THIS INSTRUMENT PREPARED BY:
William R. O'Bryan, Jr. Esq.
Butler, Snow, O'Mara, Stevens & Cannada, PLLC
1200 One Nashville Place
150 Fourth Avenue, North
Nashville, Tennessee 37219-2433

[Davidson]

BILL GARRETT, Davidson County
Trans:T20120071631 DEEDWARR
Recvd: 09/24/12 09:22 4 pgs
Fees:23.00 Taxes:2664.00
20120924-0086388

DEED IN LIEU OF FORECLOSURE

Address New Owner:	Send Tax Notices To:	Map-Parcel Numbers
Commerce Union Bank P. O. Box 548 Springfield, TN 37271-0548	Commerce Union Bank P. O. Box 548 Springfield, TN 37271-0548	Map: 060-15 Parcel: 040.00

WHEREAS, Commerce Union Bank (the "Grantee") is the owner and holder of a certain Note dated November 7, 2007 (the "Note") from TME Heartland, LLC, a Tennessee limited liability company (the "Grantor"), to the Grantee, in the original principal amount of Two Million Seven Hundred Thirty Three Thousand Nine Hundred Fifty One and 06/100 Dollars ($2,733,951.06), which is secured by the Deed of Trust and Assignment of Leases and Rents of record in Book 438, page 504, Register's Office for Putnam County, Tennessee; Book T821, page 52, Register's Office for Carter County, Tennessee; Instrument No. 200801230055139, Register's Office for Knox County, Tennessee; Instrument No. 200711140133761, Register's Office for Davidson County, Tennessee; Instrument No. 07182755, Register's Office for Shelby County, Tennessee; Book 1805, page 224, Register's Office for Bradley County, Tennessee (the "Deed of Trust"); and

WHEREAS, Grantor acknowledges that defaults exist under the Deed of Trust; and

WHEREAS, Grantor desires to execute this Deed in Lieu of Foreclosure (the "Deed") in order to receive credit toward the Deed of Trust in the amount set forth below; and

NOW, THEREFORE, for and in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor does hereby grant, bargain, sell, transfer and convey unto Grantee, its successors and assigns, in fee simple, the following described real estate (the "Property"):

Land in Davidson County, Tennessee, being Lot(s) 1, as shown on the map entitled Universal Properties, of record in Plat Book 7900, page(s) 794, 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 Hearthwood Properties No. 2, LLC, a Tennessee limited liability company, by deed of record in Instrument No. 200507290088969, said Register's Office. Hearthwood Properties No. 2, LLC subsequently changed its name to TME Heartland, LLC by Amendment to Articles of Organization of record in Instrument No. 200711130132891, said

Register's Office. Further reference is made to the deed of record in Instrument No. 200711130132890, said Register's Office.

The property address is believed to be: 2412 (and possibly 2416) Plum Street, Nashville, Tennessee.

TO HAVE AND TO HOLD said Property, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever. Grantor, for itself, and for its successor and assigns, do hereby covenant and agree to and with Grantee that it is lawfully seized and possessed to the Property conveyed hereby in fee simple; that it has the full power and lawful authority to sell and convey the same; that title thereto is free, clear and unencumbered, except as provided on Exhibit A attached hereto, and that it will forever warrant and defend the title to same against the lawful claims of all persons whomsoever.

In further consideration of the Grantor's conveyance herein and other good and valuable consideration, the Grantor and Grantee do specifically and mutually agree and bind themselves as follows:

1. This Deed is an absolute conveyance of Grantor' right, title and interest in the Property, and is not intended as a release or mortgage, trust conveyance or a security of any kind.

2. This Deed is executed pursuant to that certain Deed in Lieu of Foreclosure and Settlement Agreement dated September 19, 2012.

WITNESS our hands this 19 day of September, 2012.

GRANTOR:

TME HEARTLAND, LLC

By: Spanish Ranch I, L.P., a Delaware limited partnership, its sole manager and member

By: TME Hayward, Inc., a Nevada corporation, its General Partner

By: Tina M Earp
Tina M. Earp, President

STATE OF Nevada)
COUNTY OF Clark)

Before me Desiree Lowery, a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared Tina M. Earp, 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 President of TME Hayward, Inc., a Nevada corporation, the sole General Partner of Spanish Ranch I, L.P., a Delaware limited partnership, the sole manager and member of TME Heartland, LLC, a Tennessee limited liability company, the within named bargainor, and that she as such President, being authorized so to do, by signing the name of the partnership by herself as President of the General Partner of the sole manager and member of TME Heartland, LLC.

WITNESS my hand and seal at office this 19 day of September, 2012.

DESIREE MARIE LOWERY
NOTARY PUBLIC
STATE OF NEVADA
My Commission Expires: 4-15-2014
Certificate No: 10-1959-1

Desiree Lowery
Notary Public
My Commission Expires: 4-15-14

STATE OF Tennessee)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $ 720,000.00 .

AFFIANT

SUBSCRIBED AND SWORN to before me,
this 21st day of September 2012.

Caroline Haynes Page
NOTARY PUBLIC
My Commission Expires: 7-8-13

CAROLINE HAYNES PAGE
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

EXHIBIT A

PERMITTED EXCEPTIONS

1. County Taxes for 2012, a lien not yet due and payable.

2. All matters shown on the Plat of record in Book 7900, page 794, Register's Office for Davidson, Tennessee.

3. Easement retained by Metropolitan Government of Nashville and Davidson County pursuant to Bill No. 088-177, and also recorded in Book 7585, page 163, Register's Office for Davidson County, Tennessee.

4. Deed of Trust executed by TME Heartland, LLC in favor of Commerce Union Bank of record in Instrument No. 200711140133761, Register's Office for Davidson County, Tennessee.

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