WARRANTY DEED

Davidson County DEEDWARR
Recvd: 09/27/06 10:44 2 pgs
Fees:13.00 Taxes:925.00
20060927-0119461

THIS INDENTURE, made and entered into this 25th day of August 2006, by and between **GRETCHEN A. BAIN AND husband, JARROD P. BAIN** party of the first part, and **Primacy Closing Corporation, a corporation organized under the laws of Nevada,** 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:

Being Lot No. 28, ON THE PLAN PHASE THREE HIGHLANDS OF BRENTWOOD (FORMERLY BRENTWOOD HIGHLANDS) as shown on plat of record in Instrument No. 20010920-0101749, in the Register's Office, Davidson County, Tennessee, to which plat reference is hereby made for a more complete description of said property.

Being the same property conveyed to Grantors, by virtue of Warranty Deed recorded in Instrument No. 20040603-0064964 and Special Warranty Deed recorded in Instrument No. 20030627-0089548 in the Register's Office for Davidson County, Tennessee. M/P 172·4A·126.00

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. 20010920-0101749 and 20060222-0020873, Book 9700, Page 773 and revised in Book 9700, Page 857; Sanitary Sewer and/or Storm Drainage Easement in Book 7461, Page 805; Easement and Restrictions contained in Special Warranty Deed in Book 11189, Page 612; Charter in Book 11595, Page 872; Restrictive Covenants and Declaration of Covenants, Conditions and Restrictions in Book 11189, Page 612, Book 11356, Page 815 and Book 11629, Page 906, Instrument No. 20020722-0087704 and Instrument No. 20021121044877; Easement for Ingress and Egress in Book 11189, Page 612; Easement in Book 11608, Page 647; Quitclaim Deeds for open space in Book 11629, Page 909; Terms and provisions in Book 11356, Page 840; 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.

Prepared by:
William N Griffin Jr Atty
Griffin Clift Everton & Thornton
6489 Quail Hollow Rd Ste 100
Memphis TN 38120

new owner + responsible for taxes:
Primacy Closing Corp
6077 Primacy Pkwy
Memphis TN 38148

Gretchen A. Bain

GRETCHEN A. BAIN

Jarrod P. Bain

JARROD P. BAIN

STATE OF VT

COUNTY OF Burlington

Personally appeared before me, the undersigned, a Notary Public in and for the said County and State, duly commissioned and qualified, **GRETCHEN A. BAIN,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal, this 25th day of August, 2006.

Christie Hurlock

Notary Public

My commission expires:
10/06/07

STATE OF VT

COUNTY OF Burlington

Personally appeared before me, the undersigned, a Notary Public in and for the said County and State, duly commissioned and qualified, **JARROD P. BAIN,** with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal, this 25th day of August, 2006.

Christie Hurlock

Notary Public

My commission expires:
10/06/07

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 $ 250,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Amy Crowe

Affiant

Subscribed and sworn to before me this the 26th day of September, 2006.

RONNIL CROWNOVER STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY

Ronnil L Crownover

Notary Public

My commission expires:
7/26/09