THIS INSTRUMENT WAS PREPARED BY
AND UPON RECORDATION RETURN TO:

Morrison & Foerster LLP
Attn: Philip J. Levine, Esq.
755 Page Mill Road
Palo Alto, CA 94304

NAME AND ADDRESS OF NEW OWNER:

Bel Gale Lofts LLC
c/o Eaton Vance Management
Attn: REIG, Director of Asset Management
2 International Place
Boston, MA 02110

SEND TAX BILL TO: SAME

TAX PARCEL NO. 118-06-0-173.00

BILL GARRETT, Davidson County
Trans:T20140069625 DEEDWARRSP
Recvd: 09/17/14 13:02 6 pgs
Fees:33.00 Taxes:56878.25
20140917-0085356

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is executed as of this 16th day of September, 2014, by Gale Lofts, LLC, a Tennessee limited liability company ("**Grantor**"), which took title to a portion of the Property (as hereinafter defined) as Gale Lofts, GP, a Tennessee general partnership, to Bel Gale Lofts LLC, a Delaware limited liability company ("**Grantee**"), whose mailing address is c/o Eaton Vance Management, Attn: REIG, Director of Asset Management, 2 International Place, Boston, MA 02110.

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 following described real estate, situated and being in City of Nashville, Davidson County, State of Tennessee, to-wit:

All of that certain real property and improvements thereon known as 811 Gale Lane, Nashville, Tennessee 37204 and more described in **Exhibit A** attached hereto (the "**Property**")

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

AND, **SUBJECT, HOWEVER**, to the Permitted Exceptions set forth on **Exhibit B**, attached hereto and made a part hereof.

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.

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

[SIGNATURE PAGE FOLLOWS]

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

GRANTOR:

Gale Lofts, LLC,
a Tennessee limited liability company

By: _____
Aaron White, President

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Aaron White with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be the President of the Gale Lofts, LLC, a Tennessee limited liability company, the within named Grantor, and that such person, as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of Gale Lofts, LLC, a Tennessee limited liability company by himself as President.

Witness my hand and seal, this 15th day of September, 2014.

_____
Notary Public
Printed Name: Rita McQuerry
My Commission Expires: 3-8-2016

RITA McQUERRY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
Rita McQuerry
My Commission Expires
March 8, 2016
STATE OF TENNESSEE

STATE OF TENNESSEE
COUNTY OF WILLIAMSON

The actual consideration or value for this transfer is $15,372,500.00.

Joseph B. Pace Jr., Affiant

Sworn to and subscribed before me this 16TH day of September, 2014.

Pamela B Hampton
Notary Public

My Commission Expires: 4-29-2015

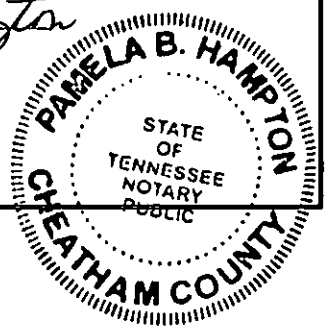


EXHIBIT A

Legal Description of Property

Land in Davidson County, Tennessee, being Lot No. 1, of the Final Plat for Gale Lofts, previously known as Lots 1 & 2 of the Talley Property, as shown on plat of record at Instrument No. 20130619-0062531, in the Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Gale Lofts, LLC, a Tennessee limited liability company by Warranty Deed recorded as Instrument No. 20081126-0116083, Register's Office for Davidson County, Tennessee and Quitclaim Deed recorded as Instrument No. 20081126-0116084, Register's Office for Davidson County, Tennessee and to Gale Lofts, GP, a Tennessee general partnership (predecessor in interest to Gale Lofts, LLC, a Tennessee limited liability company) by Quitclaim Deed recorded as Instrument No. 20131122-0120478, Register's Office for Davidson County, Tennessee. Pursuant to Certificate of Conversion filed with Tennessee Secretary of State, Gale Lofts, GP, a Tennessee general partnership was converted to Gale Lofts, LLC, a Tennessee limited liability company.

TOGETHER with Cross Access Easement located on Lot No. 2, as established by Plat recorded at Instrument No. 20130619-0062531, in the Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. The rights of tenants, as tenants only, under unrecorded lease agreements, which do not include any right to purchase or right of first refusal upon sale of the property.

2. Taxes for the year 2014 a lien, not yet due and payable.

3. Subject to the following matters shown on the Plan of record as Instrument Number 20130619-0062531, Register's Office of Davidson County, Tennessee:
   (a) Public Access and Drainage Easement, as shown;
   (b) Existing Fence and Retaining Wall, as shown;
   (c) 20' Public Utility and Drainage Easement, as shown;
   (d) Public Utility and Drainage Easement and Pedestrian Easement, as shown;
   (e) Cross Access Easement, as shown;
   (f) Minimum building setbacks as determined by Metropolitan Government

4. Restrictive Covenant Nos. 1-5 contained on Pages 7 and 8 of Special Warranty Deed of record as Instrument No. 20071106-0131165, Register's Office for Davidson County, Tennessee.

5. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains Pumps and Appurtenances, to Metropolitan Government of Nashville and Davidson County, recorded at Instrument No. 20090819-0078123, Register's Office for Davidson County, Tennessee, and as shown on ALTA/ACSM survey prepared by Delle Land Surveying, dated September 14, 2010, last revised August 26, 2014, as Job No. 10636, and there have been no encroachments into subject easement.

6. Drainage Easement of record in Book 4609, Page 799, Register's Office for Davidson County, Tennessee, and as shown on ALTA/ACSM survey prepared by Delle Land Surveying, dated September 14, 2010, last revised August 26, 2014, as Job No. 10636, and there have been no encroachments into subject easement.

7. Transmission Line Easement of record in Book 1072, Page 62, Register's Office for Davidson County, Tennessee, and as shown on ALTA/ACSM survey prepared by Delle Land Surveying, dated September 14, 2010, last revised August 26, 2014, as Job No. 10636, and there have been no encroachments into subject easement.

8. Inspection and Maintenance Agreement for Private Stormwater Management Facilities of record at Instrument No. 20090721-0068272, Register's Office for Davidson County, Tennessee, and as shown on ALTA/ACSM survey prepared by Delle Land Surveying, dated September 14, 2010, last revised August 26, 2014, as Job No. 10636, and there have been no encroachments into subject easement.

9. Grant of Easement to Comcast of Nashville I, LLC, of record at Instrument No. 20090108-0002144, Register's Office for Davidson County, Tennessee, and as shown on ALTA/ACSM survey prepared by Delle Land Surveying, dated September 14, 2010, last revised August 26, 2014, as Job No. 10636, and there have been no encroachments into subject easement.

10. License Agreement by and between Cumberland Trust & Investment Company, LLC, Trustee of the Lisa T. Wheeler Non-Exempt Trust U/W M. Carl Talley, Cumberland Trust & Investment

Company, LLC, Trustee of the Lisa T. Wheeler GST Exempt Trust U/W M. Carl Talley, Cumberland Trust & Investment Company, LLC, Trustee of the Jesse L. Talley 2001 Trust and Lisa T. Wheeler, and Gale Lofts, GP, a Tennessee general partnership, of record at Instrument No. 20130924-0100230, Register's Office for Davidson County, Tennessee.