Davidson County DEEDWARR
Recvd: 05/16/06 16:02 6 pgs
Fees:33.00 Taxes:10915.00
20060516-0057464

THIS INSTRUMENT PREPARED BY:
BONE McALLESTER NORTON PLLC
511 Union Street, Suite 1600
Nashville, Tennessee 37219

Address New Owner(s)	**Send Tax Bills To:**	**Map & Parcel Nos.:**
The 631 Second Avenue, LLC 135 Second Avenue North Franklin, Tennessee 37064	Same	Map 93, Part 11, Parcels 140, 141, 144, 145, and 158

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Historic Vanderbilt Medical School Building, Inc.**, a Tennessee corporation ("Grantor") has this day bargained and sold and, by these presents, does/do hereby transfer and convey unto **The 631 Second Avenue, LLC,** a Tennessee limited liability company ("Grantee"), its successors and assigns, forever, the following described tract or parcel of land located in Davidson County, Tennessee, as described in Exhibit A attached hereto and incorporated by reference.

TO HAVE AND TO HOLD said tract or parcel of land together with all the improvements thereon and the appurtenances thereunto belonging unto the said Grantee, its successors and assigns, in fee simple, forever.

GRANTOR COVENANTS with the said Grantee that it is lawfully seized and possessed of said property, that it has a good and lawful right to sell and convey the same, and that it is free from any lien or encumbrance whatsoever, except for applicable zoning and building regulations, all visible easements, restrictions and limitations of record, and 2006 real estate taxes, which are to be prorated. This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters set forth on Exhibit B ("Permitted Encumbrances"), which is attached hereto and incorporated herein by reference.

GRANTOR FURTHER COVENANTS with the said Grantee and binds itself, its successors and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to the said Grantee, successors and assigns, against the lawful claims and demands of all persons whomsoever.

ALL warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through or under Grantor.

WITNESS this as of the 15th day of May, 2006.

GRANTOR:

HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC.

By: Ashley B. Woods
Ashley B. Woods, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The greater of the consideration for this transfer or the value of the property is $2,950,000.00.

Ashley B. Woods
AFFIANT

Subscribed and sworn to before me, this 12th day of May, 2006.

NOTARY PUBLIC

My Commission Expires: 1/26/08

EVAN GOWER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Evan Gower, a Notary Public for the state and county aforesaid, Ashley B. Woods, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that she is the President of Historic Vanderbilt Medical School Building, Inc., a Tennessee corporation, the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand and seal at office this 12th day of May, 2006.

NOTARY PUBLIC

My Commission Expires: 1/26/08

EVAN GOWER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

EXHIBIT A
LEGAL DESCRIPTION

(PARCEL 158)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGES 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY OF SECOND AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET AND BEING A SOUTHEASTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, WITH THE NORTHERLY RIGHT-OF-WAY ELM STREET, SOUTH 63 DEG. 02' 17" WEST - 130.00' TO A P.K. NAIL (NEW) IN THE EASTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE EASTERLY MARGIN OF SAID ALLEY, NORTH 27 DEG. 00' 00" WEST – 81.86' TO AN IRON ROD (NEW) IN THE SOUTHERLY LINE OF LARRY L. ROBERTS, TRUSTEE (DEED BOOK 6089, PAGE 498);

THENCE, WITH THE SOUTHERLY LINE OF ROBERTS, NORTH 63 DEG. 02' 17" EAST - 130.00' TO A P.K. NAIL (NEW) IN THE WESTERLY RIGHT-OF-WAY OF SECOND AVENUE SOUTH;

THENCE, WITH WESTERLY RIGHT-OF-WAY OF SECOND AVENUE, SOUTH 27 DEG. 00' 00" EAST – 81.86' TO THE POINT OF BEGINNING AND CONTAINING 10,642 SQ. FT. OR 0.24 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

(PARCEL 140)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 26 DEG. 59' 12" WEST - 208.50 TO A P.K. NAIL (NEW), THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 26 DEG. 59' 12" WEST - 38.00' TO AN IRON ROD (OLD) IN THE SOUTHERLY MARGIN OF ALLEY #173;

THENCE, WITH THE SOUTHERLY MARGIN OF SAID ALLEY, NORTH 63 DEG. 01' 31" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 26 DEG. 59' 12" EAST - 38.00' TO A P.K. NAIL (NEW) AT THE NORTHEASTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE NORTHERLY LINE OF VANDERBILT, SOUTH 63 DEG. 01' 31" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 5,320 SQ. FT. OR 0.12 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MARCH 28, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

(PARCEL 141)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 27 DEG. 00' WEST - 163.50 TO AN IRON ROD (OLD), THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 45.00' TO A P.K. NAIL (NEW) AT THE SOUTHWESTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE SOUTHERLY LINE OF VANDERBILT, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 45.00' TO A P.K. NAIL (NEW) IN THE NORTHERLY LINE OF LINEAR PROPERTIES, LLC (INST #20020524-0063782);

THENCE, WITH THE NORTHERLY LINE OF LINEAR, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 6,300 SQ. FT. OR 0.14 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

(PARCEL 144)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 9050, PAGE 207 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 27 DEG. 00' WEST - 45.50' TO A P.K. NAIL, THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 43.00' TO AN IRON ROD (OLD) AT THE SOUTHWESTERLY CORNER OF LINEAR PROPERTIES, LLC (INST. #20020524-0063782));

THENCE, WITH THE SOUTHERLY LINE OF LINEAR, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 43.00' TO A P.K. NAIL (NEW) IN THE NORTHERLY LINE OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE NORTHERLY LINE OF VANDERBILT, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 6,020 SQ. FT. OR 0.14 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

(PARCEL 145)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET AND BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 45.50' TO A P.K. NAIL (NEW) AT THE SOUTHWESTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 9050, PAGE 207);

THENCE, WITH THE SOUTHERLY LINE OF VANDERBILT, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 45.50' TO A P.K. NAIL (NEW) IN THE NORTHERLY RIGHT-OF-WAY ELM STREET

THENCE, WITH THE NORTHERLY RIGHT-OF-WAY ELM STREET, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE POINT OF BEGINNING AND CONTAINING 6,370 SQ. FT. OR 0.15 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

EXHIBIT B
PERMITTED ENCUMBRANCES

1. Real estate taxes for 2006, which are not yet due and payable.

2. All matters shown on plats of record in Plat Book U, Page 682-683, and of record in Minute Book A, Page 18, Chancery Court for Davidson County, Tennessee.