BILL GARRETT, Davidson County
Trans:T20130038981 DEEDWARRSP
Recvd: 05/09/13 13:43 9 pgs
Fees:48.00 Taxes:14060.00
20130509-0047129

SPECIAL WARRANTY DEED

Return to:

THIS INSTRUMENT PREPARED BY:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	MAP/PARCEL
Craig L Davis, Esq. Virtus Real Estate 7004 Bee Cave Road, Bldg 3-300 Austin, Texas 78746	Storage Pros Rivergate LLC & JRM-Rivergate LLC 32255 Northwestern Highway, Ste 280 Farmington Hills, MI 48334	713 & 719 Rivergate Parkway Goodlettsville, TN 37072	Storage Pros Rivergate LLC 32255 Northwestern Highway, Ste 280 Farmington Hills, MI 48334	026-13-0-070.00 026-13-0-028.00

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 30th day of April, 2013, by and between VSI III Rivergate, LLC, a Texas limited liability company whose address is 7004 Bee Cave Rd, Bldg 3-300, Austin, Texas 78746 ("***Grantor***"), and Storage Pros Rivergate LLC, a Delaware limited liability company, and JRM-Rivergate LLC, a Delaware limited liability company (hereinafter collectively "***Grantee***"), whose address is 32255 Northwestern Highway, Ste 280, Farmington Hills, Michigan 48334;

WITNESSETH:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the real estate, situated and being in County of Davidson, State of Tennessee, and being more particularly described on **Exhibit "A"** attached hereto and incorporated herein by reference (the "***Land***").

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors and assigns, in fee simple forever.

AND, subject always to those liens, easements, encumbrances and exceptions listed in **Exhibit "B"**, attached hereto and incorporated herein by reference, Grantor does hereby covenant with Grantee that title to the aforesaid real estate Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

Grantee, by its acceptance hereof, agrees to assume and be solely responsible for payment of all ad valorem taxes pertaining to the Property for the calendar year 2013 and subsequent years; there having been a proper proration of same between Grantor and Grantee.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer on this the day and year first above written.

VSI III RIVERGATE, LLC,
a Mississippi limited liability company

By: Virtus Storage Management III GP, LLC,
a Texas limited liability company,
Its Manager

By:_____
Robert Schweizer, Vice President

ACKNOWLEDGMENT

STATE OF TEXAS

COUNTY OF TRAVIS

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Robert Schweizer, 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 Vice President of Virtus Storage Management III GP, LLC, a Texas limited liability company, as Manager of VSI III Rivergate, LLC, a Texas limited liability company, and that he as Vice President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing as such Vice President, on behalf of said limited liability company acting as Manager of said Company.

WITNESS my hand and seal at office, on this the 29th day of April, 2013.

_____
Notary Public

My Commission Expires:

JENNIFER M. WILLIAMS
Notary Public, State of Texas
My Commission Expires
September 07, 2014

CONSIDERATION AFFIDAVIT

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 3,800,000.00.

AFFIANT

SUBSCRIBED AND SWORN TO before me this 29th day of April, 2013.

Notary Public

My Commission Expires:

DAWN M. YAX
NOTARY PUBLIC, WAYNE COUNTY, MI
MY COMMISSION EXPIRES AUGUST 20, 2014
ACTING IN OAKLAND COUNTY

EXHIBIT "A"

LAND

TRACT I

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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, PATRICK S. COODE RLS, TENNESSEE LICENSE NUMBER 855, DATED FEBRUARY 16, 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 MORE OR LESS 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 LEFT AND SOUTHWESTWARDLY 76.16 FEET TO THE POINT OF BEGINNING AND CONTAINING 3,726 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 1-65 NORTHBOUND TRAFFIC LANE.

THIS CONVEYANCE IS ALSO SUBJECT TO A NON-EXCLUSIVE UTILITY AND ACCESS EASEMENT OF RECORD IN PLAT BOOK 5050, PAGE 7, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEASTERLY CORNER OF THE HEREIN DESCRIBED TRACT AND THENCE RUNNING WITH THE WESTERLY BOUNDARY OF THE EQUITABLE LIFE ASSURANCE SOCIETY PROPERTY SOUTH 22 DEGREES 01 MINUTES 38 SECONDS EAST, 50.00 FEET TO A POINT; THENCE SOUTH 67 DEGREES 51 MINUTES 25 SECONDS WEST, 58.78 FEET TO THE EASTERLY MARGIN OF THE CSX RAILROAD; THENCE WITH WESTERLY LINE OF THE HEREIN DESCRIBED TRACT NORTH 06 DEGREES 58 MINUTES 34 SECONDS EAST, 57.23 FEET TO THE NORTHWESTERLY CORNER OF THE HEREIN DESCRIBED TRACT; THENCE NORTH 67 DEGREES 51 MINUTES 25 SECONDS EAST, 31.03 FEET TO THE POINT OF BEGINNING AND CONTAINING 2,245 SQUARE FEET.

A NEW LEGAL DESCRIPTION WAS PREPARED FOR THIS TRANSACTION.

THIS IS IMPROVED PROPERTY KNOWN AS 719 RIVERGATE PARKWAY, GOODLETTSVILLE, TENNESSEE, 37070.

TRACT I IS MORE PARTICULARLY DESCRIBED AS FOLLOWS ACCORDING TO THE ALTA/ACSM LAND TITLE SURVEY PREPARED BY LITTLEJOHN ENGINEERING ASSOCIATES DATED MARCH 5, 2013, AND DESIGNATED JOB NO. 20130245:

TRACT 1 (PARCEL 70)

BEING A TRACT OF LAND IN THE 10TH DISTRICT OF DAVIDSON COUNTY, NASHVILLE, TENNESSEE. BEING LOT 3 OF SERVICE MERCHANDISE PLAZA, AS RECORDED IN PLAT BOOK 5050, PAGE 7, REGISTERS OFFICE DAVIDSON COUNTY (RODC). BOUNDED ON THE EAST BY LOT 1 OF SAID SERVICE MERCHANDISE PLAZA; BOUNDED ON THE SOUTH BY AAA RIVERGATE SELF STORAGE, LLC, AS RECORDED IN INSTRUMENT NUMBER 20070604-0066092, RODC; BOUNDED ON THE WEST BY RIGHT OF WAY (ROW) OF CSX RAILROAD (100' ROW); AND BOUNDED

ON THE NORTH BY ROW OF VIETNAM VETERANS BOULEVARD (STATE ROUTE 386). TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

POINT OF COMMENCEMENT BEING A POINT LYING ON SAID ROW OF VIETNAM VETERANS BOULEVARD AND BEING THE NORTHEAST CORNER OF SAID LOT 1; THENCE ALONG THE COMMON LINE OF SAID LOT 3 SOUTH 21°42'55" EAST 70.00 FEET TO A SET POINT AND BEING THE POINT OF BEGINNING; THENCE SOUTH 21°42'55" EAST 452.34 FOUND IRON ROD WITH "RLS 100" CAP; THENCE ALONG THE COMMON LINE OF SAID AAA RIVERGATE SELF STORAGE SOUTH 67°43'03" WEST 322.13 FEET TO A POINT LYING ON SAID ROW OF CSX RAILROAD; THENCE ALONG SAID ROW NORTH 07°16'07" EAST 508.71 FEET TO A SET POINT; THENCE WITH A CURVE TO THE LEFT HAVING A LENGTH OF 76.34 FEET A RADIUS OF 3792.72 FEET A CENTRAL ANGLE OF DELTA ANGLE OF 1°09'12" AND A CHORD BEARING AND DISTANCE OF NORTH 60°20'56" EAST 76.34 FEET TO THE POINT OF BEGINNING.

TRACT CONTAINS 88,386 SQUARE FEET OR 2.03 ACRES.

BEARINGS BASED ON TENNESSEE STATE PLANE COORDINATE SYSTEM.

TRACT II

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 THAT PLAT OF DUPONT CITY, AS OF RECORD IN PLAT BOOK 421, PAGE 124, REGISTER'S OFFICE FOR SAID COUNTY AND BEING MORE PARTICULARLY 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°52'23"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.

TRACT II IS MORE PARTICULARLY DESCRIBED AS FOLLOWS ACCORDING TO THE ALTA/ACSM LAND TITLE SURVEY PREPARED BY LITTLEJOHN ENGINEERING ASSOCIATES DATED MARCH 5, 2013, AND DESIGNATED JOB NO. 20130245:

TRACT 2 (PARCEL 28)

BEING A TRACT OF LAND IN THE 10TH DISTRICT OF DAVIDSON COUNTY, NASHVILLE, TENNESSEE. BEING PARTS OF LOTS 13, 14, 15, 16, 17 & 18 OF BLOCK "D" AND THE NORTHWEST PART OF BLOCK "G", AND THE NORTHWEST END OF DUPONT AVENUE AND OF WOODROW AVENUE AS SHOWN ON PLAT OF DUPONT CITY AS RECORDED IN PLAT BOOK 421, PAGE 124, REGISTERS OFFICE DAVIDSON COUNTY (RODC). BOUNDED ON THE EAST BY RIGHT OF WAY (ROW) OF RIVERGATE PARKWAY (TWO MILE PIKE); BOUNDED ON THE SOUTH BY FARAH DABIT AS RECORDED IN INSTRUMENT NUMBER 20060630-0078258, RODC, AND BY LOTS 2 THROUGH 10 OF ECHO MEADOWS AS RECORDED IN PLAT BOOK 2331, PAGE 64, RODC; BOUNDED ON THE WEST BY RIGHT OF WAY (ROW) OF CSX RAILROAD (100' ROW); AND BOUNDED ON THE NORTH BY LOTS 1 AND 3 AND RESERVE PARCEL A OF SERVICE MERCHANDISE PLAZA, AS RECORDED IN PLAT BOOK 5050, PAGE 7, RODC. TRACT BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

POINT OF BEGINNING BEING A FOUND 3/8" IRON ROD LYING ON SAID ROW OF RIVERGATE PARKWAY AND BEING THE SOUTHEAST CORNER OF SAID RESERVE PARCEL A; THENCE ALONG ROW SOUTH 18°33'38" EAST 90.68 FEET TO A FOUND 3/8" IRON ROD; THENCE ALONG THE COMMON LINE OF SAID DABIT WITH THE FOLLOWING: SOUTH 68°21'25" WEST 191.40 FEET TO A FOUND ½" IRON ROD; THENCE SOUTH 20°19'50" EAST 111.08 FEET TO A FOUND IRON ROD WITH CAP; THENCE ALONG THE COMMON LINE OF SAID LOTS 2 THROUGH 10 SOUTH 67°33'19" WEST 1012.45 FEET TO A SET POINT LYING ON SAID ROW OF CSX RAILROAD; THENCE ALONG SAID ROW NORTH 07°16'07" EAST 232.45 FEET TO A POINT; THENCE ALONG THE COMMON LINE OF SAID LOT 3 NORTH 67°43'03" EAST 322.13 FEET TO A FOUND IRON ROD WITH "RLS 100" CAP; THENCE ALONG THE COMMON LINE OF SAID LOT 1 AND RESERVE PARCEL A NORTH 67°42'56" EAST 776.74 FEET THE POINT OF BEGINNING.

TRACT CONTAINS 209,613 SQUARE FEET OR 4.81 ACRES.

BEARINGS BASED ON TENNESSEE STATE PLANE COORDINATE SYSTEM.

BEING THE SAME PROPERTY CONVEYED TO VSI III RIVERGATE LLC, A TEXAS LIMITED LIABILITY COMPANY FROM AAA RIVERGATE SELF STORAGE, LLC, A TENNESSEE LIMITED LIABILITIY COMPANY BY SPECIAL WARRANTY DEED OF RECORD IN INSTRUMENT NO. 201202280017271, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT "B"

Permitted Encumbrances

1. Taxes and assessments for the year 2013 and subsequent years, not yet due and payable.

2. All matters shown on the plat of record in Book 5050, Page 7, in the Register's Office for Davidson County, Tennessee. (Tract I)

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

4. 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 and 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, in the Register's Office for Davidson County, Tennessee. (Tract I)

5. Agreement for Dedication of Easement for Sanitary Sewer of record in Book 4362, Page 942, in the Register's Office for Davidson County, Tennessee. (Tract II)

6. Agreement for Dedication of Easement for Sanitary Sewer of record in Book 4399, Page 531, in the Register's Office for Davidson County, Tennessee. (Tract II)

7. Easement of Record in Book 8680, Page 692, in the Register's Office for Davidson County, Tennessee. (Tract II)

8. Transmission Line Easement of record in Book 2436, Page 18, in the Register's Office for Davidson County, Tennessee. (Tract II)

9. Charter Right-of-Way of the CSX Railroad.

10. Unrecorded easement for Meadowlark Lane crossing the Lane, as shown of the survey prepared by Littlejohn Engineering Associates dated March 5, 1013, last revised _____, Job No. 20130245.

11. The following matters as shown on the survey prepared by Littlejohn Engineering Associates dated March 5, 1013, last revised _____, Job No. 20130245 (the "Survey"):

    (A) railroad tracks on the southwest corner and along the northerly property line of Tract II without the benefit of a known easement.

    (B) building, sign, utilities and wall on the north end of Tract I encroach into Air Rights Parcel;

    (C) wood/metal canopy on the southwest side of Tract II encroach onto the 200' TVA easement recorded in Book 2436, Page 18;

(D) overhead utility lines located outside of easement areas;

(E) Parcel 29 (adjacent to and south of Tract II) appears to use Tract II for access to Rivergate Parkway (Two Mile Pike) and Meadowlark Lane, as evidenced by a curb cut in their common boundary line;

(F) building located on Tract I of the Land violate the 40' front setback line, and one story building located along the westerly property line of Tract I violates the 15' setback line.

12. Rights of those parties in possession as tenants only, under unrecorded leases, with no options or rights of first refusal.