Box 38

BOOK 7991 PAGE 607

This Instrument Prepared By:
William R. O'Bryan, Jr., Esq.
Trabue, Sturdivant & DeWitt
25th Floor
Nashville City Center
Nashville, TN 37219

QUITCLAIM DEED

Address New Owner(s)	Send Tax Bills To:	Map/Parcel No.
State Mutual Life Assurance Company of America 440 Lincoln Street Worcester, Massachusetts 01605 Attn: Investment Management Dept.	SAME	136-15-32 136-15-33

FOR AND IN CONSIDERATION of the satisfaction of Debt in the amount of Two Million Two Hundred Seventy-Five Thousand and No/100 Dollars ($2,275,000.00) as set forth in the First Amended Plan of Reorganization of Harbour Town Associates, Ltd., a Tennessee limited Partnership, d/b/a Harbour Town Apartments, Bk. No. 389-00693 filed August 21, 1989, as subsequently amended and supplemented, with the U.S. Bankruptcy Court Middle District of Tennessee and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Harbour Town Associates, Ltd., a Tennessee limited partnership (hereinafter referred to as the "Grantor") does hereby quitclaim, transfer and convey unto State Mutual Life Assurance Company of America, a Massachusetts corporation, all of its right, title and interest in the property located in Nashville, Davidson County, Tennessee, and more particularly described on Exhibit "A" attached hereto and made a part hereof.

This is improved property known as Harbour Town Apartments, 2999 Smith Springs, Road, Nashville, Tennessee 37217.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 22nd day of November, 1989.

HARBOUR TOWN ASSOCIATES, LTD.,
A Tennessee Limited Partnership

By: Union Street Associates, Ltd., General Partner

By: Thomas M. Patton G.P.
Thomas M. Patton,
General Partner

By: Calvin J. Reynolds, G.P.
Calvin J. Reynolds,
General Partner

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, Jack F. King Jr., a Notary Public in and for the County and State aforesaid, personally appeared THOMAS M. PATTON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a general partner of Union Street Associates, Ltd., a limited partnership, which is the general partner of Harbour Town Associates, Ltd., the within named bargainor, and that he as such general partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this 22nd day of November, 1989.

Jack F. King Jr.
Notary Public

My Commission Expires: 3/3/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, JACK F. KING JR., a Notary Public in and for the County and State aforesaid, personally appeared CALVIN R. REYNOLDS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a general partner of Union Street Associates, Ltd., a limited partnership, which is the general partner of Harbour Town Associates, Ltd., the within named bargainor, and that he as such general partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as general partner.

Witness my hand and seal, at office in Nashville, Tennessee, this 22 day of November, 1989.

Jack F. King Jr.
Notary Public

My Commission Expires: 3/3/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The transfer of property is pursuant to a Plan of Reorganization and said transfer is exempt from conveyance taxes pursuant to 11 U.S.C. § 1146(c).

William R. O'Bryan Jr.

Sworn to and subscribed before me
this 22 day of November, 1989.

Notary Public

My Commission Expires: 3/3/92

EXHIBIT A

LAND in the Second (2nd) Civil District of Davidson County, Tennessee, being two (2) tracts as shown on the Plat of Harbour Town Apartments of record in Book 4675, page 10, Register's Office for Davidson County, Tennessee, and being more fully described according to survey of Regan-Smith-Murphy & Associates, Inc., dated May 9, 1984, as follows:

TRACT A: Beginning at the easterly end of the southeast return at the intersection of New Smith Springs Road and Anderson Road; thence with the southerly margin of New Smith Springs Road South 86° 38' East 806.55 feet to the beginning of a curve; thence, southerly with said curve, having a 25.00 foot radius to the right, 39.27 feet to a point in the westerly margin of Old Anderson Road; thence with said margin southerly with a 205.47 foot radius curve to the right 131.33 feet to a point; thence, continuing southwesterly along a 675.47 foot radius curve to the right 219.84 feet to a point; thence, South 58° 38' West, 125.65 feet to a point; thence, southerly with a 192.50 foot radius curve to the left 95.71 feet to a point; thence, leaving said margin of Old Anderson Road North 85° 11' West, 126.92 feet to a point; thence, South 01° 48' East 126.48 feet to a point; thence, South 88° 37' West, 89.51 feet to a point; thence, South 01° 19' East, 182.75 feet to a point; thence, South 51° 21' West, 47.94 feet to a point in the easterly margin of Anderson Road; thence, with said easterly margin of Anderson Road northerly with a 767.43 foot radius curve to the right 334.39 feet to a point; thence, with said easterly margin on Anderson Road, North 13° 41' West, 222.89 feet to a point; thence, continuing northerly along a 888.83 foot radius curve to the right 264.42 feet to a point; thence, easterly with a 25.00 foot radius curve to the right 39.27 feet to the beginning and containing 8.30 acres, more or less.

TRACT B: Beginning at the westerly end of the southwest return at the intersection of New Smith Springs Road and Anderson Road; thence, easterly along said return having a radius of 25.00 feet to the right 39.27 feet to a point in the westerly margin of Anderson Road; thence, with said westerly margin of Anderson Road southerly along a 948.83 foot radius curve to the left 282.28 feet to a point; thence, South 13° 41' East, 191.79 feet to a point; thence, leaving Anderson Road

South 76° 19' West, 105.30 feet to a point; thence, North 58° 17' West, 84.53 feet to a point; thence, South 80° 21' West, 75.69 feet to a point; thence, North 47° 52' West, 287.85 feet to a point; thence, North 76° 08' West, 227.94 feet to a point; thence, North 87° 14' West, 197.74 feet to a point; thence, North 04° 11' West, 410.30 feet to a point in the southerly margin of New Smith Springs Road; thence, with said southerly margin of New Smith Springs Road easterly with a 733.43 foot radius curve to the right 355.50 feet to a point; thence, South 63° 17' East, 31.13 feet to a point; thence, easterly along a 750.18 foot radius curve to the left 305.62 feet to a point; thence, South 86° 38' East, 153.07 feet to the beginning and containing 8.17 acres, more or less.

Being the same property conveyed to Harbour Town Associates, Ltd. by deed from RDI Associates, II by deed dated February 27, 1984 and recorded at Book 6238, page 660, Register's Office for Davidson County, Tennessee.

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IDENTIF. TREFERENCE

Nov 27 3 27 PM '89

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