SPECIAL WARRANTY DEED

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 13:18 5 pgs
Fees:28.00 Taxes:30710.85
20070717-0085063

FROM: Lee Multi-Family, LLC, a Tennessee limited liability company, Grantor

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

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
Lee Apartments Tennessee 12100 Wilshire Blvd. Suite 250 Los Angeles, CA 90025	same	Map 92-15, Parcel 180

STATE OF TN)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is Eight Million Three Hundred Thousand Two Hundred Thirty and 85/100 Dollars ($8,300,230.85).

Susan Fitts
Affiant

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

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

Deborah M. King
Notary Public

My Commission Expires:_____

FOR AND IN CONSIDERATION OF the sum of Eight Million Three Hundred Thousand Two Hundred Thirty and 85/100 Dollars ($8,300,230.85), the receipt and sufficiency of which are hereby acknowledged, Lee Multi-Family, LLC, a Tennessee

limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Lee 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 2108 Hayes Street, 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.

LEE MULTI-FAMILY, 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 LEE MULTI-FAMILY, 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 LEE MULTI-FAMILY, 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 L. BRUCE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires SEPT. 22, 2007

EXHIBIT "A"
to Special Warranty Deed

PROPERTY DESCRIPTION

Being Lots 13, 14, 15, 16, and 17 as shown on the plan of A. A. Mellier's Subdivision as of record in Plat Book 57, page 127, Register's Office for Davidson County, Tennessee and a portion of Lot 156 as shown on the Plan of the Boyd Home Tract as of record in Plat Book 21; page 39 and being bounded on the north by alley number 379, on the east by the property of 21st Plaza Partners, of record in Deed Book 7474, page 716, on the south by the northerly right-of-way of Hayes Street, and on the west by the property of Ira A. Gadd, et ux, of record in Deed Book 1261, page 362, and being described according to a survey by Cherry Land Surveying, 622 West Iris Drive, Nashville, Tennessee, 37204, bearing the seal and certification of Jimmy W. Springer, R.L.S., Tennessee No. 825, project no. 86284, dated August 13, 1996, and being more particularly described as follows:

BEGINNING at an iron rod set in the northerly right-of-way of Hayes Street, a corner common with the property of 21st Plaza Partners, said rod being located south 59 degrees 00 minutes 47 seconds west, 150.00 feet from the intersection of the westerly right-of-way of Twenty-first Avenue North and the northerly right-of-way of Hayes Street;

thence, with the northerly right-of-way of Hayes Street, south 59 degrees 00 minutes 47 seconds west, 300.00 feet to an iron rod found, being the southwesterly corner of lot 13 of said Mellier's Subdivision, a corner common with the property of Ira A. Gadd;

thence with said Gadd, north 30 degrees 59 minutes 13 seconds west, 124.33 feet to a railroad spike set, the northwesterly corner of lot 13 of Mellier's Subdivision, a corner common with Gadd in the southerly right-of-way of alley number 379;

thence, with said southerly right-of-way of alley number 379, north 46 degrees 21 minutes 01 seconds east, 256.23 feet to an iron rod set, being the northeasterly corner of Lot 17 of Mellier's Subdivision;

Thence, continuing with said southerly right-of-way of alley number 379, north 59 degrees 00 minutes 47 seconds east, 50.00 feet to a railroad spike found; a corner common with said 21st Plaza Partners;

thence, with said 21st Plaza Partners, south 30 degrees 59 minutes 13 seconds east, 180.50 feet to the point of BEGINNING and containing 47,129 square feet or 1.082 acres, more or less.

Being the same property conveyed to Lee Multi-Family, LLC, a Tennessee limited liability company, by deed of record as Instrument 20010501-0043843 in the Register's Office for Davidson County, Tennessee.

The above description is the same as that contained in the prior deed.

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 J. Alan Cummings of Crawford Land Surveyors, P.C., RLS No. 2351, dated August 31, 2000, last revised June 14, 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.