Davidson County DEEDTRS
Recvd: 01/17/07 15:16 6 pgs
Fees:33.00 Taxes:22200.00
20070117-0007024

FROM: Marc T. McNamee

SUBSTITUTE TRUSTEE

TO: Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3

NEW OWNER

| Address New Owner as Follows: | Send Tax Bills To: | Map-Parcel No: |
|---|---|---|
| Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3<br>c/o CWCapital Asset Management LLC<br>701 13th Street NW<br>Suite 1000<br>Washington, DC 20005 | SAME | 102-4-127.00<br>102-4-212.00 |

This instrument prepared by:

Neal & Harwell, PLC, 150 Fourth Avenue, North, Suite 2000, Nashville, Tennessee 37219

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is **$6,000,000.00**.

LISA K. BRIAN STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

Substitute Trustee
AFFIANT

Subscribed and sworn to before me, this the 16th day of January, 2007.

Lisa K. Brian
NOTARY PUBLIC

My Commission Expires: 5/23/2009

SUBSTITUTE TRUSTEE'S DEED

WHEREAS, by Deed of Trust and Security Agreement dated October 20, 2004, of record as instrument 20041215-0149226, Register's Office for Davidson County, Tennessee, it having been assigned in instrument 20050215-0016972, said Register's Office, collectively hereinafter referred to as "Deed of Trust," Rolling Hills Nashville, LLC conveyed to Mark Lee, Trustee, the hereinafter described real estate, hereinafter referred to as "Property," to secure an indebtedness evidenced by a note of even date therewith, which note is fully described in the Deed of Trust, hereinafter referred to as the "Note"; and

WHEREAS, default having occurred in the payment of the Note, and in accordance with the terms of the Note and Deed of Trust, the holder thereof declared the entire indebtedness due and owing; and

WHEREAS, the lawful owner and holder of the indebtedness, by the terms of a certain instrument of record in Instrument 20060720-0087961, Register's Office for Davidson County, Tennessee, appointed Marc T. McNamee as Substitute Trustee, in the place and stead of Mark Lee, Trustee; and

WHEREAS, the owner and holder of the indebtedness directed Marc T. McNamee, Substitute Trustee, to sell the Property, and in accordance with the terms thereof, and pursuant to said direction, Marc T. McNamee, Substitute Trustee, did advertise the Property for sale as provided in the Deed of Trust and Note, and the Property was advertised to be sold at 10:00 a.m., on January 16, 2007, at the front steps of the entrance to the office of the Register of Deeds at 501 Broadway, Nashville, Davidson County, Tennessee, at public outcry, to the highest and best bidder for cash, free from the equity of redemption, homestead and dower, and all other exemptions of every kind, all of which are expressly waived in the Deed of Trust, and advertisement of sale was duly published in *The Nashville Record*, a newspaper of general circulation in Davidson County, Tennessee, on December 21, 2006, December 28, 2006 and January 4, 2007; and

WHEREAS, at the time and place of said sale, and upon the Property being offered under the terms hereinabove set forth, Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, acting through its Special Servicer, CWCapital Asset Management LLC, was the highest and best bidder, the Substitute Trustee thereby concluding the sale as of 10:45 a.m., by announcing that the Property had sold;

NOW, THEREFORE, the undersigned, Marc T. McNamee, Substitute Trustee, pursuant to the credit bid of Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, acknowledges the credit in the amount of **Six Million Dollars ($6,000,000.00),** against the indebtedness of the Note, which was the highest bid, and for and in consideration of said bid, has bargained and sold, and by these presents does hereby transfer and convey unto Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, its successors and assigns, the following described real estate in Davidson County, Tennessee:

TRACT I

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, Page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most northerly corner of Lot No. 1 and lying on the southeasterly right-of-way of Premier Drive at the common corner of Lot No. 738, on the Plan of Charlotte Park, Section 12, Plat Book 2900, Page 127, Registers Office for Davidson County, Tennessee; thence leaving said right-of-way and running South 49 degrees 31 minutes 16 seconds East 318.59 feet; thence South 50 degrees 36 minutes 05 seconds East 257.06 feet; thence South 26 degrees 57 minutes 17 seconds East 242.30 feet; thence South 33 degrees 45 minutes 06 seconds East 95.17 feet; thence South 54 degrees 38 minutes 59 seconds West 90.00 feet; thence South 51 degrees 12 minutes 57 seconds East 42.86 feet; thence South 48 degrees 13 minutes 36 seconds West 735.28 feet to the most southerly corner of the herein described tract; thence North 50 degrees 01 minutes 08 seconds West 598.77 feet; thence North 44 degrees 10 minutes 28 seconds East 458.10 feet; thence North 47 degrees 56 minutes 30 seconds West 416.56 feet to the southeasterly right-of-way of Premier Drive; thence with said right-of-way North 44 degrees 15 minutes 14 seconds East 86.19 feet to a curve to the right with a delta of 40 degrees 54 minutes 26 seconds, a radius of 269.94 feet and an arch length of 192.73 feet to the point of a reverse curve to the left with a delta of 41 degrees 43 minutes 06 seconds, a radius of 313.78 feet and an arch length of 228.47 feet to the point of beginning.

TRACT II

LAND in Davidson County, Tennessee, being Reserve Parcel, on the Plan of Mount Hickory Subdivision, as shown on plat of record in Plat Book 4175, Page 47, in the Register's Office of Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the most southerly corner of the reserved parcel and lying on the northwesterly right-of-way of Premier Drive and the southeasterly right-of-way of Interstate 1-40; thence leaving the aforesaid right-of-way of Premier Drive and running with the southeasterly right-of-way of said Interstate 1-40 North 44 degrees 10 minutes 33 seconds East 379.31 feet to the most northerly corner of the herein described tract; thence leaving Interstate 1-40 and running South 48 degrees 30 minutes 27 seconds East 142.73 feet to the northwesterly right-of-way of Premier Drive; thence running in a southwesterly direction with a curve to the right with a delta of 41 degrees 42 minutes 32 seconds, a radius of 263.79 feet and an arch length of 192.03 feet to the point of a reverse curve to the left; thence with said curve with a delta of 40 degrees 54 minutes 26 seconds, a radius of 319.94 feet and an arch length of 228.43 feet to the point of beginning.

BEING the same property conveyed to Rolling Hills Nashville, LLC, a Delaware limited liability company by Special Warranty Deed from Rolling Hills Holdings, LLC, a Delaware limited liability company of record in Instrument No. 20041215-0149224, Register's Office for Davidson County, Tennessee.

This is improved property known as 6535 Premier Drive, Nashville, Tennessee 37209.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, its successors and assigns, forever; and Marc T. McNamee, Substitute Trustee, does hereby transfer, assign, and set over unto Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, all of his right, title and interest in the said property as Substitute Trustee, but no further or otherwise.

Said sale is subject to the permitted encumbrances described in Exhibit "A" attached hereto.

CONCURRENT with the sale of the herein referenced Property, Marc T. McNamee, Substitute Trustee, acting for and under the instruction of the secured party also conducted a sale under the Uniform Commercial Code of certain personal property described in UCC Financing Statement of record as File Number 43182294 in the office of the Delaware Secretary of State, assigned to and held by Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3 in Instrument 50484171, Delaware Secretary of State, and Instrument 20041215-0149227, of record in the Register's Office for Davidson County, Tennessee, assigned to and held by Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, by that certain instrument of record as Instrument 20050215-0016973, said Register's Office. Wells Fargo Bank N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2004-C3, through its Special Servicer, CWCapital Asset Management LLC, being the highest and best bidder, did also purchase the personal property referenced herein, and Marc T. McNamee, Substitute Trustee acting for and under the instruction of the secured party, for the same good and valuable consideration, does by these presents hereby sell, transfer, assign and set over all of the secured party's right, title and interest in and to said personal property, but not further or otherwise.

IN WITNESS WHEREOF, the said Marc T. McNamee, Substitute Trustee, has executed this instrument on this the 16th day of January, 2007.

MARC T. MCNAMEE , SUBSTITUTE TRUSTEE

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Marc T. McNamee, Substitute Trustee, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the within instrument for the purposes therein contained in his capacity as Substitute Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this the 16th day of January, 2007.

NOTARY PUBLIC

My Commission Expires: 5/23/2009

LISA K. BRIAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

Rolling

**EXHIBIT A**
**PERMITTED ENCUMBRANCES**

Any lien for services, labor, or materials in connection with improvements, repairs or renovations not shown by the public records.

Taxes and assessments for the year 2006 and prior years now due and payable.

Any discrepancies or conflicts in boundary lines, any shortages in area, or any encroachment or overlapping of improvements.

Easements, liens, encumbrances, or claims thereof, which are not shown by the public record.

Notice of Lien of record in Instrument No. 20031216-0179659, Register's Office for Davidson County, Tennessee.

Notice of Lien of record in Instrument No. 20031205-0174952, Register's Office for Davidson County, Tennessee.

Notice of Lien of record in Instrument No. 20031216-0179658, Register's Office for Davidson County, Tennessee.

Sworn Statement of Lien of record in Instrument No. 20040412-0040666, Register's Office for Davidson County, Tennessee.

Subdivision restrictions, building lines and easements of record in Plan Book 2, Page 108, and in Plat Book 4175, Page 47, both in the Register's Office, Davidson County, Tennessee, but deleting any covenant, condition or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, handicap, familiar status, or national origin to the extent such covenants, conditions or restrictions violate 42 USC § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Lack of direct access to Interstate I-40 from Tract No. II, of record in Book 3069, Page 613, in the Register's Office, Davidson County, Tennessee.

Restrictions and covenants contained in that certain Warranty Deed of record in Book 3975, Page 17, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Restrictions and covenants contained in that certain Agreement of record in Book 4380, Page 794, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Reservations, restrictions and covenants contained in that certain Warranty Deed of record in Book 4443, Page 178, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Terms and provisions contained in unrecorded Lease Agreement dated September 1, 1970, as evidenced by that certain Memorandum of Lease of record in Book 4443, Page 181, in the Register's Office, Davidson County, Tennessee.

Restrictions and covenants contained in that certain Trustee's Deed of record in Book 4986, Page 615, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Restrictions and covenants contained in that certain Special Warranty Deed of record in Book 5497, Page 749, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Restrictions and covenants contained in that certain Special Warranty Deed of record in Book 5702, Page 779, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Agreement for Dedication of Easement in favor of Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 8709, Page 648, in the Register's Office, Davidson County, Tennessee.

Terms and provisions contained in unrecorded Lease as evidenced by that certain Memorandum of Lease of record in Book 10349, Page 223, in the Register's Office, Davidson County, Tennessee.

Restrictions and covenants contained in that certain Special Warranty Deed of record in Book 10886, Page 26, in the Register's Office, Davidson County, Tennessee. Deleting, however, any covenant, condition, or restriction indicating a preference, limitation or discrimination based on race, color, religion, sex, marital status, ancestry, disability, handicap, familial status, or national origin, to the extent such covenants, conditions or restrictions violate 42 U.S.C. § 3604(c). Lawful restrictions under state and federal law on the age of occupants in senior housing or housing for older persons shall not be construed as restrictions based on familial status.

Terms and provisions contained in unrecorded Lease dated October 19, 1998, as evidenced by that certain Memorandum of Lease of record in Book 11374, Page 471, in the Register's Office, Davidson County, Tennessee.

Subordination, Non-Disturbance and Attornment Agreement between Collateral Mortgage Capital, LLC, a Delaware limited liability company, and Web Service Company, Inc., a California corporation, of record as Instrument No. 20021218-0156140, in the Register's Office, Davidson County, Tennessee.

Rights, claims and interests of parties in possession of the premises, or a portion of the premises, under lease and/or license agreement(s) which may now be in existence and not of public record.