(2)

13054 36

This instrument prepared by:
Mr. John Roe
Sherrard & Roe, LLC
424 Church Street
Suite 2000
Nashville, Tennessee 37219

Davidson County DEEDQC
Recvd: 09/18/01 13:24 6pgs
Fees:32.00 Taxes:0.00
20010918-0100947

Quitclaim Deed

Know all men by these presents, that **ALLIANCE GT 3 LIMITED PARTNERSHIP**, a Delaware limited partnership (hereinafter referred to as the "Grantor"), for and in consideration of Ten and no/100 dollars ($10.00), does hereby quitclaim, transfer, and convey unto **ALLIANCE GT 8 LIMITED PARTNERSHIP**, a Delaware limited partnership that is an affiliate of the Grantor with identical beneficial ownership (hereinafter referred to as the "Grantee"), all of its right, title, and interest in the following described real estate located in Nashville, County of Davidson, State of Tennessee, to wit:

See Exhibit "A" attached hereto

This transfer is made subject to the outstanding indebtedness of that certain Consolidated, Amended and Restated Mortgage, Assignment of Leases and Rents, Security Agreement and Spreader Agreement dated as of September 8, 2000, between Grantor and Column Financial, Inc.("Lender") encumbering that certain real property described on Exhibit "A" in Davidson County, Tennessee, and recorded as instrument number 20001003-0098054 in the Register's Office for Davidson County, Tennessee, as modified by that certain Severance and Modification Agreement of even date herewith intended to be recorded immediately prior to this instrument and is made solely for the purpose of satisfying the requirements of the Lender in respect of the manner in which legal title to the property is held .

Subject to : Permitted Exceptions attached hereto as Exhibit "B"

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized General Partner, ~~on the 29th day of August, 2001~~ as of September 1, 2001.

ALLIANCE GT 3 LIMITED PARTNERSHIP, a Delaware limited partnership

By: ALLIANCE GT 3 GP, INC., a Delaware corporation

Its: General Partner

By: _____
Andrew W. Schor, President

STATE OF Illinois)
)
COUNTY OF Cook)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Andrew W. Schor, with whom I am personally acquainted,(or proved to me on the basis of satisfactory evidence) who upon oath acknowledged that he is the President of Alliance GT 3 GP, Inc., a Delaware corporation, and the General Partner of Alliance GT 3 Limited Partnership, the within named bargainor, and that he being authorized by the Limited Partnership so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Limited Partnership by himself as President of Alliance GT 3 GP, Inc., the General Partner of the Limited Partnership.

Witness my hand and seal, at office in Chicago, Illinois, this 29th day of August, 2001.

_____
Notary Public

My commission expires:

"OFFICIAL SEAL"
CHRISTINE S. BRICKER
Notary Public, State of Illinois
My Commission Expires 9/23/2002

IN WITNESS WHEREOF, the Grantee has caused this instrument to be executed by its duly authorized General Partner, ~~on the 29th~~ day of ~~August~~ September, 2001.

ALLIANCE GT 8 LIMITED PARTNERSHIP, a Delaware limited partnership

By: ALLIANCE GT 8 GP, INC., a Delaware corporation
Its: General Partner

By: _____
Andrew W. Schor, President

STATE OF Illinois)
)
COUNTY OF Cook)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Andrew W. Schor, with whom I am personally acquainted,(or proved to me on the basis of satisfactory evidence) who upon oath acknowledged that he is the President of Alliance GT 8 GP, Inc., a Delaware corporation, and the General Partner of Alliance GT 8 Limited Partnership, the within named bargainor, and that he being authorized by the Limited Partnership so to do executed the foregoing instrument for the purposes therein contained by signing the name of the Limited Partnership by himself as President of Alliance GT 8 GP, Inc., the General Partner of the Limited Partnership.

Witness my hand and seal, at office in Chicago, Illinois, this 29th day of August, 2001.

_____
Notary Public

My commission expires:

_____

"OFFICIAL SEAL"
CHRISTINE S. BRICKER
Notary Public, State of Illinois
My Commission Expires 9/23/2002

Address new owner(s) as follows:
Alliance GT 8 Limited Partnership
221 N. LaSalle Street
37th Floor
Chicago, Illinois 60601

Send tax bills to:
Alliance GT 8 Limited Partnership
221 N. LaSalle Street
37th Floor
Chicago, Illinois 60601

Map parcel numbers: 95-024.00

STATE OF Illinois)
)
COUNTY OF Cook

The actual consideration for this transfer of property is $0.00.

AFFIANT Andrew W Scher

Sworn to and subscribed before me
this 29th day of August 2002.

Christine S Bricker
NOTARY PUBLIC

"OFFICIAL SEAL"
CHRISTINE S. BRICKER
Notary Public, State of Illinois
My Commission Expires 9/23/2002

My commission expires:

_____

EXHIBIT A

Ashland Hills Apartments
(formerly known as 2131 Apartments)

Being a parcel of land, in the First Civil District of Nashville, Davidson County, Tennessee, with all improvements thereon and appurtenances thereunto belonging, located in the southwesterly quadrant of the intersection of Elm Hill Pike and Briley Parkway, and being more particularly described by Survey by Barge, Waggoner, Sumner and Cannon, License No. 1487, dated November 20, 1992, and last revised December 14, 1992, and entitled "As Built Survey, 2131 Apartments, 2131 Elm Hill Pike, First Civil District, Fifteenth Councilmanic District Nashville, Davidson County, Tennessee", reference to the Plat is made for a more particular description of said property, and incorporated herein by reference, with said property being bounded and described in accordance with the Plat as follows:

Beginning at the point of intersection of the southerly right-of-way line of Elm Hill Pike and the westerly right-of-way line of the west bound on ramp of Briley Parkway: Thence, with said westerly right-of-way line S 79 deg. 04' 30" E, 255.34 feet to a point; Thence, continuing with said line S 70 deg. 17' 00" E, 150.00 feet to a point in the westerly right-of-way line of Briley Parkway; Thence, with said right-of-way line the following calls: S 05 deg. 43' 00" W, 90.20 feet to a point; with a curve to the right 587.51 feet to a point, said curve having a central angle of 29 deg. 11' 20", a radius of 1153.24 feet, a tangent of 300.28 feet and a chord of S 30 deg. 28' 30" W, 581.18 feet; thence S 45 deg. 04 ' 10" W, 435.85 feet to a point; thence S 23 deg. 16 ' 50" W, 53.85 feet to a point; thence S 45 deg. 04' 10" W, 250.00 feet to a point; thence S 54 deg. 13' 37" W, 59.15 feet to a point; Thence, leaving said right-of-way line with the northerly line of Lot No. 7 as shown on the plan of Metropolitan Industrial Park, Phase II, Section Twenty-One, as of record in Book 5800, page 359, R.O.D.C., the following calls: N 63 deg. 26' 01" W, 196.54 feet to a point; thence N 56 deg. 23' 10" W, 500.00 feet to a point; thence N 58 deg. 45' 40" W, 400.00 feet to a point; Thence, leaving said line with the southerly line of property conveyed to Airlane Complex Partners by deed of record in Book 7064, page 26, R.O.D.C., N 74 deg. 19' 40" E, 298.85 feet to a point; Thence, with the southerly line of property conveyed to Harsh Chapel Baptist Church, Trustees, by deed of record in Book 2693, page 331, R.O.D.C., N 75 deg. 43' 25" E, 496.00 feet to a point; Thence, with the southerly line of property conveyed to John L. Lloyd, et ux, by deed of record in Book 5822, page 140, R.O.D.C., N 76 deg. 37' 25" E, 100.00 feet to a point; Thence, with the easterly line of said Lloyd property N 10 deg. 44' 35" W, 345.14 feet to a point in the southerly right-of-way line of Elm Hill Pike; Thence, with said right-of-way line N 85 deg. 26' 35" E, 191.34 feet to a point; Thence, continuing with said right-of-way line with a curve to the left 424.22 feet to the point of BEGINNING, said curve having a central angle of 19 deg. 49' 37", a radius of 1225.92 feet, a tangent of 214.25 feet and a chord of N 75 deg. 31' 47" E, 422.11 feet. Containing 1,061,631 square feet or 24.37 acres, more or less.

Being the same property conveyed to Alliance GT 3 Limited Partnership, a Delaware limited partnership, by Warranty Deed executed by United Dominion Realty, L.P., and United Dominion Realty Trust, Inc., of record as Instrument No. 20000922-0094108 in the Register's Office for Davidson County, Tennessee.

Exhibit "B"

Permitted Exceptions

Those permitted exceptions listed on schedule B of the title commitment issued by First American Title Insurance Company as Commitment No. 166175P.