QUITCLAIM DEED

FROM: **OVERHILL APARTMENT PARTNERS, GP**, a Tennessee general partnership, **MM FAMILY PARTNERSHIP II, L.P.**, a New York limited partnership and **MM FAMILY PARTNERSHIP IV, L.P.**, a New York limited partnership, as tenants-in-common
("GRANTOR")

This instrument was prepared by:
Paul J. Goldman, Esq.
Goldman Attorneys PLLC
210 Washington Avenue Extension
Albany, New York 12203

TO: **OVERHILL APARTMENT PARTNERS, GP**, a Tennessee general partnership, as to an undivided one-half tenant in common interest and **MM BRIGHTON VALLEY APARTMENTS**, a Tennessee general partnership, as to an undivided one-half tenant in common interest
("GRANTEE")

BILL GARRETT, Davidson County
Trans:T20120099518 DEEDQC
Recvd: 12/28/12 11:31 9 pgs
Fees:47.00 Taxes:0.00
20121228-0120005

Address New Owner(s):	Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:	Map-Parcel Number:
		13500036000
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

OVERHILL APARTMENT PARTNERS, GP a Tennessee general partnership, **MM FAMILY PARTNERSHIP II, L.P.**, a New York limited partnership and **MM FAMILY PARTNERSHIP IV, L.P.**, a New York limited partnership, as tenants-in-common, (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, remise, quitclaim and convey unto

OVERHILL APARTMENT PARTNERS, GP, a Tennessee general partnership, as to an undivided one-half (1/2) tenant-in-common interest and **MM BRIGHTON VALLEY APARTMENTS**, a Tennessee general partnership, as to an undivided one-half (1/2) tenant-in-common interest (collectively, the "Grantee").

The following described property (collectively, the "Property") – SEE EXHIBIT A

STATE OF TENNESSEE)
) ss
COUNTY OF DAVIDSON)

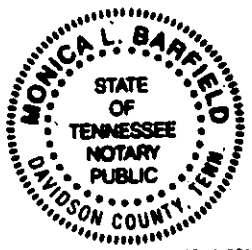
I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for the transfer is Ten and 00/100 Dollars ($10.00).

OVERHILL APARTMENT PARTNERS, GP

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

SUBSCRIBED AND SWORN TO before me,
this the 8th day of December, 2012.

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



My Commission Expires MAR. 4, 2013

The Property is improved property known as the Brighton Valley Apartments, 500 Brooksboro Terrace, City of 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 28 day of December, 2012.

OVERHILL APARTMENT PARTNERS, GP

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

MM FAMILY PARTNERSHIP II, L.P.
By: MRP Associates, L.L.C., its general partner

By: _____
Norman Massry, Member

MM FAMILY PARTNERSHIP IV, L.P.
By: MRP Associates, L.L.C., its general partner

By: _____
Norman Massry, Member

This Deed has been prepared by Goldman Attorneys PLLC. based solely upon information furnished by Grantor and Grantee. Goldman Attorneys PLLC 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)

The Property is improved property known as the Brighton Valley Apartments, 500 Brooksboro Terrace, City of 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 28 day of December, 2012.

OVERHILL APARTMENT PARTNERS, GP

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

MM FAMILY PARTNERSHIP II, L.P.
By: MRP Associates, L.L.C., its general partner

By: _____
Morris Massry, Member

MM FAMILY PARTNERSHIP IV, L.P.
By: MRP Associates, L.L.C., its general partner

By: _____
Morris Massry, Member

This Deed has been prepared by Goldman Attorneys PLLC. based solely upon information furnished by Grantor and Grantee. Goldman Attorneys PLLC 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 the Managing Partner 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 18th day of December, 2012.

Monica L. Barfield
Notary Public

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

My Commission Expires: 3/4/2013

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, L.L.C., a New York limited liability company, and the general partner of MM Family Partnership II, L.P., a New York limited 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 ___ day of December, 2011.

_____
Notary Public

My Commission Expires:_____

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 Managing Partner 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 ___ day of December, 2012.

_____
Notary Public

My Commission Expires:_____

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 Member of MRP Associates, L.L.C., a New York limited liability company, and the general partner of MM Family Partnership II, L.P., a New York limited 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 18th day of December, 2011.

Paul J. Goldman
Notary Public

My Commission Expires:_____

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

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 Member of MRP Associates, L.L.C., a New York limited liability company, and the general partner of MM Family Partnership IV, L.P., a New York limited 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 16 day of December, 2011.

Notary Public

My Commission Expires:_____

PAUL J. GOLDMAN
Notary Public, State of New York
Qualified in Albany County
Reg. No. 4864023
Commission Expires 6/4/1

EXHIBIT A

Property Description

Land in Davidson County, Tennessee, being Lot No. 1 on the Revised Subdivision Plan for Hermitage "A" Apartments, recorded in Plat Book 6250, pages 193, Register's Office, Davidson County, Tennessee, to which plat reference is hereby made for a more complete legal description.

Being the same property conveyed to Overhill Apartment Partners, GP, a Tennessee general partnership by deed of record in Instrument No. 20020107-0002377, Register's Office of Davidson County, Tennessee; and being the same property conveyed to MM Family Partnership II, LP by deed of record in Instrument No. 200208080-0095957, said Register's Office; and being the same property conveyed to MM Family Partnership IV, LP by deed of record in Instrument No. 20050331-0035024, said Register's Office.

INCLUDED IN THE ABOVE DESCRIPTION, BUT SPECIFICALLY EXCLUDED THEREFROM IS THAT PORTION OF LOT 1 WITHIN THE BOUNDS OF BROOKSBORO PLACE RIGHT OF WAY DEDICATED ON SAID PLAT BOOK 6250, PAGE 193, SAID REGISTER'S OFFICE.

EXHIBIT B
ENCUMBRANCES

1. 2013 and subsequent years real property taxes are a lien, but not yet due and payable.
2. Subject to all matters shown on Plat of record in Book 6250, page 193, Register's Office, Davidson County, Tennessee.
3. Subject to Easement(s) as set forth in instrument(s) recorded in Book 4578, page 380, and Book 3617, page 401, Register's Office, Davidson County, Tennessee.
4. ALTA/ACSM Land Title Survey, dated December 13, 2012 Revised December 17 2012, Job No. 12275, by R. Scot Cherry, TN RLS#1512 of Cherry Land Surveying, Inc., Surveyors, indicates the following: (a) 1.0' setback encroachment at southeast corner; (b) concrete driveway encroachment at broken southerly line; (c) curb & asphalt encroachment at broken southerly line; (d) building encroaches 20 foot Drainage Easement at southerly line; (e) pool, deck and fence encroach 20 foot Sanitary Sewer and 20 foot Drainage Easements; (f) tennis courts encroach 20 foot Sanitary Sewer and 20 foot Drainage Easements; (g) encroachment of apartment sign onto Brooksboro Place as shown; (h) encroachment of parking spaces on TVA Easement at northeast corner; (i) building encroaches sanitary sewer easement across from Club House; (j) shed encroaches setback line at northerly line; and (k) encroachment of asphalt drive along easterly lot line from end of public right of way of Brooksboro Place to northerly lot line.
5. Subject to Easement Agreement for Perpetual Reciprocal Easement and Declaration of Restrictive Covenants recorded in Instrument #20040122-0008599, Register's Office, Davidson County, Tennessee; Assignment of Easement Agreement for Perpetual Reciprocal Easement and Declaration of Restrictive Covenants, recorded in Instrument #20040122-0008600, said Register's Office
6. Subject to Memorandum of Lease by and between Overhill Apartment Partners, GP, MMFamily Partnership II, LP and MM Family Partnership IV, LP as tenants in common, and Yarbrough and Paradise Towers, LLC recorded in Instrument No. 20110204-0010284, Register's Office, Davidson County, Tennessee.
7. Subject to Easement to Piedmont Natural Gas Co, Inc., of record in Instrument #201204240035082, Register's Office, Davidson County, Tennessee.
8. Subject to Multifamily Deed of Trust, Assignment of Rents and Security Agreement (Including Fixture Filing) dated December 7, 2007, executed by Overhill Apartment Partners GP, a Tennessee general partnership, MM Family Partnership II, L.P., and MM Family Partnership IV, L.P., a New York limited partnership, to Kay B. Housch as Trustee, for the benefit of Deutsche Bank Berkshire Mortgage, Inc., its successors and/or assigns, recorded December 7, 2007 at 3:04 PM, in Instrument #20071207-0141807 Register's Office, Davidson County, Tennessee, securing the principal amount of $2,600,000.00; Assignment of Security Instrument (Multifamily deed of Trust, Assignment of Rents and Security Agreement) to Fannie Mae, its successors and/or assigns of record in Instrument #20071207-0141808, said Register's Office; Subordination, Non-Disturbance and Attornment Agreement by and between Fannie Mae, Overhill Apartment Partners, GP, MMFamily Partnership II, LP and MM Family Partnership IV, LP as tenants in common, and Yarbrough and Paradise Towers, LLC recorded in Instrument No. 20120321-0023871, Register's Office of Davidson County, Tennessee.
9. Subject to Multifamily Deed of Trust, Assignment of Rents and Security Agreement (Including Fixture Filing) dated March 25, 2003, executed by Overhill Apartment Partners, GP, a Tennessee general partnership, MM Family Partnership II, LP, a New York limited partnership, and Morris Massry, in favor of Berkshire Mortgage Finance Limited Partnership, and recorded in Instrument 20030325-0039108, Register's Office, Davidson County, Tennessee, securing the principal amount of $12,400,000.00; Assignment of Multifamily Deed of Trust, Assignment of Rents and Security Agreement (Including Fixture Filing) dated March 25, 2003, from Berkshire Mortgage Finance Limited Partnership to Fannie Mae, and recorded in Instrument #20030325-0039109, said Register's Office.