Paul, Hastings, Janofsky & Walker, Esq.
695 Town Center Dr. 17th floor
Costa Mesa, CA. 92626

QUITCLAIM DEED

BOOK 7875 PAGE 291

ADDRESS NEW OWNER (S) AS FOLLOWS	SEND TAX BILLS TO	MAP PARCEL NUMBERS
August/Long Beach 15	August/Long Beach 15	95-10
c/o August Financial Corp. (NAME)	c/o August Financial Corp. (NAME)	128
3545 Long Beach Boulevard (STREET ADDRESS OR ROUTE NUMBER)	3545 Long Beach Boulevard (STREET ADDRESS)	
Long Beach California 90801 (CITY) (STATE) (ZIP)	Long Beach California 90801 (CITY) (STATE) (ZIP)	

FOR AND IN CONSIDERATION of One dollar ($1.00), cash in hand paid, the receipt of which is hereby acknowledged, August All Suite Hotels L.P. (An All Equity Income Fund) A California Limited Partnership, by these presents do hereby quitclaim and convey unto August/Long Beach 15, a California Limited partnership, successors and assigns, all its right, title and interest in and to the following described tract of land:

See Exhibit "A" attached hereto and made a part hereof

9319 06/28 0101 03CHECK 15.00

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JUN 28 9 18 AM '89

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $ -0-

Subscribed and sworn to before me, this the ____ day of _____, 19__

Affiant

My commission expires: _____ (Affix Seal)

See attached page for signatures
Notary Public

Said property is conveyed subject to such limitations, restrictions, and encumbrances as may affect the premises.

Witness our hands this 20TH day of June, 1989, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

August All Suite Hotels, L.P. (An All Equity Income Fund) A California Limited Partnership

See attached page for signatures

EXHIBIT A

REAL PROPERTY

Street Address: 2425 Atrium Way, Nashville, TN 37210

Legal Description:

Land in Davidson County, Tennessee, being Lot 9 of the Atrium, Phase Two, Part One of record in Plat Book 6250, pages 82 and 83, Register's Office for Davidson County, Tennessee and being described according to a survey by J. Bruce Rainey, Surveyor, #823, dated May 1, 1984, and revised June 14, 1984 and known as Job No. 83-364, on June 14, 1984, June 19, 1984 and July 26, 1984, as follows:

BEGINNING at a concrete monument in the easterly margin of Briley Parkway, being the northwesterly corner of The Atrium, Phase Two, Part One of record in Plat Book 6250, Pages 82 and 83, Register's Office for Davidson County, Tennessee; thence leaving the margin of said Briley Parkway S. 76 degrees 00 minutes 00 seconds E. 382.41 feet to a concrete monument in the westerly margin of Atrium Way; thence with said margin of Atrium Way the following calls; with a curve to the right, having a radius of 2,370.00 feet, and a lone chord of 251.92 feet, said chord having a bearing of S. 32 degrees 28 minutes 30 seconds W., a distance of 252.03 feet along the curve to a concrete monument; thence S. 35 degrees 31 minutes 18 seconds W. 124.73 feet to an iron pin; thence leaving Atrium Way, N. 76 degrees 00 minutes 00 seconds W. 244.75 feet to an iron pin in said margin of Briley Parkway; thence with said margin of Briley Parkway with a curve to the right, having a radius of 2765.88 feet, and a long chord of 355.17 feet, said chord having a bearing of N. 12 degrees 03 minutes 14 seconds E. a distance along the curve of 355.42 feet to the point of beginning, containing 2.62 acres, more or less.

Being the same property conveyed to AUGUST/LONG BEACH 15, a California limited partnership, by Quitclaim Deed from August All Suite Hotels L.P., a California limited partnership, of record in Book 7441, Page 49, Register's Office for Davidson County, Tennessee.

August All Suite Hotels L.P.
(An All Equity Income Fund)
A California Limited Partnership

By: August Financial Partners II
a California general partnership

Its: General Partner

By: August Advisors, Inc.
a California corporation

Its: General Partner

By: _____
Basil Rallis, President

By: _____
Dee Harris, Secretary

By: August Managers Associates,
a California limited partnership

Its: General Partner

By: August Management, Inc.
a California corporation

Its: General Partner

By: _____
Basil Rallis,
Chief Executive Officer

By: _____
Dee Harris, Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On June 20, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Basil Rallis personally known to me or proved to me on the basis of satisfactory evidence to be the President of August Advisers, Inc. a California corporation, (the "Corporation") which executed the within instrument on behalf of August Financial Partners II a California general partnership, (the "August Financial Partners") which executed the within Instrument as a general partner of August All Suite Hotels L.P. A California Limited Partnership (the "Partnership") which executed the within instrument, and acknowledged to me that the Corporation executed the same as general partner of August Financial Partners which executed the same and that the Partnership executed the same.

WITNESS my hand and official seal.

Signature _____ NOTARIAL SEAL

OFFICIAL SEAL
GREG P. STEFFLRE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires July 31, 1992

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On June 20, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Dee Harris personally known to me or proved to me on the basis of satisfactory evidence to be the Secretary of August Advisers, Inc. a California corporation, (the "Corporation") which executed the within instrument on behalf of August Financial Partners II a California general partnership, (the "August Financial Partners") which executed the within Instrument as a general partner of August All Suite Hotels L.P. A California Limited Partnership (the "Partnership") which executed the within instrument, and acknowledged to me that the Corporation executed the same as general partner of August Financial Partners which executed the same and that the Partnership executed the same.

WITNESS my hand and official seal.

Signature _____ NOTARIAL SEAL

OFFICIAL SEAL
GREG P. STEFFLRE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires July 31, 1992

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On June 20, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Basil Rallis personally known to me or proved to me on the basis of satisfactory evidence to be the Chief Executive Officer of August Management, Inc. a California corporation, (the "Corporation") which executed the within instrument on behalf of August Managers Associates, a California limited partnership ("August Managers"), which executed the within instrument as a general partner of August All Suite Hotels L.P. A California Limited Partnership (the "Partnership") which executed the within Instrument, and acknowledged to me that the Corporation executed the same as general partner of August Managers which executed the same and that the Partnership executed the same.

WITNESS my hand and official seal.

Signature _____

OFFICIAL SEAL
GREG P. STEFFLRE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires July 31, 1992

NOTARIAL SEAL

OFFICIAL SEAL
GREG P. STEFFLRE
NOTARY PUBLIC
LOS ANG...

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On June 20, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Dee Harris personally known to me or proved to me on the basis of satisfactory evidence to be the Secretary of August Management, Inc. a California corporation, (the "Corporation") which executed the within instrument on behalf of August Managers Associates, a California limited partnership ("August Managers"), which executed the within instrument as a general partner of August All Suite Hotels L.P. A California Limited Partnership (the "Partnership") which executed the within Instrument, and acknowledged to me that the Corporation executed the same as general partner of August Managers which executed the same and that the Partnership executed the same.

WITNESS my hand and official seal.

Signature _____

NOTARIAL SEAL

OFFICIAL SEAL
GREG P. STEFFLRE
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
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