Davidson County DEEDWARRSP
Recvd: 07/07/15 11:45 7 pgs
Fees:38.00 Taxes:21830.00
20150707-0065708

THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO:	OWNER:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Justin D. Fingar, Esq. DonovanFingar, LLC 813 Shades Creek Parkway Suite 200 Birmingham, AL 35209	Cleo Residences, LLC 2204 Lakeshore Drive, Suite 450 Birmingham, AL 35223	Cleo Residences, LLC 2204 Lakeshore Drive, Suite 450 Birmingham, AL 35223	08305013100

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 31st day of July, 2015, from **SOPHIA'S HEART FOUNDATION, INC.**, a Tennessee non-profit corporation whose address is 923 Oldham Drive, Nolensville, Tennessee 37135 (hereinafter "Grantor"), to **CLEO RESIDENCES, LLC**, a Delaware limited liability company whose address is 2204 Lakeshore Drive, Suite 450, Birmingham, Alabama 35223 (hereinafter "Grantee");

W I T N E S S E T H:

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 the County of Davidson, State of Tennessee, to-wit:

(See EXHIBIT A attached hereto and incorporated herein by this reference)

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, excepting 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 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.

THE REMAINDER OF THE PAGE IS INTENTIONALLY LEFT BLANK

SIGNATURE PAGE FOLLOWS.

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

GRANTOR:

SOPHIA'S HEART FOUNDATION, INC., a Tennessee non-profit corporation

By: _____
Daniel J. Gokey
President

STATE OF Tennessee)

COUNTY OF Williamson)

Personally appeared before me, Daniel J Gokey, a Notary Public in and for said State and County duly commissioned and qualified, Daniel J. Gokey, 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 President of Sophia's Heart Foundation, Inc. (the "Maker") and is authorized by the Maker, to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 3rd day of July, 2015.

_____
Notary Public

My Commission Expires: 9-19-16

STEVEN C. COMPTON
STATE OF TENNESSEE NOTARY PUBLIC
WILLIAMSON COUNTY, TN

AFFIDAVIT OF VALUE

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $5,900,000, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

GRANTOR/AFFIANT

SUBSCRIBED AND SWORN TO before me this 3rd day of July, 2015.

Notary Public

My Commission Expires:

9-9-16

STEVEN C. COMPTON NOTARY PUBLIC STATE OF TENNESSEE WILLIAMSON COUNTY, TN

EXHIBIT A

LEGAL DESCRIPTION OF PROPERTY

A tract of land in Metropolitan Nashville and Davidson County, Tennessee, being Lot No. 3 shown on the plan entitled "Edgefield Hospital, Inc." of record in Book 7900, page 194, Register's Office for Davidson County, Tennessee, and also being Parcel (131) on Tax Map 83-5 and being more particularly described as follows:

Beginning at an existing iron pin on the southerly right-of-way line of West Eastland Avenue at the common corners of Lots 1 and 3 of the above noted subdivision; said pin being N 79 deg. 33' 00" W, 162.00 feet from the westerly right-of-way line of Gallatin Pike as measured along the southerly right-of-way line of West Eastland Drive; thence,

1. With the common line between Lots 1 and 3, S 10 deg. 25' 00" W, passing the common corner of Lot No. 1 and Third National Bank property at 380.00 feet, a total of 447.31 feet to an iron pin on the northerly right-of-way line of Maxwell Avenue; thence,

2. With the north right-of-way line of Maxwell Avenue, N 85 deg. 30' 00" W, 418.20 feet to an iron pin at the common corner of the herein described Lot No. 3 and the southeast corner of Lot No. 14, Ruth B. Hawkins Home Place as of record in Book 547, page 129, Register's Office for Davidson County, Tennessee; thence,

3. With the easterly line of Lot No. 14, N 9 deg. 32' 00" E, 312.20 feet to an iron pin; thence,

4. N 88 deg. 24' 00" W, 2.47 feet to an iron pin on the easterly right-of-way line of an alley; thence,

5. With the easterly right-of-way of said alley, N 1 deg. 49' 06" W, 187.68 feet to an iron pin on the south right-of-way line of West Eastland Avenue; thence,

6. With the southerly right-of-way line of West Eastland Avenue, N 88 deg. 03' 33" E, 93.27 feet to an iron pin at the beginning of a curve; thence,

7. With a curve to the right (radius 49.15), southeasterly a distance of 39.13 feet to a chiseled "X" on walk and having a chord bearing and distance of S 69 deg. 07' 56" E, 38.107 feet; thence,

8. With a curve to the left (radius 108.49), southeasterly a distance of 62.92 feet to an iron pin and having a chord bearing and distance of S 62 deg. 56' 12.5" E, 62.038 feet; thence,

9. Continuing with said right-of-way, S 79 deg. 33' 00" E, 275.00 feet to the point of beginning and containing 203,162 square feet or 4.664 acres.

BEING the same property conveyed to Sophia's Heart Foundation, Inc. by Special Warranty Deed from Nashville Rehab, LLC of record in Instrument No. 201012150099800, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2015 and subsequent years, not yet due and payable.

2. All matters as shown on plat of record in Plat Book 7900, page 194, Register's Office for Davidson County, Tennessee.

3. Easements and rights set forth in Metropolitan Nashville City Council Ordinance No. 71-1403, Closing, Vacating and Abandoning certain portions of Alley Nos. 1001 and 1007, as shown in instrument of record in Book 4522, page 478, Register's Office for Davidson County, Tennessee.

4. Cross Use Agreement by and between Hospital Corporation of America and 602 Building of record in Book 5180, page 41 and amended by Amendment to Cross Use Agreement of record in Book 8362, page 538, and by Second Amendment of Cross Use Agreement of record in Book 10123, page 886, Register's Office for Davidson County, Tennessee.

5. Party Wall Agreement by and between WLS Properties, LLC, Miller Medical Group, PC, Edgefield Rehabilitation, LLC and Pacific Capital, LP of record in Book 10123, page 878, Register's Office for Davidson County, Tennessee.

6. Inspection and Maintenance Agreement for Private Stormwater Management of record in Instrument No. 201506220059578, in the Register's Office for Davidson County, Tennessee.

TRUE COPY CERTIFICATION

I, William L. Rosenberg, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Tennessee:

County of Davidson:

Personally appeared before me, the undersigned, a notary public for this county and state, William L. Rosenberg, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Jodean M. King, Notary Public

My commission Expires: 6/20/2017
(affix Notary seal)

