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THIS INSTRUMENT PREPARED BY:
John A. Gupton, III
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Baker Donelson Center
211 Commerce Street, Suite 800
Nashville, Tennessee 37201

AFFIDAVIT

Re: Graybrook Apartments Associates, Ltd.
and
Graybrook Apartments Associates, L.P.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I, John A. Gupton, III, attorney with Baker Donelson Bearman Caldwell & Berkowitz, PC, being duly sworn according to law, does hereby make oath that the following statements are true to the best of my information, knowledge and belief:

1. That I am legal counsel for Graybrook Apartments Associates, L.P., a Tennessee limited partnership ("Graybrook").

2. That as a result of changes to the Tennessee statute, Graybrook changed its name from Graybrook Apartments Associates, Ltd. to Graybrook Apartments Associates, L.P. and evidenced the name change by filing a Certificate of Limited Partnership with the Tennessee Secretary of State on July 12, 2002, a true and correct copy of which is attached hereto as Exhibit A.

3. That as further evidence of its name change Graybrook executed a Fifth Amendment to the Limited Partnership Agreement amending Section 2 to change its name to Graybrook Apartments Associates, L.P.

4. That Graybrook Apartments Associates, Ltd. and Graybrook Apartments Associates, L.P. are one in the same entity.

5. That Fidelity National Title Insurance Company can rely on this Affidavit to satisfy any requirements associated with the name of the vesting title owner set out in Schedule A, item 4 of the title commitment issued under File No. 1210851CTN.

FURTHER, Affiant saith not.

Executed this 29th day of March, 2012.

John A. Gupton, III

Sworn to and subscribed before me
this 29 day of March, 2012.

Notary Public

My Commission Expires: 03/03/15

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

Exhibit A

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Baker Donelson Bearman Caldwell & Berkowitz
STE COMMERCE
211 COMMERCE ST
NASHVILLE, TN 37201-1806

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Document Receipt

Receipt # : 628112

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Payment-Check/MO - Baker Donelson Bearman Caldwell & Berkowitz, NASHVILLE, TN	$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **GRAYBROOK APARTMENTS ASSOCIATES, L.P.**, Control # 429998 was formed or qualified to do business in the State of Tennessee on 07/12/2002. GRAYBROOK APARTMENTS ASSOCIATES, L.P. has a home jurisdiction of DAVIDSON COUNTY and is currently in an Active status.

Tre Hargett
Secretary of State

Processed By: Nichole Hambrick

The attached document(s) was/were filed in this office on the date(s) indicated below:

Reference #	Date Filed	Filing Description
4545-0889	07/12/2002	Initial Filing

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to the provisions of the Tennessee Revised Uniform Limited Partnership Act, Section 61-2-201, the undersigned general partner hereby executes a certificate of limited partnership:

1. The name of the limited partnership is: **Graybrook Apartments Associates, L.P.**

2. The complete street address of the principal office is: 1617 Hayes Street, Nashville, Davidson County, Tennessee 37203.

3. The complete street address of the registered office in Tennessee is: 1617 Hayes Street, Nashville, Davidson County, Tennessee 37203.

   Registered Agent: Calvin L. Tate

4. This document shall be effective upon filing by the Secretary of State.

5. This limited partnership, which was previously formed on August 1, 1984, hereby elects to be governed by the Tennessee Revised Uniform Limited Partnership Act.

6. The name, address, and signature of the sole general partner:

7/12/02
Date

General Partner
ESTATE OF EMANUEL SCHATTEN,

By: _____
Calvin L. Tate, Co-Executor