BILL GARRETT, Davidson County
Trans:T20090085544 DEEDQC
Recvd: 12/21/09 07:47 4 pgs
Fees:22.00 Taxes:0.00
20091221-0115502

This instrument was prepared by:
Rosann D. Tafel, Esq.
NTS Development Company
10172 Linn Station Road
Louisville, Kentucky 40223

ADDRESS OF NEW OWNER	SEND TAX BILLS TO	MAP/PARCEL NO.
10172 Linn Station Road Louisville, Kentucky 40223	10172 Linn Station Road Louisville, Kentucky 40223 Attn: David B. Pitchford	Map 104-10, Parcel 275 Map 104-10-F, Parcel 101CO Map 104-10-F, Parcel 102CO Map 104-10-F, Parcel 103CO Map 104-10-F, Parcel 104CO Map 104-10-F, Parcel 105CO Map 104-10-F, Parcel 106CO Map 104-10-F, Parcel 107CO Map 104-10-F, Parcel 108CO Map 104-10-F, Parcel 109CO Map 104-10-F, Parcel 110CO Map 104-10-F, Parcel 111CO Map 104-10-F, Parcel 112CO Map 104-10-F, Parcel 113CO Address of Property: 420 Elmington Avenue Nashville, TN 37205

QUITCLAIM DEED

Know all persons by these presents, that NTS REALTY HOLDINGS LIMITED PARTNERSHIP, a Delaware limited partnership (hereinafter referred to as the "Grantor"), does hereby release, remise, quitclaim and give unto NLP WHITWORTH, LLC, a Delaware limited liability company (hereinafter referred to as the "Grantee"), all Grantor's right, title and interest in and to the real estate located in Davidson County, Tennessee, and being more particularly described on Exhibit A attached hereto and made a part hereof.

This is a conveyance for nominal consideration by a limited partnership to a limited liability company, wherein the consideration for the transfer is the receipt by the Grantor of a membership interest in the Grantee equivalent to the value of the property conveyed.

(Signature appears on following page)

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 15th day of December, 2009.

NTS REALTY HOLDINGS LIMITED PARTNERSHIP, successor by merger with NTS-Properties VI, a Maryland limited partnership, and NTS-Properties VII, Ltd.

By: NTS Realty Capital, Inc.,
Managing General Partner

By: _____

Title: SVP

COMMONWEALTH OF KENTUCKY}
COUNTY OF JEFFERSON}

Before me, the undersigned, of the commonwealth and county mentioned, personally appeared Neil A. Mitchell, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be Sr. Vice Pres of NTS Realty Capital, Inc., a Delaware corporation and the Managing General Partner of NTS Realty Holdings Limited Partnership, a Delaware limited partnership, the within named bargainor/Grantor, and that Neil A. Mitchell as such Sr Vice Pres, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the Managing General Partner by himself/herself as such Sr. Vice Pres.

Witness my hand, at office, this 15th day of December, 2009.

_____
Notary Public

SUSAN M. HOWARD NOTARY PUBLIC STATE AT LARGE, KY

My Commission Expires: April 27, 2010

COMMONWEALTH OF KENTUCKY
COUNTY OF JEFFERSON

I hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transaction is $0.00.

_____ SVP
Affiant, Neil A. Mitchell,
Sr. Vice Pres of NTS Realty Capital, Inc.,
Managing General Partner of NTS Realty Holdings Limited Partnership

Subscribed and sworn to before me
this the 15th day of December, 2009

SUSAN M. HOWARD NOTARY PUBLIC STATE AT LARGE, KY

_____
Notary Public

My Commission Expires: April 27, 2010

SUSAN M. HOWARD NOTARY PUBLIC STATE AT LARGE, KY

EXHIBIT A
PROPERTY

(Grove at Whitworth)

Tract I:

Being Lot 1A as shown on the Plan of The Grove at Richland of record in Plat Book 9700, Page 285, R.O.D.C., being more particularly described as follows:

BEGINNING at the point of intersection of the southerly margin of Richardson Avenue and the westerly margin of I-440;

THENCE, with I-440, S 32° 20' 33" E, 501.71 feet to a point;

THENCE, S 25° 15' 27" E, 100.46 feet to a point;

THENCE, S 31° 05' 28" E, 25.00 feet to a point;

THENCE, leaving said I-440 with the northerly line of Lot 2 of The Grove at Richland of record in Plat Book 9700, Page 772, R.O.D.C., the following calls:

S 57° 39' 27" W, 250.00 feet to a point,
N 80° 35' 14" W, 74.70 feet to a point,
S 27° 39' 27" W, 79.50 feet to a point,
S 57° 39' 27" W, 258.37 feet to a point,
S 33° 35' 22' W, 34.90 feet to a point,
N 72° 20' 34" W, 15.00 feet to a point,
N 37° 20' 33" W, 37.71 feet to a point,
S 52° 39' 27" W, 241.71 feet to a point in the easterly margin of Elmington Avenue;

THENCE, with said margin and a curve concave to the east having a central angle of 42° 58' 48", a radius of 680.00 feet and a chord of N 29°42' 31" W, 498.22 feet for an arc length of 510.10 feet to a point;

THENCE, leaving said margin with the southerly line of Elmington Condominiums of record in Plat Book 4660, Page 60, R.O.D.C., N 78° 10' 11" E, 294.38 feet to a point;

THENCE, with the east line of Elmington Condominiums, N 04° 40'53" E, 351.97 feet to a point in the southerly margin of Richardson Avenue;

THENCE, with said margin, N 77° 31' 37" E, 51.07 feet to a point;

THENCE, leaving said margin with the line of The Grove at Whitworth Condominiums of record in Plat Book 7900, Page 735, R.O.D.C., the following calls:

S 32° 20' 33" E, 261.00 feet to a point,
N 57° 39' 27" E, 100.30 feet to a point,
N 32° 20' 33" W, 9.00 feet to a point,
N 57° 39' 27" E, 88.66 feet to a point,
N 32° 20' 33" W, 209.43 feet to a point, in the southerly margin of Richardson Avenue;

THENCE, with said margin and a curve concave to the north having a central angle of 03° 07' 05", a radius of 633.29 feet and a chord of N 60°04' 58" E, 34.46 feet for an arc length of 34.46 feet to a point;

THENCE, N 61° 56' 35" E, 120.04 feet to a point;

THENCE, N 62° 32' 34" E, 29.91 feet to the Point of Beginning.

Containing 484,648 square feet or 11.13 acres, more or less.

Together with a non-exclusive perpetual easement for pedestrian and vehicular ingress and egress over tract, more particularly described in the Master Deed for The Grove at Whitworth Condominium recorded in Book 9372, page 651, R.O.D.C.

Tract 2:
Condominium Description:

Unit Nos. 601, 602, 603, 604, 605, 606, 607, 701, 702, 703, 704, 705 and 706 on the Plan of The Grove at Whitworth Condominiums, a Horizontal Property Regime as shown on Plat of record in Book 7900, page 735, Register's Office for Davidson County, Tennessee (the "Plat"), and as further described in the Master Deed for The Grove at Whitworth Condominiums recorded in Book 9372, page 651, said Register's Office (the "Master Deed"), to which instruments reference is hereby made for a more particular description, and together with all common elements, limited common elements, air space rights, easements, rights, improvements and all other property interests that are expressly subject to condominium ownership pursuant to said Plat and Master Deed.

The land on which the above-referenced condominiums are located is described as follows:

Being Lot 1B as shown on the plan of The Grove at Whitworth Condominiums of record in Plat Book 7900, Page 735, R.O.D.C., being more particularly described as follows:

BEGINNING at a point in the southerly margin of Richardson Avenue at the northwest corner of herein described tract;

THENCE, with said margin, N 77° 31' 37" E, 18.84 feet to a point;

THENCE, with a curve concave to the north having a central angle of 15° 53' 08", a radius of 633.29 feet and a chord of N 69° 35' 04" E, 175.02 feet for an arc length of 175.58 feet to a point;

THENCE, leaving said Richardson Avenue with the line of The Grove at Richland of record in Plat Book 9700, Page 285, R.O.D.C., the following calls:

S 32° 20' 33" E, 209.43 feet to a point,
S 57° 39' 27" W, 88.66 feet to a point,
S 32° 20' 33" E, 9.00 feet to a point,
S 57° 39' 27" W, 100.30 feet to a point,
N 32° 20' 33" W, 261.00 feet to the Point of Beginning.

Containing 43,561 square feet or 1.00 acres, more or less.

Together with a non-exclusive perpetual easement for vehicular and pedestrian ingress and egress and utility and drainage easements over Tract 1, more particularly described in Easement Agreement recorded in Book 9372, Page 700, R.O.D.C.; and

TOGETHER WITH a non-exclusive and perpetual easement for vehicular and pedestrian access, ingress and egress as contained in that certain Cross Ingress/Egress Easement Agreement between HSW Whitworth-I, L.P. and HSW Whitworth-II, L.P., of record in Book 10162, page 283, as re-recorded in Book 10171, page 672, said Register's Office.

Being a portion of the same property conveyed to NTS Realty Holdings Limited Partnership, a Delaware limited partnership, by Deed of record at Instrument No. 20060206-0014648, Register's Office for Davidson County, Tennessee.