STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

The actual consideration for this transfer is $ 364,552.84 .

William F. Long Jr.
Affiant

Subscribed and sworn to before me, this 16th day of November, 1994.

Notary Public

My commission expires: 12-15-97

This instrument was prepared by:
William F. Long, Jr., Atty.
5214 Maryland Way, Suite 402
Brentwood, TN 37027

Address of New Owner:	Send Tax Bills to:	Map-Parcel Numbers:
William F. Long, Jr. 5214 Maryland Way, Suite 402 Brentwood, TN 37027	Same	150-116

BOOK 11744 PAGE 963

QUITCLAIM DEED

WHEREAS, William F. Long, Jr., Trustee (the "Grantee") is the Agent for the owners and holders (the "Cash Payees") of a series of up to twenty-two (22) non-recourse all Cash Promissory Notes (the "Notes") issued pursuant to Subscription and Loan Agreements between Heartland Nashville Limited Partnership, a Washington Limited Partnership (the "Grantor"), and Cash Payees in the original principal amount of Five Hundred Fifty Thousand and 00/100 ($550,000.00) Dollars, which is secured by that certain deed of trust of record in Book 7354, Page 287, Register's Office for Davidson County, Tennessee (the "Deed of Trust");

WHEREAS, the Grantor has agreed to make, and the Grantee has agreed to, and does hereby, accept this conveyance in return for full and complete satisfaction of the Notes, the Notes having a current remaining balance of approximately $364,552.84, and the release of the Deed of Trust;

NOW, THEREFORE, for and in consideration of the sum of Ten and No/100 ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Heartland Nashville Limited Partnership, a Washington Limited Partnership, the Grantor, does hereby quitclaim and convey unto William F. Long, Jr., Trustee, with full power to mortgage, sell and convey said property without the joinder of any beneficiary, and including the powers and authority contained in T.C.A. 35-50-110, which are specifically included herein by reference, the Grantee, his heirs, successors and assigns, its entire right, title and interest in and to a certain tract of land in Davidson County, Tennessee, described as follows:

(SEE EXHIBIT A ATTACHED)

This instrument was prepared from information furnished by the parties, for which the preparer assumes no responsibility.

PICK-UP 5.00/980

11/15/94 01:03PM CHECK 1371.85

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

This conveyance is made subject to:

1. 1999 taxes now due and payable in the amount of $19,083.39.
2. Restrictive covenants contained in instrument of record in Book 8705, Page 438, Register's Office for said County.
3. Easements of record in Book 3434, Page 71, Book 7049, Page 346, and in Book 4896, Page 538, said Register's Office.
4. Flow of Hamilton Creek as much as therein lies.
5. All matters shown on the survey of Walter Davidson & Associates, dated March 12, 1998.
6. Deed of Trust of record in Book 7354, Page 287, Register's Office for Davidson County, Tennessee.

This instrument and the interest hereby released and quitclaimed are subject to such limitations, restrictions and encumbrances as may affect the premises.

The Grantee executes this instrument for the sole purpose of agreeing that this conveyance is for the full and complete satisfaction of the herein described Notes and release of the Deed of Trust.

WITNESS our hands this 8th day of November, 1999.

GRANTOR:

HEARTLAND NASHVILLE LIMITED PARTNERSHIP, a Washington Limited Partnership

By: HEARTLAND GROUP, INC., a Washington Corporation, General Partner

By: _____

Title: Controller

GRANTEE:

_____
William F. Long, Jr., Trustee

STATE OF WASHINGTON)
COUNTY OF KING)

Before me, the undersigned, a Notary Public of the state and county aforesaid, personally appeared James S Reinhardsen, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (herself) to be a COO & Exec. Vice President of Heartland Group, Inc., a General Partner of Heartland Nashville Limited Partnership, the within named bargainor, a limited partnership, and that (s)he as such COO & Exec. Vice President, executed the foregoing instrument for the purpose therein contained, by signing the name of Heartland Group, Inc. as a general partner of the limited partnership by himself (herself) as COO & Exec. Vice President.

Witness my hand and seal, this 8TH day of November, 1999.

Dorothy M. Mellor
Notary Public

My Commission Expires: 7-30-03

DOROTHY M. MELLOR
STATE OF WASHINGTON
NOTARY --•-- PUBLIC
MY COMMISSION EXPIRES 7-30-03

STATE OF TENNESSEE)
COUNTY OF Williamson)

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared William F. Long, Jr., Trustee, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (herself) to be William F. Long Jr. Trustee, the within named bargainor, and that (s)he as such executed the foregoing instrument for the purposed therein contained.

Witness my hand, at office in Franklin, Tennessee, this 4th day of November, 1999.

Lisa D. Smith
Notary Public

My Commission Expires: 12-15-99

EXHIBIT "A"

A parcel of land located on Murfreesboro Road in the 29th Councilmanic District of Nashville, Davidson County, Tennessee, being further described according to a survey by Walter Davidson & Associates as follows:

Commencing at the intersection of the center lines of Mufreesboro Road and Hamilton Church Road, thence South 44 degrees 05 minutes 24 seconds East a distance of 496 feet more or less to an iron rod in the northern right of way of Murfreesboro Road said rod also being the common corner between the property belonging to Hamilton United Methodist Church as of record in Book 4880, Page 434 and the subject tract and being the true point of beginning; thence North 41 degrees 45 minutes 32 seconds East a distance of 202.49 feet to a small pipe in a fence; thence North 47 degrees 31 minutes 43 seconds East a distance of 232.71 feet to an iron rod; thence South 80 degrees 10 minutes 06 seconds East a distance of 120.47 feet to an iron rod in concrete; thence South 08 degrees 55 minutes 15 seconds West a distance of 337.66 feet to an iron rod in concrete; thence South 82 degrees 04 minutes 23 seconds East a distance of 562.18 feet to an iron rod at the west bank of Hamilton Creek; thence North 08 degrees 00 minutes 44 seconds East a distance of 501.15 feet to a point in the southern right of way of Hamilton Church Road; thence with said right of way South 82 degrees 04 minutes 08 seconds East a distance of 243.70 feet to a point in the common line with Harold L. and Marguerite P. Harden as of record in Book 2017, Page 156, RODCT; thence South 09 degrees 41 minutes 26 seconds West a distance of 1,063.26 feet to an iron rod at the fence corner; thence South 83 degrees 05 minutes 50 seconds West a distance of 272.30 feet to a fence corner at the east bank of Hamilton Creek; thence South 04 degrees 52 minutes 29 seconds West a distance of 148.04 feet to a point in the right of way of Murfreesboro Road; thence with said right of way North 41 degrees 13 minutes 00 seconds West a distance of 923.68 feet to a right of way monument; thence North 41 degrees 13 minutes 00 seconds West a distance of 258.50 feet to an iron rod, said iron rod being the true point of beginning.

The above described parcel contains 711,788,166 square feet or 16.340 acres more or less.

Together with the easement rights for parking and ingress and egress in favor of Lott Tucker, Trustee, arising under a certain easement by and between Lott Tucker, Trustee and Metro Government acting through the Electric Power Board of record in Book 7049, Page 346, Register's Office for Davidson County, Tennessee, as shown on a survey by A & A Engineers, Inc., dated February 13, 1987.

Being the same property conveyed to Heartland Nashville Limited Partnership, a Washington limited partnership by deed from Lott Tucker, Trustee with full power to sell, mortgage, or otherwise convey without the joinder or disclosure of any beneficiary, of record in Book 7242, Page 574, Register's Office for Davidson County, Tennessee and by Quitclaim Deed from Rosemary Harden, unmarried, Modine Harden McCaleb, being one and the same person as Modine Harden McCalib, and husband, Walker H. McCaleb, Harold Harden and wife, Marguerite P. Harden, Evelyn Harden, unmarried and Billie Jean Harden, unmarried, of record in Book 10044, page 936, Register's Office for said County, Tennessee.

INCLUDED IN THE ABOVE DESCRIPTION BUT EXPRESSLY EXCLUDED from this conveyance are the following two tracts:

Tract 1
A parcel of land located on Murfreesboro Road in the 29th Councilmanic District of Nashville, Davidson County, Tennessee, being further described according to a survey by Walter Davidson & Associates as follows:

Commencing at the intersection of the center lines of Murfreesboro Road and Hamilton Church Road thence South 44 degrees 05 minutes 24 seconds East a distance of 872.71 feet to an iron rod in the northern right of way of Murfreesboro Road said rod also being the common corner between the property belonging to Hamilton United Methodist Church as of record in Book 4880, Page 434, and the subject tract and being the true point of beginning; thence North 41 degrees 45 minutes 32 seconds East a distance of 202.40 feet to a small pipe

in a fence; thence North 47 degrees 31 minutes 43 seconds East a distance of 232.71 feet to an iron rod; thence South 80 degrees 10 minutes 06 seconds East a distance of 120.47 feet to an iron rod in concrete; thence South 08 degrees 55 minutes 15 seconds West a distance of 337.66 feet to an iron rod; thence South 82 degrees 04 minutes 23 seconds East a distance of 155.00 feet to a point; thence South 48 degrees 47 minutes 00 seconds West a distance of 131.49 feet to a point; thence South 41 degrees 13 minutes 00 seconds East a distance of 375.00 feet to a point; thence South 48 degrees 47 minutes 00 seconds West a distance of 220.00 feet to a point in the right of way of Murfreesboro Road; thence with said right of way North 41 degrees 13 minutes 00 seconds West a distance of 514.00 feet to a concrete right of way monument; thence continuing with said right of way North 41 degrees 13 minutes 00 seconds West a distance of 258.49 feet to the Point of Beginning. Containing 239995.15 square feet or 5.5095 acres more or less.

Tract 2
Easement Rights as established in Easement of record in Book 7049, Page 346, said Register's Office, as those rights pertain to a parcel of land located on Murfreesboro Road, in the 29th Councilmanic District of Nashville, Davidson County, Tennessee being further described according to a survey by Walter Davidson & Associates, as follows:

Beginning at an iron rod at the southwest corner of the property belonging to Metropolitan Government of Nashville and Davidson County, Tennessee (Electric Power Board) as of record in Book 3434, Page 71, RODCT; thence with the common line with Heartland Nashville Limited Partnership as of record in Book 7242, Page 574, RODCT and corrected by Deed of Record in Book 10044, Page 936, RODCT, North 08 degrees 55 minutes 15 seconds East a distance of 264.52 feet to an iron rod in concrete at the Northeast corner of the Heartland property; thence South 06 degrees 37 minutes 24 seconds East a distance of 273.24 feet to a point; thence North 82 degrees 04 minutes 23 seconds West a distance of 73.23 feet to the Point of Beginning, containing 9684.57 square feet or 0.222 acres more or less.

This conveyance is made subject to the following: Restrictions of record in Book 8705, Page 438; Easements of record in Book 3434, Page 71, Book 7049, Page 346 and in Book 4896, Page 538, all in said Register's Office.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11744 PAGE 969

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	CFEE	- COMPUTER FEE	PRFEE	- PROBATE FEE

11/16/1980 OFFICE
11/16/99 01:13 PM 2:49

CAMT
364552.84
CON TX 1348.85
PRFEE 1.00
MISC 20.00
CFEE 2.00
TOTAL 1371.85
CHECK 1371.85
11/16/99 01 14:50 0001 1949

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1539619