Box 38

This Instrument Prepared By:
Jack F. King, Jr.
Trabue, Sturdivant & DeWitt
25th Floor, 511 Union Street
Nashville, TN 37219

BOOK 10951 PG 771

QUITCLAIM DEED

Address New Owner(s):	**Send Tax Bills to:**	**Parcel 1**
Croley Court Apartments, LLC P.O. Box 120722 Nashville, TN 37212	New Owner	**90-12-268**

FOR AND IN CONSIDERATION OF Ten and 00/100 Dollars ($10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, 1994-N2 TENNESSEE ASSOCIATES L.P., a Delaware limited partnership ("Grantor"), does hereby quitclaim, transfer and convey unto CROLEY COURT APARTMENTS, LLC, a Tennessee limited liability company, all of its right, title and interest in the following described property in the County of Davidson, State of Tennessee, and more particularly described as follows:

See Exhibit A attached hereto and incorporated herein.

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

IN WITNESS WHEREOF, Grantor has executed this instrument on this 26th day of May, 1998.

1994-N2 TENNESSEE ASSOCIATES L.P.,
a Delaware limited partnership

By: 1994-N2 Tennessee GP Corp.,
its general partner

By: Allyn L Patrick
Name: Allyn S. Patrick
Its: Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS)

BOOK 10951 PG 772

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Allyn S. Patrick, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the Secretary of 1994-N2 Tennessee GP Corp., A Delaware corporation and the sole general partner of 1994-N2 Tennessee Associates L.P., the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at Office, this 26th day of May, 1998.

Cherrier A. Jackson
Notary Public

My Commission Expires:

9-18-99

CHERRIER A. JACKSON
Notary Public
STATE OF TEXAS

STATE OF TEXAS)
)
COUNTY OF DALLAS)

The actual consideration for this transfer of property is $1,200,000.00.

Allyn L Patrick

Sworn to and subscribed before me
this 26th day of May, 1998.

Cherrier A. Jackson
Notary Public

My Commission Expires: 9-18-99

CHERRIER A. JACKSON
Notary Public
STATE OF TEXAS

144380

EXHIBIT A

PROPERTY DESCRIPTION

BOOK 10951 PG 773

Land lying in the Twenty-second Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, being a portion of Lots 2 and 3 on the Map of Subdivision of Lot No. 21 of the B. F. Cockrill Farm as of record in Book 332, page 58 in the Register's Office for Davidson County, Tennessee (R.O.D.C.), being more particularly described according to a survey by Ragan-Smith Associates, 315 Woodland Street, Nashville, Tennessee 37206 dated February 24, 1998 bearing Job No. 98-021 prepared by Paul Sauve, RLS No. 1796 as follows:

Beginning at an existing iron pin located in the easterly right-of-way margin of Croley Drive (a 50-foot right-of-way); said iron pin being the northwesterly property corner of the Milburn A. Goodson and wife, Martha J. Goodson property of record in Book 6252, page 808, R.O.D.C., Tennessee and the southwesterly corner of the herein described tract; thence, following the easterly right-of-way margin of Croley Drive, North 04° 56' 48" East, 131.87 feet to an existing iron pin; thence, leaving said road margin and following the southerly and easterly property lines of James N. Spence and wife, Virginia Lavergne Spence of record in Book 1971, page 515, R.O.D.C., Tennessee, South 84° 06' 12" East, 375.53 feet to an existing iron pin; thence, North 05° 47' 21" East, 174.82 feet to an existing iron pin; thence, leaving the Spence Boundary and following the southerly boundary line of Billy Ambrose DeBusk property of record in Book 4048, page 63, R.O.D.C., Tennessee, South 84° 04' 00" East, 300.01 feet to an existing iron pin; thence, following the westerly boundary of Charlotte Park of record in Book 78, page 926, condemned, South 05° 57' 37" West, 307.27 feet to an existing iron pin; thence, leaving said park boundary and following the northerly boundary of Milburn A. Goodson and wife, Martha J. Goodson property of record in Book 6252, page 808, R.O.D.C., Tennessee, North 84° 02' 09" West, a distance of 672.69 feet to the point of beginning, containing 141,491 square feet or 3.248 acres, more or less.

Being the same property conveyed to 1994-N2 Tennessee Associates, L.P. by deed of record in Book 10301, page 488, Register's Office for Davidson County, Tennessee.

04435341
IDENTIF. A REFERENCE
98 MAY 29 PM 2:45
REGISTER
DAVIDSON COUNTY TN.

3253 05/29 0101 03CHECK 4453.00

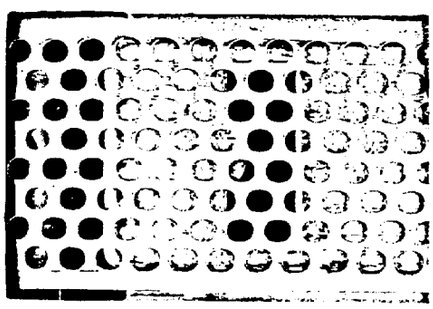
144621

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE



RECEIVED OF _____

FOR _____

BOOK 10951 PG 774

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

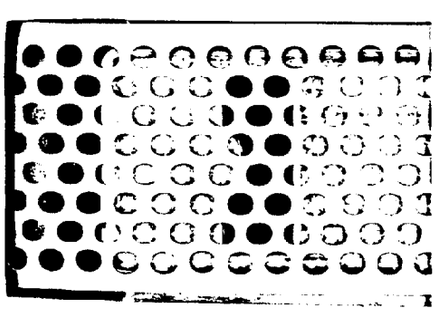
CAMT 1200000.00
CON TX 4440.00
PRFEE 1.00
MISC 12.00
TOTAL 4453.00
CHECK 4453.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 05/29/98 01 1:34PM 0001 3253

0443534
IDENTIF. & REFERENCE

98 MAY 29 PM 2:45

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.



No. 1299193