Davidson County DEEDWARR
Recvd: 02/02/05 15:27 3 pgs
Fees:18.00 Taxes:2590.00
20050202-0012490

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MSP)
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Number(s):
Lofts at Werthan Mills III, LLC 1912 21st Avenue South Suite 100 Nashville, Tennessee 37212	SAME	Map 81.12 Part of Parcel 462

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CRJ 8TH AVENUE PROPERTY, LLC, a Tennessee limited liability company (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to the LOFTS AT WERTHAN MILLS III, LLC, a Tennessee limited liability company, its successors and assigns (the "Grantee"), certain real property in Davidson County, Tennessee, more particularly described as follows:

Land in Davidson County, Tennessee, being Units 116, 117, 118, 119, 130, 133, 134, 140, 216, 217, 218, 219, 220, 221, 222, 223, 225, 230, 231, 232, 233, 316, 317, 318, 319, 320, 321, 322, 323, 325, 330, 331, 332, 333, 418, and 430, together with all Allocated Parking Spaces and the appurtenant interest in the Common Areas of The Lofts at Werthan Mills, a horizontal property regime as established by Master Deed for The Lofts at Werthan Mills Condominiums, recorded as Instrument Number 20031023-157113, Register's Office for Davidson County, Tennessee, as amended by First Amendment of record as Instrument No. 20040521-0059936, Second Amendment of record as Instrument No. 20040712-0082926 and Third Amendment of record as Instrument No. 20050202-0012489, said Register's Office, said units being depicted on the Site Plan attached as Exhibit D to the Master Deed as amended.

BEING PARTS OF THE SAME property conveyed to Grantor by deed from the Metropolitan Development and Housing Agency of record as Instrument Number 20010315-0025023, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said property, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as portions of Phase III of The Lofts at Werthan Mills Condominiums located near the intersection of Hume Street and Eighth Avenue North in Nashville, Davidson County, Tennessee.

Said property is conveyed subject to the following matters:

1. Property taxes for the year 2005, a lien but not yet due and payable.
2. Easement of record in as Instrument No. 20031023-0157114, said Register's Office.
3. Phillips-Jackson Street Redevelopment Plan Restrictive Covenants of record in Book 11625, page 280, said Register's Office.
4. Matters shown on survey of The Lofts at Werthan Mills dated January 6, 2005 (Revised), prepared by R. Scot Cherry, RLS No. 1512, with Cherry Land Surveying, Inc.
5. Master Deed of The Lofts at Werthan Mills Condominiums of record as Instrument Number 20031023-0157113, said Register's Office, as amended by First Amendment of record as Instrument No. 20040521-0059936, Second Amendment of record as Instrument No. 20040712-0082926, and Third Amendment of record as Instrument No. 20050202 00 12489, said Register's Office.

This property is conveyed AS IS, WHERE IS, AND WITH ALL FAULTS, except as otherwise expressly provided for in Section 5 of that certain Real Estate Purchase Agreement dated October 8, 2003 by and between Grantor and The Lofts at Werthan Mills, LLC, which section is incorporated by reference by that certain Restated Modification of Option for Old Mills Wings (Phase III Option) dated June 21, 2004 by and between Grantor and Grantee's predecessor-in-interest.

Grantor covenants and binds itself and its successors to warrant specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth above), but no further or otherwise.

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument or has caused same to be executed as of the 31st day of January, 2005.

CRJ 8TH AVENUE PROPERTY, LLC,
a Tennessee limited liability company

By: Charles R. Jones
Charles R. Jones,
Chief Manager

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $700,000.

Affiant

Sworn to and subscribed before me this 31st day of Jan., 2005.

Notary Public

My Commission Expires:

LAURA LINCOLN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY COMMISSION EXPIRES NOVEMBER 22, 2008

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Charles R. Jones, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Chief Manager of CRJ 8TH AVENUE PROPERTY, LLC, a Tennessee limited liability company, and is authorized by the company to execute this instrument on behalf of the company.

WITNESS my hand, at office, this 31st day of Jan., 2005.

Notary Public

My Commission Expires:

LAURA LINCOLN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY COMMISSION EXPIRES NOVEMBER 22, 2008

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