Sheraton Hills, Tennessee

This instrument prepared by

Arent Fox Kintner Plotkin & Kahn, PLLC
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5339
c/o Daniel J. Kirsch, Esquire

Instr:200002090013451 Page: 1 OF 6
REC'D FOR REC 02/09/2000 2:33:21PM
RECORD FEE: $26.00
M. TAX: $0.00 T. TAX: $0.00

Quitclaim Deed

The undersigned Grantor declares:

Documentary Transfer Tax is $0.00. There is no consideration associated with the transfer of the subject property and this instrument is solely for the purpose of effectuating a mere change in the identity of the owner pursuant to 67 TCA Sec. 4-408(a)(4), as the Grantor and Grantee in this conveyance are comprised of the same parties who directly and indirectly continue to own the same proportionate beneficial interests in the property.

Know all men by these presents, that WXI/MCN Real Estate IX Limited Partnership, a California limited partnership, formerly known as McNeil Real Estate Fund IX, Ltd., a California limited partnership, for and in consideration of zero dollars, does hereby bargain, sell, remise, release, quitclaim and convey unto WXI/MCN Multifamily Real Estate Limited Partnership, a Delaware limited partnership, the following described real estate located in Nashville, County of Davidson, State of Tennessee, to wit:

See Exhibit A attached.

This is unimproved ( )
improved (✓)

property, known as: Sheraton Hills, Tennessee
600 Whispering Hills Drive
Nashville, Tennessee

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.

After recording return to:

LandAmerica Financial Group
7557 Rambler Rd.
Suite 1200
Dallas, TX 75231
Attn: Allyson Shirar

The remainder of this page is left intentionally blank.

Send tax bills to:

Frank Butler
c/o Archon Group, L.P.
600 E. Las Colinas Blvd., Suite 400
Irving, TX 75039

Map parcel numbers

147-11-136

147-11-30

Witness our hand this 31st day of January, 2000, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

WXI/MCN Real Estate IX Limited Partnership, a Delaware limited partnership

By: WXI/MCN Gen-Par I, L.L.C., a Delaware limited liability company

By: WXI/McN Realty L.L.C., a Delaware limited liability company

By: _____

Name: Jonathan A. Langer

Title: Vice President

State of New York
County of New York

Before me, LaShanta Johnson, a Notary Public of the State and County aforesaid, personally appeared Jonathan A. Langer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged his/herself to be Vice President of WXI/McN Realty L.L.C., a Delaware limited liability company, as managing member of WXI/MCN Gen-Par I, L.L.C., a Delaware limited liability company, the general partner of WXI/MCN Real Estate IX Limited Partnership, a Delaware limited partnership, and that he/she as such Vice President being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by his/herself as Vice President,

Witness my hand and official seal, at office in New York City this 31st day of January, 2000.

Notary Public

LASHANTA JOHNSON
Notary Public, State of New York
No. 01JO6013809
Qualified in New York County
Commission Expires Sept. 28, 2000

My commission expires: 9/28/00

State of New York
County of New York

The actual consideration for this transfer is $ 0.00

Affiant

Subscribed and sworn to before me this the 31st day of January 2000.

Notary Public

LASHANTA JOHNSON
Notary Public, State of New York
No. 01JO6013809
Qualified in New York County
Commission Expires Sept. 28, 2000

My commission expires: 9/28/00
(Affix seal)

Address new owner(s) as follows:

100 Crescent Court
Suite 1000
Dallas, Texas 75201

EXHIBIT A

Sheraton Hills Apartments/AG#48
600 Whispering Hills Drive
Nashville, TN

PARCEL 1

A tract of land in the First Civil District of Nashville, Davidson County, Tennessee, bounded on the south by Leeanne Drive and on the west by Whispering Hills Drive, more particularly described as follows:

BEGINNING, at a concrete monument on the northerly margin of Leeanne Drive and the southwest corner of Lot 428 of Whispering Hills Subdivision, Section 11-C, as of record in Plat Book 2663, Page 67, R.O.D.C., Tennessee;

THENCE, with the northerly margin of Leeanne Drive westerly around a curve to the left 181.91 feet, said curve having a radius of 522.00 feet, a central angle of 19° 58' 00" , a tangent of 91. feet and a chord bearing and distance of N 60° 17' 00" W, 180.99 feet to a concrete monument;

THENCE, N 70° 16' 00" W, 165.01 feet to a concrete monument the beginning of a return radius to the right for Whispering Hills Drive;

THENCE, around a curve to the right 38.96 feet, said curve having a radius of 25.00 feet, a central angle of 89° 18' 00" , a tangent of 24.70 feet and a chord bearing and distance of N 25° 37' 00" W, 35.14 feet to a concrete monument;

THENCE, with Whispering Hills Drive N 19° 02' 00" E, 112.00 feet to a concrete monument, the beginning of a curve to the left;

ICE, around a curve to the left 548.41 feet, said curve having a radius of 985.00 feet, a central angle of 31° 54' 00" , a tangent of 281.51 feet and a chord bearing and distance of N 03° 05' 00" E, 541.35 feet to an iron pin, the southwest corner of Lot 57, Parkview Estates, Section I, Book 3300, Page 87, R.O.D.C., Tennessee;

THENCE, with the southerly line of said Lot 57, N 77° 08' 00" E, 151.90 feet to an iron pin on the westerly line of Parkview Estates, Section III;

THENCE, S 13° 44' 00" W, 12.80 feet to a concrete monument;

THENCE, following the southerly boundary of Parkview Section III, S 65° 30' 00" E, 74.35 feet to a concrete monument;

THENCE, S 83° 10' 00" E, 197.10 feet to a concrete monument;

THENCE, S 84° 45' 00" E, 151.61 feet to a concrete monument;

THENCE, S 71° 45' 00" E, passing a concrete monument at 95.00 feet, a total distance of 173.26 feet to a point;

THENCE, S 58° 38' 00" E, 198.74 feet to a concrete monument in the west line of Tennessee Equity Fund L.P. of record in book 9302, page 247, R.O.D.C. line S 12° 03' 00" W, 109.56 feet to an iron pin at the base of a fence corner post;

THENCE, S 33° 05' 00" W, 70.00 feet;

THENCE, N 56° 55' 00" W, 104.59 feet to a point;

THENCE, S 26° 14' 00" W, 246.82 feet to a point;

THENCE, N 63° 46' 00" W, 99.00 feet to a point;

THENCE, S 26° 14' 00" W, 144.68 feet to a point;

THENCE, N 66° 02' 00" W, 87.00 feet to a point;

NCE, S 19° 53' 00" W, 108.57 feet to a concrete monument;

THENCE, S 37° 29' 00" W, 171.74 feet to the point of beginning.

PARCEL 2

A tract of land in the First Civil District of Nashville, Davidson County, Tennessee, bounded on the southeast by Northcrest Drive located south of Nolensville Road and west of Cotton Lane, more particularly described as follows:

BEGINNING, at a concrete monument on the northerly margin of Northcrest Drive at the southeasterly corner of Lot 442, Whispering Hills, Section 11-C, Book 2663, Page 66 and 67, R.O.D.C., Tennessee;

THENCE, with the boundary of said subdivision and around a curve to the left 37.34 feet, said curve having a radius of 25.00 feet, a central angle of 85° 34' 14" , a tangent of 23.14 feet and a chord bearing and distance of N 20° 43' 07" E , 33.96 feet to a concrete monument;

THENCE, N 22° 04' 00" W, 24.00 feet to a concrete monument;

THENCE,with a curve to the left 117.05 feet, said curve having a radius of 401.97 feet, a central angle of 16° 41' 00" , a tangent of 58.94 feet and a chord bearing and distance of N 30° 24' 30" W , 116.63 feet to a concrete monument;

THENCE, continuing with said subdivision S 55° 06' 00" W, 159.10 feet to a concrete monument;

THENCE, S 87° 35' 00" W, 184.00 feet to a concrete monument;

THENCE, continuing with said subdivision N 83° 01' 00" W, 347.40 feet to a concrete monument;

THENCE, N 55° 30' 00" W, 186.20 feet to a concrete monument;

THENCE, N 45° 00' 00" W, 193.58 feet to a concrete monument, the northwesterly corner of Lot 428 of said subdivision;

THENCE, leaving said subdivision N 19° 53' 00" E, 108.57 feet to a point;

THENCE, S 66° 02' 00" E, 87.00 feet to a point;

THENCE, N 26° 14' 00" E, 144.68 feet to a point;

THENCE, S 63° 46' 00" E, 99.00 feet to a point;

THENCE, N 26° 14' 00" E, 246.82 feet to a point;

THENCE, S 56° 55' 00" E, 104.59 feet to a point;

THENCE, N 33° 05' 00" E, 70.00 feet to a fence corner post in the southwesterly corner of Tennessee Equity Fund, L.P. as of record in book 9302, page 247, R.O.D.C.;

THENCE, with Tennessee Equity Fund, L.P. south line, N 79° 30' 00" E, 330.41 feet to a point;

THENCE, S 16° 15' 00" E, 140.00 feet to a point;

THENCE, S 55° 11' 00" E, 205.00 feet to a point;

THENCE, S 34° 49' 00" W, 98.66 feet to a point;

THENCE, S 38° 25' 00" E, 37.50 feet to a point;

THENCE, S 51° 35' 00" W, 114.00 feet to a point;

THENCE, S 38° 25' 00" E, 175.56 feet to a point;

THENCE, S 62° 44' 00" E, 101.78 feet to a concrete monument;

THENCE, S 13° 13' 00" E, 114.00 feet to a concrete monument on the northerly margin of Northcrest Drive;

THENCE, with Northcrest Drive and with a curve to the left having a radius of 617.40 feet and a central angle of 13° 16' 33", 143.08 feet to the point of beginning.