FROM: COMMERCE PLACE COMPANY

TO: COMMERCE PLACE VENTURE

This instrument prepared by:
DEARBORN & EWING, ATTORNEYS
Suite 1200, One Commerce Place
Nashville, Tennessee 37239

Address New Owner as follows:
Commerce Place Venture
c/o Carter & Associates, Inc.
Suite 600
1100 Spring Street, N.W.
Atlanta, Georgia 30309

Send Tax Bills to: SAME

Map-Parcel No. 93-2-3, 188

BOOK 5935 PAGE 673

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,380,000.00.

Affiant

Subscribed and sworn to before me, this the 1st day of January, 1983.

Notary Public

My Comm. Expires: 7/21/85

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of its entry as a venturer in the hereinafter named GRANTEE, the sum of Ten Dollars, cash in hand paid by the said GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the undersigned, Commerce Place Company, a corporation created pursuant to the Laws of the State of Tennessee, hereinafter referred to as GRANTOR, has bargained and sold, and by these presents does transfer and convey unto Commerce Place Venture, a joint venture formed pursuant to the Laws of the State of Tennessee, hereinafter referred to as GRANTEE, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

(SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF)

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. GRANTOR does covenant with 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, unless otherwise set out in Exhibit B attached hereto and made a part hereof; and Grantor does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to the said land to GRANTEE, its successors and assigns, against the lawful claims of all persons whomsoever claiming under GRANTOR.

This entry into Commerce Place Venture by GRANTOR is made pursuant to the terms of an Option Agreement dated August 15, 1975, and an Option of even date therewith, said Option of record at Book 4942, page 455, Register's Office for Davidson County, Tennessee, to which reference is here made.

IN WITNESS WHEREOF, GRANTOR has caused this instrument to be executed by its duly authorized representatives on this the 30th day of December, 1982.

COMMERCE PLACE COMPANY, a corporation created pursuant to the Laws of the State of Tennessee

ATTESTED:

BY: Robert H. Smith

D. Todd Christofferson,
Secretary

Robert H. Smith, President

01/20/6200.50- CHECK

2502

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 5995 PAGE 680

Before me, Jean L. Shaver a Notary Public, within and for the State and County aforesaid, personally appeared Robert H. Smith and D. Todd Christofferson with whom I am personally acquainted and who upon their oaths acknowledged themselves to be the President and Secretary respectively of Commerce Place Company, the within named bargainor, a corporation, and that they, as such President and Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by the said Robert H. Smith as such President and attesting the same by the said D. Todd Christofferson as such Secretary.

Witness my hand and official seal at office at Nashville Tennessee on this 1 day of January 1, 1983.

Jean L. Shaver
NOTARY PUBLIC

My Commission Expires: 7/21/85

JEAN L. SHAVER NOTARY PUBLIC DAVIDSON COUNTY, TENN.

RUSH

H27189

IDENTIF. REFERENCE

JAN 20 2 06 PM '83

FELIX Z. ... REGISTER
DAVIDSON COUNTY, TN

EXHIBIT "A"

Description of Phase I Land



All that tract or parcel of land lying and being in the City of Nashville, County of Davidson, State of Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin set at Coordinates North 646,151.41, East 1,769,454.77, Tennessee State Plane Coordinate System, in the intersection formed by the northeast line of the right-of-way of Fifth Avenue North (being a right-of-way 64.00 feet in width) and the northwest line of the right-of-way of Union Street (being at such point a right-of-way 54.90 feet in width) and running thence north 27 degrees 13 minutes 06 seconds west along the northeast line of the right of way of Fifth Avenue North a distance of 230.12 feet to an iron pin set at Coordinates North 646,356.05, East 1,769,349.51, Tennessee State Plane Coorindate System, in the intersection formed by the northeast line of the right-of-way of Fifth Avenue North and the southeast line of the right-of-way of Deaderick Street (being a right-of-way 112.00 feet in width); running thence north 62 degrees 48 minutes 35 seconds east along the southeast line of the right-of-way of Deaderick Street a distance of 63.0 feet to a point; running thence south 27 degrees 11 minutes 25 seconds east a distance of 17.75 feet to a point; running thence south 72 degrees 11 minutes 25 seconds east a distance of 284.61 feet to a point; running thence south 27 degrees 37 minutes 02 seconds east a distance of 8.90 feet to a point on the northwest line of the right of way of Union Street; running thence south 62 degrees 19 minutes 38 seconds west along the northwest line of the right of way of Union Street a distance of 264.20 feet to the POINT OF BEGINNING; being property depicted as 36,677 square feet or 0.84 acre, more or less, and designated as "PHASE I", on that certain blueprint of survey, to which reference is made for all purposes, entitled "MORTGAGE SURVEY/RADISSON PLAZA HOTEL", prepared by Barge, Waggoner, Sumner and Cannon, Inc., bearing the certification of Wendell H. Talley, Sr., Tennessee Licensed Surveyor No. 785, designated as File No. 3305-07, dated September 19, 1979, and last revised October 5, 1979.

BEING PART OF THE SAME PROPERTY conveyed to Commerce Place Company, a corporation created pursuant to the Laws of the State of Tennessee, by Commerce Union Bank, a banking corporation created pursuant to the Laws of the State of Tennessee, by Quitclaim Deed dated August 15, 1975, filed on August 15, 1975 in the Office of the Register of the County of Davidson, State of Tennessee, as Document No. D11468 and recorded in Book 4942 Pages 343 through 346, Official Records of the County of Davidson, State of Tennessee.

TOGETHER WITH the rights and benefits of all easements appurtenant to the above-described property, including, without limitation, that certain Reciprocal Easements and Common Area Operating Agreement dated as of February 16, 1978, filed on February 16, 1978, as Document No. E50981 and recorded in Book 5253, Pages 786 through 854, Office of the Register of the County of Davidson, State of Tennessee, as supplemented by First Supplement to Reciprocal Easements and Common Area Operating Agreement, dated October 30, 1979, recorded October 30, 1979, as Document No. F604767 and Recorded in Book 5522, Pages 84-93, aforesaid Office.

EXCEPTIONS TO TITLE



1. 1982 Metropolitan Government taxes due in the amount of $422,465.55; 1983 Metropolitan Government taxes, a lien, but not yet due and payable; all subsequent years' taxes.

2. Tennessee Deed of Trust, Assignment of Rents and Security Agreement dated August 15, 1975, of record in Book 4942, page 391, Register's Office for Davidson County, Tennessee. NOTE: By Subordination Agreement dated April 15, 1977, of record in Book 5136, page 514, said Register's Office, the lien of the above described deed of trust is subordinated to the lien of a deed of trust recorded in Book 5136, page 483, said Register's Office.

3. Deed of Trust and Security Agreement dated April 15, 1977, of record in Book 5136, page 483, said Register's Office.

4. Financing statement filed April 15, 1977, recorded as document No. D 98946 in Book 5136, page 528, said Register's Office.

5. Tennessee Deed of Trust, Assignment of Rents and Security Agreement, dated February 1, 1979, of record in Book 5394, page 550, said Register's Office.

6. Lease dated August 15, 1975, of record in Book 4942, page 347, said Register's Office, and Amendment and Restatement of Lease, dated February 16, 1978, of record in Book 5253, page 629, said Register's Office.

7. Option, dated August 15, 1975, of record in Book 4942, page 455, said Register's Office, and First Amendment to Option Agreement (Commerce Place Venture), dated February 16, 1978, of record in Book 5253, page 644, said Register's Office.

8. Lease, dated August 15, 1975, of record in Book 4942, page 462, said Register's Office. NOTE: Said lease is subject to the provisions of and the agreements contained in that unrecorded Subordination and Attornment Agreement (Commerce Place Venture), dated as of August 15, 1975, by and among Commerce Place Venture, Commerce Union Bank, Metropolitan Life Insurance Company and Commerce Place Company.

9. Assignment of Lessor's Interest in Leases, of record in Book 5136, page 517, said Register's Office.

10. Collateral Assignment of Parking Agreement, dated February 16, 1978, of record in Book 5253, page 724, said Register's Office. (Applies to additional property)

11. Reciprocal Easements and Common Area Operating Agreement, dated February 16, 1978, of record in Book 5253, page 786, said Register's Office, and First Supplement to Reciprocal Easements and common area operating agreement dated October 30, 1979, of record in Book 5522, page 84, said Register's Office.

12. Central Loop G.N.R.P. Restrictions of record in Book 4464, page 522, said Register's Office.

13. Restrictions contained in deeds of record as follows: Book 4544, page 651, said Register's Office; Book 4545, page 133, said Register's Office; Book 4641, page 567, said Register's Office; and Book 4942, page 336, said Register's Office.

**OFFICIAL RECEIPT**
**FELIX Z. WILSON, II**
**REGISTER OF DAVIDSON COUNTY**
**NASHVILLE, TENNESSEE**

RECEIVED OF _____

FOR _____

BOOK 5995 PAGE 683

| | | |
|---|---|---|
| CO - CONVEYANCE | CC - CERTIFIED COPY | MISC - MISCELLANEOUS |
| MO - MORTGAGE | REL - RELEASE | CO TX - STATE TAX CONVEY |
| WD - WARRANTY DEED | UCC - UNIFORM COMMERCIAL CODE | MO TX - STATE TAX MORT |
| TD - TRUST DEED | | PRFEE - PROBATE FEE |

| DATE | SYMBOL | VALUATION | TAX AND FEES | TOTAL PAID |
|---|---|---|---|---|
| | | 2,380,000.00 Conv. | | |
| | | | 6188.00 CO TX | |
| | | | .50 PRFEE | |
| | | | 12.00 WDEED | |
| | | | CHECK 6200.50- | |
| | | | 2502A01/20/83 BAL .00 | |

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**

H27189

IDENTIF. REFERENCE

JAN 20 2 06 PM '83

FELIX Z. WILSON, JR. REGISTER
DAVIDSON COUNTY, TN

No. 924833