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3 P.

This instrument prepared by:

Kenneth Weiner, Esq.
DLA Piper Rudnick Gray Cary US LLP
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601

Davidson County DEEDWARR
Recvd: 06/29/05 15:47 8 pgs
Fees:43.00 Taxes:107300.00
20050629-0075061

*This space reserved for Recorder's use only.*

**SPECIAL**
**WARRANTY DEED**

| ADDRESS NEW OWNER(s) AS FOLLOWS: | SEND TAX BILLS TO: | MAP PARCEL NUMBERS |
|---|---|---|
| G&I IV Hickory Hollow L.P., a Delaware limited partnership | G&I IV Hickory Hollow L.P., a Delaware limited partnership | Map 163<br>Parcel 100 |
| c/o DRA Advisors LLC<br>220 East 42nd Street | c/o DRA Advisors LLC<br>220 East 42nd Street | |
| New York, NY 10017<br>Attn: Adam Breen | New York, NY 10017<br>Attn: Adam Breen | |

*FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged,* ***SFC Properties Inc.****, a Delaware corporation, the Grantor herein, has this day bargained and sold, and does hereby transfer and convey unto the said* ***G&I IV Hickory Hollow L.P.****, a Delaware limited liability company, the Grantee herein, its (successors), heirs and assigns, certain real estate in Davidson County, Tennessee as follows:*

*See Exhibit A attached hereto and made a part hereof and subject to those certain Permitted Exceptions listed on Exhibit B attached hereto and made a part hereof.*

**STATE OF** NEW YORK

**COUNTY OF** WESTCHESTER *The actual consideration or value whichever is greater, for this transfer is $29,000,000.00*

*Affiant* _____

*Subscribed and sworn to before me this the* 24th *day of* June *2005*

*Notary Public* _____

*My commission expires:* _____
*Seal)*

MICHELLE MOEZZI
NOTARY PUBLIC, State of New York
No. 01MO6058075
Qualified in Westchester County
Certificate filed in New York County
Commission Expires April 30, 2007

*Affix*

MICHELLE MOEZZI NOTARY PUBLIC STATE OF NEW YORK

This is improved property, known as Archstone Hickory Hollow Apartments, Nashville, Tennessee

(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 covenants and binds 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 its Grantor, subject to the Permitted Exceptions listed on Exhibit B attached hereto and made a part hereof.

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 28th day of June, 2005, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

**SELLER:**

**SFC PROPERTIES INC.**, a Delaware corporation

By: _____

Name: Timothy O'Connor

Its: Vice President

**STATE OF** NEW YORK

**COUNTY OF** WESTCHESTER

Before me, Michelle Moezzi, a Notary Public of the State and County aforesaid, personally appeared Timothy O'Connor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged him/herself to be Vice President of SFC Properties Inc., a Delaware corporation, the within named bargain or a corporation, and that he as such being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by him/her self as Vice President.

Witness my hand and official seal, at office in New York, this 24 day of June, 2005.

_____

Notary Public

My Commission Expires:

MICHELLE MOEZZI
NOTARY PUBLIC, State of New York
No. 01MO6058075
Qualified in Westchester County
Certificate filed in New York County
Commission Expires April 30, 2007

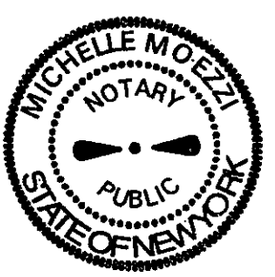


**EXHIBIT A**

**Real Property**

**PROPERTY DESCRIPTION TOTAL –TRACT**

A tract of land in the Twenty-eighth Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee being part of Lot 1 on the Final Plat of "The Overlook At Hickory Hollow" of record in Book 9700, Page 121, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron rod (old) on the westerly right-of-way line of Bell Road, (right-of-way varies), said pin being situated S 36° 34' 29" W, 591.27' feet from the centerline intersection of Bell Road & Zelida Avenue; Thence,

1. With an offset in the right-of-way of Bell Road, N 85° 15' 45" W passing an iron rod (old) at 29.44 feet at said offset and with the north line of lot J-5 as shown on the plan entitled "Hickory Hollow Terrace" as of record in plat book 5200, page 697, R.O.D.C., Tennessee a total distance of 574.65 feet to an iron rod (old); Thence,

2. With the east line of the WILLIAM T. WELLS & wife PATSY R. WELLS property as recorded in deed book 4688, page 444, R.O.D.C., Tennessee and with a Boundary Line Agreement, between Patricia A. Wells & William T. Wells & Patsy R. Wells, dated September 15, 1995, N 07° 52' 23" E, 834.33 feet to an iron rod (old); Thence,

3. Continuing with the east line of the Wells property and with said Boundary Line Agreement, N 29° 45' 04" W, 681.36 feet to an iron rod (old), in the southeasterly right-of-way line of Rural Hill Road, (a 50-foot wide road); Thence,

4. With the southeasterly right-of-way line of Rural Hill Road, N 64° 27' 35" E, 100.49 feet, to an iron rod (old); Thence,

5. Continuing with said right-of-way line, 32.86 feet along the arc of a curve to the left that has a radius of 390.00 feet to an iron rod (old) at the northwest corner of the Karen Leigh Wade property as of record in Deed Book 10335, Page 1, R.O.D.C., Tennessee, said curve has a chord bearing and distance of N 62° 02' 38" E, 32.85 feet; Thence,

6. With the property lines of said Karen Leigh Wade, S 41°40' 55" E, 382.06 feet to an iron rod (old); by a wood fence post; Thence,

7. N 55° 58' 10" E, 151.84 feet to an iron rod (old) by a wood fence post; Thence,

8. N 32° 39' 37" W, 349.87 feet to an iron rod (old) by a wood fence post, said iron rod being on the southerly property line of Water W. Wyckoff as of record in Deed Book 5899, Page 194, R.O.D.C, Tennessee the same being the southerly property line of Lot 2 as shown on the plan entitled "Rural Hill Acres" as recorded in Plat Book 5210, Page 83, R.O.D.C., Tennessee; Thence,

9. With the southerly property line of said Walter W. Wyckoff S 82° 49' 00" E, 495.25 feet to an iron rod (old); Thence,

10. Continuing with the southerly line of the Walter W. Wyckoff property, S 82° 55' 38" E, 51.71 feet to an iron rod (old); Thence,

11. With the east line of the Wyckoff property, N 00° 15' 54" W, 324.46 feet to an iron rod (old); Thence,

12. With the south line of the Jerry D. Cupit property as recorded in Deed Book 8142, Page 592, R.O.D.C., Tennessee the same being the south line of lot 1 as shown on the plan entitled "Rural Hill Acres" as recorded in plat book 5210, page 83, R.O.D.C., Tennessee N 85° 04' 44" E, 169.61 feet to an iron rod (old); Thence,

13. With the easterly line of the Jerry D. Cupit property, the same being the easterly line of lot 1 of the aforementioned "Rural Hill Acres," N 14° 31' 07" W, 119.30 feet to an existing metal fence post; Thence,

14. Continuing with said easterly line, N 36°15' 45" W, 104.57 feet to an iron rod (old); Thence,

15. Continuing with said easterly line, N 18° 37' 21" W, 101.29 feet to an iron rod (old); Thence,

16. Continuing with said easterly line, N 26° 40' 41" E, 36.24 feet to an iron rod (old); Thence,

17. Continuing with said easterly line, N 28° 07' 53" W, 65.51 feet to an iron rod (old); Thence,

18. With the southerly line of the Preston A. Finney property as recorded in deed book 8832, page 694, R.O.D.C., Tennessee & the southerly line of lots 3 & 1 as shown on the plan entitled "Hickory Highlands Apartments" as recorded in plat book 6900, page 729, R.O.D.C., Tennessee, N 61° 19' 11" E, 360.69 feet to an iron rod (old); Thence,

19. Continuing with the southerly line of lot 1, the same being the Metropolitan Government Library property as recorded in deed book 7677, page 59, R.O.D.C., Tennessee S 61° 58' 10" E, 446.44 feet to an iron rod (old) in the westerly right-of-way line of Bell Road; Thence,

20. With the westerly right-of-way line of Bell Road, 428.33 feet along the arc of a curve to the left that has a radius of 1477.50 feet to an iron rod (new), said curve has a chord bearing and distance of S 27° 48' 51" W, 426.83 feet; Thence,

21. 155.47 feet along the arc of a curve to the left that has a radius of 1474.39 feet to an iron rod (new), said curve has a chord bearing and distance of S 18° 39' 22" W 155.40 feet; Thence,

22. N 83° 49' 33" W 7.00 feet to an iron rod (new); Thence,

23. S 05° 45' 27" W 24.27 feet to an iron rod (new); Thence

24. 131.42 feet along the arc of a curve to the left that has a radius 1477.43 feet to an iron rod (new), said curve has a chord bearing and distance of S 11° 55' 12" W 131.37 feet; Thence,

25. S 09° 23' 0l" W 41.08 feet to an iron rod (new); Thence,

26. N 83° 32' 32" W 1.57 feet to an iron rod (new); Thence,

27. S 06° 16' 13" W 39.00 feet to an iron rod (new); Thence,

28. S 09°11' 25" W 41.01 feet to an iron rod (new); Thence,

29. S 09° 11' 38" W 311.95 feet to an iron rod (new); Thence,

30. S 11° 09' 46" W 12.70 feet to an iron rod (new); Thence,

31. N 63° 47' 46" E 2.68 feet to an iron rod (new); Thence,

32. S 09° 23' 01" W 389.26 feet to an iron rod (new); Thence,

33. 231.11 feet along the arc of a curve to the right that has a radius of 1390.39 feet to an iron rod (new), said curve has a chord bearing and distance of S 14° 08' 44" W 230.84 feet; Thence,

34. SSS" 40'2O" W 25.51 feet to an iron rod (new); Thence,

35. S20" 01'56" W 36.00 feet to an iron rod (new); Thence,

36. S 48° 35' 15" E 25.52 feet to an iron rod (new); Thence,

37. In a southerly direction 73.16 feet along the arc of a curve to the right that has a radius of 1390.40 feet to an iron rod (new), said curve has a chord bearing and distance of S 22°39' 53" W 73.15 feet; Thence,

38. 23.24 feet along the arc of a curve to the right that has a radius of 1382.40 feet to an iron rod (new), said curve has a chord bearing and distance of S 26° 55' 11" W 23.24 feet; Thence,

39. S 37° 48' 31" W 55.29 feet to an iron rod (new); Thence,

40. S 28° 26' 05" W 51.11 feet to an iron rod (new); Thence,

41. S 11° 16' 08" W 19.24 feet to an iron rod (new); Thence,

42. In a southwesterly direction 138.05 feet along the arc of a curve to the right that has a radius of 1382.40 feet to an iron rod (new), said curve has a chord bearing and distance of S 35° 24' 11" W 137.99 feet; Thence,

43. S 38° 15 '45" W 198.00 feet to the point of beginning and containing 1,793,347 square feet or 41.170 acres more or less as calculated by the above courses and distances which were determined pursuant to the accuracy standards as adopted by ALTA, NSPS, and ACSM.

source of title

# 20000613005914 7

## EXHIBIT B

### Permitted Exceptions

1. Taxes for the year of 2005 a lien not yet due and payable.

2. Rights of tenants in possession as tenants only under existing leases.

3. Sanitary Sewer and Storm Drainage Easement of record in Book 10460, page 442, in the Register's Office of Davidson County, Tennessee.

4. Easement for right of way of a pipe line across the premises granted Gulf Interstate Gas Company by Russell O. Cashion, Sr. and wife, and other rights as set out in instrument of record in Book 2245, pages 273 and 275, in the Register's Office of Davidson County, Tennessee.

5. Partial Release of Gas Line Easement of record in Book 6167, page 71, in the Register's Office of Davidson County, Tennessee.

6. Partial Release of Gas Line Easement of record in Book 4438, page 687, in the Register's Office of Davidson County, Tennessee.

7. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 7453, page 457, in the Register's Office of Davidson County, Tennessee.

8. Final Plat of the Overlook at Hickory Hollow, of record in Plat Book 9700, page 121, Register's Office for Davidson County, Tennessee, shows reservation of future right-of-way of varying width along easterly side of property facing Bell Road, and in northwest corner of property facing Rural Hill Road, as well as location of easements.

9. Survey of Ragan-Smith Associates, Job No. 94-146, dated March 7, 2005, last revised June 3, 2005, shows public utilities and drainage easements of varying widths along much of perimeter lines of property; drainage easement and detention pond in southwest corner of premises; Columbia Gulf Transmission Company Easement across southeasterly portion of premises; scenic landscape easement along easterly side of property facing Bell Road; water lines, sewer lines, and sanitary sewer easements serving the property located throughout the property; construction easement to the State of Tennessee located near easterly sideline of premises; and pond and drainage easement near most westerly corner of premises.

10. Easements of record in Book 10414, page 98, Register's Office for Davidson County, Tennessee.

11. Property Alteration Agreement dated June 10, 2005 by and among Archstone-Smith Trust, a Maryland real estate investment trust ("ASN"), Archstone-Smith Operating Trust, a Maryland real estate trust, and, with ASN and their collective affiliates, ("Archstone"), Equal Rights Center, a not-for-profit corporation, American Association of People with Disabilities, a not-for-profit corporation, and United Spinal Association recorded with the Register's Office for

Davidson County, Tennessee.