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BNP RESIDENTIAL PROPERTIES INC

Form 8-K

December 22, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported) December 21, 2006  
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BNP RESIDENTIAL PROPERTIES, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Maryland

1-9496

56-1574675

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(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(I.R.S. Employer  
Identification No.)

301 S. College Street, Suite 3850  
Charlotte, North Carolina

28202

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (704) 944-0100  
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N/A

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to  
simultaneously satisfy the filing obligation of the registrant under any of the  
following provisions (see General Instruction A.2. below):

\_\_\_ Written communications pursuant to Rule 425 under the Securities  
Act (17 CFR 230.425)

\_\_\_ Soliciting material pursuant to Rule 14a-12 under the Exchange  
Act (17 CFR 240.14a-12)

\_\_\_ Pre-commencement communications pursuant to Rule 14d-2(b) under the  
Exchange Act (17 CFR 240.14d-2(b))

\_\_\_ Pre-commencement communications pursuant to Rule 13e-4(c) under the  
Exchange Act (17 CFR 240.13e-4(c))

Total number of pages: 4

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### Item. 8.01 Other Events.

At a meeting of stockholders held on December 21, 2006, the common stockholders of BNP Residential Properties, Inc. ("BNP") voted in favor of the proposed merger between BNP and Babcock & Brown Bravo Acquisition LLC, an affiliate of the international investment and advisory firm Babcock & Brown Limited.

On December 21, 2006, we issued a press release announcing the results of the stockholders vote. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information included under Item 9.01 in this Current Report on Form 8-K (including Exhibit 99.1) shall not be deemed "filed" with the Securities and Exchange Commission or incorporated by reference in any registration statement filed by us under the Securities Act of 1933, as amended.

### Item 9.01 Financial Statements and Exhibits.

#### (c) Exhibits

99.1 Press release dated December 21, 2006, issued by BNP Residential Properties, Inc.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BNP Residential Properties, Inc.  
(Registrant)

December 22, 2006

/s/ Pamela B. Bruno

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Pamela B. Bruno  
Vice President, Treasurer and  
Chief Financial Officer