THIS INSTRUMENT WAS PREPARED BY:
BAKER, CAMPBELL & PARSONS
ATTORNEYS AT LAW
200 FOURTH AVENUE NORTH, SUITE 1000
NASHVILLE, TN 37219

ADDRESS NEW OWNER AND SEND TAX BILLS TO:

Mark J. Benson et al.
305 Church Street, Unit 301
Nashville, TN 37201

Davidson County DEEDWARR
Recvd: 11/03/06 10:59 5 pgs
Fees:28.00 Taxes:1331.08
20061103-0136816

MAP & PARCEL NUMBER:

093-06-1E 302.00

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, **303 CHURCH, LLC,** A Tennessee limited liability company (hereinafter referred to as the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **MARK J. BENSON** and wife, **SARAH S. MARSHALL** [collectively a 50% interest as a tenant in common (but as between Mark J. Benson and Sarah S. Marshall such 50% interest as a tenant in common is held as tenants by the entirety)]; and **NANCY W. SPILMAN** (a 50% interest as a tenant in common) (with Mark J. Benson, Sarah S. Marshall and Nancy W. Spilman hereinafter collectively referred to as the "Grantees"), in fee simple, certain real property situated in Davidson County, Tennessee, which property is more particularly described on Exhibit A which is attached hereto and made a part hereof by this reference, together with all right, title and interest of the Grantor, if any, in and to any easements and rights-of-way adjoining, abutting, or benefiting the same and together with the appurtenances, hereditaments,

estate, title and interest thereto appertaining (all of the foregoing being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property to the Grantees, their heirs and assigns, in fee simple forever; subject, however, to the matters set forth in Exhibit B which is attached hereto and made a part hereof by this reference.

The Grantor covenants that it is lawfully seized and possessed of the Property; that the Grantor has full power and lawful authority to sell and convey the Property; that the Property is free from all encumbrances, except as herein set forth; and the Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same.

Whenever in this instrument the terms Grantor and Grantees are used, such terms will be construed to include said parties, their respective heirs, legal representatives, successors and assigns, and such terms, or pronouns therefor, will be construed to include the masculine, feminine or neuter gender and the singular number will include the plural, all as the context may require.

IN WITNESS WHEREOF, the Grantor has executed this deed on this 1st day of November, 2006.

303 CHURCH, LLC,
A Tennessee limited liability company

By: _____
Kenneth L. Campbell, Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $359,750.00.

Affiant

Subscribed and sworn to before me, this the 1st day of November, 2006.

Notary Public For The State Of Tennessee

My Commission Expires: May 23, 2009

KIMBERLY H. WAYMAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared Kenneth L. Campbell, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and upon oath acknowledged himself to be the chief manager of 303 Church, LLC, a Tennessee limited liability company, and that being authorized to do so, executed the within instrument for the purposes therein contained by signing the name of the limited liability company as such chief manager.

Witness my hand and notarial seal at office, this 1st day of November, 2006.

Notary Public For The State Of Tennessee

My Commission Expires: May 23, 2009

KIMBERLY H. WAYMAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

Exhibit A

Property Description

305 Church Street, Unit 301, and rights to one parking space, of the Church Street Lofts of the Banner Block Condominiums, as established pursuant to all the provisions of the Tennessee "Horizontal Property Act" as the same is set out in Sections 66-27-101 et seq. of the Tennessee Code Annotated, as amended, and is subject to the provisions and requirements thereof; and is subject to the By-Laws for the administration thereof; also subject to easements, rights and interest in favor of other unit owners and all sewer, water, electrical, telephone and other utility easements now or hereafter established over, through or upon the land embracing the regime and buildings thereon; and also including without limitations all conditions, covenants, restrictions, options, burdens, assessments and other undertakings contained in Master Deed and By-Laws establishing a Horizontal Property Regime of The Banner Block Condominiums, of record as Instrument No. 20050527-0060419, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Master Deed, of record as Instrument No. 20050927-0115946; by Second Amendment to Master Deed, of record as Instrument No. 20060728-0091581, Register's Office for Davidson County, Tennessee; by Third Amendment to Master Deed, of record as Instrument No. 20060731-0092812, Register's Office for Davidson County, Tennessee; by Fourth Amendment to Master Deed, of record as Instrument No. 20060907-0110529, Register's Office for Davidson County, Tennessee; and by Fifth Amendment to Master Deed, of record as Instrument No. 20061013-0127441, Register's Office for Davidson County, Tennessee, such Fifth Amendment being re-recorded as Instrument No. 20061027-0133858, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to 303 Church, LLC, a Tennessee limited liability company, by quitclaim deed from Metropolitan Development And Housing Agency, recorded on the 27th day of September, 2005, as Instrument No. 20050927-0115945, Register's Office for Davidson County, Tennessee.

This is improved property known as 305 Church Street, Unit 301, Nashville, Tennessee 37201.

Exhibit B

Exceptions

1. Davidson County Taxes (Map 9306-1E, Parcel 302.00) for 2006, a lien, but not yet due and payable.

2. Capital Mall Redevelopment Project containing restrictive covenants of record in Book 7423, Page 374; 8421, Page 587; Book 9208, Page 613, as amended in Book 10512, Page 464, and Instrument No. 200206260076795, Register's Office for Davidson County, Tennessee.

3. Party wall situated on the subject property and partly on adjoining premises.

4. The premises herein insured is a condominium apartment established pursuant to all the provisions of the Tennessee "Horizontal Property Act" as the same is set out in Sections 66-27-101 et seq. of the Tennessee Code Annotated, as amended, and is subject to the provisions and requirements thereof; and is subject to the By-Laws for the administration thereof; also subject to easements, rights and interest in favor of other unit owners and all sewer, water, electrical, telephone and other utility easements now or hereafter established over, through or upon the land embracing the regime and buildings thereon; and also including without limitations all conditions, covenants, restrictions, options, burdens, assessments and other undertakings contained in Master Deed and By-Laws establishing a Horizontal Property Regime of The Banner Block Condominiums, of record as Instrument No. 20050527-0060419, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Master Deed, of record as Instrument No. 20050927-0115946; by Second Amendment to Master Deed, of record as Instrument No. 20060728-0091581, Register's Office for Davidson County, Tennessee; by Third Amendment to Master Deed, of record as Instrument No. 20060731-0092812, Register's Office for Davidson County, Tennessee; and by Fourth Amendment to Master Deed, of record as Instrument No. 20060907-0110529, Register's Office for Davidson County, Tennessee; and by Fifth Amendment to Master Deed, of record as Instrument No. 20061013-0127441, Register's Office for Davidson County, Tennessee, such Fifth Amendment being re-recorded as Instrument No. 20061027-0133858, Register's Office for Davidson County, Tennessee.