1st A

Prepared by:
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File No. 3389.0092

Davidson County DEEDWARR
Recvd: 06/11/08 10:45 7 pgs
Fees:38.00 Taxes:46250.00
20080611-0060129

After recording return to:
First American Title Insurance Company
National Commercial Services
401 East Pratt Street, Suite 323
Baltimore, MD 21202
Attn: Thomas R. Barth

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§ **KNOW ALL PERSONS BY THESE PRESENTS:**
COUNTY OF DAVIDSON §

THIS INDENTURE is made and entered into as of the 6th day of June, 2008, by and between **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, whose mailing address is c/o CWCapital Asset Management LLC, 701 Thirteenth Street, NW, Suite 1000, Washington, D.C. 20005 (the "**Grantor**") and **GREEN LEAF HERMITAGE, LLC**, a Delaware limited liability company, and **ABCH ASSOCIATES LLC**, a California limited liability company, as tenants-in-common, whose mailing address is c/o RCMG Real Estate Advisors, Inc., 3160 Crow Canyon Place, #235, San Ramon, California 94583 (collectively, the "**Grantee**").

WITNESSETH:

That, for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the Grantee the real estate, situated and being in Davidson County, Tennessee, being more particularly described on **Exhibit A** attached hereto and made a part hereof.

> The real estate described herein and conveyed hereby is the same property conveyed to Grantor by Substitute Trustee's Deed of record as Instrument No. 20070117-0007025 in the Register's Office of Davidson County, Tennessee.

This conveyance is subject to those matters set forth on **Exhibit B** attached hereto and made a part hereof.

The Grantor does hereby covenant with the Grantee that it is lawfully seized in fee of the afore described real estate; that it has a good right to sell and convey the same; that the same is unencumbered, except as described in **Exhibit B** attached hereto, and that it will warrant and

forever defend the title and quiet possession against the lawful claims of all persons claiming by, through or under it, but not further or otherwise.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

GRANTOR:

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: CWCapital Asset Management LLC, a Massachusetts limited liability company, solely in its ~~capacity~~ as Special Servicer to the Trust

By: _____
Michael Greenblatt, Vice President

DISTRICT OF COLUMBIA §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Michael Greenblatt, the Vice President of CWCapital Asset Management LLC, the Special Servicer 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, known to me to be the person whose name is subscribed on the foregoing instrument and acknowledged to me that same was executed for the purposes and consideration therein expressed and in the capacity therein stated as the act and deed of said entity.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 3rd day of June, 2008.

_____
Notary Public, District of Columbia

Ellen P. Klatt
Notary Public, District of Columbia
My Commission Expires 7/31/2011

ELLEN P. KLATT NOTARY PUBLIC DISTRICT OF COLUMBIA

Property Owner:

GREEN LEAF HERMITAGE, LLC, and
ABCH ASSOCIATES LLC
RCMG Real Estate Advisors, Inc.
3160 Crow Canyon Place, #235
San Ramon, California 94583

Tax Parcel Identification Number:

08600018800

Party Responsible For Payment Of Real Property Taxes:

GREEN LEAF HERMITAGE, LLC, and
ABCH ASSOCIATES LLC
RCMG Real Estate Advisors, Inc.
3160 Crow Canyon Place, #235
San Ramon, California 94583

AFFIDAVIT

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 $12,500,000, 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 3rd day of June, 2008.

My Commission Expires:
7/31/2011

Notary Public

Ellen P. Klatt
Notary Public, District of Columbia
Commission Expires 7/31/2011

ELLEN P. KLATT NOTARY PUBLIC DISTRICT OF COLUMBIA

LEGAL DESCRIPTION

5610 OLD HICKORY BLVD., HERMITAGE, TN

BEING A PARCEL OF LAND IN NASHVILLE, SECOND CIVIL DISTRICT, THIRTEENTH COUNCILMANIC DISTRICT, DAVIDSON COUNTY, TENNESSEE, LOCATED ON THE EASTERLY SIDE OF OLD HICKORY BOULEVARD, NORTH OF CENTRAL PIKE, BEING A PART OF LOT NO.1 AS SHOWN ON THE PLAN OF HERMITAGE WOODS, PHASE I, AS OF RECORD IN BOOK 4460, PAGE 82, AND AMENDED BY SURVEYOR'S CERTIFICATE OF CORRECTION OF RECORD IN BOOK 4615, PAGE 938, R.O.D.C., AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE EASTERLY RIGHT OF WAY LINE OF OLD HICKORY BOULEVARD, SAID POINT BEING THE NORTHERLY TERMINUS OF A CURVE RETURN TO NORTHERLY RIGHT-OF-WAY LINE OF HERMITAGE WOODS DRIVE, A PUBLIC DRIVE;

THENCE, WITH SAID NORTHERLY LINE AND THE SOUTHERLY LINE OF PHASE II-A, HERMITAGE WOODS CONDOMINIUM APARTMENTS AS OF RECORD IN BOOK 4860, PAGES 62, 63 AND 64, R.O.D.C., AND THE SOUTHERLY LINE OF PROPERTY CONVEYED TO HERMITAGE CRESTE APARTMENTS, L.P. BY DEED OF RECORD IN BOOK 8516, PAGE 754, R.O.D.C., THE FOLLOWING CALLS:

WITH A CURVE TO THE LEFT 26.18 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 29°59'58", A RADIUS OF 50.00 FEET, A TANGENT OF 13.40 FEET AND A CHORD OF N 72°13'10" E, 25.88 FEET;

WITH A CURVE TO THE LEFT 215.15 FEET TO A POINT; SAID CURVE HAVING A CENTRAL ANGLE OF 58°25'00", A RADIUS OF 211.02 FEET, A TANGENT OF 117.98 FEET AND A CHORD OF N 27°59'46" E, 205.95 FEET;

N 00°51'00" E, 451.83 FEET TO A POINT;

WITH A CURVE TO THE RIGHT 304.14 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 52°09'00", A RADIUS OF 334.15 FEET, A TANGENT OF 163.52 FEET AND A CHORD OF N 25°39'30" E, 293.75 FEET;

N 51°44'00" E, 2.00 FEET TO A POINT;

WITH A CURVE TO THE LEFT 37.46 FEET TO A POINT IN THE WESTERLY RIGHT-OF-WAY LINE OF ROCKWOOD DRIVE, A PUBLIC DRIVE AND THE EASTERLY LINE OF THE AFOREMENTIONED HERMITAGE CRESTE APARTMENTS, LP. PROPERTY, SAID CURVE LEAVING A CENTRAL ANGLE OF 85°51'07", A RADIUS OF 25.00 FEET, A TANGENT OF 23.25 FEET, AND A CHORD OF N 08°48'30" E, 34.05 FEET;

THENCE, WITH SAID LINE WITH A CURVE TO THE RIGHT 386.41 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 30°10'27", A RADIUS OF 733.73 FEET, A TANGENT OF 197.80 FEET, AND A CHORD OF N 19°01'30" W, 381.96 FEET;

THENCE, LEAVING SAID LINE WITH THE SOUTHERLY LINE OF PROPERTY CONVEYED TO RANDALL PHILLIPS BUILDERS, INC., BY DEED OF RECORD IN BOOK 5584, PAGE 274, R.O.D.C., THE FOLLOWING CALLS:

N 84°00'00" E, 656.95 FEET TO A POINT; N 49°00'00" E, 335.00 FEET TO A POINT;

S 56°30'00" E, 100.00 FEET TO A POINT; N 39°00'00" E, 125.00 FEET TO A POINT;

S 58°59'00" E, 110.00 FEET TO A POINT IN THE WESTERLY LINE OF MARGARET ROBERTSON GARDEN APARTMENTS AS OF RECORD IN BOOK 5200, PAGE 447, R.O.D.C.;

THENCE, WITH SAID LINE S 25°31'00" W, 550.35 FEET TO A POINT;

THENCE, CONTINUING WITH SAID LINE S 15°29'00" E, 650 FEET TO A POINT;

THENCE, WITH THE WESTERLY LINE OF LOT NO. 104 AS SHOWN ON THE PLAN OF RESUBDIVISION OF LOTS 104-108, HERMITAGE WOODS, SECTION 3A AS Of RECORD IN BOOK 5190, PAGE 652, R.O.D.C., S 32°31'00" W, 200.36 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF ROCKWOOD DRIVE;

THENCE WITH SAID LINE THE FOLLOWING CALLS;

N 57°29'00" W, 678.75 FEET TO A POINT;

WITH A CURVE TO THE RIGHT 310.44 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 19°13'00", A RADIUS OF 925.60 FEET, A TANGENT OF 156.69 FEET AND A CHORD Of N 47°52'30" W, 308.99 FEET;

WITH A CURVE TO THE LEFT 39.27 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF HERMITAGE WOODS DRIVE, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A RADIUS OF 25.00 FEET AND A CHORD OF N 83°16'01" W, 35.36 FEET;

THENCE, WITH SAID SOUTHERLY RIGHT-OF-WAY LINE THE FOLLOWING CALLS:

WITH A CURVE TO THE LEFT 249.53 FEET, TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 52°09'00", A RADIUS OF 274.15 FEET, A TANGENT OF 134.16 FEET, AND A CHORD OF S 25°39'28" W, 241.01 FEET;

THENCE S 01°41'00" E, 451.83 FEET TO A POINT;

WITH A CURVE TO THE RIGHT 276.83 FEET TO A POINT, SAID CURVE HAVING A CENTRAL ANGLE OF 54°30'07", A RADIUS OF 291.02 FEET, A TANGENT OF 149.89 FEET AND A CHORD OF S 26°02'22" W, 266.51 FEET;

WITH A CURVE TO THE LEFT 74.44 FEET TO A POINT IN THE EASTERLY RIGHT-OF-WAY LINE OF OLD HICKORY BOULEVARD, SAID CURVE HAVING A CENTRAL ANGLE OF 85°18'01", A RADIUS OF 50.00 FEET, A TANGENT OF 46.06 FEET, AND A CHORD OF S 10°38'44" W, 67.75 FEET;

THENCE, WITH SAID RIGHT-OF-WAY LINE N 32°00'00" W, 135.06 FEET TO THE POINT OF BEGINNING.

CONTAINING 876,551.97 SQUARE FEET OR 20.1229 ACRES, MORE OR LESS.

TOGETHER WITH RIGHTS OF INGRESS/EGRESS AND ACCESS OVER, ACROSS AND TO HERMITAGE WOODS DRIVE, INCLUDING A CONNECTION WITH OLD HICKORY BOULEVARD, AS CURRENTLY LAID OUT AND SHOWN ON THE ALTA/ACSM LAND TITLE SURVEY DATED PREPARED BY MK ASSOCIATES, DATED APRIL 15, 2008 AND KNOWN AS MK PROJECT NO. 4867-08-1560, AND ACCORDING TO (1) THE ACCESS EASEMENT IDENTIFIED ON THE PLAT ENTITLED ON THE PLAT OF HERMITAGE WOODS APARTMENTS, RECORDED IN BOOK 4460, PAGE 82, AND (2) THE RIGHT-OF-WAY TAKINGS IN FAVOR OF THE STATE OF TENNESSEE, RECORDED IN BOOK 7704, PAGE 716 AND (3) THE RIGHT-OF-WAY TAKINGS IN FAVOR OF THE STATE OF TENNESSEE RECORDED IN BOOK 8971, PAGE 104.

Being the same property conveyed 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 by Substitute Trustee's Deed recorded in Instrument No. 20070117-0007025, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

First American Title Insurance Company: Commitment GF No. NCS-241156-MD61:

1. All matters as shown on the plat of record in Plat Book 4460, Page 82, Register's Office for Davidson County, Tennessee, as corrected by Certificate of Correction of record in Book 4615, Page 938, said Register's Office.

2. Conveyance of all right of ingress and egress to and from Old Hickory Boulevard along a portion of the land of record in Book 7842, Page 912, Register's Office for Davidson County, Tennessee.

3. Rights of tenants in possession under unrecorded leases.

4. Any facts, rights, interests, or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by James A. Francis, RLS No. 1744, Red River Land Surveying on behalf of MKAssociates, dated April 15, 2008, last revised April 22, 2008, MKA Project No. 4867-08-1560:

    a. Minimum building setback lines of 82 feet on the front (from centerline); 10 feet on the side, and 25 feet on the back.

    b. Concrete curbing encroaches adjacent property to the north and west at three locations.

    c. Buildings in the southern/southwestern portion of the land encroach the minimum building setback line.