5/H

SPECIAL WARRANTY DEED

FROM: FIFTH THIRD BANK, N.A., TRUSTEE OF THE FAMILY TRUST AND MARITAL TRUST UNDER THE WILL OF ANN JAMES CUMMINGS, Grantor

TO: NASHVILLE URBAN PARTNERS 2007, LLC, Grantee

This instrument was prepared by:
J. Bryan Echols
Stites & Harbison PLLC
424 Church Street, Suite 1800
Nashville, Tennessee 37219

Address New Owner (s) as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:	Map-Parcel Numbers
Nashville Urban Partners 2007, LLC 138 Second Avenue North, Suite 300 Nashville, Tennessee 37201	SAME	93-9-276 93-9-278 93-9-280 93-9-281 93-9-282 93-9-283 93-9-284

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

The actual consideration or value, whichever is greater, for this transfer is TWO MILLION SIX HUNDRED THIRTY-THREE THOUSAND ONE HUNDRED AND NO/100 DOLLARS ($2,633,100.00).

Davidson County DEEDWARR
Recvd: 03/30/07 16:13 8 pgs
Fees:43.00 Taxes:9742.47
20070330-0038521

Affiant

SUBSCRIBED AND SWORN TO before me, this the 30th day of March, 2007.

MELINDA A. GRAY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JULY 19, 2008

Notary Public

My Commission Expires: 07-19-2008

FOR AND IN CONSIDERATION OF the sum of TWO MILLION SIX HUNDRED THIRTY-THREE THOUSAND ONE HUNDRED AND NO/100 DOLLARS ($2,633,100.00),

the receipt and sufficiency of which are hereby acknowledged, **FIFTH THIRD BANK, N.A., TRUSTEE OF THE FAMILY TRUST AND MARITAL TRUST UNDER THE WILL OF ANN JAMES CUMMINGS** ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto **NASHVILLE URBAN PARTNERS 2007, LLC** ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property known as 200 and 206 12th Avenue South, Nashville, Davidson County, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to the Grantee, its successors and assigns forever.

And Grantor does covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to the Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Witness my hand this 30th day of March, 2007.

GRANTOR:

FIFTH THIRD BANK, N.A., TRUSTEE OF THE FAMILY TRUST AND MARITAL TRUST UNDER THE WILL OF ANN JAMES CUMMINGS

By: T. S. A

Print Name: Travis S. Anderson

Title: Assistant Vice President

STATE OF TENNESSEE)
)
COUNTY OF WILLIAMSON)

Before me, MELINDA A. GRAY, a Notary Public of the State and County aforesaid, personally appeared TRAVIS S. ANDERSON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be ASSISTANT VICE PRESIDENT of FIFTH THIRD BANK, N.A., as Trustee of the Family Trust and Marital Trust under the Will of Ann James Cummings, and that he as such ASSISTANT VICE PRESIDENT of the Trustee being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing his name as ASSISTANT VICE PRESIDENT of the Trustee, and on its behalf.

Witness my hand and seal at office in Nashville, Tennessee, this 30th day of March, 2007.

MELINDA A. GRAY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JULY 19, 2008

Notary Public
My commission expires: 07-19-2008

3/29/2007
10716N:070157:721108:1:NASHVILLE

EXHIBIT A

PROPERTY DESCRIPTION

PARCEL A:

TRACT 1:

Land in Davidson County, Tennessee, being Lot No. 162 and the southerly 37 feet of the northerly 85 feet of Lots Nos. 164 and 166, in McNairy's Plan of West Nashville Lots, as of record in Book 9, pages 322 and 323, Register's Office for said County.

Said Lot No. 162 fronts 50 feet on the southerly side of Demonbreun Street and runs back between parallel lines 175 feet to an alley.

Said parts of Lots Nos. 164 and 166 are described together as follows: Beginning on the easterly margin of 12th Avenue, South, 48 feet south of the southerly margin of Demonbreun Street; thence with the easterly margin of 12th Avenue South, southerly 37 feet; thence eastwardly and parallel with Demonbreun Street, 100 feet to the line between Lots 162 and 164; thence with said line, northerly 37 feet to a point 48 feet south of the southerly margin of Demonbreun Street; thence westwardly 100 feet to the easterly margin of 12th Avenue, South, the point of beginning.

TRACT 2:

Land in Davidson County, Tennessee, being part of Lots No. 164 and 166 in McNairy's Plan of West Nashville Lots, as of record in Book 9, pages 322 and 323, Register's Office for said County, described as follows:

Beginning at the southeast corner of Demonbreun Street and 12th Avenue, South, formerly McNairy Street; running thence easterly, with the southerly margin of Demonbreun Street, 100 feet to the northwest corner of Lot No. 162; thence southerly at right angles 48 feet to a point; thence westerly, parallel with Demonbreun Street, 100 feet to 12th Avenue South; thence northerly with the easterly margin of 12th Avenue South, 48 feet to the beginning.

Included in the above described property, but expressly EXCLUDED from this conveyance is a permanent easement for right of way for street purposes granted by Cummings Enterprises, Inc., to Metropolitan Government of Nashville, of record in Book 3850, Page 345, Register's Office for Davidson County, described as follows:

Beginning at the intersection of the southerly margin of Demonbreun Street with the easterly margin of 12th Avenue South, thence running North 61 43' E. along the southern margin of Demonbreun Street for a distance of seven (7.00) feet; thence South 26 16' W., a distance of eight and sixty-two hundredths (8.62) feet to a point in the eastern margin of 12th Avenue South; thence North 28 00' W. along the eastern margin of 12th Avenue South; a distance of five (5.00) feet to the point of beginning, and having an area of 17.50 square feet the same being a part of the tract conveyed to Cummings Enterprises, Inc., as of record in Deed Book 3341, page 394, Register's Office for Davidson County, Tennessee.

TRACT 3:

Land in Davidson County, Tennessee, being Lots Nos. 256 and 257 and the easterly 33 feet of Lot No. 258 on McNairy's Plan of West Nashville Lots, as of record in Plat Book 1, page 15, and Minute Book "C", pages 136 and 137, Chancery Court of Nashville.

Said Lots. Nos. 256 and 257 and said part of Lot No. 258 front together 133 feet on the northerly side of Laurel, formerly Locust Street and extend back between parallel lines with the westerly margin of 11th Avenue South, 170 feet to an alley.

TRACT 4:

Land in Davidson County, Tennessee, being the West 17 feet of Lot No.258 and the East 16 feet of Lot No.259 on the Map of McNairy's West Nashville Plan, as of record in Plat Book 1, page 15, Chancery Court at Nashville.

Said parts of said Lots adjoin and front 33 feet on the north side of Flaurel Street and run back between parallel lines 170 feet, more or less, to an alley.

PARCEL B:

TRACT 1:

A tract of land within the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lots numbered 156, 158, and 160 on the plan of McNairy's West Nashville Lots as of record in Plat Book 9, page 322 and 323, R.O.D.C., Tennessee and being more particularly described as follows:

Beginning at an existing drilled hole in concrete pad at the intersection of the southerly right-of-way line of Demonbreun Street (49.5 foot right-of-way) and the westerly right-of-way line of 11th Avenue, Industrial Boulevard (right-of-way varies); thence,

1. With the westerly right-of-way line of 11th Avenue, Industrial Boulevard, S 31° 11' 00" E, a distance of 175.15 feet to an iron pin set at the intersection of said right-of-way line and the northerly right-of-way line of Alley No. 234 (15 foot right-of- way) thence,

2. Leaving the westerly right-of-way line of 11th Avenue, Industrial Boulevard, with the northerly right-of-way line of Alley No. 234, S 58° 54' 22" W, a distance of 150.00 feet to an existing railroad spike at the common southerly property corner between Lots 160 and 162; thence,

3. Leaving said right-of-way line, with the common property line between Lots 160 and 162, N 31° 06' 14" W, a distance of 175.03 feet to an existing iron pin on the southerly right-of-way line of Demonbreun Street, said pin being the common northerly property corner between Lots 160 and 162; thence,

4. With the southerly right-of-way line of Demonbreun Street, N 58° 51'48" E, a distance of 149.76 feet to the point of beginning and containing 26,242 square feet or 0.602 of an acre, more or less.

TRACT 2:

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee being a portion of Alley No. 234 as shown on the plan of McNairys West Nashville Lots as of record in Plat Book 9, pages 322 and 323. Said alley having been closed by Council Bill No. 088-220 as of record in Deed Book 7615, page 113, R.O.D.C., Tennessee and being more particularly described as follows:

Beginning at an iron pin set at the intersection of the westerly right-of-way line of 11th Avenue, Industrial Boulevard (right-of-way varies) and the northerly right-of-way line of Alley No. 234 (15 foot right-of-way), said pin being the southeasterly property corner of Lot No. 156; thence,

1. With the westerly right-of-way line of 11th Avenue, Industrial Boulevard, S 310 11' 00" E, a distance of 7.50 feet to point at the intersection of said right-of-way line and the centerline of Alley No. 234: thence,

2. Leaving said right-of-way line, with the center line of Alley No. 234, S 58° 54' 22" W, a distance of 150.01 feet to a railroad spike set; thence,

3. Leaving the center line of Alley No. 234, with an extension of the common property line between Lots 160 and 162, N 31° 06' 14" W, a distance of 7.50 feet to an existing railroad spike on the northerly right-of-way line of Alley No. 234, said spike being the common southerly property corner between Lots 160 and 162; thence,

4. With the northerly right-of-way line of Alley No, 234, N 58° 54' 22" F a distance of 150.00 feet to the point of beginning and containing 1,125 square feet or 0.026 of an acre, more or less.

This tract is a portion of Alley No. 234 as shown on the plan of McNairy's West Nashville Lots as of record in Plat Book 9, pages 322 and 323, R.O.D.C., Tennessee. Alley No. 234 has been closed by Council Bill NO. 088-220 with easements retained and is recorded in Deed Book 7615, page 113, R.O.D.C., Tennessee; also, see Reciprocal Access Easement as of record in Deed Book 7615, page 107, R.O.D.C., Tennessee.

Together with all of Braid Electric Company, Inc.'s right title and interest in and to that certain Reciprocal Access Easement of record in BK 7615, Page 107, R.O.D.C., Tennessee. This is unimproved property, known as a portion of Alley way No, 234 to the rear of Lots 156, 158 and 160 on Demonbreun Street at 11th Avenue South, Nashville, Tennessee (Industrial Boulevard).

PARCEL C:

Land in Davidson County, Tennessee, more particularly described based on a survey prepared by A & A Engineers, Inc., Howard W. Anderson, Surveyor, Tennessee License No. 527, P.O. Box 40048, Nashville, Tennessee 37204, dated March 13, 1997, as follows:

Being part of Lots Nos. 164 and 166 in MeNairy's Plan of West Nashville Lots, as of record in Book 9, pages 322 and 323, Register's Office for Davidson County, Tennessee and described as follows:

Beginning at an iron pin located in the eastern right of way margin of 12th Avenue South, said pin being 85 feet south of the southerly margin of Demonbreun Street; thence leaving said right of way N 59 deg. 11' 05" E, 100.0 feet to an iron pin; thence S 30 deg. 45' 07" E, 97.50 feet to a point in the centerline of Alley No. 234 (now closed); thence with said centerline 559 deg. 11' 05" W, 100.0 feet to a point in the eastern right of way margin of 12th Avenue South; thence N 30 deg. 45' 07" W, 97.5 feet to the point of beginning, said tract containing 9.750 square feet, more or less.

Being the same property conveyed to ANN JAMES CUMMINGS, by deed from THOMAS L. CUMMINGS, JR. of record in Book 11749, page 258, dated November 17, 1999, said Register's Office, the said Ann James Cummings having since died. The will of Ann James Cummings filed with the Davidson County Probate Court Clerk's Office as Docket No. 05P-1459 appoints Fifth Third Bank, as Trustee of the Family Trust and Marital Trust.

****** **LESS AND EXCEPT** ******

The following real property, which is included in the description of the Property but not conveyed hereby:

Beginning at a point on the existing southeast margin of Demonbreun St., said point being 28.87 feet right of proposed centerline station 15+05.41; thence with the proposed northeast margin of Demonbreun St. south 27 degrees 25 minutes 12 seconds east 1.63 feet; thence with the proposed southeast margin of said street south 62 degrees 34 minutes 48 seconds west 30.89 feet; thence with the proposed southwest margin of said street north 27 degrees 24 minutes 33 seconds west 1.64 feet; thence with the existing southeast margin of said street northeasterly 30 feet more or less to the point of beginning; containing 51 square feet and being part of the same property conveyed to Ann James Cummings by Thomas L. Cummings, Jr., as of record in book 11749, page 258, Register's Office for Davidson County, Tennessee.

A perpetual, permanent right, privilege, and easement to build, construct, repair, service, replace, and maintain the columns, footings, and piers necessary or desirable for the Highway Project bridge, as shown on plans for project 19958-2725-94 BR-STP-3249(2) on file with the Department of Transportation in Nashville, Tennessee, and in the Register's Office, Davidson County, Tennessee, at the completion of the project, and the right to construct, repair, replace, maintain, use, and operate all of the nonvertical portions of the bridge supported by said piers, columns, and footings in the air space above the bottom of the bridge beams above the hereinafter described property:

Beginning at a point on the existing southeast margin of Demonbreun St., said point being 28.87 feet right of proposed centerline station 15+05.41; thence with said margin northeasterly 120 feet more or less; thence with the existing southwest margin of 11th Avenue South southeasterly 2 feet more or less; thence with the proposed southeast margin of the air rights easements south 62 degrees 34 minutes 48 seconds west 119.54 feet; thence with the proposed northeast margin of Demonbreun St. north 27 degrees 25 minutes 12 seconds west 1.63 feet to the point of beginning; containing 194 square feet.

The excepted property being a part of the property conveyed to the Metropolitan Government of Nashville and Davidson County by deed of record as Instrument Number 20070329-0039630, Register's Office for Davidson County, Tennessee.

EXHIBIT B

ENCUMBRANCES

1. General or special taxes and assessments required to be paid in the year 2007 and subsequent years. Davidson County taxes for 2007, a lien, but not yet due and payable.

2. Easement and Right of Way for street purposes of record in Book 3850, page 345, said Register's Office.

3. Reciprocal Access Easement of record in Book 7615, page 107, and as Instrument No. 199912080300904, said Register's Office.

4. Rights retained in Metro Council Bill No. 88-220.

5. Lease entered into on December 31, 1986, by and between Thomas L. Cummings, Jr. and Cummings Incorporated, The International Sign Service.

6. Lease entered into March 15, 1999, by and between Thomas L. Cummings, Jr. and Cummings Incorporated, The International Sign Service.

7. Assignment of Tenant Leases of record as Instrument No. 20040116-0006735, said Register's Office.

8. Landlord Agreement of record as Instrument No. 20040716-0085226, said Register's Office.

9. Easements and air rights granted under that Warranty Deed to the Metropolitan Government of Nashville and Davidson County, Tennessee of record as Instrument Number 20070329-0037630, said Register's Office.