WARRANTY DEED

THIS INDENTURE, made and entered into this _____ day of _____, 2005 by and between **Primacy Closing Corporation, a corporation organized under the laws of Nevada**, party of the first part, and Andrew Dinges and Martha E. Shell, party of the second part.

WITNESSETH: That for the consideration hereinafter expressed the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the following described real estate, situated and being in the County of Davidson, State of Tennessee:

Lot 285, ON THE PLAN OF PHASE FOUR, LENOX VILLAGE as shown of record in Instrument No. 20040806-0094784, in the Register's Office, Davidson County, Tennessee, to which plat reference is hereby made for a more particular description of said property.

Being the same property conveyed to Grantors, by virtue of Warranty Deed recorded in Instrument No. X, in the Register's Office for Davidson County, Tennessee. X 20060327-0034406

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, their heirs and assigns in fee simple forever.

And the said party of the first part does hereby covenant with the said party of the second part that they are lawfully seized in fee of the aforedescribed real estate; that they have a good right to sell and convey the same; that the same is unencumbered, except for:

All matters of record, including without limitation, all real property taxes, not yet due and payable, which grantee hereby assumes and agrees to pay; restrictions, dedications, conditions, reservations, easements and other matters shown on the plat of record in Instrument No. 20040806-0094784 and Instrument No. 20040927-0116098; Declaration of Covenants, Conditions and Restrictions in Instrument Nos. 20020315-0032826, 20021226-0158458, 20040526-0062220 and 20050113-0005133; Master Deed in Instrument Nos. 20020315-0032825, 20021226-0158459 and 20040526-0062221; Charter of Homeowner's Association in Instrument No. 20020412-0045831; and Easements in Book 7985, Page 449, Instrument Nos. 20010918-100849, 20010918-0100851, 20011129-0130322, 20020408-0042676 and 20040305-0025146; all in said Register's Office.

And we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said party of the second part, their heirs and assigns, against the lawful claims of all persons whomsoever.

THE CONSIDERATION for this conveyance is as follows: Ten ($10.00) Dollars cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged.

The word "party" as used herein shall mean "parties" if it refers to more than one person or entity, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the said party of the first part the day and year first above written.

Davidson County DEEDWARR
Recvd: 03/27/06 10:41 3 pgs
Fees:18.00 Taxes:603.10

20060327-0034407

Signed By:
Primacy Closing Corporation

By: _____

Signature

STATE OF TN
COUNTY OF Shelby

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Ross A Boswell, with whom I am personally acquainted, and who, upon oath, acknowledged himself/herself to be the Vice Pres of Primacy Closing Corporation, the within named bargainor, a corporation, and that he/she as such VP being authorized to do so, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation, by himself/herself as such VP.

WITNESS my hand and official seal, this 6 day of Mar, 2006

Notary Public

PHYLLIS WRIGHT
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF SHELBY
My Commission Expires Oct. 16, 2007

My commission expires:
10/16/07

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 163,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 24th day of March, 2005

Notary Public

Judy A. Lehman
State of Tennessee
Notary Public
Williamson County

My commission expires:
3-10-07

(SPACE BELOW THIS LINE FOR STATISTICAL AND RECORDING DATA ONLY)

PROPERTY ADDRESS:

7489 Heaton Way
Nashville, TN 37211

MAIL TAX NOTICES TO:

Andrew Dinges
7489 Heaton Way
Nashville, TN 37211

NAME AND ADDRESS OF PROPERTY OWNERS:

Andrew Dinges
7489 Heaton Way
Nashville, TN 37211

TAX PARCEL NO.: 173-09-A 290.00 CO

Prepared By:

William N. Griffin, Jr., Atty
Griffin, Clift, Everton & Thornton, PLLC
6489 Quail Hollow Road, Ste 100
Memphis, TN 38120

Return To: