This instrument prepared by:
Erika R. Barnes
Stites & Harbison, PLLC
401 Commerce Street, Suite 800
Nashville, Tennessee 37219

BILL GARRETT, Davidson County
Trans:T20120051662 DEEDTRS
Recvd: 07/13/12 09:54 6 pgs
Fees:33.00 Taxes:3596.40
20120713-0061640

| Address New Owner as follows: | Send Tax Bills To: | Map and Parcel Nos.: |
|---|---|---|
| **ATLAS TRI-STATE SPE, LLC**<br>c/o BB&T<br>401 W. Main Street<br>Louisville, KY 40202<br>ATTN: Gordon Dabney | **ATLAS TRI-STATE SPE, LLC**<br>c/o BB&T<br>401 W. Main Street<br>Louisville, KY 40202<br>ATTN: Gordon Dabney | **081110C00100CO;**<br>**081110C00200CO;**<br>**081110C00300CO;**<br>**081110C00400CO;**<br>**091120B00100CO;**<br>**091120B00200CO;**<br>**091120B00300CO;**<br>**091120B00400CO;**<br>**091120B00500CO;**<br>**091120B00600CO;**<br>**081030A00100CO;**<br>**081030A00200CO;**<br>**081030A00300CO;**<br>**081030A00400CO;**<br>**081030A00500CO;**<br>**081030A00600CO;**<br>**081030A00700CO;**<br>**081030A00800CO;**<br>**and 081030A00900CO** |

**SUCCESSOR TRUSTEE'S DEED**

This Successor Trustee's Deed is made and entered into on this the 12th day of July, 2012, by Erika R. Barnes, Successor Trustee ("Successor Trustee").

WHEREAS, by *Tennessee Deed of Trust, Security Agreement and Fixtures Filings* dated May 29, 2009, recorded as Instrument No. 20090615-0055531 and re-recorded as Instrument No. 20090824-0079492 (collectively, the "Deed of Trust"), in the Register's Office of Davidson County, Tennessee (the "Register's Office"), Alpha Street Real Estate Development and Investments, LLC ("Grantor") conveyed to BB&T Collateral Service Corporation, Trustee, the Property (as hereinafter defined) to secure the payment of certain indebtedness described in the Deed of Trust (the "Indebtedness"), which Indebtedness is presently held and owned by Branch Banking and Trust Company (the "Lender"); and

WHEREAS, the Indebtedness became overdue and unpaid, and other conditions of default occurred, by reason of which the Lender declared the Deed of Trust to be in default, and notice was given of such default to Grantor, in the manner required by the terms of the Deed of Trust, but following such notice the default was not cured; and

WHEREAS, Lender appointed Erika R. Barnes to serve as Successor Trustee in place of BB&T Collateral Service Corporation, Trustee, by instrument of record as Instrument No. No. 20120509-0040002, Register's Office for Davidson County, Tennessee, in accordance with the terms of the Deed of Trust; and

WHEREAS, Lender directed the Successor Trustee to sell the Property (defined below) as provided in the Deed of Trust, and the Successor Trustee caused notice to be published in *The City Paper* that the Property (defined below) would be sold at 10:15 a.m. Central Time on July 11, 2012, at the front door of the Davidson County Courthouse, One Public Square, Nashville, TN 37201 (the "Foreclosure Notice"), such Foreclosure Notice appearing in said paper on June 18, 2012, June 25, 2012 and July 2, 2012; and

WHEREAS, the Successor Trustee further sent a copy of the Foreclosure Notice as required by applicable law, and following the appearance of the Foreclosure Notice in said newspaper the default was not cured; and

WHEREAS, the Successor Trustee appeared at the time and place specified in the Foreclosure Notice, and shortly after 10:15 a.m. Central time, offered the Property (defined below) for sale, and after opening the floor for competitive bids, sold the Property (defined below) to Lender in response to its collective bids at the price of Nine Hundred Seventy-Two Thousand and No/100 Dollars ($972,000.00), this being the highest, last and best bids.

WHEREAS, the Lender has assigned its bids to Atlas Tri-State SPE, LLC and Lender has requested that the Property be sold to, Atlas Tri-State SPE, LLC, as its designee.

NOW, THEREFORE, I, Erika R. Barnes, Successor Trustee as aforesaid, in consideration of the premises and the sum of $972,000.00, by these presents do transfer and convey unto Atlas Tri-State SPE, LLC, its successors and assigns (the "Grantee"), all of my right, title and interest in and to the following described real estate, together with any and all improvements now or hereafter erected on the property, if any, and all easements, rights, appurtenances, rents, royalties, mineral, oil, timber and gas rights and profits, water, water rights, and water stock, and all fixtures now or hereafter attached to the property, if any, but no further or otherwise, located in Davidson County, Tennessee (collectively, the "Property"), and more particularly described as follows, to wit:

Tract No 1:

Land in Davidson County, Tennessee, being the east 47 feet of Lot No. 8 on the Map of George Shields' Second Addition, of record in Book 57, page 146, Register's Office for Davidson County, Tennessee.

Said part of said Lot No. 8 fronts 47 feet on the Northside of Buchanan Street and runs back between parallel lines 150 feet to an alley.

Being the same property conveyed to ALPHA STREET REAL ESTATE DEVELOPMENT AND INVESTMENTS, LLC by deed from IDA STEVENSON A/K/A IDA CRUTCHER, UNMARRIED of record as Instrument No. 20090603-0051179, dated May 29, 2009, Register's Office for Davidson County, Tennessee.

Tract No. II:

LAND in Davidson County, Tennessee, being Lot No. 6 on the Map of Enoch Harwell Subdivision, of Part of Lot No. 12 Clifton Plan, as shown on plat of record in Plat Book 161, page 39, Register's office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description of said lot.

Being the same property conveyed to ALPHA STREET REAL ESTATE DEVELOPMENT AND INVESTMENT, LLC by deed from MARIE MCQUIDDY, UNMARRIED of record as Instrument No. 20090302-0017954, dated February 27, 2009, Register's Office for Davidson County, Tennessee.

Tract No. III:

LAND in Davidson County, Tennessee, being Lot no. 7 on the Map of Enoch Harwell Subdivision, of Part of Lot No. 12 Clifton Plan, as shown on plat of record in Plat Book 161, Page 39, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description of said lot.

Being the same property conveyed to ALPHA STREET REAL ESTATE DEVELOPMENT AND INVESTMENTS, LLC by deed form LS PARTNERS, A TENNESSEE GENERAL PARTNERSHIP of record as Instrument No. 20090218-0013521, dated February 17, 2009, Register's Office for Davidson County, Tennessee.

Tract No. IV:

Land in Davidson County, Tennessee, being Lot(s) Nos. 16 and 17, as shown on the map entitled H. N. Myers Plan, of record in Plat Book 21, page 48, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Being the same property conveyed to ALPHA STREET REAL ESTATE DEVELOPMENT AND INVESTMENTS, LLC by substitute trustee's deed from THOMAS W. LAWLESS, AS SUBSTITUTE TRUSTEE of record as Instrument No. 20090112-0002785, dated December 5, 2008, Register's Office.

The Property is improved property.

To have and to hold the Property in bar of the statutory right and any equity of redemption, homestead, dower and all other rights and exemptions of every kind, all of which are expressly waived in the Deed of Trust.

Grantee hereunder accepts title to the Property and all improvements thereon in an AS IS, WHERE IS condition, and without representation or warranty from Successor Trustee as to any matter whatsoever, and by accepting this Successor Trustee's Trustee Deed, Grantee represents and warrants that it has conducted its own due diligences with regard to the Property and matters

of title related to the Property, and represents and warrants that it has not relied on any statement or action made by Successor Trustee. Without limiting the foregoing, **SUCCESSOR TRUSTEE DISCLAIMS ALL REPRESENTATIONS AND WARRANTIES, EXPRESS OR IMPLIED, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR USE OR PURPOSE. ADDITIONALLY, SUCCESSOR TRUSTEE DISCLAIMS ALL REPRESENTATIONS AND WARRANTIES AS TO THE ABSENCE OR PRESENCE ON OR UNDER THE PROPERTY OF HAZARDOUS SUBSTANCES AS DEFINED BY ANY ENVIRONMENTAL LAWS, INCLUDING WITHOUT LIMITATION THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT ("CERCLA") OR SIMILAR FEDERAL AND STATE LEGISLATION (COLLECTIVELY, THE "ENVIRONMENTAL LAWS")**. Grantee accepts title to the Property subject to any problems arising in connection with the Property and/or the improvements located thereon, including without limitation problems arising out of or in connection with deterioration of any improvements thereon, violations of the Environmental Laws, and potential flood hazards. By accepting this Successor Trustee's Deed, Grantee agrees to indemnify and hold the Successor Trustee harmless from any and all costs, expenses, and liability, including without limitation attorney fees, arising out of or in connection with any of the foregoing.

This conveyance may be subject to easements, restrictions, liens, taxes, etc., including, but not limited to, the items set forth below, but only to the extent any of such matters take priority over the Deed of Trust. To the extent such matters do take priority over the Deed of Trust under applicable law, this conveyance is subject to them, and to the extent such matters do not, the Property does not remain subject to them:

1. Any and all unpaid *ad valorem* taxes payable to Davidson County (plus penalty and interest, if any) that may be a lien against the Property.

2. Assignment of Leases and Rents in favor of Branch Banking and Trust Company of record in Instrument No. 20090615-0055532, Register's Office.

3. Plan of record in Book 57, Page 146, Register's Office. (Tract I)

4. Declaration Establishing 2110 Buchanan Street Condominiums of record in Instrument No. 20090520-0046430, Register's Office. (Tract I)

5. Master Deed Establishing A Horizontal Property Regime of 2110 Buchanan Street Townhomes of record in Instrument No. 20090415-0034309, Register's Office. (Tract I)

6. Access Easement Agreement of record in Instrument No. 20090427-0037573, Register's Office. (Tract I)

7. Plan of record in Instrument No. 20090806-0073995, Register's Office. (Tracts II and III)

8. Declaration Establishing Indiana Avenue Condominiums of record in Instrument No. 20090520-0046431, and Instrument of Correction and Amendment No. 1 to Declaration Establishing Indiana Avenue Condominiums of record in Instrument No. 20090923-0088680, Register's Office. (Tracts II and III)

9. Master Deed Establishing a Horizontal Property Regime of Indiana Avenue Townhomes of record in Instrument No. 20090415-0034310, Register's Office. (Tracts II and III)

10. Plan of record in Book 21, Page 48, Register's Office. (Tracts IV)

11. Master Deed Establishing a Horizontal Property Regime of Cecilia Street Townhomes of record in Instrument No. 20081216-0120409, corrected by Affidavit of Scrivener's Error of record in Instrument No. 20090520-0046429, Register's Office. (Tracts IV)

12. Inspection and Maintenance Agreement For Private Stormwater Management Facilities of record in Instrument No. 20090318-0024422, Register's Office. (Tracts IV)

13. Judgment filed by Pro Build Company, LLC of record in Instrument No. 20110610-0044739, Register's Office.

14. Judgment filed by Don Wood Plumbing Company, Inc. of record in Instrument No. 20120207-0011054, Register's Office.

15. Judgment filed by Don Wood Plumbing Company, Inc. of record in Instrument No. 20120207-011055, Register's Office.

16. Mechanics & Materialmen's Lien filed by Don Wood Plumbing Company, Inc. of record in Instrument No. 20110308-0018668, Register's Office. (Tract No. I)

17. Mechanics & Materialmen's Lien filed by Don Wood Plumbing Company, Inc. of record in Instrument No. 20110308-0018669, Register's Office. (Tracts II & III)

18. Mechanic's & Materialmen's Lien filed by Don Wood Plumbing Company, Inc. of record in Instrument No. 20110308-0018667, Register's Office. (Tract No. IV)

19. Notice and Affidavit of Lien filed by R&M Electric, Inc. of record in Instrument No. 20101021-0084362, Register's Office. (Tract No. IV)

20. Notice of Lien field by Metropolitan Government of Nashville, Davidson County, Tennessee, Metro Water & Sewage Services of record in Instrument No. 20091105-0102460, Register's Office. (Tract No. IV).

This conveyance is further subject to any and all liens, defects, encumbrances, conveyances, adverse claims and other matters which take priority over the Deed of Trust pursuant to which this conveyance is made, any statutory rights of redemption not otherwise waived in the Deed of Trust, including rights of redemption of any governmental agency, state or federal, which have not been waived by such governmental agency, and any and all matters that would be shown or revealed by an accurate survey of the Property.

WITNESS the signature of the Successor Trustee on this the day and date first above written.

Erika R. Barnes

ERIKA R. BARNES,
SUCCESSOR TRUSTEE

STATE OF TENNESSEE )

COUNTY OF DAVIDSON )

Before me, Angelena L. Lydon, a Notary Public of the State and County aforesaid, personally appeared ERIKA R. BARNES, 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 Successor Trustee, and that he as such Successor Trustee, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as Successor Trustee.

Witness my hand and seal, at office in Nashville, Tennessee, this 12th day of July, 2012.

Angelena L. Lydon

Notary Public

My commission expires: August 17, 2015

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is Nine Hundred Seventy-Two Thousand and No/100 Dollars ($972,000.00).

Erika R. Barnes

Affiant

Subscribed and sworn to before me
this the 12th day of July, 2012.

Angelena L Lydon

Notary Public

My commission expires:

ANGELENA L. LYDON
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF DAVIDSON

MY COMMISSION EXP
AUGUST 17, 201