(Tennessee-[Knolls])

QUITCLAIM DEED

THIS DEED, made as of the 7 day of NOVEMBER, 1989, between SUNBELT SERVICE CORPORATION, a corporation duly organized and existing under and by virtue of the laws of the State of Texas ("Grantor"), and SUNBELT SAVINGS, FSB, as Assignee from the Federal Savings and Loan Insurance Corporation, in its capacity as Receiver for Sunbelt Savings Association of Texas, whose legal address is 14755 Preston Road, Suite 625, Dallas, Texas 75240 ("Grantee"):

WITNESSETH, that Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has conveyed, remised, released, and quitclaimed, and by these presents does convey, remise, release and quitclaim unto the Grantee, its heirs, successors and assigns forever, all the real property, together with improvements, if any, situated, lying and being in the County of Davidson, State of Tennessee, described in Exhibit "A" attached hereto and made a part hereof, subject to all liens, claims and encumbrances affecting the property, but only to the extent the same are valid and enforceable, including, but not limited to, the matters shown in Exhibit "B" attached hereto and incorporated herein by reference.

TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand whatsoever of the Grantor, either in law or equity, of, in and to the above bargained premises, with the hereditaments and appurtenances;

Grantor has heretofore held legal, but not beneficial, title to the Property, and this conveyance is made for the purpose of vesting legal title to the Property in Grantee, the beneficial owner of the Property.

IN WITNESS WHEREOF, the Grantor has caused its corporate name to be hereunto subscribed by its duly authorized Vice President, and its corporate seal to be hereunto affixed, attested by its duly authorized Secretary, the day and year first above written.

ATTEST:

By: Karen Park
Name: KAREN PARK
Title: Assistant Secretary

SUNBELT SERVICE CORPORATION

By: John McRu
Name: John Russon
Title: Vice President

NEW OWNER & SEND TAX BILLS TO:
SUNBELT SAVINGS, FSB.
14755 PRESTON ROAD, SUITE 625
DALLAS, TX 75240

STATE OF TEXAS §
§
COUNTY OF DALLAS §

Before me, RENEE CHRISTY, a Notary Public of the State and County aforesaid, personally appeared John Russon and KAREN PARK with whom I am personally acquainted and who, upon oath, acknowledged John Russon and KAREN PARK to be the duly authorized Vice President and duly authorized Assistant Secretary, respectively, of Sunbelt Service Corporation, the within named bargainor, a Texas corporation, and that John Russon as such duly authorized Vice President and KAREN PARK as such duly authorized Assistant Secretary executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said John Russon as Vice President and attesting the same by the said KAREN PARK as Assistant Secretary.

Witness my hand and seal of office this 7 day of NOVEMBER, 1989.

RENEE CHRISTY
NOTARY PUBLIC STATE OF TEXAS
COMMISSION EXPIRES 7-7-90

Notary Public in and for the State of Texas

My Commission Expires:

RENEE CHRISTY
Printed Name of Notary

STATE OF TEXAS §
§
COUNTY OF DALLAS §

I hereby swear or affirm that to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer ~~or value of the property transferred, whichever is greater,~~ is $~~7,350,000.00~~ -0-

AFFIANT:

SUNBELT SERVICE CORPORATION

By: Karen Park
Name: KAREN PARK
Title: Assistant Secretary

Subscribed and sworn to before me, this the 7 day of NOVEMBER, 1989.

RENEE CHRISTY
NOTARY PUBLIC STATE OF TEXAS
COMMISSION EXPIRES 7-7-90

Notary Public in and for the State of Texas

My Commission Expires:

RENEE CHRISTY
Printed Name of Notary

This instrument was prepared by:

Robert A. McCulloch, Esq.
Haynes and Boone
3100 NCNB Plaza
901 Main Street
Dallas, Texas 75202-3714

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EXHIBIT "A"

Being a tract of land located in the Second Civil District of Nashville, Davidson County, Tennessee, located on the South side of Old Hickory Boulevard approximately 1135 feet West of the centerline of Nolensville Road, shown as Tract II, according to a survey dated March 30, 1984, by Jackie L. Dillehay, Registered Land Surveyor, License No. 1417, described as follows:

Beginning at a point in the South R.O.W. margin of Old Hickory Boulevard, said point being located 1050.44 feet West along the South R.O.W. margin of Old Hickory Boulevard from the projected intersection of the aforementioned margin and the West R.O.W. margin of Nolensville Road, said point being the Northwest corner of Tract I and the Northeast corner of Tract II herein described;

Thence, leaving said R.O.W. and with a new line between Tract I and Tract II, S 17° 09' 37" W, 100.00 feet to a point;

Thence S 8° 32' 00" W, 160.72 feet to a point at the beginning of a curve to the left;

Thence, with said curve having a radius of 200.00 feet, a curve distance of 166.35 feet, a chord bearing of S 15° 17' 43" E and a chord length of 161.80 feet, to a point within a 150 foot wide TVA easement as of record in Deed Book 2400, Page 596;

Thence, N 87° 33' 49" E, 216.12 feet to a point in the South property line of Brentwood East Commercial Park as of record in Book 5044, Page 531, Deed Book 5072, Page 296, and Deed Book 5072, page 298, R.O.D.C., said point also being in the North margin of said TVA easement;

Thence, leaving Tract I and with the property line of the aforementioned Commercial Park, and the North margin of said easement, S 69° 01' 15" E, 637.98 feet to a point, the Northwest corner of Tract IV;

Thence, leaving the said Brentwood East Commercial Park property and with a new line between Tract II and IV, S 4° 58' 00" E, 260.25 feet to a point, the Northeast corner of Tract III;

Thence, leaving Tract IV and with a new line between Tract III and II, S 76° 34' 06" W, 231.74 feet to a point;

Thence, S 23° 25' 54" E, 175.00 feet to a point in the North property line of American Fletcher National Bank Property as of record in Book 5319, Page 119, R.O.D.C., being a point on a curve to the right;

RELEASABLE IF ... Quality of Written, Typing or Printing of This Document Unsatisfactory When Received.

Thence, leaving Tract III with American Fletcher's property line, with said curve having a radius of 619.22 feet, a curve length of 319.83 feet, a chord bearing of S 81° 21' 47" W and a chord length of 316.29 feet to a point;

Thence, N 83° 49' 41" W, 608.10 feet to a point;

Thence, N 6° 10' 00" E, 25.00 feet to a point, the beginning of a curve to the right;

Thence, with said curve having a radius of 1524.78 feet, a curve length of 239.51 feet, a chord bearing of N 10° 39' 57" E, and a chord length of 239.29 feet to a point;

Thence, N 74° 49' 59" W, 354.54 feet to a point;

Thence, N 8° 28' 18" E, crossing said TVA easement, 860.96 feet to a point in the South R.O.W. margin of Old Hickory Blvd.;

Thence, leaving said American Fletcher National Bank Property, with said margin, S 81° 28' 00" e, 395.00 feet to a point, the beginning of a curve to the left;

Thence, with said curve, having a radius of 2874.53 feet, a curve distance of 13.63 feet, a chord bearing of S 81° 36" 09' E, and a chord length of 13.63 feet to the point of beginning;

Containing 22.67 acres, more or less;

Being the same property conveyed to Sunchase Knolls Apartments, Ltd., a Texas limited partnership by Sunchase Investments, Ltd., a Texas limited partnership, by Warranty Deed of record in Book 6463, Page 461, Register's Office of Davidson County, Tennessee.

Being the same property as conveyed to Grantor pursuant to that certain Quitclaim Deed dated December 26, 1986, executed by Robert N. Buchanan, III, Trustee, and recorded in Book 7175, Page 664, Register's Office for Davidson County, Tennessee.

RECORDER'S MEMO
Legibility of Writing, Typing or Printing in This
Document Unsatisfactory When Received.

EXHIBIT "B"

Permitted Exceptions, to the extent they are valid, subsisting and affect the Property:

(1) Any and all unpaid taxes.

(2) Any mechanics' and materialmen's liens, filed or unfiled.

(3) Title to that portion of the premises lying within the bounds of any roads, streets, or highways.

(4) Such easements and restrictions as may be applicable.

(5) Any other liens, defects, encumbrances, adverse claims or other matters which take prior over the Deed of Trust under which said foreclosure was held or which affect the land herein conveyed.

(6) Any rights of redemption or otherwise held by the Internal Revenue Service or the State of Tennessee.

(7) Rights or claims of parties in possession.

(8) Encroachments, overlaps, boundary line disputes or other matters which would be shown by an accurate survey or inspection of the premises.

(9) Rights of redemption, if any, including, but not limited to the right of redemption set forth in Tennessee Code Annotated Section 66-8-101 et. seq.

89288

IDENTIF. REFERENCE

Dec 14 2 20 PM '95

MAIL CHK.

4233 12/14 0101 05CHECK 15.00

After filing please return to
JANET STEELE
HAYNES AND BOONE
901 Main Street Suite 3100
Dallas, Texas 75202