BILL GARRETT, Davidson County
Trans:T20120074373 DEEDWARRSP
Recvd: 10/02/12 12:37 6 pgs
Fees:33.00 Taxes:166.87
20121002-0089760

State of Tennessee
County of ~~Tipton~~ Williamson

The actual consideration or value- whichever is Greater, is $145,100.00

Affiant

Subscribed and Sworn to before me this 26th day of July, 2012

Notary Public

My Commission Expires: (Affix Seal)
3/18/14

JENNIFER CROWELL
STATE OF TENNESSEE NOTARY PUBLIC
LEWIS COUNTY

SPECIAL WARRANTY DEED

INSTRUMENT PREPARED BY:
Serrano, McKinney, Umpierre, LLC
1355 Terrell Mill Road, Bldg, 1472, Suite 100
Marietta, GA 30067

Name and Address of New Owner:	Improved Property Known as:	Send Tax Bills to:
HIGHLAND INVESTMENT PROPERTIES, LLC *	225 CLIPPER COURT NASHVILLE, TN 37211	**HIGHLAND INVESTMENT PROPERTIES, LLC** * 2035 Otter Creek Rd Tipton, NC 28781

MAP PARCEL NUMBER: 148-15-231

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, BY THE GRANTOR,

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, AS GRANTOR TRUSTEE OF THE PROTIUM MASTER GRANTOR TRUST

Whose Address is 4600 S SYRACUSE ST, SUITE 700, DENVER, CO 80237

SAID GRANTOR DOES HEREBY BARGAIN, SELL, TRANSFER AND CONVEY UNTO

HIGHLAND INVESTMENT PROPERTIES, LLC

AND THEIR HEIRS OR ASSIGNS, SUBJECT TO COVENANTS AND RESTRICTIONS OF RECORD AND MATTERS AN ACCURATE SURVEY WOULD REVEAL THAT CERTAIN TRACT OR PARCEL OF LAND IN TIPTON STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO WIT:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

THIS CONVEYANCE IS SUBJECT TO: 1) Current years taxes which have been prorated and assumed by the Grantee(s); 2) All restrictions of record; 3) All easements of record; 4) All visible easements; 5) All matters appearing on the plat of record; 6) All applicable government and zoning regulations.

TO HAVE AND TO HOLD said tract or parcel of land, together with the appurtenances, estate, title and interest thereto belonging, unto said Grantee(s) and his/her/their assigns, forever.

Said, THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, warrants the title to said property against the claims of all persons claiming, or to claim the same or any part thereof, by, through or under the said Grantor, but not otherwise.

In witness whereof the undersigned has executed this the 5th day of July, 2012.

Signed, sealed and delivered in the presence of:

Witness

Witness

TH BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, AS GRANTOR TRUSTEE OF THE PROTIUM MASTER GRANTOR TRUST

By: [SEAL]

By: Integrated Asset Services LLC

By:

Its: Deborah Mathis. Contract/Document Specialist

BY INTEGRATED ASSET SERVICES, LLC, A COLORADO LIMITED LIABILITY COMPANY, IT'S ATTORNEY IN FACT BY VIRTUE OF THAT CERTAIN LIMITED POWER OF ATTORNEY RECORDED AT DEED BOOK #____, PAGE _____ DAVIDSON COUNTY, TN

SEAL

CORPORATE

20121002-0089755

STATE OF COLORADO

COUNTY OF DENVER

BEFORE THE UNDERSIGNED, a Notary Public of the State and County aforementioned, personally appeared Deborah Mathis, 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 ~~LEAD CLOSER~~ Contract/Document Spec. AND AUTHORIZED AGENT of INTEGRATED ASSET SERVICES, LLC, a COLORADO LIMITED LIABILITY COMPANY, IT'S ATTORNEY IN FACT and as such AUTHORIZED AGENT executed the foregoing instrument for the purpose therein contained and acknowledged the instrument to be the free act and deed of THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, AS GRANTOR TRUSTEE OF THE PROTIUM MASTER GRANTOR TRUST by virtue of Limited Power of Attorney.

WITNESS my hand and seal, this 5th day of July, 2012.

Notary Public

JENNY STELZER
Notary Public
State of Colorado
My Commission Expires 10/03/2013

My Commission Expires:_____

SELLER`S AFFIDAVIT

Personally appeared before me, the undersigned attesting officer duly authorized to administer oaths, the undersigned (hereinafter "Deponent"), who first being duly sworn, deposes and says on oath as follows: TO THE BEST OF AFFIANT'S KNOWLEDGE, without inspection per .

That Deponent is the duly elected officer of the Corporation named below, holding the office indicated below and is duly authorized and empowered to make this affidavit in his representative capacity on behalf of said corporation as well in his individual capacity; that said corporation is the owner of certain real property briefly described below and as more fully described in a certain deed executed by Deponent on behalf of said corporation to the Grantee named below;

That there are no persons, corporations, or other entities in possession of said real estate who have right or claim to possession arising beyond the date hereof, except as shown herein below;

That the lines and corners of said real estate are clearly marked and there are no disputes concerning the location of said lines and corners;

That all improvements erected on said real estate or intended to be conveyed to the Grantee below are situated wholly within the boundaries of said real estate and there are no violations or any sideline or setback lines or any other restrictions or covenants of record not yet expired affecting said real estate;

That all improvements erected on the real estate are fully completed and there are no unpaid bills of any nature for any improvements, surveys, engineering or architectural services, pest control inspections or treatments, or for any other work, labor, materials or services placed upon, applied to, delivered or rendered to, for, or in connection with the real estate at the direction of the Owner or any duly authorized agent of Owner within the three-month period immediately preceding the date hereof or the period during which the Owner has owned the real estate owned less than three months preceding the date hereof;

That Deponent knows of no persons, corporations or other entities claiming any interest whatsoever in said real estate by reason of any unrecorded deed, contract or other document of title and that preceding the execution hereof, no interest in real estate has been granted to any other persons, corporations or other entities whatsoever, which persons, corporations or other entities have not executed the deed to Grantee below;

That no damage, destruction or other casualty has occurred to the improvements on the real estate, normal wear and tear excepted, within the thirty-day period immediately preceding the date hereof which has not been repaired or restored or which has not been made known to the Grantee named below;

That there are no suits, lis pendens, judgments, appeals, bankruptcies, executions or defaulted surety bonds, against the Owner of the real estate in any state or Federal Court whatsoever that could in any way affect title to said real estate, the improvements thereon or the fixtures attached thereto;

That said real estate, the improvements, equipment, appliances or fixtures attached thereto are free and clear of all liens, encumbrances, restrictions, assessments, encroachments, leases, tenancies and occupancies except as specifically set out and shown here in below;

That all ad valorem taxes, state and county and municipal taxes applicable to the real estate and any personality separately assessed have been paid in full for all years prior to the date hereof, except only those taxes specifically set out and shown here in below;

That all assessments against the Owner or applicable to the real estate including assessments for street lighting, water and sewer construction, sanity assessments and other governmental services have been paid in full, excepting only those assessments specifically set out and shown herein below;

That Deponent, if an individual, is not a nonresident alien for purposes of U.S income taxation;

That to the best of Affiant`s knowledge, no hazardous or toxic substance, material, gas, or waste which gives rise to liability under the Resource Conservation and Recovery Act, (Chapter 82 of Title 42 of the United States Code), the Comprehensive Environmental Response, Compensation and Liability Act (Chapter 103 of Title 42 of the United States Code) or any similar Federal or State Rule or Regulation, has been disposed of on or contaminated said real estate or has been buried or accumulated on said real estate.

That Owner, unless the real estate was acquired in the current calendar year, has filed all required tax returns concerning the real estate so that no penalties for failure to file such tax returns will assessed for the current year;

That the only exceptions to the averments herein are as follows;

2012 State and County Taxes which are liens but not yet due and payable.

Subject to the terms of the attached "Addendum to Seller's Affidavit." pr

Property Description

SEE EXHIBIT "A"

Said property is known as 72 MORRIS RD, COVINGTON, TN 38019, together with all fixtures and personal property attached to and constituting a part of said property, if any.

That if Deponent makes this affidavit on behalf of a corporation, the corporation name is THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION and said corporation is incorporated in the State ofCOLORADO and Deponent's official position with said corporation is:

That this affidavit is made in connection with the execution and delivery this date of a certain Special Warranty Deed in favor of Grantee(s):

HIGHLAND INVESTMENT PROPERTIES, LLC

That Deponent makes this affidavit knowing that the same will be relied upon by certain purchasers, lenders, attorneys and title companies interested in title to the said real estate.

STATE OF COLORADO
COUNTY OF DENVER

CERTIFICATE AND AFFIDAVIT OF NON-FOREIGN STATUS AND AFFIDAVIT OF EXEMPTION FROM WITHOLDING

The undersigned, being duly sworn, hereby deposes, certifies and states on oath as follows:

1. That the undersigned is the ~~LEAD CLOSER~~ AND AUTHORIZED AGENT TO SIGN ON BEHALF of the Company (the "Transferor"), and is duly authorized to execute this Certificate and Affidavit in his or her representative capacity on behalf of the Transferor as well as in his or her individual capacity;

2. That the principal place of business and principal office of the Transferor is located at the following address: 4600 S SYRACUSE ST, SUITE 700, DENVER, CO 80237;

3. That the Transferor is a Corporation, duly formed and validly existing under the laws of the state of COLORADO;

4. That the Transferor is not a "foreign partnership," "foreign trust," or "foreign estate," as such terms are defined in the United States Internal Revenue Code of 1954, as amended (the "Code") and Regulations promulgated there under, and is not otherwise a "foreign person," as defined in Section 1445 of the Code;

5. That the Transferor`s United States taxpayer identification number (Employer Identification Number) is 27-6258695;

6. That the undersigned is making this Certificate and Affidavit pursuant to the provisions of Section 1445 of the Code in connection with the sale of an undivided interest in and to the real property described on Exhibit "A," attached hereto and incorporated herein by reference, by the Transferor to **HIGHLAND INVESTMENT PROPERTIES, LLC** ("Transferee"), which sale constitutes the disposition by the Transferor of a United States real property interest, for purpose of establishing that the Transferee is not required to withhold tax pursuant to Section 1445 of the Code in connection with such disposition;

7. That the undersigned acknowledges that this Certificate and Affidavit may be disclosed to the Internal Revenue Service by the Transferee, that this Certificate and Affidavit is made under penalty of perjury, and that any false statement made herein could be punished by fine, imprisonment, or both; and

Subject to the terms of the attached "Addendum to Seller's Affidavit."

8. Seller is not exempt from withholding due to residence or qualifying exemptions unless the sales price is less than $20,000.00. However, there is no gain and the seller is therefore exempt for that reason.

Under penalty of perjury, I declare that I have examined the foregoing Certificate and Affidavit and hereby certify that is true, correct and complete.

By: Integrated Asset Services LLC 7/5/2012
By: _____
Deborah Mathis, Contract/Document Specialist

[SEAL]

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION, AS GRANTOR TRUSTEE OF THE PROTIUM MASTER GRANTOR TRUST
BY: INTEGRATED ASSET SERVICES, LLC, A COLORADO LIMITED LIABILITY COMPANY, IT'S ATTORNEY IN FACT BY VIRTUE OF THAT CERTAIN LIMITED POWER OF ATTORNEY RECORDED AT DEED BOOK ____, PAGE ____, DAVIDSON COUNTY, TN

* 20121002-0089755

CORPORATE SEAL

Sworn to and subscribed before me
This 5th day of July, 2012.

_____
Notary Public
My commissions Expires:

[NOTARIAL SEAL]

JENNY STELZER
Notary Public
State of Colorado
My Commission Expires 10/03/2013

Exhibit "A"

Land in Davidson County, Tennessee, being Lot No. 37 on the plan of Section 6, Apache Hills, of record in Book 5200, Page 173. Register's office for said county.

Being the same property conveyed to the Grantor(s) by Deed of record in Instrument No. 20121002-0089757; said Register's Office.