THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis, LLP
Nashville City Center
511 Union Street, Suite 2700
Nashville, TN 37219
Attn: Robert R. Campbell, Jr.

BILL GARRETT, Davidson County
Trans:T20120065295 DEEDWARRSP
Recvd: 08/30/12 15:30 6 pgs
Fees:33.00 Taxes:138750.00
20120830-0078635

Address New Owner(s):
WLA Velocity Investors VI, G.P.
c/o Walton Street Capital, L.L.C.
900 North Michigan Avenue, Suite 1900
Chicago, IL 60611
Attention: Angela Lang, Esq. and Douglas Welker

Send Tax Bills to:
Same

Map and Parcel:
Map 93-13-B
Parcel 2

SPECIAL WARRANTY DEED

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, **CRP/ POLLACK VELOCITY, L.L.C.**, a Delaware limited liability company (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to **WLA VELOCITY INVESTORS VI, G.P.**, a Delaware general partnership (the "Grantee"), its successors and assigns, the following tract or parcel of land in Davidson County, Tennessee, described in Exhibit A attached hereto and incorporated herein by reference, together with all improvements, appurtenances and hereditaments thereunto belonging or in anywise appertaining (collectively, the "Real Estate").

This is improved property consisting of the Apartment Unit at the property known as Velocity in the Gulch Condominium located at 320 11th Avenue South, Nashville, Tennessee 37203.

TO HAVE AND TO HOLD said Real Estate, with the appurtenances and hereditaments thereto belonging or in anywise appertaining, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it subject to those matters shown on Exhibit B attached hereto. Grantor further covenants and binds itself, its successors, 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.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 29th day of August, 2012.

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

By: _____
Name: Steven L. Shores
Title: Vice President

STATE OF Georgia)
COUNTY OF Fulton)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Steven L. Shores, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of CRP/Pollack Velocity, L.L.C., the within named bargainor, a Delaware limited liability company, and that he as such Vice President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Vice President.

WITNESS my hand and official seal at office in Atlanta, GA, this 29th day of August, 2012.

_____
Notary Public

My Commission Expires: 10/2/12

KRISTA MESSIC
NOTARY PUBLIC
COBB COUNTY, GEORGIA
MY COMMISSION EXPIRES OCTOBER 2, 2012

STATE OF ILLINOIS)
COUNTY OF COOK)

The actual consideration or value, whichever is greater, for this transfer is $37,500,000.

PURCHASER:

WLA VELOCITY INVESTORS VI, G.P.,
a Delaware general partnership

By: Walton VTN Holdings VI-B, L.L.C.,
a Delaware limited liability company,
its Managing General Partner

By: Walton Acquisition REOC Master VI, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton Street Real Estate Fund VI-Q, L.P.,
a Delaware limited partnership,
its Managing Member

By: Walton Street Managers VI, L.P.,
a Delaware limited partnership,
its General Partner

By: WSC Managers VI, Inc.,
a Delaware corporation,
its General Partner

By: _____
Name: Lindsay Anthony
Its: Vice President

Subscribed and sworn to before me this 29th day of August, 2012.

_____
Notary Public

My Commission Expires: 2/22/2015

OFFICIAL SEAL
DANIEL D. LINDGREN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2-22-2015

EXHIBIT A

Legal Description

The Apartment Unit of Velocity Residential Condominium (the "Apartment Unit") described in 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, Second Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20110620-0047267, said Register's Office, Third Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20111013-0079884, said Register's Office, and Fourth Amendment to Master Deed establishing Velocity Residential Condominium, of record as Instrument No. 20111104-0086599, said Register's Office, together with the undivided percentage interest in the Common Elements appurtenant to the Apartment Unit as set forth in Exhibit E of the Master Deed Establishing Velocity Residential Condominium, as amended. 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, as amended by First Amendment to Master Deed establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047266, 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, as amended by First Amendment to Master Deed establishing Gulch Land Condominium, of record as Instrument No. 20111109-0087667, said Register's Office. 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 Fourth Amendment to Master Deed Establishing Velocity Residential Condominium, for a more complete identification and description of such Apartment Unit.

Being the same property conveyed to CRP/Pollack Velocity, L.L.C., a Delaware limited liability company, by deed from Velocity Residential II, LLC, a Tennessee limited liability company, of record as Instrument No. 20110310-0019285, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Encumbrances

1. Taxes and assessments for the year 2012 and subsequent years, not yet due and payable.

2. 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, as amended by First Amendment to Master Deed Establishing Gulch Land Condominium, of record as Instrument No. 20111109-0087667, said Register's Office, including, but not exclusively, an easement for building repair and emergency exit.

3. Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123571, said Register's Office, as amended by First Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047266, said Register's Office.

4. Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20081230-0123572, said Register's Office, as amended by First Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20090710-0064468, said Register's Office, as amended by Second Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20110620-0047267, said Register's Office, Third Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20111013-0079884, said Register's Office, and Fourth Amendment to Master Deed Establishing Velocity Master Condominium, of record as Instrument No. 20111104-0086599, said Register's Office, which establishes easements, assessments and liens to secure assessments.

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

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

7. 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.

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

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

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

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

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

13. Unrecorded Development Agreement by and between Metropolitan Development and Housing Agency and Velocity in the Gulch, LLC, a limited liability company, dated July 10, 2007, and assigned to Velocity in the Gulch, Inc., by Assignment of Development Agreement, dated as of October 31, 2007.

14. All matters shown on the survey made by Littlejohn Engineering Associates dated August 3, 2012.