SPECIAL WARRANTY DEED

After recording return to and
This instrument was prepared by:

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

FROM: Sealey Apartments, Ltd., a Tennessee limited partnership,
Grantor

TO: Sealey BPI Partners, LLC, a Delaware limited liability company,
Grantee

Address New Owner (s) As Follows:	Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes	Map-Parcel Number
Sealey BPI Partners, LLC 203 Sealey Drive Madison, TN 37115	Same	43-6-222 43-6-227

Davidson County DEEDWARR
Recvd: 10/22/08 12:45 6 pg
Fees:33.00 Taxes:11100.00
20081022-0105861

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Three Million and No/100 Dollars ($3,000,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 10 day of October, 2008.

Notary Public

JAN L. BACHUS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

My Commission Expires: 11.23.08

FOR AND IN CONSIDERATION OF the sum of Three Million and No/100 Dollars ($3,000,000.00), the receipt and sufficiency of which are hereby acknowledged, Sealey Apartments, Ltd., a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto Sealey BPI Partners, 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

County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as 203 Sealey Drive, Madison, TN 37115.

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 with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further 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 17th day of October, 2008.

Sealey Apartments, Ltd., a Tennessee limited partnership

By: Sealey Meadows Realty Co., LLC, a Delaware limited liability company, its General Partner

By: _____

Print Name: Mary R. Green
Title: Operating Manager

STATE OF NEW YORK)
COUNTY OF WESTCHESTER)

Before me, John M. Murray, a Notary Public of said County and State, personally appeared Mary R. Green, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be a Operating Manager (or other officer authorized to execute the instrument) of Sealey Meadows Realty Co., LLC, a Delaware limited liability company and the general partner of Sealey Apartments, Ltd., a Tennessee limited partnership, the within named bargainor, and that she as such Operating Manager executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company as the general partner of Sealey Apartments, Ltd., a Tennessee limited partnership, by herself as Operating Manager of said limited liability company.

Witness my hand and seal, at Office, this 17th day of October, 2008.

_____
Notary Public

My Commission Expires:_____

JOHN M. MURRAY
Notary Public, State of New York
No. 4618009
Qualified in Westchester County
Commission Expires May 31, 20 10

EXHIBIT A

Property Description

Two tracts of land in the Eleventh Civil District of Davidson County, Tennessee, said tracts being more particularly described as Lots 293 and 285 on Plat of Madison Park, Section 4, of record in Book 3842, page 269, Register's Office for Davidson County, Tennessee, both Lots being more particularly described as follows:

Tract I:

Beginning at an iron rod situated in the North right of way of North Dupont Avenue, said point also being the southwest corner of described lot, being lot 293 on the Madison Park Subdivision, Section 4 as of recorded in Plat Book 3842 Page 269;

Thence, leaving said right of way, North 14 degrees 31 minutes 08 seconds East, a distance of 573.19 feet to an iron rod;

Thence, North 16 degrees 14 minutes 08 seconds East, a distance of 301.20 feet to an iron rod in the South right of way of Roosevelt Avenue;

Thence with said right of way, South 80 degrees 06 minutes 52 seconds East, a distance of 8.20 feet to an iron rod;

Thence with a curve to the left , with a delta angle of 07 degrees 12 minutes 05 seconds, a radius of 376.29 feet, an arc length of 47.30 feet and having a chord bearing of South 83 degrees 44 minutes 52 seconds East 47.26 feet to an iron rod;

Thence with a curve to the right, with a delta angle of 82 degrees 55 minutes 38 seconds, a radius of 25.00 feet, an arc length of 36.18 feet and having a chord bearing of South 45 degrees 55 minutes 09 seconds East 33.11 feet to an iron rod in the westerly right of way of Sealey Drive;

Thence with said right of way, with a curve to the right, with a delta angle of 19 degrees 00 minutes 59 seconds, a radius of 769.66 feet, an arc length of 255.45 feet and having a chord bearing of South 05 degrees 03 minutes 05 seconds West 254.28 feet to an iron rod;

Thence, South 14 degrees 33 minutes 35 seconds West, a distance of 585.40 feet to an iron rod;

Thence with a curve to the right with a delta angle of 87 degrees 44 minutes 00 seconds, a radius of 25.00 feet, an arc length of 38.28 feet and having a chord bearing of South 58 degrees 25 minutes 35 seconds West 34.65 feet to an iron rod in the North right of way of North Dupont Avenue;

Thence with said right of way, North 77 degrees 39 minutes 56 seconds West, a distance of 110.23 feet to the point of beginning and containing 112,181 square feet or 2.58 acres of land.

Tract II:

Beginning at an iron rod situated in the Easterly right of way of Sealey Drive, said point also being the Southwest corner of described lot, being lot 285 on the Madison Park Subdivision, Section 4 as of recorded in Plat Book 3842 Page 269;

Thence, with said right of way, North 14 degrees 33 minutes 35 seconds East, a distance of 318.50 feet to a iron rod;

Thence with a curve to the left, with a delta angle of 19 degrees 01 minutes 01 seconds, a radius of 816.66 feet, an arc length of 272.05 feet and having a chord bearing of North 05 degrees 03 minutes 04 seconds East 270.80 feet to an iron rod;

Thence, with a curve to the right, with a delta angle of 82 degrees 54 minutes 00 seconds, a radius of 25.00 feet, an arc length of 36.17 feet and having a chord bearing of North 36 degrees 59 minutes 34 seconds East 33.10 feet to an iron rod in the South right of way of Roosevelt Avenue;

Thence, with said right of way, with a curve to the left, with a delta angle of 10 degrees 23 minutes 37 seconds, a radius of 376.29 feet, an arc length of 68.26 feet and having a chord bearing of South 73 degrees 06 minutes 36 seconds East 68.17 feet to an iron rod;

Thence, leaving said right of way, South 22 degrees 00 minutes 25 seconds East, a distance of 92.33 feet to an iron rod;

Thence, South 00 degrees 41 minutes 25 seconds East, a distance of 340.90 feet to an iron rod;

Thence, South 07 degrees 56 minutes 48 seconds West, a distance of 258.57 feet to an iron rod;

Thence, North 73 degrees 06 minutes 40 seconds West, a distance of 200.67 feet to the point of beginning and containing 97,524 square feet or 2.24 acres of land.

Being the same property conveyed to Sealey Apartments (now known as Sealey Apartments, Ltd.), a Tennessee limited partnership by deed of record in Book 4546, page 640, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Any mineral or mineral rights leased, granted or retained by current or prior owners.

2. Taxes and assessments for the year 2008, a lien due and payable but not yet delinquent.

3. All matters as shown on the plat of record in Plat Book 3842, page 269, Register's Office for Davidson County, Tennessee, as shown on the Survey prepared by Delle Land Surveying, dated September 29, 2008, last revised October 8, 2008, designated as Job No. 06776.

4. Unrecorded Lease Agreement by and between Sealey Apartments and Laundries, Inc. dated July 1, 2003.

5. Rights of tenants in possession as of the date hereof as tenants only under unrecorded residential leases.

6. Survey prepared by Delle Land Surveying, dated September 29, 2008, last revised October 8, 2008, designated as Job No. 06776, shows the following matters:

   a. 8 foot block wall along the West side of the premises encroaches onto adjoining property (as to Tract I).

   b. Building "A" along the East side of the premises encroaches over the building setback line (as to Tract I).

   c. Building "G" along the West side of the premises encroaches onto the 10 foot Public Utility Easement (as to Tract I).

   d. Overhead electric power lines cross the premises. Except to the rights of third parties to use and maintain (as to Tracts I and II).

   e. Building "I" in the Southwest side of the premises encroaches over the building set back line (as to Tract II).