Rev. 6-16-10

QUITCLAIM DEED

Address New Owner as Follows:	Send Tax Bills To:	Map-Parcel No.
Velocity Residential, LLC c/o Bristol Development Group, LLC 325 Seaboard Lane, Suite 190 Franklin, Tennessee 37067	Chelo Garcia BBVA Compass TX-DA-DG-ARC 8333 Douglas Avenue Dallas, Texas 75225	See Exhibit A attached hereto for complete list of Map and Parcel Numbers

This instrument prepared by: Waller Lansden Dortch & Davis, LLP, Stephen C. Baker, Esq., 511 Union Street, Suite 2700, Nashville, Tennessee 37219-1760

BILL GARRETT, Davidson County
Trans:T20100038913 DEEDQC
Recvd: 06/25/10 14:06 6 pgs
Fees:33.00 Taxes:37.00
20100625-0049874

STATE OF Tennessee)

COUNTY OF Davidson)

The actual consideration for this transfer is $10,000.00.

Stephen C Baker
Affiant

KATHERINE L. CURRY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires SEPT. 25, 2010

Subscribed and sworn to before me, this the 22nd day of June, 2010.

Katherine L. Curry
NOTARY PUBLIC

My Commission Expires:_____

FOR AND IN CONSIDERATION of Ten Dollars ($10.00) and other good and valuable consideration, Velocity in the Gulch, Inc., a Tennessee corporation, ("Grantor"), by these presents, does hereby quitclaim and convey all its right, title and interest to Velocity Residential, LLC, a Tennessee limited liability company ("Grantee"), its successors and assigns, in the following described tracts or parcels of land in Davidson County, Tennessee, to wit:

Tract No. I:
Unit Nos. 101, 104, 106, 107, 109, 110, 111, 113, 115, 116, 117, 120, 122, 127, 128, 129, 130, 131, 133, 135, 136, 137, 201, 202, 203, 204, 206, 208, 209, 210, 211, 212, 213, 215, 216, 217, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 238, 239, 240, 242, 243, 244, 246, 249, 252, 253, 254, 255, 256, 260, 261, 262, 263, 264, 266, 267, 269, 271, 272, 273, 300, 302, 303, 304, 306, 307, 308, 309, 310, 311, 313,

314, 315, 316, 317, 318, 320, 321, 323, 324, 325, 326, 328, 329, 330, 331, 332, 333, 334, 335, 336, 338, 339, 340, 342, 343, 344, 345, 346, 349, 350, 351, 352, 353, 354, 355, 356, 357, 360, 361, 362, 363, 364, 366, 367, 368, 369, 370, 371, 372, 373, 400, 401, 402, 403, 404, 406, 407, 408, 409, 410, 411, 413, 414, 415, 416, 417, 418, 419, 421, 422, 423, 424, 426, 429, 430, 432, 433, 434, 435, 436, 437, 438, 439, 440, 442, 443, 444, 445, 446, 448, 449, 450, 451, 452, 453, 454, 455, 457, 460, 461, 462, 463, 464, 466, 467, 468, 469, 470, 471, 473, 474, 544, 545, 546, 547, 548, 549, 551, 552, 553, 554, 555, 556, 557, 560, 562, 563, 564, 566, 568, 569, 571, 572 and 574 of Velocity Residential Condominium (the "Units") and as established by the Master Deed Establishing Velocity Residential Condominium of record as Instrument No. 20081230-0123572, as amended by First Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20090710-0064468, Register's Office for Davidson County, Tennessee. The Velocity Residential Condominium constitutes the Residential Unit in the Velocity Master Condominium, as established by the Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123571, said Register's Office. The Velocity Master Condominium constitutes Unit No. 3 of the Gulch Land Condominium, as established by the Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20071018-0123668, said Register's Office. Also conveyed herewith is the undivided percentage interest in the Common Elements appurtenant to the Units as set forth in Exhibit E of the Master Deed Establishing Velocity Residential Condominium, as amended. Reference is hereby made to the plat of Velocity Master Condominium of record as Exhibit D to the Master Deed Establishing Velocity Master Condominium, for a more complete identification and description of such Residential Unit of Velocity Master Condominium, and the plat of Velocity Residential Condominium of record as Exhibit D to the Master Deed Establishing Velocity Residential Condominium, as amended, for a more complete identification and description of such Units.

Tract No. II:
The Retail Unit in the Velocity Master Condominium, as established by the Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123571, Register's Office for Davidson County, Tennessee. The Velocity Master Condominium constitutes Unit No. 3 of the Gulch Land Condominium, as established by the Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20071018-0123668, said Register's Office. Also conveyed herewith is the undivided

percentage interest in the Common Elements appurtenant to the Retail Unit as set forth in Exhibit E of the Master Deed Establishing Velocity Master Condominium. Reference is hereby made to the plat of Velocity Master Condominium of record as Exhibit D to the Master Deed Establishing Velocity Master Condominium, for a more complete identification and description of such Retail Unit.

Together with all appurtenances, easements, estate, title, and interest thereto belonging to Grantor, and all other real property interests in any manner related to Tract Nos. I and II not previously conveyed, including, without limitation, parking and storage rights.

Tract Nos. I and II being part of the property conveyed to Velocity in the Gulch, Inc., a Tennessee corporation, by deed from Metropolitan Government and Housing Agency, a public body and a body corporate and politic organized under the Tennessee Housing Authorities Law, Tenn. Code Ann. § 13-20-101, et. seq., of record as Instrument No. 20071108-0132211, said Register's Office.

Said property is conveyed subject to the limitations, restrictions, and encumbrances described as follows:

1. 2010 Metropolitan Government Taxes -- a lien not yet due and payable.

2. Future Advance Deed of Trust, Assignment of Rents and Leases and Security Agreement (Tennessee) from Velocity in the Gulch, Inc., a Tennessee corporation, to James R. Cheshire, III of Davidson County, Tennessee, dated as of October 31, 2007, of record as Instrument No. 20071102-0129477, said Register's Office, to secure a promissory note of even date, in the original principal amount of $45,600,000.00, payable to Compass Bank, an Alabama banking corporation.

3. Assignment of Rents and Leases from Velocity in the Gulch, Inc., a Tennessee corporation, to Compass Bank, an Alabama banking corporation, of record as Instrument No. 20071102-0129478, said Register's Office.

4. Financing Statement filed November 2, 2007, showing Velocity in the Gulch, Inc., as Debtor, and Compass Bank as Secured Party, of record as Instrument No. 20071102-0129479, said Register's Office.

5. All matters shown on the plans of record in Book 9700, page 763, said Register's Office.

6. Master Deed Establishing Gulch Land Condominium, and the By-Laws and Charter for Gulch Land Condominium Association, Inc. appended thereto, of record as Instrument No. 20071018-0123668, said Register's Office.

7. Master Deed Establishing Velocity Master Condominium of record as Instrument No. 20081230-0123571, said Register's Office.

8. Master Deed Establishing Velocity Residential Condominium of record as Instrument No. 20081230-0123572, said Register's Office, as amended by First Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20090710-0064468, said Register's Office.

9. Restrictive covenants contained in the deed of record in Book 11621, page 110, said Register's Office.

10. Restrictive covenants contained in the deed of record as Instrument no. 20050401-0035633, said Register's Office.

11. Restrictive covenants for the Arts Center Redevelopment Plans, of record in Book 10965, page 404, said Register's Office, as supplemented in Book 11625, page 252, said Register's Office, as further amended by Instrument No. 20020715-0084598, said Register's Office.

12. Notice of Land Use Restrictions, of record as Instrument No. 20100511-0036052, said Register's Office.

13. Easement for building repair and emergency exit, set forth in the Master Deed for Gulch Land Condominium, of record as Instrument No. 20071018-0123668, said Register's Office.

14. Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances easement of record as Instrument No. 20071018-0123758, said Register's Office.

15. Inspection and Maintenance Agreement for Private Stormwater Management Facilities, of record as Instrument No. 20071029-0127319, said Register's Office.

16. Maintenance and Repair of Storm Drainage Facilities and Appurtenances easement of record as Instrument No. 20071108-0131651, said Register's Office.

17. Grant of Easement to Comcast of Nashville I,LLC, of record as Instrument No. 20090615-0055406, said Register's Office.

18. All matters shown on the survey made by Littlejohn Engineering Associates, Robert M. Searson, TN RLS No. 1666, dated October 5, 2007.

IN WITNESS WHEREOF, undersigned has hereunto set its hand on this the 21st day of JUNE, 2010.

VELOCITY IN THE GULCH, INC., a Tennessee corporation

By: _____
Name: JOSEPH N. BARKER
Title: VICE PRESIDENT

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Joseph N. Barker, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged Joseph N. Barker to be Vice President of Velocity in the Gulch, Inc., the within named Grantor, a Tennessee corporation, and that Joseph N. Barker as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by Joseph N. Barker as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this the 21st day of June, 2010.

_____
NOTARY PUBLIC

My Commission Expires: 1/6/2014

MELISSA S. PHILLIPS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires January 6, 2014

Exhibit A

Map and Parcels Numbers:

Tract No. I:

Map 93-13-B, Parcels 101, 104, 106, 107, 109, 110, 111, 113, 115, 116, 117, 120, 122, 127, 128, 129, 130, 131, 133, 135, 136, 137, 201, 202, 203, 204, 206, 208, 209, 210, 211, 212, 213, 215, 216, 217, 219, 220, 221, 222, 223, 224, 225, 226, 227, 228, 229, 230, 231, 232, 233, 234, 235, 236, 238, 239, 240, 242, 243, 244, 246, 249, 252, 253, 254, 255, 256, 260, 261, 262, 263, 264, 266, 267, 269, 271, 272, 273, 300, 302, 303, 304, 306, 307, 308, 309, 310, 311, 313, 314, 315, 316, 317, 318, 320, 321, 323, 324, 325, 326, 328, 329, 330, 331, 332, 333, 334, 335, 336, 338, 339, 340, 342, 343, 344, 345, 346, 349, 350, 351, 352, 353, 354, 355, 356, 357, 360, 361, 362, 363, 364, 366, 367, 368, 369, 370, 371, 372, 373, 400, 401, 402, 403, 404, 406, 407, 408, 409, 410, 411, 413, 414, 415, 416, 417, 418, 419, 421, 422, 423, 424, 426, 429, 430, 432, 433, 434, 435, 436, 437, 438, 439, 440, 441, 442, 443, 444, 445, 446, 448, 449, 450, 451, 452, 453, 454, 455, 457, 460, 461, 462, 463, 464, 466, 467, 468, 469, 470, 471, 473, 474, 544, 545, 546, 547, 548, 549, 551, 552, 553, 554, 555, 556, 557, 560, 562, 563, 564, 566, 568, 569, 571, 572 and 574

Tract No. II:

Map 93-13-B, Parcel 1