Box 486

Davidson County DEEDWARR
Recvd: 04/20/06 12:12 7 pgs
Fees:37.00 Taxes:0.00
20060420-0045458

Pick Up

BK/PG:3886/158-164
06018138

DEED	
04/20/2006	08:50 AM
BATCH	70677
MTG TAX	0.00
TRN TAX	12396.81
REC FEE	35.00
DP FEE	2.00
REG FEE	1.00
TOTAL	12434.81

STATE of TENNESSEE, WILLIAMSON COUNTY
SADIE WADE
REGISTER OF DEEDS

Prepared under local supervision by:
I. Erwin Dweck, Esq. @ Simpson Thacher & Bartlett LLP
425 Lexington Avenue, New York, NY 10017

Record & Return To:
Richard King @ Title Associates
825 Third Ave, 30th Fl, New York, NY 10022

N05-2832

Site #: 305

Map 11B Group D, Parcel 15

Real property tax bills to be sent to:
Grantee

Instrument:
Limited Warranty Deed

Dated:
As of the notary date, but effective as of 7/__11__/05

Grantor:
BRE/ESA Properties L.L.C., a DE limited liability company, c/o Blackstone, 345 Park Ave, NY, NY 10154

Grantee:
BRE/ESA P Portfolio LLC, a DE limited liability company, c/o Blackstone, 345 Park Ave, NY, NY 10154

Nature of Instrument:
This Instrument is a conveyance between related entities with a common parent, and accordingly, there is no change in beneficial interest.

Witnesseth:
That the Grantor, in consideration of the sum of $1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, transfer, assign and warrant unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

Together with:
All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises;

Together with:
All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor.

To have and to hold:
The Premises herein conveyed unto the Grantee, its successors and assigns forever.

Warranty as to the Premises Conveyed Herein:
Grantor covenants with Grantee that (a) Grantor is lawfully seized of the fee simple title, (b) the fee simple title is free from all encumbrances, except those appearing in the existing Owner's Policy insuring the Grantor's fee simple title, (c) Grantor has a good right and lawful authority to sell and convey the fee simple title, (d) Grantor fully warrants the fee simple title to immediate Grantee only, and (e) Grantor will defend the fee simple title from all lawful claims of immediate Grantee only. The foregoing warranty is for the sole benefit of immediate Grantee only and shall not extend any successor grantee.

STATE OF NEW YORK, COUNTY OF NEW YORK } SS.

Schedule of Consideration:

As to Premises in AL, AR, KY, LA, MA, MD, NJ, NV, PA, TN & WV:

The actual monetary consideration is $ 3,350,490.00

for this transfer, or value, whichever is greater,

Grantee By:

Name: ~~Alan Miyasaki~~

Title: ~~Vice President~~ ~~Assistant Secretary~~

AFFIANT

Subscribed and sworn to before me this 05 day of July, 2005.

Maria B. Abustan

MARIA B. ABUSTAN
Notary Public, State of New York
No. 01AB6124731
Qualified in New York County
Commission Expires March 28, 2009

MARIA B. ABUSTAN NOTARY PUBLIC STATE OF

Multi-State Execution and Acknowledgment:
In witness whereof, the undersigned, by its duly elected officer(s) (who for purposes of real property located in the District of Columbia, are hereby appointed as its attorneys-in-fact) and pursuant to proper authority of its board of directors (as evidenced by the annexed Resolution as to real property in the LA) has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

Grantor:
BRE/ESA Properties L.L.C., a DE limited liability company

By: _____
Name: Alan Miyasaki
Title: ~~Vice President~~
Assistant Secretary

County of NY, State of NY:

Multi-State Corporate Acknowledgment:

On 7/ 05 /05, before me, the undersigned officer, personally appeared Alan Miyasaki personally known and acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the VP or Authorized Signatory of the foregoing executing entity (hereinafter, the "Entity") and that as such, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution or operating agreement, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Entity by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal.

If this instrument was executed in NY or CA and affects real property outside NY or CA, the following is the prescribed NY & CA statutory form of acknowledgment and is supplemental to the foregoing acknowledgment, OR if this instrument was executed in NY or CA and affects real property in NY or CA, the following is the prescribed NY & CA statutory form of acknowledgment and supercedes the foregoing acknowledgment:

On 7/ 05 /05, before me, the undersigned, a Notary Public in and for said State, personally appeared Alan Miyasaki, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. Witness my hand and official seal.

Maria B Abustan

Notary Public

MARIA B. ABUSTAN
Notary Public, State of New York
No. 01AB6124731
Qualified in New York County
Commission Expires March 28, 2009

Schedule A:
See annexed Legal Description of Premises

Schedule A
Legal Description

Being that piece, parcel or tract of land located in both Davidson and Williamson Counties in the City of Nashville and Brentwood, Tennessee.

Beginning at an iron pin found at the southeastern corner of Lot 3 of the Martha Marr Subdivision at the southwestern corner of Kelso property and running with the northern right-of-way of Church Street East for five calls-to-wit: N. 87 deg. 49'28" W. for 138.29 feet to an iron pin found; thence, N. 87 deg. 15'04" W. for 138.04 feet to an iron pin found; thence S. 08 deg. 40'14" E. for 5.43 feet to a point; thence a curve to the left with a chord bearing of S. 74 deg. 49'35" W for 61.50 feet (R=271.49 feet; L=61.63 feet; Delta=13-00-25) to a point; thence a curve to the right with a chord bearing of N. 71 deg. 32'11" W for 32.23 feet (R=25.00 feet; L=35.02 feet; Delta=80-15-43) to a point on the eastern right-of-way of Summit View Place (a.k.a. Church Court) for three calls-to-wit: N. 31 deg. 23'08" W. for 21.28 feet to a point (passing iron pin set at 17.63 feet); thence a curve to the right with a chord bearing of N. 15 deg. 22' 08" W. for 117.93 feet (R=213.73 feet; L=119.48; Delta=32-01-50) to an iron pin set; thence N. 03 deg. 35'43" E. for 201.39 feet to a point; thence leaving Summit View Place and running with property of Brentwood Villa Phase Two and the northern boundary of lots 1, 2 and 3 of Martha Marr Subdivision S. 87 deg. 04'31" E. for 414.61 feet to an iron pin set; thence with property of Kelso (D.B. 1010, page 126) S. 03 deg. 30' 55" W. for 312.92 feet to an iron pin found which is the Point of Beginning, according to survey made by Preeland - Clinkscales & Associates, Inc. RLS No. TN 1640, dated September 29, 1995, revised November 17, 1995..

Property consists of Lots 1, 2 and 3 of the Martha Marr Subdivision less a portion on the western boundary of Lot 1 transferred to the City of Brentwood plus a portion on the southern boundary of Lot 1 transferred to Beasley and Cramer by the City of Brentwood.

Being the same property conveyed to BRE/ESA Properties L.L.C., a Delaware limited liability company, from ESA 0305, INC., a Tennessee corporation, by deed dated May 11, 2004 and recorded May 26, 2004, in Book 3243, Page 515, as Instrument No. 04023670, Register of Deeds, Williamson County, Tennessee, and recorded May 21, 2004, as Instrument No. 20040521-0059704, in Davidson County, Register of Deeds, Tennessee.

TA#392
ESA#305
9020 Church St. East, Brentwood, TN