QUITCLAIM DEED

FROM: **NASHVILLE NH APARTMENTS, GP**, a Tennessee general partnership, as to an undivided 45.523% tenant in common interest, **NOB HILL GENERAL PARTNERSHIP**, a Tennessee general partnership, as to an undivided 12.5% tenant in common interest, **DAVIS FAMILY INVESTMENT COMPANY, LP**, a Tennessee limited partnership, as to an undivided 4.477% tenant in common interest, and **MM FAMILY PARTNERSHIP III, L.P.**, a New York limited partnership, as to an undivided 37.5% tenant-in-common interest.
("GRANTOR")

TO: **NASHVILLE NH APARTMENTS, GP**, a Tennessee general partnership, as to an undivided one-half (1/2) tenant in common interest and **NOB HILL GENERAL PARTNERSHIP**, a Tennessee general partnership, as to an undivided one-half (1/2) tenant in common interest.
("GRANTEE")

This instrument was prepared by:

Paul J. Goldman, Esq.
Segel, Goldman, Mazzotta
& Siegel, P.C.
9 Washington Square
Albany, New York 12205

BILL GARRETT, Davidson County
Trans:T20120014802 DEEDQC
Recvd: 02/29/12 13:50 10 pgs
Fees:52.00 Taxes:0.00
20120229-0017615

Address New Owner(s):	Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:	Map-Parcel Number:
		148-1-223 134-13-239
c/o W. Kirby Davis, Jr. First Management Services, Inc. 1205 Division Street Nashville, TN 37203	c/o W. Kirby Davis, Jr. First Management Services, Inc. 1205 Division Street Nashville, TN 37203	

Know all men by these presents, that

NASHVILLE NH APARTMENTS, GP, a Tennessee general partnership, as to an undivided 45.523% tenant in common interest, **NOB HILL GENERAL PARTNERSHIP**, a Tennessee general partnership, as to an undivided 12.5% tenant in common interest, **DAVIS FAMILY INVESTMENT COMPANY, LP**, a Tennessee limited partnership, as to an undivided 4.477% tenant in common interest, and **MM FAMILY PARTNERSHIP III, L.P.**, a New York limited partnership, as to an undivided 37.5% tenant-in-common interest, (collectively, the "Grantor") for and in consideration of the sum of Ten and No/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, does hereby bargain, sell, quitclaim and convey unto

NASHVILLE NH APARTMENTS, GP, a Tennessee general partnership, as to an undivided one-half (1/2) tenant in common interest and **NOB HILL GENERAL PARTNERSHIP**, a Tennessee general partnership, as to an undivided one-half (1/2) tenant in common interest (collectively, the "Grantee").

a certain tract or parcel of land in the First Civil District of Davidson County, State of Tennessee, more particularly described on **Exhibit A** attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as the Nob Hill Villa Apartments, 180 Wallace Road, Nashville, Davidson County, State of Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on **Exhibit B** attached hereto and incorporated herein by this reference.

Witness the hand of Grantor's duly authorized agent this 15th day of February, 2012.

NASHVILLE NH APARTMENTS, GP

By: _____
W. Kirby Davis, Jr., Manager

DAVIS FAMILY INVESTMENT COMPANY, LP

By: _____
W. Kirby Davis, Jr., Manager

NOB HILL GENERAL PARTNERSHIP

By: _____
Morris Massry, Manager

MM FAMILY PARTNERSHIP III, L.P.
By: MRP Nashville, LLC, general partner
By: MRP Associates, LLC, sole member

By: _____
Norman Massry, Member

This Deed has been prepared by Segel, Goldman, Mazzotta & Siegel, P.C. ("SGMS") based solely upon information furnished by Grantor and Grantee. SGMS has not undertaken to independently verify any statement, fact, description or other matter set forth herein and undertakes no responsibility or liability for the correctness or accuracy of any such statement, fact, description or other matter.

(Remainder of Page Intentionally Left Blank)

STATE OF TENNESSEE)
) ss
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared **W. KIRBY DAVIS, JR.**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a Partner of NASHVILLE NH APARTMENTS, GP, a Tennessee general partnership, the within named grantee and that he as such manager executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as manager of the company.

Witness my hand and seal, at an office in Nashville, Tennessee, this 6th day of February, 2012.

Monica L Barfield
Notary Public

My Commission Expires: 3/4/2013

MONICA L. BARFIELD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 4, 2013

STATE OF TENNESSEE)
) ss
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared **W. KIRBY DAVIS, JR.**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Partner of DAVIS FAMILY INVESTMENT COMPANY, L.P., the within named grantor and that he as such Managing Partner executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as Partner of the company.

Witness my hand and seal, at an office in Nashville, Tennessee, this 6th day of February, 2012.

Monica L Barfield
Notary Public

My Commission Expires: 3/4/2013

MONICA L. BARFIELD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 4, 2013

STATE OF NEW YORK)
) ss
COUNTY OF ALBANY)

Before me, the undersigned, a Notary Public of said County and State, personally appeared **MORRIS MASSRY**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Managing General Partner of NOB HILL GENERAL PARTNERSHIP., a Tennessee general partnership, the within named grantor and that he as such manager executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as manager of the company.

Witness my hand and seal, at an office in Albany, New York, this 13th day of February, 2012.

Notary Public

My Commission Expires:_____

PAUL GOLDMAN
Notary Public, State of New York
No. 4864023
Qualified in Albany County
Commission Expires 10/9/2014

STATE OF NEW YORK)
) ss
COUNTY OF ALBANY)

Before me, the undersigned, a Notary Public of said County and State, personally appeared **NORMAN MASSRY**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Member of MRP Associates, LLC, a New York limited liability company, the sole member of MRP Nashville, LLC, a New York limited liability, the general partner of MM FAMILY PARTNERSHIP III, L.P., a New York general partnership, the within named grantor and that he as such member executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as member of the company.

Witness my hand and seal, at an office in Albany, New York, this 13th day of February, 2012.

Notary Public

My Commission Expires:_____

PAUL GOLDMAN
Notary Public, State of New York
No. 4864023
Qualified in Albany County
Commission Expires 10/9/2014

VALUE AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $ -0-.

Nashville NH Apartments, GP

Affiant managing general partner

Subscribed and sworn to before me this 23rd day of February, 2012.

Notary-Public

My Commission Expires: 3/4/2013

MONICA L. BARFIELD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 4, 2013

STATE OF TENNESSEE)
) ss
COUNTY OF DAVIDSON)

I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for the transfer or value of the property being transferred is Ten and 00/100 Dollars ($10.00).

NASHVILLE NH APARTMENTS, GP

By: _____
W. Kirby Davis, Jr., Partner

SUBSCRIBED AND SWORN TO before me, this the 6th day of February, 2012.

_____
Notary Public
My Commission Expires: 3/4/2013

MONICA L. BARFIELD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 4, 2013

DAVIS FAMILY INVESTMENT COMPANY, LP

By: _____
W. Kirby Davis, Jr., Partner

SUBSCRIBED AND SWORN TO before me, this the 6th day of February, 2012.

_____
Notary Public
My Commission Expires: 3/4/2013

MONICA L. BARFIELD
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 4, 2013

STATE OF NEW YORK)
) ss
COUNTY OF ALBANY)

I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for the transfer or value of the property being transferred is Ten and 00/100 Dollars ($10.00).

NOB HILL GENERAL PARTNERSHIP

By: _____
Norman Massry, Managing General Partner

SUBSCRIBED AND SWORN TO before me,
this the 13th day of February, 2012.

_____
Notary Public
My Commission Expires: _____

PAUL GOLDMAN
Notary Public, State of New York
No. 4864023
Qualified in Albany County
Commission Expires 6/9/2014

MM FAMILY PARTNERSHIP III, L.P.
By: MRP Nashville, LLC, general partner
By: MRP Associates, LLC, sole member

By: _____
Norman Massry, Member

SUBSCRIBED AND SWORN TO before me,
this the 13th day of February, 2012.

_____
Notary Public
My Commission Expires: _____

PAUL GOLDMAN
Notary Public, State of New York
No. 4864023
Qualified in Albany County
Commission Expires 6/9/2014

EXHIBIT A
Property Description

Being a tract of land in Nashville, the First Civil District, Davidson County, Tennessee, located between Wallace Road, Linbar Drive and Hillbrook Subdivision, being Lot No One, Section One, Knob Hill Villa, of record in Book 4175, Page 126, R.O.D.C., and being more particularly described as follows:

Beginning at a concrete monument in the northerly margin of Wallace Road, being the southwest corner of the herein described Tract, being the southeast corner to Leslie Heights Subdivision of record in Book 4955, Page 99, R.O.D.C., said monument also being 80 feet, more or less, west of the centerline of Hillbrook Drive:

Thence, leaving said margin with the east line to said Leslie Heights N 15°18'W, 350.36 feet to a monument;

Thence, with north line to said Subdivision S 73°44'W, 99.43 feet to a monument;

Thence, leaving said subdivision N 06°56'W, 12.50 feet to the northeast corner to Boone Sullivan, of record in Book 2863, Page 598, R.O.D.C.;

Thence, with Sullivan's northerly line S 62°52'W, 148.80 feet to a point;

Thence, with the rear line to Dwight Free of record in Book 4903, Page 820, R.O.D.C., N 36°54'E, 95.90 feet to a monument;

Thence, with Free's east line N 39°16'W, 68.21 feet to a monument in the southerly margin of Le Bon Road;

Thence, with said margin N 50°37'E, 61.21 feet to the terminus of said road;

Thence, with said terminus N 39°24'W, 70.00 feet to a point;

Thence, with northerly margin of said road, S 50°36'W, 20.00 feet to a monument;

Thence, leaving said margin with the easterly line to Hillbrook Subdivision, Section 6, of record in Book 4175, Page 7, R.O.D.C., N 39°06'W, 155.02 feet to a monument;

Thence, N 53°05'E, 124.60 feet;

Thence, N 53°08'E, 124.00 feet;

Thence, continuing with said subdivision line N 39°35'W, 136.05 feet to the southerly margin of Comroe Road;

Thence, with said margin N 50°29'E, 61.00 feet to the terminus of said road;

Thence, with said terminus N 39°31'W, 70.00 feet to a point;

Thence, with northerly margin of said road S 50°03'W, 19.60 feet;

Thence, leaving said margin with said subdivision line N 39°31'W, 149.62 feet to a monument;

Thence, N 48°32'E, 128.40 feet to a point;

Thence, continuing with said subdivision line N 00°12'E, 476.00 feet to southerly margin of Largo Drive;

Thence, with said margin N 70°55'E, 67.00 feet;

Thence, N 20°32'W, 44.00 feet;

Thence, S 86°39'E, 29.11 feet to the southerly margin of Linbar Drive;

Thence, with said margin in a southerly direction with a curve to the left, 180.22 feet to a point, said curve having a radius of 260.00 feet, a central angle of 39°42'53", a tangent distance of 93.90 feet and a chord of S 66°48'E, 176.63 feet;

Thence, continuing with said margin S 86°39'E, 505.00 feet to a point;

Thence, with a curve in a southeasterly direction to the right 379.61 feet to a point, said curve having a radius of 370.00 feet, a central angle of S 57°04'02", a tangent distance of 208.42 feet, and a chord of S 57°04'E, 362.89 feet;

Thence, continuing with said margin S 27°59'E, 135.18 feet to the westerly margin of Wallace Road;

Thence, S 00°51'W, 201.19 feet to a monument;

Thence, with a curve to the right in a southwesterly direction 497.15 feet to a monument, said curve having a radius of 706.78 feet, a central angle of 40°18'07", a tangent distance of 259.36 feet, and a chord of S 21°16'W, 486.96 feet;

Thence, continuing with said margin S 41°13'W, 528.80 feet to a monument;

Thence, with a curve to the right in a southwesterly direction, 89.24 feet to a monument, said curve having a radius of 691.20 feet, a central angle of 07°23'52", a tangent distance of 44.68 feet, and a chord of S 44°50'N, 89.18 feet;

Thence, S 56°32'W, 48.33 feet to a point;

Thence, with a curve to the right in a southwesterly direction, 143.87 feet to a monument, said curve having a radius of 686.20 feet, a central angle of 12°00'48", a tangent distance of 72.70 feet, and a chord of S 58°37'W, 143.61 feet;

Thence, continuing with said margins S 60°40'W, 48.33 feet to the point of beginning;

Containing 1,346,943 square feet or 30.92 acres, more or less.

Being the same property conveyed to Nashville NH Apartments, GP, a Tennessee general partnership, as to an undivided 45.523% tenant-in-common interest, Nob Hill General Partnership, a Tennessee general partnership, as to an undivided 12.5% tenant-in-common interest, Davis Family Investment Company, LP, a Tennessee limited partnership, as to an undivided 4.477% tenant in common interest, and MM Family Partnership III, L.P., a New York limited partnership, as to an undivided 37.5% tenant-in-common interest, of record in Instrument #20050801-0089623, Register's Office, Davidson County, Tennessee.

EXHIBIT B

Encumbrances

1. Taxes for the year 2012 a lien, but not yet due and payable.

2. Subject to all matters shown on the Plan of record in Plat Book 4175, Page 126, Register's Office for Davidson County, Tennessee.

3. Grant of Easement of record in Instrument Number 20110620-0047282, in the Register's Office for Davidson County, Tennessee.

4. Subject to the following matters shown on the survey by Brian Jude Carraher, Rls #2224, Job No. 04-3435, for LandCO, L.P., dated August 31, 2004:

   (a) Catch basin accepting storm water from adjoining subdivision;
   (b) Site fenceline encroaches onto Comroe Road 0.9 feet;
   (c) Site fenceline encroaches onto Hawblitzel 0.6 feet;
   (d) Site fenceline encroaches onto Hawblitzel 0.7 feet;
   (e) Adjoiner stone retaining wall encroaches onto site 2.40 feet;
   (f) Site fenceline encroaches onto Le bon Road 1.8 feet;
   (g) Site fenceline encroaches onto Sullivan 4.6 feet;
   (h) Water shed encroaches onto site 6.6 feet and 6.3 feet;
   (i) Fence lies within and without boundary lines of subject property;
   (j) Power lines with poles meanders inside and out of the Northern and Eastern boundary lines of subject property;
   (k) Sanitary sewer lines lies under Building "T" in Southeast portion of subject property;
   (l) Building "N" encroaches over 50-foot setback line from Linbar Drive;
   (m) Fire hydrants, water shed and electric transformers located through subject property;
   (n) 20-foot drainage easement located on the northern edge of property near the tennis court and Linbar Road.