THIS INSTRUMENT PREPARED BY: **Mudter Morgan, Patterson & Akins** **Attorneys-at-Law** **2000 Richard Jones Road** **Suite 110** **Nashville, Tennessee 37215** **Record & Return To:** **First Title & Escrow Co., Inc.** **FTEC File No. 28938-07-2009**	STATE OF TENNESSEE, COUNTY OF DAVIDSON: The actual consideration or value, whichever is greater, for this transfer is: $255,000.00. Affiant Subscribed and sworn to before me this July 23, 2009 Notary Public My Commission Expires:

GERALD PATTERSON NOTARY PUBLIC STATE OF TENNESSEE DAVIDSON COUNTY, TENN. My Commission Expires August 20, 2011

SPECIAL WARRANTY DEED

Address New Owner: Neil Hemphill Helen Hemphill 1510 Demonbreun Street, Unit 1504 Nashville, TN 37203	**Send Tax Bills To:** Neil Hemphill 1400 Beddington Park Nashville, TN 37215	**Tax Information:** Map and Parcel No.: 093-090A-111.00CO –

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, **RHYTHM PARTNERS, LLC, a Tennessee limited liability company**, ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to **Neil Hemphill and wife, Helen Hemphill** ("Grantee"), its successors, heirs and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

This is improved property located at 1510 Demonbreun Street, Unit 1504, Nashville, TN 37203

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee and its successors, heirs and assigns, forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it. This conveyance and all covenants and warranties made herein are expressly subject to those matters set forth on Exhibit "A". Grantor further covenants and binds itself, its successors, heirs and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

BILL GARRETT, Davidson County
Trans:T20090050247 DEEDWARR
Recvd: 07/24/09 15:20 3 pgs
Fees:18.00 Taxes:943.50
20090724-0069825

IN WITNESS WHEREOF, Grantor has executed this instrument on the July 23, 2009 .

RHYTHM PARTNERS, LLC, a Tennessee limited liability company

By: _____
E. Rhett Smith, President

STATE OF TENNESSEE, COUNTY OF DAVIDSON SS.:

Personally appeared before me, the undersigned Notary Public, in and for the said State and County, the within named **E. Rhett Smith**, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained and who further acknowledged that he is the President of Rhythm Partners, LLC, a Tennessee limited liability company, the maker, or a constituent of the maker and is authorized by the maker, or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and official seal, at Nashville, Tennessee, this July 23, 2009.

BETH M. BROCK
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY, TENN.
My Commission Expires FEB. 19, 2013

_____
Notary Public

My commission expires: _____

EXHIBIT "A"

Land in Davidson County, Tennessee, being Unit 1504, together with the appurtenant interest in the common elements of The Rhythm at Music Row, a horizontal property regime established by Master Deed, of record in Instrument No. 20070725-0088390, amended in Instrument No. 20080219-0015612, Instrument No. 20080410-0036475, Instrument No. 20080701-0068043, Instrument No. 20081201-0116444, Instrument No. 20090608-0053187 and Instrument No. 20090625-0059073, Register's Office for Davidson County, Tennessee, said Unit being depicted on the Condominium Site Plan attached as Exhibit "B" to the aforementioned Master Deed, as amended.

Being part of the same property conveyed to Rhythm Partners, LLC, a Tennessee limited liability company by Special Warranty Deed dated March 31, 2006 from Lui Nashville Demonbreun Street II, LLC, a Delaware limited liability company of record in Instrument No. 20060331-0036681, Register's Office for Davidson County, Tennessee. See also Quitclaim Deed of record in Instrument No. 20060331-0036682, said Register's Office.

Permitted Encumbrances

1. Taxes for the year 2009, which have been prorated and assumed by the Grantee.
2. Restrictive Covenants of Arts Center Redevelopment Plan contained in an instrument of record in Book 10965, page 404 and Book 11625, page 252, Register's Office for Davidson County, Tennessee.
3. Declarations of Covenants, Conditions and Restrictions for 1508 and 1510 Demonbreun Street of record in Instrument No. 20060331-0036680, Register's Office for Davidson County, Tennessee.
4. Covenants, Conditions, Restrictions and Agreements, including the agreement to pay assessments for the maintenance of common areas, contained in the Master Deed (and By-Laws) for The Rhythm at Music Row, a Condominium, of record in Instrument No. 20070725-0088390, amended in Instrument No. 20080219-0015612, Instrument No. 20080410-0036475, Instrument No. 20080701-0068043, Instrument No. 20081201-0116444, Instrument No. 20090608-0053187 and Instrument No. 20090625-0059073, Register's Office for Davidson County, Tennessee.
5. Terms and limitations imposed by Tennessee Horizontal Property Act, T.C.A. § 66-27-101, et seq.
6. All matters appearing on the Plan of record as Instrument No. 20080402-0033103, Register's Office for Davidson County, Tennessee.
7. Easement for Right of Entry of record in Instrument No. 20070430-0050890, Register's Office for Davidson County, Tennessee.
8. Storm water detention agreement of record in Instrument No. 20070423-0047689, Register's Office for Davidson County, Tennessee.