BOOK 10698 PG 637

Address New Owner as follows:

South Brook Apartments, LLC
c/o Phillips Properties
1000 Northchase Drive, Suite 207
Goodlettsville, Tennessee 37072

Send tax bills to:

Same

Map-Parcel:

Map 148
Parcel 12

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of One Dollar ($1.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **EDWARD RANDALL PHILLIPS,** hereinafter called Grantor, by these presents does transfer, quitclaim and convey unto **SOUTH BROOK APARTMENTS, LLC,** a Tennessee Limited Partnership (hereinafter called Grantee, Grantee's successor and assigns, all his right, title and interest in certain real property lying and being situated in the County of Davidson, State of Tennessee, being more particularly described on Exhibit A attached hereto.

Being the same property conveyed to Edward Randall Phillips by Warranty Deed from Resolution Trust Corporation of Record in Book 8720 Page 690, Register's Office for Davidson County, Tennessee.

Louise Phillips, spouse of Edward Randall Phillips, joins in this conveyance for the sole purpose of quitclaiming any interest she may have in the subject property.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed on this 24th day of November, 1997.

97 NOV 26 PM 12:41
FELIX ... REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

0374016
IDENTIF. & REFERENCE

Edward Randall Phillips
EDWARD RANDALL PHILLIPS

Louise Phillips
LOUISE PHILLIPS

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned a Notary Public in and for the County and State, the within named EDWARD RANDALL PHILLIPS and LOUISE PHILLIPS, the bargainors with whom I am personally acquainted and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, on this 24th day of November, 1997.

4485 11/26 0101 CSCHECK 12-

Anita Jo Hatchett
Notary Public

NOTARY PUBLIC
ANITA JO HATCHETT
DAVIDSON CO. TN.

My commission expires 1-27-01

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STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

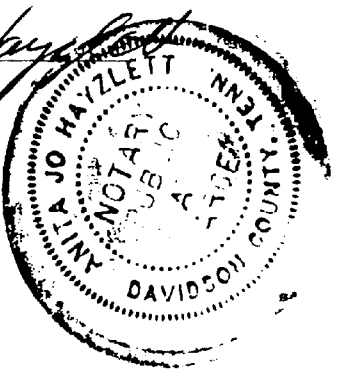
The actual consideration for this transfer is $-0-.

AFFIANT

Sworn to and subscribed before me this 24th day of November, 1997.

NOTARY PUBLIC

My commission expires: 1-27-01



This instrument was prepared by :
Hugh W. Entrekin
Tune, Entrekin & White, P.C.
2100 First American Center
Nashville, Tennessee 37238

EXHIBIT A

BOOK 10698 PG 639

Order No.: G71826

LAND loacted in Davidson County, Tennessee, and being more particularly described according to a survey prepared by Har-Freeland-Robert, Inc., dated May 27, 1976, revised June 5, 1980, Februay 3, 1981, and September 28, 1982, as follows:

BEGINNING at a point in the north boundary line of Haywood Acres Subdivision, Section Four, as of record in Book 2900, page 93, Register's Office, Davidson County, Tennessee; said point being the northerly margin of lot 116, owner of record being Ralph L. Peebles, et ux; thence N 2 deg. 29 mins. E, a distance of 385.02 feet to a point; thence N 87 deg. 31 mins. W, a distance of 77.55 feet to a point; thence N 16 deg. 28 mins. 23 secs. W, a distance of 575.93 feet to an iron pin in the south margin of Linbar Drive, said point being in a curve having a radius of 368.82 feet; thence with the arc of said curve, to the right a distance of 514.33 feet to the end of said curve; thence S 30 deg. 09 mins. E, a distance of 598.61 feet along the southerly margin of said Drive to a point; thence N 88 deg. 45 mins. 12 secs. W, a distance of 117.40 feet to a corner post; thence S 0 deg. 56 mins. 20 secs. W, a distance of 174.19 feet to a corner post; thence S 81 deg. 51 mins. 01 secs. W, a distance of 41.47 feet to a corner post; thence S 5 deg. 50 mins. 34 secs. W, a distance of 207.26 feet to a corner post; said point being in the easterly margin of a 50 foot roadway (East Ridge Drive); thence N 79 deg. 08 mins. 59 secs. W, a distance of 295.29 feet to a point; said point being in the easterly property line of Lot 116, Haywood Acres Subdivision, Section Four; thence N. 9 deg. 29 mins. 01 secs. E, a distance of 51.10 feet to a point, said Point being in the northeast corner of Lot 116, Haywood Acres Subdivision, Section Four; thence N 74 deg. 35 mins. 02 secs. W, a distance of 60.61 feet to the poinst of beginning.