This Instrument Prepared By and Return to:
John A. Gupton, III
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Baker Donelson Center
211 Commerce Street, Suite 800
Nashville, Tennessee 37201

BILL GARRETT, Davidson County
Trans:T20110025444 DEEDQC
Recvd: 04/29/11 16:12 5 pgs
Fees:27.00 Taxes:0.00
20110429-0033031

QUITCLAIM DEED

Address New Owner as Follows:	*Send Tax Bills To*
Glencliff Associates, LLC 1205 Division Street Nashville TN 37203	Same
Map & Parcel No.: 119-150-165.00, 119-150-171.00, 119-150-148.00	

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, **Glencliff Associates, a Tennessee joint venture** ("Grantor"), does hereby quitclaim and convey unto **Glencliff Associates, LLC, a Tennessee limited liability company**, by conversion pursuant to TCA §48-249-703 (formerly known as Glencliff Associates, a Tennessee joint venture) ("Grantee"), its successors and assigns, all of its right, title and interest in and to a certain tract or parcel of land described as follows (the "Property"):

> Land in Davidson County, Tennessee, being more particularly described on Exhibit A attached hereto and by reference made a part thereof.
>
> Being the same property conveyed to Glencliff Associates, a Tennessee joint venture by deed from (1) Calmark Real Estate Fund, Ltd., a California limited partnership, of record in Book 8904, Page 234, said Register's Office, (2) Calmark Real Estate Fund, Ltd., a California limited partnership, of recorded in Book 8904, Page 239, said Register's Office, and (3) Mark A. Ellmore, married, Jr. of record as Instrument No. 200006020055102, said Register's Office.

This is improved property having a street address of 141 Neese Drive and 3201 Glencliff Road, Nashville Tennessee, and commonly known as Gazebo Apartments.

The Property is conveyed subject to such limitations, restrictions and encumbrances as may affect the Property.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 25 day of April, 2011.

Willie K. Davis, Manager

George Gianikas, Manager

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Dana Page, a Notary Public in and for said County and State, Willie K. Davis, in his capacity as Manager of Glencliff Associates, a Tennessee joint venture, with whom I am personally acquainted, and who acknowledged that he, as Manager of said company, executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 25 day of April, 2011.

NOTARY PUBLIC

My Commission Expires: 03/03/2015

DANA PAGE
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 3, 2015

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Dana Page, a Notary Public in and for said County and State, George Gianikas, in his capacity as Manager of Glencliff Associates, a Tennessee joint venture, with whom I am personally acquainted, and who acknowledged that he, as Manager of said company, executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 25 day of April, 2011.

NOTARY PUBLIC

My Commission Expires: 03/03/2015

DANA PAGE
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 3, 2015

CONSIDERATION AFFIDAVIT

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

I hereby swear and affirm that this is a testamentary transfer, that there was no consideration for this transfer, and that there is no tax due under Tennessee Code Annotated Section 67-4-409(a)(4).

AFFIANT

Subscribed and sworn to before me this 25 day of April, 2011.

NOTARY PUBLIC

DANA PAGE
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 3, 2015

My Commission Expires: 03/03/2015

N DLP1 819542 v1
2825243-000001 04/13/2011

EXHIBIT A

Description of Property

TRACT I

(NORTH OF NEESE DRIVE)

BEING A PARCEL OF LAND IN THE 16TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING A PORTION OF PHASE A OF RECORD IN PLAT BOOK 4675, PAGE 70,R.O.D.C.LOCATED ON THE NORTH MARGIN OF NEESE DRIVE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A CONCRETE MONUMENT IN THE NORTH MARGIN OF NEESE DRIVE, SAID MONUMENT BEING APPROXIMATELY 245 FEET EAST OF THE INTERSECTION OF MAVERT DRIVE AND NEESE DRIVE. THENCE, LEAVING SAID MARGIN ALONG OR NEAR THE LINE OF SOUTHLAKE, SECTION FOUR OF RECORD IN PLAT BOOK 3300,PAGE 85,R.O.D.C., NORTH 36°02'47" WEST, 62.21 FEET TO A CONCRETE MONUMENT, THENCE, ALONG OR NEAR THE LINE OF SOUTHLAKE, SECTION THREE OF RECORD IN PLAT BOOK 2331,PAGE 97,R.O.D.C.NORTH 12°40'09" EAST, 272.23 FEET TO A CONCRETE MONUMENT, THENCE, ALONG OR NEAR THE LINE OF BERRY H. WILKINSON OF RECORD IN INSTRUMENT NO. 200003200028307, R.O.D.C. AND YOUTH VILLAGES, INC. OF DEED BOOK 11392,PAGE 205,R.O.D.C SOUTH 86°30'21" EAST, 439.33 FEET TO AN IRON PIN, THENCE, ALONG OR NEAR THE LINE OF NEESE HEIGHTS OF RECORD IN PLAT BOOK 1424,PAGE 114,R.O.D.C.SOUTH 03°32'05" WEST, 160.04 FEET TO AN IRON PIN IN THE NORTHERLY MARGIN OF NEESE DRIVE, THENCE, WITH SAID MARGIN, NORTH 86°48'16" WEST, 19.35 FEET TO AN IRON PIN, THENCE, WITH A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 616.22 FEET AND A CENTRAL ANGLE OF 10°36'30" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 87°53'29"WEST, 113.93 FEET WITH A TANGENT LENGTH OF 57.21 FEET AND AN ARC LENGTH OF 114.09 FEET TO AN IRON PIN, THENCE, NORTH 07°24'46" WEST, 20.00 FEET TO AN IRON PIN, THENCE, WITH A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 636.22 FEET AND A CENTRAL ANGLE OF 20°38'26" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 72°16'01" WEST, 227.96 FEET WITH A TANGENT LENGTH OF 115.85 FEET AND AN ARC LENGTH OF 229.20 FEET TO AN IRON PIN, THENCE, WITH A CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 636.96 FEET AND A CENTRAL ANGLE OF 6°59'49" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 58°19'09 WEST, 77.74 FEET WITH A TANGENT LENGTH OF 38.94 FEET AND AN ARC LENGTH OF 77.78 FEET TO AN IRON PIN, THENCE, SOUTH 35°43'47" EAST, 10.00 FEET TO AN IRON PIN, THENCE, SOUTH 54°16'13"WEST,47.49 FEET TO THE POINT OF BEGINNING AND CONTAINING 93,040 SQUARE FEET OR 2.14 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO GLENCLIFF ASSOCIATES, A TENNESSEE JOINT VENTURE BY DEED FROM CALMARK REAL ESTATE FUND, LTD., OF RECORD IN BOOK 8904, PAGE 239, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TRACT II

(SOUTH OF NEESE DRIVE)

BEING A PARCEL OF LAND IN THE 16TH COUNCILMANIC DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING A PORTION OF THE PROPERTY SHOWN ON THE PLAN OF THE GAZEBO, OF RECORD IN PLAT BOOK 4675, PAGE 70, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND LOT 1 ON THE PLAN OF THE RESUBDIVISION OF PHASE B OF GAZEBO APARTMENTS, OF RECORD AS INSTRUMENT NO. 200005310053753, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, LOCATED ON THE SOUTH MARGIN OF NEESE DRIVE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN IN THE SOUTH MARGIN OF NEESE DRIVE SAID PIN BEING APPROXIMATELY 412 FEET EAST OF THE INTERSECTION OF MAVERT DRIVE AND NEESE DRIVE. THENCE, WITH SAID MARGIN WITH A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 516.22 FEET AND A CENTRAL ANGLE OF 20°38'26" AND BEING SUBTENDED BY A CHORD WHICH BEARS NORTH 72°16'01 EAST, 184.96 FEET WITH A TANGENT LENGTH OF 94.00 FEET AND AN ARC LENGTH OF 185.97 FEET TO AN IRON PIN, THENCE, NORTH 07°24'46" WEST, 20.00 FEET TO AN IRON PIN, THENCE, WITH A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 536.22 FEET AND A CENTRAL ANGLE OF 10°10'57" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 87°40'43 WEST, 95.17 FEET WITH A TANGENT LENGTH OF 47.77 FEET AND AN ARC LENGTH OF 95.30 FEET TO AN IRON PIN, THENCE, NORTH 02°46'11" EAST, 10.00 FEET TO AN IRON PIN, THENCE, WITH A CURVE CONCAVE TO THE SOUTH, HAVING A RADIUS OF 546.22 FEET AND A CENTRAL ANGLE OF 0°25'33" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 87°01'02 EAST, 4.06 FEET WITH A TANGENT LENGTH OF 2.03 FEET AND AN ARC LENGTH OF 4.06 FEET TO AN IRON PIN, THENCE, SOUTH 86°48'16"EAST, 19.05 FEET TO AN IRON PIN, THENCE, WITH THE LINE OF NEESE HEIGHTS OF RECORD IN PLAT BOOK 1424,PAGE 114,R.O.D.C.THE NEXT TWO CALLS: SOUTH 03°20'44"WEST, 167.61 FEET TO AN IRON PIN, THENCE, SOUTH 86°50'00" EAST, 1019.00 FEET TO AN IRON PIN, THENCE, ALONG OR NEAR THE LINE OF ELIZEBETH M. ANDERSON, SUSAN DARLENE LAMBERTH OF RECORD IN DEED BOOK 6214,PAGE 601 AND ALLEN M. DYER OF RECORD IN DEED BOOK 6388, PAGE 68, R.O.D.C. SOUTH 02°53'22" WEST, 226.49 FEET TO AN IRON PIN, THENCE, ALONG AND OR NEAR THE LINE OF MARY R. AND JOE A. SUTTON OF RECORD IN DEED BOOK 10458, PAGE 333, R.O.D.C.,THE NEXT THREE CALLS: NORTH 86°45'17" WEST, 25.00 FEET TO AN IRON PIN, THENCE, SOUTH 03°04'43" WEST, 124.72 FEET TO AN IRON PIN, THENCE, SOUTH 86°45'17" EAST, 306.31 FEET TO AN IRON PIN IN THE WESTERLY MARGIN OF GLENCLIFF ROAD, THENCE, WITH SAID MARGIN, SOUTH 02°50'59" WEST, 648.82 FEET TO AN IRON PIN, THENCE, LEAVING SAID MARGIN ALONG AND OR NEAR THE LINE OF RONALD E. HALE OF RECORD IN DEED BOOK 8362, PAGE 620,R.O.D.C. THE NEXT TWO CALLS: NORTH 86°45'17" WEST, 192.00 FEET TO AN IRON PIN, THENCE, SOUTH 02°49'43" WEST, 99.89 FEET TO AN IRON PIN, THENCE, ALONG AND OR NEAR THE LINE OF DARRYL L. GRIFFIN OF RECORD IN DEED BOOK 11506, PAGE 24 R.O.D.C. THE NEXT THREE CALLS: NORTH 86°49'59" WEST, 36.03 FEET TO AN IRON PIN, THENCE, SOUTH 05°11'16" WEST, 99.71 FEET TO AN IRON PIN, THENCE, SOUTH 86°30'33" EAST, 232.63 FEET TO AN IRON PIN IN THE WESTERLY MARGIN OF GLENCLIFF ROAD; THENCE, WITH SAID MARGIN, SOUTH 02°50'59" WEST, 60.00 FEET TO AN IRON PIN, THENCE, LEAVING SAID MARGIN ALONG AND OR NEAR THE LINE OF GLENCLIFF ASSOCIATES OF RECORD IN DEED BOOK 8373,PAGE 33,R.O.D.C. THE NEXT THREE CALLS: NORTH 86°35'43" WEST, 114.40 FEET TO AN IRON PIN, THENCE, SOUTH 47°48'34" WEST, 114.24 FEET TO A CONCRETE MONUMENT, THENCE, SOUTH 02°48'44" WEST, 58.19 FEET TO AN IRON PIN, THENCE, ALONG OR NEAR THE LINE OF METRO GOVERNMENT OF RECORD IN DEED BOOK 4379, PAGE 71, R.O.D.C., THE NEXT SIX CALLS: NORTH 86°25'32" WEST, 415.91 FEET TO AN IRON PIN, THENCE, NORTH 07°31'58" WEST, 61.64 FEET TO AN IRON PIN, THENCE, NORTH 87°12'29" WEST, 248.66 FEET TO AN IRON PIN, THENCE, NORTH 01°49'02" EAST, 99.09 FEET TO AN IRON PIN, THENCE, NORTH 87°12'51" WEST, 421.29 FEET TO A CONCRETE MONUMENT, THENCE, NORTH 02°25'29" EAST, 480.09 FEET TO AN IRON PIN, THENCE, ALONG OR NEAR THE LINE OF SOUTHLAKE, SECTION FOUR, OF RECORD IN PLAT BOOK 3300, PAGE 85, R.O.D.C. THE NEXT FIVE CALLS: NORTH 54°55'11" EAST, 37.87 FEET TO AN IRON PIN, THENCE, NORTH 02°27'55" EAST, 90.28 FEET TO AN IRON PIN, THENCE, NORTH 20°21'55" WEST, 77.47 FEET TO AN IRON PIN, THENCE, NORTH 02°23'05" EAST, 437.82 FEET TO AN IRON PIN, THENCE, NORTH 51°30'24" WEST, 349.51 FEET TO THE POINT OF BEGINNING AND CONTAINING 1,606,635 SQUARE FEET OR 36.88 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO GLENCLIFF ASSOCIATES, A TENNESSEE JOINT VENTURE BY DEEDS FROM CALMARK REAL ESTATE FUND, LTD., OF RECORD IN BOOK 8904, PAGE 234 AND PAGE 239, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; AND BY DEED FROM MARK A. ELLMORE, JR. RECORDED AS INSTRUMENT NO. 200006020055102, SAID REGISTER'S OFFICE.