
Mike Ross, Esq.
Schain Burney Ross & Citron ltd.
222 North LaSalle Street, Suite 1910
Chicago, Illinois 60601

Davidson County DEEDWARR
Recvd: 09/18/03 15:39 5pgs
Fees:28.00 Taxes:44812.10
20030918-0138518

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
(NAME) Alliance RT Limited Partnership, a Delaware limited partnership	(NAME) Alliance RT Limited Partnership, a Delaware limited partnership	Map 128, Parcel 126
(STREET ADDRESS OR ROUTE NUMBER) 221 North LaSalle Street, 37th floor	(STREET ADDRESS) 221 North LaSalle Street, 37th floor	
(CITY) (STATE) (ZIP) Chicago IL 60601	(CITY) (STATE) (ZIP) Chicago IL 60601	

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, Atlantic-Tennessee Limited Partnership, a Delaware limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto the said Alliance RT Limited Partnership, a Delaware limited partnership, the Grantee herein, its (successors), heirs and assigns, certain real estate in Davidson County, Tennessee, as follows:

See Exhibit A attached hereto;
Subject to the matters disclosed on Exhibit B attached hereto.

STATE OF
COUNTY OF Fairfax

The actual consideration or value whichever is greater, for this transfer is $ 12,111,378.00

Affiant [signature]

Subscribed and sworn to before me this the 26th *day of August, 2003.*

Notary Public Bonnie M. Nelson

(Affix Seal)

BONNIE M. NELSON NOTARY PUBLIC COMMONWEALTH OF VIRGINIA

Bonnie M. Nelson
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires
AUGUST 31, 2004

This is unimproved ( ) property, known as 1000 Amberwood, Nashville, Tennessee improved ☒
(House Number) (Street) (P.O. Address) (City or Town)

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee its (successors), heirs and assigns forever Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

Grantor further covenant and bind itself, its heirs and representatives, to warrant and forever defend the title to said real estate to said Grantee, its (successors), heirs and assigns, against the lawful claims of all persons, claiming by, through or under the Grantor.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness our hand this 20th *day of August, 2003, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.*

ATLANTIC TENNESSEE LIMITED PARTNERSHIP, a Delaware limited partnership

By: **SCA-TENNESSEE (3) LLC**, a Delaware limited liability company, its general partner

By: Archstone-Smith Operating Trust, a Maryland real estate investment trust

By: _____
Name: Thomas S. Reif
Title: Vice President

STATE OF Virginia
COUNTY OF Fairfax

Personally appeared before me, Bonnie M. Nelson, a Notary Public in and for said County and State, Thomas J. Reif, of Archstone-Smith Operating Trust, the sole member of SCA-Tennessee ~~Limited~~ (3) LLC ~~Partnership~~, the general partner of Atlantic-Tennessee Limited Partnership, with whom personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 20th day of August, 2003.

Bonnie M. Nelson
Notary Public

My Commission Expires:

Bonnie M. Nelson
NOTARY PUBLIC
Commonwealth of Virginia
My Commission Expires
AUGUST 31, 2004

Exhibit "A"

All that tract or parcel of land lying and being in the Second Civil District of Nashville, Davidson County, Tennessee, as shown on Metro Property Map 128, as Parcel No. 126, said tract being located on the East side of Old Hickory Boulevard and approximately 2,800 feet North of the intersection of Old Hickory Boulevard with U.S. Highway 70S, and also shown as being Lot One on the Plan of Subdivision for Amberwood Apartments as of record in Plat Book 6250, Page 20, R.O.D.C., and being more particularly described as follows:

BEGINNING at an iron pin in the East margin of Old Hickory Boulevard at the Northwest corner of Belle Forest Condominium Apartments as of record in Deed Book 5167, Page 744, R.O.D.C.;

THENCE, along the East right-of-way of Old Hickory Boulevard for the next nine calls, North 22 degrees 41 minutes 26 seconds West for a distance of 21.91 feet to a point;

THENCE, North 25 degrees 01 minutes, 43 seconds West for a distance of 162.21 feet to a point;

THENCE, North 26 degrees 06 minutes 10 seconds West for a distance of 312.42 feet to a point;

THENCE, North 25 degrees 12 minutes 32 seconds West for a distance of 157.86 feet to a point;

THENCE, along a curve to the right, having a radius of 1392.39 feet and an arc length of 481.39 feet, being subtended by a chord of North 12 degrees 59 minutes 33 seconds West for a distance of 479.00 feet to a point;

THENCE, North 01 degrees 10 minutes 41 seconds West for a distance of 68.03 feet to a point;

THENCE, North 00 degrees 06 minutes 43 seconds East for a distance of 189.95 feet to a point;

THENCE, North 07 degrees 33 minutes 54 seconds East for a distance of 215.90 feet to a concrete monument;

THENCE, North 80 degrees 36 minutes 38 seconds West for a distance of 31.80 feet to a point in the East margin of Old Hickory Boulevard and the Southwest corner of Nashville Highlands, LCC property as of record in Deed Book 9988, Page 389, R.O.D.C.;

THENCE, South 89 degrees 56 minutes 12 seconds East for a distance of 1797.19 feet along the south margin of Nashville Highlands, LLC property to a concrete monument;

THENCE, South 45 degrees 18 minutes 06 seconds East for a distance of 367.48 feet to an iron pin at the Northwest corner of Lewis E. Geiss property as shown on the Plan of Subdivision for Amberwood Apartments as Reserve Parcel A, recorded in Deed Book 6751, Page 516, R.O.D.C.;

THENCE, South 66 degrees 54 minutes 11 seconds West for a distance of 434.49 feet to an iron pin in the north boundary of Belle Forest Condominiums;

THENCE, North 56 degrees 05 minutes 49 seconds West for a distance of 109.45 feet to a concrete monument at the Northwest corner of Belle Forest Condominiums;

THENCE, South 22 degrees 16 minutes 10 seconds West for a distance of 369.95 feet along the West line of Belle Forest Condominiums to a concrete monument;

THENCE, South 32 degrees 17 minutes 37 seconds West for a distance of 490.05 feet to a concrete monument;

THENCE, South 57 degrees 16 minutes 46 seconds West for a distance of 420.38 feet to a concrete monument;

THENCE, South 62 degrees 51 minutes 20 seconds West for a distance of 344.09 feet to an iron pin;

THENCE, South 69 degrees 15 minutes 41 seconds West for a distance of 120.57 feet to a point;

THENCE South 68 degrees 02 minutes 49 seconds West for a distance of 3.09 feet to the POINT OF BEGINNING.

EXHIBIT B

Permitted Exceptions

1. Real estate taxes not yet due and payable.

2. Matters disclosed by Survey made by Joseph G. Petrosky Associates, Inc., Joseph Holland Registered Land Surveyor No. 1645, dated August 17, 1993 and last updated September 1, 1998, Job No. 247.30

3. Tenants in possession as tenants only under the Leases.

4. Subject to all matters shown on the Plan of record in Book 6250, page 204, in said Register's Office.

5. Easement for utilities, roadway, street, driveway, ingress and egress purposes on, in, above and under the northeast portion of the subject property as contained in instrument of record in Book 5074, page 856, said Register's Office, as described at pages 882 and 913.

6. Storm Water Detention Agreement of record in Book 6420, page 642, said Register's Office.

7. Easements for construction and maintenance of a drainage facility contained in the deed to the State of Tennessee, of record in Book 8261, page 19, said Register's Office.

8. Easement for water line of record in Book 8097, page 294, said Register's Office.

9. Memorandum of Lease of record in Book 9578, page 193, in said Register's Office.

Being the same property conveyed to Atlantic-Tennessee Limited Partnership, a Delaware limited partnership, by Special Warranty Deed from Sentinel Realty Partners I, Limited Partnership, a Delaware limited partnership, of record in Book 11162, Page 984; and also conveyed to Atlantic-Tennessee Limited Partnership, a Delaware limited partnership by Quitclaim Deed from Sentinel Realty Partners I Limited Partnership, a Delaware limited partnership of record in Book 11246, Page 777, Register's Office of Davidson County, Tennessee.