SPECIAL WARRANTY DEED

FROM: Blackstone, LLC, a Tennessee limited liability company, Grantor

TO: Blackstone Apartments Tennessee, LLC, a Delaware limited liability company, Grantee

After Recording Return to and This instrument was prepared by:

Lea W. Stouffer
6507 Brownlee Dr.
Nashville, TN 37205

Davidson County DEEDWARR
Recvd: 07/17/07 12:39 6 pgs
Fees:33.00 Taxes:28814.01
20070717-0085055

Address for New Owner is as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Blackstone Apartments Tennessee, LLC 12100 Wilshire Blvd Suite 250 Los Angeles, CA 90025	same	Map 104-6, Parcel 12.00 Map 104-6, Parcel 13.00 Map 104-6, Parcel 29.00

STATE OF TN)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is Seven Million Seven Hundred Eighty Seven Thousand Five Hundred Sixty Nine and 01/100 Dollars ($7,787,569.01).

Susan Fultz
Affiant

SUBSCRIBED AND SWORN TO before me, this the 12 day of July, 2007.

JODEAN M. KING
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JULY 19, 2008

Jodean M. King
Notary Public

My Commission Expires: 7/19/08

FOR AND IN CONSIDERATION OF the sum of Seven Million Seven Hundred Eighty Seven Thousand Five Hundred Sixty Nine and 01/100 Dollars ($7,787,569.01), the receipt and sufficiency of which are hereby acknowledged, Blackstone, LLC, a

Tennessee limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Blackstone Apartments Tennessee, LLC, a Delaware limited liability company (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property known as 3300 West End Avenue, Nashville, TN 37203.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to the Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

SIGNATURE PAGE TO FOLLOW.

THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.

Witness my hand as of the 2nd day of July, 2007.
JK

BLACKSTONE, LLC, a Tennessee limited liability company

By: _____
Frederic A. Scarola,
Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Rachel L Bruce, a Notary Public of said County and State, personally appeared Frederic A. Scarola, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager (or other officer authorized to execute the instrument) of BLACKSTONE, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager executed the foregoing instrument for the purposes therein contained, by signing the name of BLACKSTONE, LLC by himself as Chief Manager.

Witness my hand and seal, at Office, this 2nd day of July, 2007.

Rachel L Bruce
Notary Public

My Commission Expires: 9/22/07

RACHEL BRUCE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires SEPT. 22, 2007

EXHIBIT A TO SPECIAL WARRANTY DEED

PROPERTY DESCRIPTION - PARCEL 12 – FAIRMONT APARTMENTS

Beginning at an iron rod situated in the westerly margin of Acklen Park Drive, said point being the southeast corner of Lot 9 and the northeast corner of Lot 1;

Thence, leaving said road, with the line between Lots 1 & 9, S 87 deg. 34' 36" W, a distance of 100.87 feet to an iron rod;

Thence, N 52 deg. 06' 09" W, a distance of 193.02 feet to an iron rod situated in the southerly margin of Fairmont Drive;

Thence, along said road, N 47 deg. 56' 32" E, a distance of 61.75 feet to an iron rod;

Thence, along said road, along a curve to the right, having a central angle of 80 deg. 22' 23", a radius of 47.13 feet, a tangent of 39.81 feet, a length of 66.11 feet, and having a chord which bears N 87 deg. 38' 25" E, a distance of 60.82 feet to an iron rod situated in the westerly margin of Acklen Park Drive;

Thence, along said road, S 52 deg. 25' 23" E, a distance of 135.27 feet to the point of beginning and containing 18,145.654 square feet or 0.417 acres of land more or less.

PROPERTY DESCRIPTION - PARCEL 29 – BLACKSTONE APARTMENTS

Beginning at an iron rod situated in the westerly margin of Acklen Park Drive, said point being the southeast corner of Lot 9 and the northeast corner of Lot 1.

Thence, along said road, S 52 deg. 25' 23" E, a distance of 147.13 feet to an iron rod;

Thence, along said road, along a curve to the right, having a central angle of 83 deg. 37' 54", a radius of 50.00 feet, a tangent of 44.73 feet, a length of 72.98 feet, and having a chord which bears S 10 deg. 36' 16" E, a distance of 66.67 feet to an iron rod situated in the northerly margin of Park Drive;

Thence, along said road, S 31 deg. 12' 51" W, a distance of 55.62 feet to an iron rod;

Thence, leaving said road, N 52 deg. 44' 32" W, a distance of 202.99 feet to an iron rod;

Thence, N 87 deg. 34' 36" E, a distance of 100.87 feet to the point of beginning and containing 19,382.716 square feet or 0.445 acres of land more or less.

PROPERTY DESCRIPTION FOR 3307 FAIRMONT DRIVE

Land in Davidson County, TN, being the southwesterly half of Lot 9 on the original map of West End Park, of record in Book 161, Page 47, Register's Office for said County. Said lot is also shown on the revised Map of West End Park, of record in Book 421, pages 82 and 83, said Register's Office and described as follows according to a survey prepared by Michael V. Holmes of H & H Land Surveying, Inc., 609 Dunston Drive, Nashville, TN 37211, Tennessee No. 213, dated 8/17/98:

Beginning at an iron pin in the southerly margin of Fairmont Drive, and the Northwest corner of Blackstone West L.P.,

1) Thence with Blackstone West L.P. line, South 52 deg. 39' 25" East 193.04 feet to an iron pin in the Northwesterly line of Lot 1,
2) Thence with said line, South 36 deg. 45' 08" West 99.94 feet to an iron pin, the Common of Lots 1, 2, 8 and 9,
3) Thence with line between Lots 8 and 9, North 52 deg. 38' 02" West 193.08 feet to an iron pin in the Southerly margin of Fairmont Drive,
4) Thence with Fairmont Drive North 36 deg. 46' 08" East 99.87 feet to the point of Beginning, containing 19,286.98 square feet or 0.44 acres.

Being the same property conveyed to Blackstone, LLC, a Tennessee limited liability company, by deed of record in Book 11157, page 931; by deed of record in Book 11157, page 938; by deed of record as Instrument No. 20001023-0105216; by deed of record as Instrument No. 20001023-0105217; and by deed recorded as Instrument No. 20001023-0105218, all in the Register's Office for Davidson County, Tennessee.

The above descriptions are the same as those contained in the prior deeds.

EXHIBIT "B"
to Special Warranty Deed

Permitted Exceptions

1. Taxes and assessments for the year 2007 and subsequent years, a lien, but not yet due and payable.

2. All matters shown on that certain ALTA/ACSM Land Title Survey prepared by Steven D. Delle of Dale and Associates, RLS No. 1710, dated September 17, 1998, last revised June 22, 2007.

3. Rights of tenants in possession under unrecorded leases.

4. All other easements, restrictions and stipulations of record and all governmental laws, ordinances and regulations affecting the Property.