SPECIAL WARRANTY DEED

& return To:

This instrument was prepared by Perrone & Young, 109 Westpark Drive, Suite 330, Brentwood, Tennessee (PRY)		
Address New Owner	**Send Tax Bills To:**	**Map/Parcel**
VSI III Rivergate, LLC 7004 Bee Cave Road Building III, Suite 300 Austin, TX 78746	Same	026-13-0-070.00 and 026-13-0-028.00

State of Tennessee)
County of Williamson)

The actual consideration or value for this transfer, whichever is greater is $2,357,578.78.

Affiant

Sworn to and subscribed before me this 14th day of December 2011.

My commission expires: 2-18-14

Notary Public

REBECCA L. CAREY STATE OF TENNESSEE NOTARY PUBLIC WILLIAMSON COUNTY

For and in consideration the sum of Ten Dollars ($10) cash in hand paid by the grantee, hereinafter named, and other good and valuable consideration, the receipt and sufficiency of which is mutually acknowledged, **AAA Rivergate Self Storage, LLC**, a Tennessee limited liability company (the "Grantor"), has this day bargained and sold and does hereby transfer and convey unto the said **VSI III Rivergate, LLC**, a Texas limited liability company (the "Grantee"), its successors and assigns, certain real estate in Davidson County, Tennessee as described on **Exhibit A** hereto which is incorporated herein.

To have and to hold said real estate, with the appurtenances, estate, title, and interest belonging to the said Grantee, its successors and assigns forever. Grantor covenants that it is lawfully seized and possessed of the said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as shown on **Exhibit B**.

Grantor further covenants and binds itself, its successors, assigns, and representatives to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor, but not otherwise.

BILL GARRETT, Davidson County
Trans:T20120014528 DEEDWARRSP
Recvd: 02/28/12 15:53 5 pgs
Fees:28.00 Taxes:8723.04
20120228-0017271

Witness its hand this 15th day of December 2011.

GRANTOR: AAA RIVERGATE SELF STORAGE, LLC, a Tennessee limited liability company

By: _____
CHAD M. RAY, Chief Manager

STATE OF TENNESSEEE)
COUNTY OF WILLIAMSON)

Personally appeared before me, the undersigned, a Notary Public, in and for said State and County, **Chad M. Ray**, the Chief Manager of AAA Rivergate Self Storage, LLC, a Tennessee limited liability company, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Chief Manager of AAA Rivergate Self Storage, LLC, the within named bargainor, a Tennessee limited liability company, and that he executed the foregoing instrument for the purpose therein contained, by signing his name as Chief Manager and on behalf of the company.

Witness my hand and seal, at office in Brentwood, Tennessee, this 15th day of December 2011.

My Commission Expires:
2-18-14

_____
NOTARY PUBLIC

REBECCA L. CAREY
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY

EXHIBIT A TO SPECIAL WARRANTY DEED

PARCEL 1

Situated in the State of Tennessee, County of Davidson, and the City of Goodlettsville and being in the 10th Civil District of Davidson County and known as and being all of Lot 3 on the Plat of Service Merchandise Plaza as recorded in Plat Book 5050, page 7, R.O.D.C. and further described as follows:

Beginning at a capped rebar set at the southeast corner of said Lot 3 and being the southwest corner of Lot 1 of said Plat of Service Merchandise Plaza;

Thence S 67 degrees 24 minutes 20 seconds W, along the south line of said Lot 3, a distance of 322.36 feet to a point on the east right of way line of the CSX Transportation railroad and passing over a concrete monument found at a distance of 319.06 feet;

Thence N 06 degrees 58 minutes 34 seconds E, along the east right of way of said CSX Transportation, a distance of 600.82 feet to a point and passing over a capped rebar set at a distance of 510.79 feet;

Thence N 67 degrees 51 minutes 25 seconds E, a distance of 31.03 feet to a point;

Thence S 22 degrees 01 minutes 38 seconds E, along the west line of said Lot 1, a distance of 522.34 feet and passing over a railroad spike set at a distance of 67.11 feet to the point of beginning, and having an area of 92331 square feet or 2.12 acres, according to the survey of John Kohl & Company, P.C., 400 7th Avenue South, Nashville, Tennessee 37203, Philip B. Taylor, RLS, Tennessee License Number 1459, dated February 15, 2006.

INCLUDED IN THIS DESCRIPTION BUT EXPRESSLY EXCLUDED IS AN AIR RIGHTS PARCEL GRANTED TO THE STATE OF TENNESSEE.

Beginning at a point in the existing east margin of the CSX Railroad, said point being 27.0 feet right of the proposed centerline station 73+87.82 (Chain Right); thence with the said east margin North 06 degrees 58 minutes 34 seconds east 90.03 feet to a point; thence North 67 degrees 51 minutes 25 seconds east 31.03 feet to a point; thence with the west boundary of the Equitable Life Assurance Society Property South 22 degrees 01 minutes 38 seconds East 67.11 feet to a point; thence with the proposed southeast margin with a 3792.72 foot radius curve to the left and running southwestwardly 76.16 feet to the point of beginning and containing 3726 square feet and being part of the same property conveyed to Guardian Storage Company, LTD, a partnership, by L.H. Hardaway et al of record in Book 6081, page 646, Register's Office for Davidson County, Tennessee.

This is improved property and is located along the east margin of the CSX Transportation Railroad and 350 feet more or less southeast of the I-65 northbound traffic lane.

Being the same property conveyed to AAA Rivergate Self Storage, LLC, by quitclaim deed of record in Instrument No. 20060217-0019612, Register's Office for Davidson County, Tennessee.

This is improved property known as 719 Rivergate Parkway, Goodlettsville, Tennessee, 37072.

AND

PARCEL 2

BEING PART OF LOTS NO. 13, 14, 15, 16, 17 AND 18 OF BLOCK "D" AND THE NORTHWEST PART OF BLOCK "G" AND THE NORTHWEST END OF DUPONT AVENUE, AND OF WOODROW AVENUE, AS BEING SHOWN ON THE PLAT OF DuPONT CITY, AS OF RECORD IN PLAT BOOK 421, PAGE 124, REGISTER'S OFFICE FOR SAID COUNTY AND BEING MORE PARTICULARY DESCRIBED AS FOLLOWS:

BEGINNING ON THE WESTERLY RIGHT OF TWO MILE PIKE AT THE SOUTHEASTERLY CORNER OF RES. PAR. "A", AS BEING SHOWN IN PLAT BOOK 5050, PAGE 7, R.O.D.C., TN., THENCE RUNNING WITH SAID R/W S18°52'21"E, 90.68 FEET TO THE SOUTHEASTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE LEAVING SAID RIGHT OF WAY S68°02'42"W, 191.40 FEET; THENCE S20°38'33"E, 111.08 FEET; THENCE WITH THE NORTHERLY LINE OF ECHO MEADOWS, AS OF RECORD IN PLAT BOOK 2331, PAGE 64, R.O.D.C., S67°14'36"W, 1012.45 FEET TO THE EASTERLY RIGHT OF WAY OF THE CSX TRANSPORTATION (FORMERLY L&N RAILROAD) RIGHT OF WAY; THENCE ALONG SAME N06°54'23"E, 232.33 FEET TO THE NORTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE ALONG THE NORTHERLY LINE OF THIS TRACT N67°24'20"E, 322.45 FEET; THENCE N67°26'20"E, 582.16 FEET; THENCE N67°17'49"E, 194.50 FEET TO THE WESTERLY RIGHT OF WAY OF TWO MILE PIKE AND THE POINT OF BEGINNING, CONTAINING 4.81 ACRES, MORE OR LESS. ACCORDING TO A SURVEY BY JOHN KOHL AND CO., A DIVISION OF THE SCHNEIDER CORPORATION, DATED SEPTEMBER 11, 2006.

BEING THE SAME PROPERTY CONVEYED TO AAA RIVERGATE SELF STORAGE, LLC, A TENNESSEE LIMITED LIABILITY COMPANY, BY SPECIAL WARRANTY DEED OF RECORD IN INSTRUMENT NO. 20061025-0132292, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND BY SCRIVENER'S AFFIDAVIT OF RECORD IN INSTRUMENT NO. 20070604-0066092, SAID REGISTER'S OFFICE.

EXHIBIT B TO SPECIAL WARRANTY DEED

1. All matters as shown on the plat of record in Book 5050-7, said Register's Office (Tract I).

2. Utility Easement of record in Book 7497, page 17, Register's Office for Davidson County, Tennessee (Tract I).

3. Consent Judgment and Final Decree, Docket No. 87C-3428, Circuit Court of Davidson County, Tennessee, on Relation of the Commissioner of the Department of Transportation, for an on behalf of said Department, on Air Rights parcel more particularly described in said document, and referenced in the deed of record in Instrument No. 20060217-0019612, Register's Office for Davidson County, Tennessee (Tract I).

4. Agreement for Dedication of Easement for Sanitary Sewer of record in Book 4362, page 942, said Register's Office (Tract II).

5. Agreement for Dedication of Easement for Sanitary Sewer of record in Book 4399, page 531, said Register's Office (Tract II).

6. Easement of record in Book 8680, page 692, said Register's Office (Tract II).

7. Transmission Line Easement of record in Book 2436, page 18, said Register's Office (Tract II).

8. Charter Right of Way of the CSX Railroad