This Instrument prepared By:
Tune, Entrekin & White, P.C.
UBS Tower
315 Deaderick St, Suite 1700
Nashville, TN 37238

BILL GARRETT, Davidson County
Trans:T20140082157 DEEDWARRSP
Recvd: 10/31/14 10:55 5 pgs
Fees:28.00 Taxes:8955.13
20141031-0100506

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills To:	Map and Parcel No.:
Fifth and Church Investors, LLC Sanders St. Cloud SM, LLC Roy St. Cloud SM, LLC %The Mathews Company, LLC P.O. Box 22149 Nashville, TN 37202	Same	093-06-1-040.00

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, ECG St. Cloud, a Tennessee general partnership, ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto: (i) Fifth and Church Investors, LLC, a Tennessee limited liability company ("Grantee") its successors and assigns, an undivided 22.15% tenancy in common interest; (ii) Sanders St. Cloud SM, LLC a Tennessee limited liability company, its successors and assigns, an undivided 27.02% tenancy in common interest; and (iii) Roy St. Cloud SM, LLC, a Tennessee limited liability company an undivided 27.02% tenancy in common interest in a certain tract or parcel of land in Davidson County, Tennessee, more particularly described as follows:

See Exhibit A attached hereto

Being the same property conveyed to ECG St. Cloud, by quitclaim deed of record as Instrument No. 20141031-0100505, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns forever.

And the Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, except as set forth on Exhibit B attached hereto.

And the Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the land to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor but not further or otherwise, subject to the matters set forth on Exhibit B attached hereto.

IN WITNESS WHEREOF, the undersigned Grantor has executed this Special Warranty Deed as of October 30, 2014.

(Signature is on the next page)

ECG St. Cloud

By: Elmington Capital Group, GP, Managing Partner

By: _____
Name: Scott Sohr
Title: Managing Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public for the state and county aforesaid, Scott Sohr, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the managing partner of Elmington Capital Group, GP, a Tennessee general partnership (the "Managing Partner"), which is the managing partner of ECG St. Cloud, a Tennessee general partnership (the "Grantor"), and is authorized by the Managing Partner to execute this instrument on behalf of the Managing Partner, the Managing Partner being authorized to execute this instrument on behalf of the Grantor.

WITNESS my hand and official seal at office on this the 28th day of October, 2014.

Polly Rembert
NOTARY PUBLIC

POLLY REMBERT
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires OCT. 18, 2016

My Commission Expires: 10/18/16

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

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

_____
Affiant

Subscribed and sworn to before me this _____ day of October 2014.

_____
Notary Public

My commission expires_____

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater for this transfer is $2,420,306.56.
Executed this 30th day October, 2014.

AFFIANT

NOTARY PUBLIC

My Commission Expires: _____

ERICA MARTINEZ
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 3, 2016

EXHIBIT A
Legal Description of the Property

Being a parcel of land in Nashville, Sixth Councilmanic District, Urban Services District, Davidson County, Tennessee, located in the northwest quadrant of the intersection of Fifth Avenue North and Church Street and being more particularly described as follows:

BEGINNING at the intersection of the westerly margin of Fifth Avenue North and the northerly margin of Church Street;

THENCE, with the margin of said Church Street, S 63° 00' 26" W, 80.19 feet to a point;

THENCE, leaving said margin with the east line of Dynamic Property Management, LLC of record in Instrument No. 20040804-0093768, R.O.D.C., N 26° 59' 19" W, 60.58 feet to a point;

THENCE, with the north line of said Dynamic Property and John D. Ashcroft, Jr. of record in Book 5414, page 704, R. O. D. C., S 62° 54' 29" W, 91.81 feet to a point in the east margin of Harvey's Alley;

THENCE, with said margin, N 26° 48' 30" W, 60.80 feet to a point;

THENCE, leaving said margin with the south line of O.I.C 213 Fifth Avenue Condominium of record in Instrument No. 20061121-0144675, R.O.D.C., N 62° 48' 54" E, 172.31 feet to a point in the west margin of Fifth Avenue North;

THENCE, with said margin, S 26° 45' 02" E, 121.80 feet to the point of beginning.

Containing 15,370 square feet or 0.35 acres, more or less, as described according to the ALTA/ASCM Land Title Survey, dated October 30, 2014, prepared by Judy L. Judson, RLS No. 1935, Barge Waggoner Sumner & Cannon, Inc., 211 Commerce Street, Suite 600, Nashville, Tennessee 37201, Job No. 33344-02.

Exhibit B
Exceptions to Title

1. Taxes for 2014, a lien now due and payable.
2. Rights of tenants in possession.
3. All matters shown on the survey made by Barge Waggoner Sumner & Cannon, Inc., Judy L. Johnson, Tennessee RLS No. 1935, dated January 4, 2007, last revised June 9, 2011.
4. Any zoning ordinance affecting the Property.
5. Cross Easement Agreement of record in Book 8511, Page 703, Register's Office for Davidson County, TN.
6. Deed of Trust dated October 6, 2011, of record as Instrument No. 20111007-0078331, as amended by instrument of record as Instrument No. 20140619-0053800, Register's Office for Davidson County, Tennessee.
7. Assignment of Rents and Leases of record as Instrument No. 20111007-0078332, Register's Office for Davidson County, Tennessee.
8. Any other encumbrance to which the land described herein is subject.