Rev. 3-3-11

SPECIAL WARRANTY DEED

Address New Owner as Follows:	Send Tax Bills To:	Map-Parcel No.
CRP/Pollack Velocity, L.L.C. c/o Keith J. Willner, Esq.. Mayer Brown LLP 1999 K Street NW Washington, D.C. 20006	New Owner	See Exhibit A attached hereto for complete list of Map and Parcel Numbers

This instrument prepared by:
John M. Baird
4117 Hillsboro Pike
Suite 103-165
Nashville, Tennessee 37215

BILL GARRETT, Davidson County
Trans:T20110014558 DEEDWARRSP
Recvd: 03/10/11 16:10 6 pgs
Fees:33.00 Taxes:93610.00
20110310-0019285

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $25,300,000.00.

CRP/POLLACK Velocity, L.L.C.,
a Delaware limited liability company

By: _____

Name, Title: BRIAN D. NELSEN VICE PRESIDENT
Affiant

Subscribed and sworn to before me, this the 7 day of March, 2011.

Stacy M. Rosenthal
Notary Public, District of Columbia
My Commission Expires 10/14/2011

My commission Expires: _____

NOTARY PUBLIC

FOR AND IN CONSIDERATION of Twenty-Five Million Three Hundred Thousand and No/100 Dollars ($25,300,000.00) and other good and valuable consideration, **VELOCITY RESIDENTIAL II, LLC**, a Tennessee limited liability company, ("**Grantor**"), by these presents, does hereby grant, bargain, sell and convey all its right, title and interest to **CRP/POLLACK VELOCITY, L.L.C.**, a Delaware limited liability company ("**Grantee**"), its successors and assigns, in and to the following described tracts or parcels of land in Davidson County, Tennessee, to wit:

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, 424, 426, 429, 430, 432, 433, 434, 436, 437, 438, 439, 440, 442, 443, 444, 445, 446, 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.

Together with all appurtenances, easements, estate, title, and interest thereto belonging to Grantor, and all other real property interests in any manner related to the Units described above not previously conveyed, including, without limitation, all unallocated parking and storage rights (but excluding parking spaces 1 – 108).

Being the same property conveyed to Velocity Residential II, LLC, a Tennessee limited liability company by deed from John M. Baird, Successor Trustee, of record as Instrument No. 20110125-0007015, Register's Office for Davidson County, Tennessee.

The street addresses of the Units are believed to be 320 11th Avenue South, Nashville, Tennessee 37203.

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

a) 2011 Metropolitan Government Taxes - a lien not yet due and payable.

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

c) 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.

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

e) 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.

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

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

h) 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.

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

j) 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.

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

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

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

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

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

TO HAVE AND TO HOLD, to the Grantor, its successors and assigns, forever.

Grantor hereby covenants with the Grantee that at the time of the delivery of this deed, Grantor is lawfully seized of the above described property, that Grantor has good right, full power and lawful authority to convey the same, that the property is free from encumbrances made by the Grantor, and that the Grantor will warrant and defend the same against the lawful claims and demands of all persons claiming by, through, or under the said Grantor, but against none other.

IN WITNESS WHEREOF, undersigned has hereunto set its hand on this the 10th day of March, 2011.

VELOCITY RESIDENTIAL II, LLC,
a Tennessee limited liability company

By: **P.I. HOLDINGS NO. 1, INC.,**
a Texas corporation,
its sole member

By: _____
Name: Chelo Garcia
Title: Vice President

STATE OF TEXAS

COUNTY OF DALLAS

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **Chelo Garcia**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged herself to be the Vice President of **P.I. Holdings No. 1, Inc.**, a Texas corporation, as the sole member of **VELOCITY RESIDENTIAL II, LLC**, a Tennessee limited liability company, and that she, as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name P.I. Holdings No. 1, Inc. as the sole member of Velocity Residential II, LLC by herself as Vice President.

Witness my hand and seal, at office in Dallas, Dallas County, Texas, this the 7th day of March, 2011.

Carolyn J. Brumfield
NOTARY PUBLIC

My Commission Expires: 7-13-2013

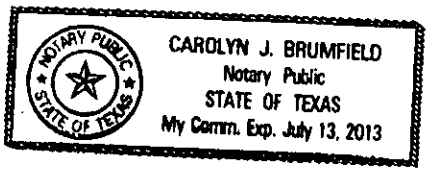


Exhibit A

Map and Parcels Numbers:

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, 424, 426, 429, 430, 432, 433, 434, 436, 437, 438, 439, 440, 442, 443, 444, 445, 446, 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