

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court
Northern District of Georgia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Northside Village Partnership, L.P.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): AKA Gateway Apartments at Northside Village; AKA Gateway at Northside Village Apartments	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 74-3061791	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 370 Northside Drive Atlanta, GA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 30318	ZIP Code
County of Residence or of the Principal Place of Business: Fulton	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.) L.P. 	Nature of Business (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). 	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <hr/> Nature of Debts (Check one box) <ul style="list-style-type: none"> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <ul style="list-style-type: none"> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. 	Chapter 11 Debtors Check one box: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <ul style="list-style-type: none"> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.

Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> OVER 100,000
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Northside Village Partnership, L.P.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Northside Village Partnership, L.P.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Sean C. Kulka 648919
Printed Name of Attorney for Debtor(s)

Arnall Golden Gregory
Firm Name
171 17th Street NW
Suite 2100
Atlanta, GA 30363

Address

404.873.8500
Telephone Number

May 31, 2010
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Hugh L. Nelson
Printed Name of Authorized Individual

Chief Financial Officer
Title of Authorized Individual

May 31, 2010
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Northern District of Georgia**

In re Northside Village Partnership, L.P.

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
44 Appliance & Supply Co., Inc 1325A Cobb International Dr. Kennesaw, GA 30152	44 Appliance & Supply Co., Inc 1325A Cobb International Dr. Kennesaw, GA 30152	Trade debt		321.00
Ace Carpet Care 2546 Windmere Dr. Norcross, GA 30071	Ace Carpet Care 2546 Windmere Dr. Norcross, GA 30071	Trade debt		250.00
Atlanta Development Authority 86 Pryor St., SW Atlanta, GA 30303	Atlanta Development Authority 86 Pryor St., SW Atlanta, GA 30303	Trade debt		689,360.00
Bethel Northside Village, LLC 236 Forsyth St., SW Suite 402 Atlanta, GA 30303	Bethel Northside Village, LLC 236 Forsyth St., SW Suite 402 Atlanta, GA 30303			5,894.00
Bethursday Development Corp. c/o Rev. C.M. Alexander 540 Kennedy St. Atlanta, GA 30318	Bethursday Development Corp. c/o Rev. C.M. Alexander 540 Kennedy St. Atlanta, GA 30318	Ground lease for next 90 years		930.00
Bethursday North, Inc. c/o Rev. C.M. Alexander 540 Kennedy St. Atlanta, GA 30318	Bethursday North, Inc. c/o Rev. C.M. Alexander 540 Kennedy St. Atlanta, GA 30318			23,197.00
Classified Ventures LLC 2563 Collection Center Dr. Chicago, IL 60693	Classified Ventures LLC 2563 Collection Center Dr. Chicago, IL 60693	Trade debt		355.00
Consumer Source, Inc. P.O. Box 402039 Atlanta, GA 30384	Consumer Source, Inc. P.O. Box 402039 Atlanta, GA 30384	Trade debt		846.00
CSS Services 2785 Lawrenceville Hwy. #204 Decatur, GA 30033	CSS Services 2785 Lawrenceville Hwy. #204 Decatur, GA 30033	Trade debt		177.00
HD Supply P.O. Box 509058 San Diego, CA 92150	HD Supply P.O. Box 509058 San Diego, CA 92150	Trade debt		1,251.00

B4 (Official Form 4) (12/07) - Cont.

In re Northside Village Partnership, L.P.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Keytrack P.O. Box 4346 Dept. 663 Houston, TX 77210	Keytrack P.O. Box 4346 Dept. 663 Houston, TX 77210	Trade debt		178.00
Northside 3Essentials, J.V. c/o 3Essentials!, Inc. 3290 Northside Pkwy, #300 Atlanta, GA 30327	Northside 3Essentials, J.V. c/o 3Essentials!, Inc. 3290 Northside Pkwy, #300 Atlanta, GA 30327			1,770,856.00
Northside Village Devlpmt, LLC 3333 Riverwood Parkway Suite 250 Atlanta, GA 30339	Northside Village Devlpmt, LLC 3333 Riverwood Parkway Suite 250 Atlanta, GA 30339			2,427,447.00
Premier Placements LLC 1595 Peachtree Pkwy. Suite 204-214 Cumming, GA 30041	Premier Placements LLC 1595 Peachtree Pkwy. Suite 204-214 Cumming, GA 30041	Trade debt		574.00
RAMICO P.O. Box 768992 Roswell, GA 30076	RAMICO P.O. Box 768992 Roswell, GA 30076	Trade debt		350.00
Redi-Floors, Inc. 1791 Williams Dr. Marietta, GA 30066	Redi-Floors, Inc. 1791 Williams Dr. Marietta, GA 30066	Trade debt		4,880.00
Rent.Com Dept. 1987 Los Angeles, CA 90084	Rent.Com Dept. 1987 Los Angeles, CA 90084	Trade debt		309.00
RRE VIP Borrower, LLC Navy Yard Corporate Center One Crescent Dr., Ste. 203 Philadelphia, PA 19112	RRE VIP Borrower, LLC Navy Yard Corporate Center One Crescent Dr., Ste. 203 Philadelphia, PA 19112			Unknown
Tri-Point Builders, Inc. 3333 Riverwood Pkwy., Ste. 250 Atlanta, GA 30339	Tri-Point Builders, Inc. 3333 Riverwood Pkwy., Ste. 250 Atlanta, GA 30339	Trade debt		156,167.00
Urban Residential Finance Auth 86 Pryor St., SW Suite 300 Atlanta, GA 30303	Urban Residential Finance Auth 86 Pryor St., SW Suite 300 Atlanta, GA 30303			53,625.00

B4 (Official Form 4) (12/07) - Cont.

In re Northside Village Partnership, L.P.
Debtor(s)

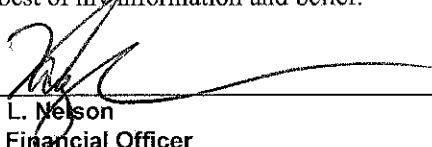
Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the L.P. named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 31, 2010

Signature 

Hugh L. Nelson
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

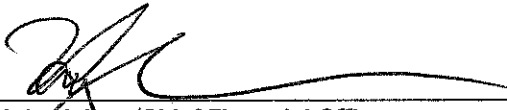
**United States Bankruptcy Court
Northern District of Georgia**

In re Northside Village Partnership, L.P. Debtor(s) Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the L.P. named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: May 31, 2010



Hugh L. Nelson/Chief Financial Officer
Signer/Title

NORTHSIDE VILLAGE PARTNERSHIP, L.P.
CERTIFICATE OF RESOLUTION

The undersigned, being all of the partners of Northside Village Partnership, L.P., a Georgia limited partnership (the "Partnership"), pursuant to that certain Amended and Restated Limited Partnership Agreement dated as of October 1, 2003, by and among Northside Village Partnership GP, LLC, a Georgia limited liability company (the "General Partner"), NEF Assignment Corporation, as nominee, an Illinois not-for-profit corporation ("NEF") and MC Georgia, LLC, as nominee, an Alabama limited liability company ("MC Georgia", together with NEF, the "Limited Partners") (the "Partnership Agreement"), do hereby ratify, consent to, and approve the following matters and, incident thereto, the adoption of the following resolutions and each and every action taken thereby or pursuant thereto.

WHEREAS, the undersigned have determined that the Partnership does not have sufficient funds to pay its debts and does not have the ability to refinance such debts, and it has been proposed that the Partnership file a petition seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

WHEREAS, in the judgment of the undersigned, it is desirable and in the best interests of the Partnership, its creditors, partners, and other interested parties, that a petition be filed by the Partnership on May 30, 2010 or thereafter seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (the "Bankruptcy Filing").

NOW, THEREFORE, BE IT RESOLVED, the undersigned do hereby authorize the Partnership to commence the Bankruptcy Filing in the United States Bankruptcy Court of the Northern District of Georgia (the "Bankruptcy Court").

FURTHER RESOLVED, that each of Jay T. Clark as President of the General Partner, Hugh L. Nelson as Chief Financial Officer and a Vice President of the General Partner and Dan Lussier as a Vice President of the General Partner, are the individuals duly appointed by the manager of the General Partner (the "Authorized Officers") and are authorized and directed, each acting alone, for and on behalf of and in the name of the General Partner, in its capacity as general partner of the Partnership, to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed with the Bankruptcy Court at such time as the Authorized Officers executing the same shall determine.

FURTHER RESOLVED, that the law firm of Arnall Golden Gregory LLP, 171 17th Street, Suite 2100, Atlanta, Georgia 30363 be employed as counsel for the Partnership for the purposes of its Chapter 11 case and otherwise.

FURTHER RESOLVED, that the law firm of Sutherland Asbill & Brennan LLP, 999 Peachtree Street, Atlanta, Georgia 30309 be employed as special counsel for the Partnership for the purposes of its ongoing litigation against H.J. Russell & Co.

FURTHER RESOLVED, that the Authorized Officers, and such other officers as the undersigned shall from time to time designate, be, and hereby are, authorized and empowered to execute and file all petitions, schedules, lists, and other papers and to take any and all action that they may deem necessary or proper to commence and administer the Chapter 11 case, and in connection therewith, to retain and employ all assistance by attorneys, investment bankers, accountants and other professionals that they may deem necessary or proper with a view to the successful administration of the Chapter 11 case.

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized, empowered and directed to take from time to time any other actions deemed necessary or desirable by the Authorized Officers to carry out the intent of the foregoing resolution, and to execute documents upon the terms and conditions which the Authorized Officers shall in their discretion deem appropriate, including, without limitation, making such modifications to the terms of any draft resolutions, consents, agreements and other documents.

FURTHER RESOLVED, that any and all other actions heretofore taken by any of the officers or representatives of the Partnership to execute and deliver any of the instruments authorized by the foregoing resolutions, or to take any actions which such officers deemed appropriate in order to carry out the actions authorized in the foregoing resolutions, are hereby approved, ratified and confirmed in all respects.

This Certificate of Resolution may be executed by the partners of the Partnership in one or more counterparts, including, without limitation, facsimile counterparts, each of which shall be deemed an original.

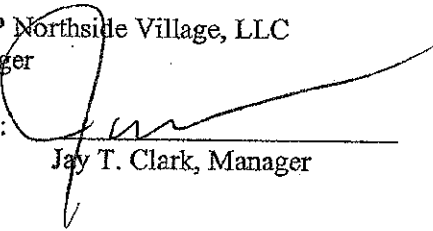
IN WITNESS WHEREOF, the undersigned, by affixing their signatures hereto on this 28th day of May, 2010, do hereby consent to, authorize and approve the foregoing resolutions in their capacity as the partners of the Partnership.

GENERAL PARTNER:

NORTHSIDE VILLAGE PARTNERSHIP GP,
LLC

By: BNV/SECP Northside Joint Venture, LLC
Its: Manager


By: SECP Northside Village, LLC
Its: Manager

By: 
Jay T. Clark, Manager

[Limited Partners' Signatures on Following Page]

LIMITED PARTNERS:

NEF ASSIGNMENT CORPORATION, as nominee

By: 
Name: ROSE H. EATON
Title: Vice President

MC GEORGIA LLC, as nominee

By: Merchant Capital Investments, Inc.
Its: Manager

By: _____
Name: _____
Title: _____

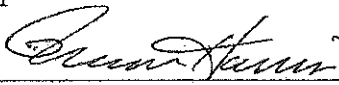
LIMITED PARTNERS:

NEF ASSIGNMENT CORPORATION, as nominee

By: _____
Name: _____
Title: _____

MC GEORGIA LLC, as nominee

By: Merchant Capital Investments, Inc.
Its: Manager

By: 
Name: THOMAS HARRIS
Title: PRESIDENT