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Davidson County DEEDWARR
Recvd: 06/21/05 08:14 4 pgs
Fees:23.00 Taxes:4625.00
20050621-0070760

THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis PLLC (CBR)
511 Union Street, Suite 2700
Nashville, Tennessee 37219

ADDRESS NEW OWNER:
Cohen Development Company, LLC
201 Fourth Avenue North, Suite 1100
Nashville, Tennessee 37219

SEND TAX BILL TO:
Same

MAP-PARCEL:
Map 93-6-1
Parcel 86

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **COHEN BUILDING, LLC**, a Tennessee limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **COHEN DEVELOPMENT COMPANY, LLC**, a Tennessee limited liability company (the "Grantee"), its successors and assigns, a certain tract or parcel of land located in Davidson County, State of Tennessee, described as follows:

See Exhibit A, attached hereto and incorporated herein by this reference.

This is improved property located at 421 Church Street, Nashville, Tennessee 37219.

This conveyance of the property herein, and all covenants and warranties of Grantor contained herein are made expressly subject to those matters set forth on Exhibit B, attached hereto and incorporated herein by this reference.

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, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all parties claiming by, through or under the Grantor, but not further or otherwise.

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

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 17th day of June, 2005.

COHEN BUILDING, LLC

By: _____

Title: Chief mgr.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Ty H. Osman, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager of COHEN BUILDING, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such Chief Manager being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 17th day of June, 2005.

_____
Notary Public

LISSA W. ALLEN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires: May 30 2007

My Commission Expires MAY 30, 20

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,250,000.00.

_____
Affiant

Subscribed and sworn to before me this 20th day of June, 2005.

_____
Notary Public

LINDA J. BOGGESS NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

My Commission Expires:
3-25-06

1108730.1

EXHIBIT A

Legal Description of Property

A parcel of land in Nashville, Davidson County, Tennessee, being more particularly described as follows:

Beginning at a point in the southerly margin of Church Street, said point being 102.98 feet easterly from the easterly margin of Fifth Avenue North; thence, from said point of beginning, with the southerly margin of Church Street, North 59 degrees, 30 minutes, 52 seconds East 28.05 feet to a point; thence, leaving said margin, South 29 degrees, 56 minutes, 41 seconds, 140.13 feet to a point; thence, South 60 degrees, 03 minutes, 01 seconds, West 28.37 feet to a building corner; thence, North 29 degrees, 48 minutes, 35 seconds West 139.87 feet to the point of beginning, containing 3,950 square feet, or 0.09 acres more or less.

Being the same property conveyed to Cohen Building, LLC, by deed of record in Instrument No. 200201300013374, Register's Office for Davidson County, Tennessee.

Less and except the following air rights:

Air Rights Reservation

Grantor reserves from the conveyance described in this Deed, and retains in fee simple, all rights to the air space above fifty (50) feet from the base elevation of the property herein conveyed as of the date of this Deed (the "Air Space"). By this reservation, Grantor reserves all rights in the Air Space that are appurtenant to the ownership of real property, including but not limited to, the right to convey or transfer the fee simple estate or a lesser estate in the Air Space, the right to use or develop the Air Space, and the right to exclude others from using the Air Space. Grantee is prohibited from making use of the Air Space in any manner, including but not limited to, (i) constructing any structures, or placing any antennas, lightening rods, spires, or communication equipment within the Air Space, (ii) obstructing the flow of light or air to, from or over adjoining properties, and (iii) obstructing the transmission of television, radio, cellular telephone, satellite, or any other communications or frequencies to or from adjoining or other properties.

EXHIBIT B

Permitted Encumbrances

1. Real estate taxes for 2005, a lien, not yet due and payable, which have been prorated between the parties.

2. Terms and conditions of Agreement of record in Book 2902, Page 328, Register's Office for Davidson County, Tennessee.

3. Air rights reservation as set forth in Instrument No. 200008150080915, said Register's Office.

4. Restrictive Covenants for the Capital Mall Redevelopment Project Plan of record in Book 9208, Page 613, said Register's Office.

5. Survey No. 3164902, last revised June 16, 2005, prepared by Barge Waggoner Sumner & Cannon, Inc., Surveyors, indicates the following:
   (a) The top of the easterly wall encroaches over the property line.
   All as more particularly shown on said survey.