Davidson County DEEDWARR
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Fees:28.00 Taxes:35335.00
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This document was prepared by:

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Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202-3789

Address of New Owner/
Send Tax Bills To: Berkeley Hills Realty Co., LLC
81 Pondfield Road
Suite 334
Bronxville, NY 10708

After recording, mail to:
John Murray, Esq.
Steckler, Gutman, Morrissey & Murray
60 East 42nd Street, Suite 1148
New York, NY 10165

Map & Parcel No.: 51-12-80.00

SPECIAL WARRANTY DEED
(Berkeley Hills Apartments – Nashville, Tennessee)

WXI/MCN Multifamily Real Estate Limited Partnership, a Delaware limited partnership (hereinafter called "Grantor"), for and in consideration of the sum of TEN AND NO/100 Dollars ($10.00) and other good and valuable consideration in hand paid by BERKELEY HILLS REALTY CO., LLC, a Delaware limited liability company (hereinafter called "Grantee"), the receipt and sufficiency of which are hereby acknowledged, has GRANTED, SOLD AND CONVEYED and by these presents does GRANT, SELL AND CONVEY unto Grantee that certain improved real property known as Berkeley Hills Apartments, Nashville, Tennessee, 37115, situated in Davidson County, State of Tennessee and more particularly described on Exhibit A attached hereto and made a part hereof for all purposes, together with Grantor's rights, titles and interests in all improvements, structures and fixtures located thereon, if any, and all rights, titles and interests of Grantor appurtenant thereto (all of the above-described properties being hereinafter collectively referred to as the "Property"), subject, however, to the matters set forth on Exhibit B attached hereto and made a part hereof for all purposes (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in any wise belonging, unto Grantee and Grantee's successors and assigns forever and subject to the Permitted Exceptions, Grantor does hereby bind Grantor and Grantor's successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, Grantor has executed this Deed this 30 day of December, 2004.

GRANTOR:

WXI/MCN MULTIFAMILY REAL ESTATE LIMITED PARTNERSHIP, a Delaware limited partnership

By: WXI/MCN Multifamily Gen-Par, L.L.C., a Delaware limited liability company, its general partner

By: _____
Name: MARILYN FRANKLIN
Title: ASSISTANT VICE PRESIDENT

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Personally appeared before me, Lee Ann Draper, Notary Public, Marilyn Franklin, Assistant Vice President of WXI/MCN Multifamily Gen-Par, L.L.C., a Delaware limited liability company, general partner of WXI/MCN Multifamily Real Estate Limited Partnership, a Delaware limited partnership, with whom I am personally acquainted, and who acknowledged that he/she executed the within instrument for the purposes therein contained, and who further acknowledged that he/she is the Assistant 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 29 day of December, 2004.

_____
Notary Public

My commission expires: 4 22 06

LEE ANN DRAPER
Notary Public
State of Texas
My Commission Expires
April 22, 2006

STATE OF TEXAS §
§
COUNTY OF DALLAS §

The actual consideration or value, whichever is greater, for this transfer is $9,550,000.00.

AFFIANT:

BERKELEY HILLS REALTY CO., LLC,
a Delaware limited liability company

By: _____
Name: STEVEN GREEN
Title: MEMBER

Subscribed and sworn to before me this the 30th day of December, 2004.

_____
Notary Public
My Commission Expires: 12/18/06

Mail subsequent tax bills to:
Berkeley Hills Realty Co., LLC
81 Pondfield Road
Suite 334
Bronxville, NY 10708

2006

EXHIBIT A

Property

Land lying in the 11th Civil District of Nashville, Davidson County, Tennessee, bounded on the west by Morningside Heights Subdivision as recorded in Plat Book 1130, page 76, at the Register's Office for Davidson County, Tennessee (R.O.D.C., Tn). on the east by the resubdivision of lots 22 through 32, Montague Subdivision, Plat Book 421, page 141, at the Register's Office for Davidson County, Tennessee (R.O.D.C., Tn.), located south of Due West Avenue, and lying generally east of Gallatin Road, and being more particularly described as follows;

BEGINNING at a concrete monument found in the southeasterly most corner of said Morningside Heights and the southwesterly most corner of the parcel herein described;

Thence, N 16 deg 00' 17" E, 739.03 feet to an iron pin set;

Thence, S 87 deg 29' 26" E, 185.00 feet to an iron pin set;

Thence, S 75 deg 43' 26" E, 114.90 feet to an iron pin found;

Thence, S 65 deg 33' 26" E, 114.16 feet to an iron pin set;

Thence, S 54 deg 17' 26" E, 722.23 feet to an iron pin set;

Thence, S 35 deg 20' 34" W, 15.26 feet to an iron pin found;

Thence, S 54 deg 17' 26" E, 148.15 feet to an iron pin set;

Thence, S 32 deg 58' 34" W, 445.35 feet to an iron pin set;

Thence, N 64 deg 39' 00" W, 294.49 feet to an iron pin found;

Thence, S 36 deg 31' 00" W, 81.50 feet to an iron pin found;

Thence N 74 deg 29' 00" W, 772.92 feet to the POINT OF BEGINNING and containing 766,620 square feet or 17.599 acres, more or less.

BEING THE SAME PROPERTY CONVEYED TO GRANTOR BY QUITCLAIM DEED FROM BERKLEY HILLS ASSOCIATES, A TENNESSEE GENERAL PARTNERSHIP OF RECORD IN INSTRUMENT NO. 200002080013061, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

Permitted Exceptions

1. All assessments, City and/or County taxes due in 2004, and thereafter, liens not yet due and payable.

2. Rights of tenants in possession under unrecorded leases.

3. All matters as shown on the plat of record in Plat Book 1130, page 76 and in Plat Book 421, page 141, Register's Office for Davidson County, Tennessee.

4. Easements of record in Book 8192, Page 235 in the Register's Office, Davidson County, Tennessee.