This instrument prepared by:
O'Kelley & Sorohan, Attorneys at Law, LLC
3097 Satellite Blvd., Bldg. 700, Ste. 400
Duluth, GA 30096
Tel. 678-205-5651

This instrument may be returned to:
OS National LLC
3097 Satellite Blvd., Building 700, Suite 400
Duluth, GA 30096
Attn: Institutional Transactions Dept.

Send tax bills to:
PROGRESS RESIDENTIAL
BORROWER 8, LLC
P.O. Box 4090
Scottsdale, AZ 85261

Name and address of new owner:
PROGRESS RESIDENTIAL
BORROWER 8, LLC,
with mailing address of
P.O. Box 4090
Scottsdale, AZ 85261

Map parcel number:
See Exhibit "A" attached hereto and incorporated herein.

Source of title:
See Exhibit "A" attached hereto and incorporated herein.

Karen Johnson Davidson County
Batch# 226880 DEEDWARRSP
05/07/2019 03:49:30 PM 17 pgs
Fees: $88.00 Taxes: $6,393.23
20190507-0042837

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged,

PROGRESS RESIDENTIAL BORROWER 7, LLC, a Delaware limited liability company, formerly known as **Progress Residential 2016-2 Borrower, LLC**, which entity is formerly known as **Progress Residential 2015-1 Borrower, LLC**, by virtue of the Certificates attached hereto as Exhibit "B",

the Grantor herein, have this day bargained and sold, and do hereby transfer and convey unto the said,

PROGRESS RESIDENTIAL BORROWER 8, LLC, a Delaware limited liability company,

Clerk/Recorder: Please index all legal descriptions or index as a multi-parcel instrument.

the Grantee herein, its successors, heirs and assigns, certain real estate more particularly described as follows:

See Exhibit "A" attached hereto and incorporated herein.

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee, its successors, heirs and assigns forever, and we covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter, if any.

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantee, its successors, heirs and assigns, against the lawful claims of all persons, claiming by, through or under Grantor.

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.

[EXECUTION ON FOLLOWING PAGE.]

Witness our hand on April 25, 2019, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officer to be effective on said day and date.

PROGRESS RESIDENTIAL BORROWER 7, LLC,
a Delaware limited liability company

By: _____
Name: Terence McNally
Title: Authorized Signatory

State of Arizona
County of Maricopa

Personally appeared before me, the undersigned, a Notary Public in and for the said County and State, Terence McNally (name of the natural person executing the instrument), to me known to be the person who executed the foregoing instrument on behalf of **PROGRESS RESIDENTIAL BORROWER 7, LLC**, a Delaware limited liability company, and that he executed the same as the free act and deed of said **PROGRESS RESIDENTIAL BORROWER 7, LLC**, a Delaware limited liability company.

Witness my hand, at office, this 15 day of April, 2019.

JACKLYN ARMSTRONG
Notary Public - Arizona
Maricopa County
My Comm. Expires Aug 18, 2020

_____
Notary Public
My commission expires:
(Affix Seal)

VALUE AFFIDAVIT

State of Arizona
County of Maricopa

The actual consideration or value, whichever is greater, for this transfer is $ 1,727,900.00.

_____
Affiant

Subscribed and sworn to before me this 15 day of April, 2019.

JACKLYN ARMSTRONG
Notary Public - Arizona
Maricopa County
My Comm. Expires Aug 18, 2020

_____
Notary Public
My Commission Expires:
(Affix Seal)

EXHIBIT "A"

PROPERTY SCHEDULE

Count	File Number	Address	City	State	Zip
1	FREO162775	204 BEN ALEX CT	ANTIOCH	TN	37013
2	FREO161240	2136 BLAKE DR	ANTIOCH	TN	37013
3	FREO161909	2820 WINDCREST TRL	ANTIOCH	TN	37013
4	FREO160575	3171 SKINNER DR	ANTIOCH	TN	37013
5	FREO165342	6248 ROCKY TOP DR	ANTIOCH	TN	37013
6	FREO166521	7862 RAINEY DR	ANTIOCH	TN	37013
7	FREO164311	8864 CRESSENT GLEN CT	ANTIOCH	TN	37013

LEGAL DESCRIPTIONS

EXHIBIT A-1

STREET ADDRESS: 204 BEN ALEX CT, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO162775

TAX PARCEL ID/APN: 173 04 0A 039.00

BEING LOT NO. 39 ON THE PLAN OF OAK HIGHLANDS SUBDIVISION, PHASE I AS OF RECORD IN PLAT BOOK 6900, PAGE 432, THROUGH 435, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-2

STREET ADDRESS: 2136 BLAKE DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO161240

TAX PARCEL ID/APN: 173 11 0A 071.00

BEING LOT NO. 50, ON THE PLAN OF SECTION THREE, STANFORD VILLAGE, OF RECORD AS INSTRUMENT NO. 20011217-0139079, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE AND ACCURATE DESCRIPTION OF SAID LOT.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-3

STREET ADDRESS: 2820 WINDCREST TRL, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO161909

TAX PARCEL ID/APN: 150 16 0A 085.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 68 ON THE PLAN OF FINAL PLAT OF SECTION TWO; WINDHAVEN SHORES OF RECORD IN PLAT AT INSTRUMENT NO. 20031210-0176853, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION OF THE PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-4

STREET ADDRESS: 3171 SKINNER DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO160575

TAX PARCEL ID/APN: 174 11 0A 430.00

LAND SITUATED IN DAVIDSON COUNTY, TENNESSEE, BEING ALL OF LOT NO. 386, CANE RIDGE FARMS, PHASE SIX, SECTION TWO, AS SHOWN BY PLAT APPEARING OF RECORD IN INSTRUMENT NO. 20060216- 0018813; AS RE-RECORDED IN INSTRUMENT NO. 20060531-0063598, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DETAILS OF SAID LOT.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-5

STREET ADDRESS: 6248 ROCKY TOP DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO165342

TAX PARCEL ID/APN: 176 05 0A 141.00

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO 249 ON THE PLAN OF HICKORY WOODS ESTATES, SECTION C OF RECORD IN PLAT BOOK 6900, PAGE (S) 885 THROUGH 887, INCLUSIVE, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION OF THE PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-6

STREET ADDRESS: 7862 RAINEY DR, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO166521

TAX PARCEL ID/APN: 182 06 0A 045.00

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE, AND IS DESCRIBED AS FOLLOWS: LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 45 ON THE PLAN OF FINAL PLAT OF SECTION ONE, OLD HICKORY HILLS, A PLANNED UNIT DEVELOPMENT, OF RECORD IN PLAT AT INSTRUMENT NO. 20011023-0115382, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION OF THE PROPERTY.

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT A-7

STREET ADDRESS: 8864 CRESSENT GLEN CT, ANTIOCH, TN, 37013

COUNTY: DAVIDSON

CLIENT CODE: FREO164311

TAX PARCEL ID/APN: 182 06 0A 301.00

LAND LOCATED IN DAVIDSON COUNTY, TENNESSEE, BEING ALL OF LOT NO. 366, ON THE FINAL PLAT FOR CLUSTER-LOT SUBDIVISION, OLD HICKORY HILLS, SECTION I, PHASE III, ACCORDING TO PLAT AND SURVEY OF SAME APPEARING OF RECORD IN INSTRUMENT NO. 20060420-0045296, IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAT REFERENCE IS HEREBY MADE FOR MORE COMPLETE DETAILS AS TO LOCATION AND DESCRIPTION OF SAID LOT

THIS BEING THE SAME PROPERTY CONVEYED FROM FREO TENNESSEE, LLC, TO PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC, BY DEED RECORDED ON 12/7/2016, AS INSTRUMENT NUMBER 20161207-0128418 IN THE REGISTER'S OFFICE OF DAVIDSON COUNTY, TENNESSEE.

***

EXHIBIT "B"

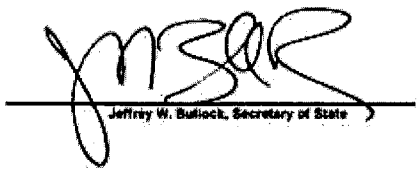
See attached Certificates

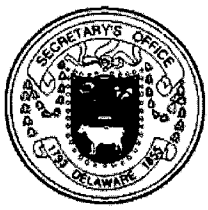
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC", CHANGING ITS NAME FROM "PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC" TO "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2016, AT 5:27 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE SIXTH DAY OF DECEMBER, A.D. 2016 AT 8 O'CLOCK A.M.





5642277 8100
SR# 20166646002

Authentication: 203341866
Date: 11-15-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:27 PM 11/15/2016
FILED 05:27 PM 11/15/2016
SR 20166646002 - File Number 5642277

AMENDED AND RESTATED CERTIFICATE OF FORMATION OF PROGRESS RESIDENTIAL 2015-1 BORROWER, LLC

THIS Amended and Restated Certificate of Formation of Progress Residential 2015-1 Borrower, LLC (the "Company"), dated as of November 15, 2016, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the original Certificate of Formation of the Company, which was filed on November 18, 2014, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company is Progress Residential 2016-2 Borrower, LLC.

2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

4. Effectiveness. This Amended and Restated Certificate of Formation shall be effective on December 6, 2016, at 8:00 a.m. Eastern Time.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first-above written.

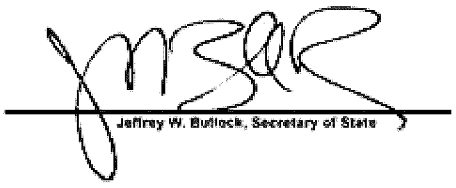
/s/ Jeffrey Meriggi
Name: Jeffrey Meriggi
Title: Authorized Person

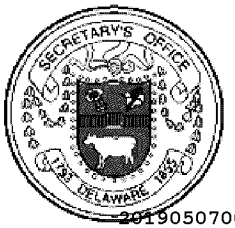
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC", CHANGING ITS NAME FROM "PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC" TO "PROGRESS RESIDENTIAL BORROWER 7, LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 2019, AT 7:32 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-FIFTH DAY OF APRIL, A.D. 2019 AT 8 O'CLOCK A.M.





5642277 8100
SR# 20192698477

Authentication: 202613143
Date: 04-10-19

2019050700428837

You may verify this certificate online at corp.delaware.gov/authver.shtml

SECOND AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
PROGRESS RESIDENTIAL 2016-2 BORROWER, LLC

THIS Second Amended and Restated Certificate of Formation of Progress Residential 2016-2 Borrower, LLC (the "Company"), originally formed under the name "Progress Residential 2015-1 Borrower, LLC" on November 18, 2014, dated as of April 9, 2019, has been duly executed and is being filed by the undersigned, as an authorized person, in accordance with the provisions of 6 Del. C. §18-208, to amend and restate the Amended and Restated Certificate of Formation of the Company, which was filed with the Secretary of State of the State of Delaware, effective on December 6, 2016, as amended by that certain Certificate of Amendment changing only the Registered Office or Registered Agent of a Limited Liability Company, which was filed on October 25, 2017, in the Office of the Secretary of State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company is Progress Residential Borrower 7, LLC.

2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

4. Effectiveness. This Second Amended and Restated Certificate of Formation shall be effective on April 25, 2019, at 8:00 a.m. Eastern Time.

IN WITNESS WHEREOF, the undersigned has executed this Second Amended and Restated Certificate of Formation as of the date first-above written.

/s/ Robyn Moline
Name: Robyn Moline
Title: Authorized Person

25560790.3

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:32 PM 04/09/2019
FILED 07:32 PM 04/09/2019
SR 20192698477 - File Number 5642277

201905070042837

Certificate of Authenticity

I, Jennifer Slifkin, 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.

Jennifer Slifkin
Signature

State of Georgia
County of Gwinnett

Personally appeared before me, Crystal D Tedder, a notary public for this county and state, Jennifer Slifkin who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Crystal D Tedder
Notary's Signature

My Commission Expires: 6/5/20.

Notary's Seal (If on paper)

CRYSTAL D TEDDER
Notary Public, Georgia
Dekalb County
My Commission Expires
June 05, 2020