Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Polo Park Apartments LLC c/o United Dominion Realty Trust, Inc. 400 East Cary Street Richmond, VA 23219	85-79.00	Michael B. Rogers United Dominion Realty Trust, Inc. 1745 Shea Center Drive Suite 200 Highlands Ranch, CO 80129
This instrument prepared by:	Stuart Crenshaw, Morrison & Foerster LLP, 370 17th Street, Suite 5200, Denver, CO 80202	

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of the 2nd day of May, 2006 by POLO PARK APARTMENTS - TENNESSEE, L.L.C., an Alabama limited liability company, ROBINWOOD APARTMENTS, L.L.C., an Alabama limited liability company, and POLO PARK EXCHANGE, L.L.C., a Tennessee limited liability company (hereinafter, collectively the "Grantor") in favor of POLO PARK APARTMENTS LLC, a Delaware limited liability company, having an address of 400 East Cary Street, Richmond, Virginia 23219 ("Grantee");

WITNESSETH, that Grantor, for and in consideration of TEN DOLLARS ($10.00) and other good and valuable consideration paid by Grantee, the receipt and sufficiency of which are hereby acknowledged, does hereby bargain, sell, transfer, convey and confirm to Grantee and its successors and assigns, forever, all that certain plot, piece or parcel of land lying and being in the County of Davidson, State of Tennessee, as more particularly described on Exhibit A attached hereto and made a part hereof (the "Land") and all buildings, structures and other improvements located on the Land (collectively with the Land, the "Property");

STATE OF COLORADO
COUNTY OF DOUGLAS

The actual consideration or value, whichever is greater, for this transfer is $21,037,000.00.

POLO PARK APARTMENTS LLC, a Delaware limited liability company

By: Polo Park Manager LLC, a Delaware limited liability company, Managing Member

By: United Dominion Realty, L.P., a Delaware limited partnership, its Sole Member

By: United Dominion Realty Trust, Inc., a Maryland corporation, its General Partner

By: _____
Name: W. Mark Wallis
Title: Senior Executive Vice President

Davidson County DEEDWARR
Recvd: 05/08/06 12:50 8 pgs
Fees:43.00 Taxes:77836.90
20060508-0053385

Subscribed and sworn to before me this 4th day of May, 2006.

NATALIE S. RUNYAN
Notary Public
State of Colorado
My Commission Expires December 20, 2009

Notary Public
My Commission Expires: Dec 20, 2009

SUBJECT TO all liens, leases, agreements, covenants, easements, rights of way, taxes, assessments, restrictions, consents and other matters affecting the Property, including without limitation all matters of record and all matters that an inspection of the Property or an accurate survey of the Property would disclose; and

This is improved property, known as Polo Park At Jackson Downs Apartments.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

AND Grantor hereby binds itself and its successors to warrant and defend the title to the Property as against all acts of the Grantor herein and no other, subject to the matters above set forth.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

May ~~April~~ ~~May~~, 2006. IN WITNESS WHEREOF, the Grantor has executed this Deed this 2nd ~~28th~~ day of

POLO PARK APARTMENTS - TENNESSEE, L.L.C.,
an Alabama limited liability company

By: Polo Park Management, Inc., an Alabama corporation, its Manager

By: _____
Name: John D. Blanchard
Title: President

POLO PARK EXCHANGE, L.L.C.,
a Tennessee limited liability company

By: Winterbrook Apartments, L.L.C., an Alabama limited liability company, its Member

By: W A Management, Inc., an Alabama corporation, its Manager

By: _____
Name: John D. Blanchard
Title: Manager

ROBINWOOD APARTMENTS, L.L.C., an Alabama limited liability company

By: Robinwood Management, Inc., an Alabama corporation, its Manager

By: _____
Name: John D. Blanchard
Title: President

STATE OF ALABAMA)

)SS.

COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 28 day of April, 2006 by John D. Blanchard, as President of Polo Park Management, Inc., an Alabama corporation, the manager of Polo Park Apartments - Tennessee, L.L.C., an Alabama limited liability company, on behalf of the limited liability company.

Michelle N. Powell
Notary Public
My commission expires: 8/30/08

STATE OF ALABAMA)

)SS.

COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 28th day of April, 2006 by John D. Blanchard, as President of W A Management, Inc., an Alabama corporation, the manager Winterbrook Apartments, L.L.C., al Alabama limited liability company, the sole member of Polo Park Exchange, L.L.C., a Tennessee limited liability company, on behalf of the limited liability company.

Michelle N. Powell
Notary Public
My commission expires: 8/30/08

STATE OF ALABAMA)

)SS.

COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 28th day of April, 2006 by John D. Blanchard, as President of Robinwood Management, Inc., an Alabama corporation, the manager of Robinwood Apartments, L.L.C., an Alabama limited liability company, on behalf of the limited liability company.

Michelle N. Powell
Notary Public
My commission expires: 8/30/08

Exhibit A

PROPERTY DESCRIPTION

Being a certain tract of land located in the Second Civil District of Davidson County, Tennessee, said tract being Tracts 1A and 1B as recorded in Book 7379, Page 10, R.O.D.C., TN, and shown on the recorded plat of Jackson Downs as recorded in Book 6250, Page 934, R.O.D.C., TN;

Beginning at an old iron rod in the Southern margin of Lebanon Pike, US Highway 70;

Thence, N 47°41'05" E, 296.47 feet, to a new iron rod;

Thence, along a curve to the right having an arc length of 39.27 feet, a radius of 25.00 feet, and a chord bearing and distance of S 87°18'51" El 35.36 feet to a new iron rod in the Western margin of Jackson Downs Boulevard;

Thence, with said margin, S 42°18'47" E, 103.50 feet to an old concrete monument;

Thence, dong a curve to the right having an arc length of 358.00 feet, a radius of 960.00 feet, and a chord bearing and distance of S 31°37'47" E, 355.93 feet to an old concrete monument;

Thence, S 20°56'47" E, 223.75 feet to an old concrete monument;

Thence, along a curve to the left having an arc length of 287.10 feet, a radius of 350.00 feet, and a chord bearing and distance of S 44°26'45" E, 279.12 feet to an old iron rod, said point being the common corner of the herein described tract and the Northwest corner of Lot 1 of Rivers Edge, Section One, as recorded in Book 7900, Page 557, R.O.D.C., TN;

Thence, S 30°30'02" W, 579.98 feet to an old iron rod, said point being a break point in the Western boundary of Rivers Edge, Section Two, as recorded in Book 9700, Page 414, R.O.D.C., TN;

Thence, S 34°55'21" W, 195.03 feet to an old iron rod;

Thence, S 07°26'24" E, 476.98 feet, passing an old iron rod at 392.00 feet, said point being the Southwest corner of Lot 24 of said Rivers Edge, Section Two;

Thence, with the platted north margin of the Stones River, S 53°40'48" W, 65.00 feet;

Thence, S 29°25'48" W, 75.00 feet;

Thence, S 61°20'48" W, 41.00 feet to a point in said platted margin being the Northeast corner of the Tennessee State Law Enforcement Academy as recorded in Book 1713, Page 90, R.O.D.C., TN;

Thence, leaving said margin, N 86°29'12" W, 785.86 feet to an old iron rod inserted in a 2" iron

pipe, said point being the Southeast comer of the Donelson Corporate Center Property as described in Book 10938, Page 694, R.O.D.C., TN, and as shown on the recorded plat of HCA Donelson Hospital as recorded in Book 7900 Page 315, R.O.D.C., TN:

Thence, N 33°41115" E, 736.39 feet to an old iron rod;

Thence, N 21°14'16' E, 200.08 feet to an old concrete monument;

Thence, S 68°48'21" E, 59.92 feet to an old iron rod;

Thence, N 21°14'53" E, 399.96 feet to an old iron rod;

Thence, N 68°50352" W, 59.99 feet to en old concrete monument;

Thence, N 21°03'25" E, 526.45 feet to a new iron rod;

Thence, N 68°49'52" W, 372.55 feet to the pint of beginning and containing 94,317 Square Feet or 22.37 Acres.

Being the same property conveyed to Polo Park Apartments, L.L.C., an Alabama limited liability company, as to a 59.87% interest, Robinwood Apartments, L.L.C., an Alabama limited liability company, as to a 15.55% interest, and Polo Park Exchange, L.L.C., a Tennessee limited liability company, as to a 24.58% interest, by deed from John H. Streicker, as Trustee of Trinet Trust, under a Trust Agreement dated February 3, 1987, acting by and through its manager, Sentinel Realty Advisors Corporation, a Delaware corporation, of record as Instrument Nos. 20030812-0115580 and 20030812-0115581, said Register's Office,

EXHIBIT B

State of Tennessee

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (LIMITED LIABILITY COMPANY)

FILED
For Office Use Only
2006 APR 25 AM 10:39
RILEY DARNELL
SECRETARY OF STATE

5777-2385

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-246-303 of the Tennessee Limited Liability Company Act or §48-249-906 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The currently recorded name of the Limited Liability Company is: Polo Park Apartments, L.L.C.

   If different, the name under which the amended certificate of authority is to be obtained is: Polo Park Apartments - Tennessee, L.L.C.

2. The state or country under whose law it is organized is: Alabama

   and its date of formation is: July 10, 2003 (must be month, day and year).

3. The complete street address (including zip code) of its principal office is:

Street	City	State/Country	Zip Code
7020 Fain Park Dr., Ste 5	Montgomery	AL	36107

4. The complete street address (including the county and the zip code) of its registered office in Tennessee is:

Street	City/State	County	Zip Code
800 S. Gay St., Ste 2021	Knoxville	Knox	36929

   The name of its registered agent at that office is: CT Corporation System

5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. Please insert the number of members at the date of filing if more that six (6). 17

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of Limited Liability Company records in the state or country under whose law it is formed. The certificate shall not bear a date of more than two (2) month prior to the date the application is successfully filed in Tennessee.

April 24, 2006
Signature Date

Polo Park Apartments - Tennessee, L.L.C.
Name of Limited Liability Company

President of Polo Park Management, Inc., manager
Signer's Capacity

John D. Blanchard
Signature

John D. Blanchard
Name (typed or printed)

SS-4231 (Rev. 01/06) Filing Fee:$20 RDA 2458