BILL GARRETT, Davidson County
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Fees:17.00 Taxes:0.00
20141210-0113094

This instrument was prepared by:
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Nashville, Tennessee 37219

QUITCLAIM DEED

ADDRESS OF NEW OWNER	SEND TAX BILLS TO	MAP/PARCEL NOS.
Attn: Michael Konig Bluerock Real Estate, LLC 712 Fifth Avenue, 9th Floor New York, New York 10019	[SAME]	105-14/272.00

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **23HUNDRED, LLC**, a Delaware limited liability company ("Grantor"), has bargained and sold, and by these presents does hereby transfer and convey unto **BGF 23HUNDRED, LLC**, a Delaware limited liability company, as to an undivided 22.9330% interest as tenant in common, in and to that certain property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Property").

The Property is improved real property located at 2300 Franklin Pike, Berry Hill, Tennessee.

The Property is conveyed subject to such limitations, restrictions and encumbrances as may affect the Property.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater for this transfer is $0.00.

Affiant

Subscribed and sworn to before me this the 3rd day of December, 2014.

Notary Public

My Commission Expires:_____

DALE POZZI
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PO6275397
Qualified In New York County
My Commission Expires January 28, 2017

IN WITNESS WHEREOF, the Grantor has caused this Quitclaim Deed to be executed as of the 9th day of December, 2014.

GRANTOR:

23HUNDRED, LLC, a Delaware limited liability company

By: BR Stonehenge 23Hundred JV, LLC, its sole member

By: BR Berry Hill Managing Member, LLC, its manager

By: BEMT Berry Hill, LLC, its manager

By: Bluerock Residential Holdings, LP, its sole member

By: Bluerock Residential Growth REIT, Inc., its general partner

By: _____
Michael L. Konig,
its Senior Vice President and
Chief Operating Officer

STATE OF New York)
COUNTY OF New York)

Before me, Dale Pozzi, of the state and county aforesaid, personally appeared Michael L. Konig, 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 Senior Vice President and Chief Operating Officer of Bluerock Residential Growth REIT, Inc., in its capacity as general partner of Bluerock Residential Holdings, LP, in its capacity as sole member of BEMT Berry Hill, LLC, in its capacity as manager of BR Berry Hill Managing Member, LLC, in its capacity as manager of BR Stonehenge 23Hundred JV, LLC, in its capacity as sole member of **23HUNDRED, LLC**, a Delaware limited liability company, the within named bargainor, and that he as such Senior Vice President and Chief Operating Officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of said Bluerock Residential Growth REIT, Inc., in its capacity as the general partner of the member of the manager of the manager of the sole member of 23HUNDRED, LLC.

WITNESS my hand and seal at office this 3rd day of December, 2014.

Dale Pozzi
Notary Public

My Commission Expires: _____

DALE POZZI
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PO6275397
Qualified In New York County
My Commission Expires January 28, 2017

EXHIBIT A

Land located in the City of Berry Hill, Davidson County, Tennessee, being described in Deed Book 4065, page 206, Register's Office for Davidson County, Tennessee, ("RODC") and being more particularly described as follows:

Remote point of beginning being at the intersection of the South right of way of Bradford Avenue with the East right of way of Franklin Pike (8th Avenue South); thence North 71 degrees 0 minutes 43 seconds East 24.78 feet to a punch being the TRUE POINT OF BEGINNING; thence along said right of way of Bradford Avenue, North 71 degrees 00 minutes 43 seconds East a distance of 325.34 feet to a rebar; thence leaving said right of way and along Melpark Properties Management L.P. in Deed Book 11037, page 674, RODC, TN, South 18 degrees 32 minutes 05 seconds East a distance of 367.81 feet to a concrete monument on the North right of way of Melpark Drive; thence along said Melpark Drive the following courses and distances: South 71 degrees 04 minutes 25 seconds West a distance of 150.08 feet to a rebar; thence, South 74 degrees 00 minutes 07 seconds West a distance of 135.19 feet to a rebar; thence, South 71 degrees 07 minutes 14 seconds West a distance of 40.02 feet to a rebar, thence with a curve to the right having a radius of 25 feet; a central angle 89 degrees 58 minutes 46 seconds and an arc length of 39.26 feet to a concrete monument on the East right of way of Franklin Pike; thence along said right of way Franklin Pike, North 18 degrees 30 minutes 00 seconds West 310.77 feet to a rebar; thence with a curve to the right having a radius of 25 feet a central angle of 89 degrees 21 minutes 25 seconds and an arc length of 38.99 feet to the POINT OF BEGINNING; as shown on survey by Hopkins Surveying Group Drawing Number 2010-84-3 dated April 30, 2010.

Being the same property conveyed to 23Hundred, LLC, by deed from Horsepower, J.V. of record as Instrument No. 20121022-0096447, Register's Office for Davidson County, Tennessee.