QUITCLAIM 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 Number
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

Davidson County DEEDQC
Recvd: 03/30/07 16:14 4 pgs
Fees:22.00 Taxes:0.00

20070330-0038522

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

The actual consideration or value, whichever is greater, for this transfer is ZERO and No/100 Dollars ($0.00).

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

Affiant

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

Notary Public

My Commission Expires: 07-19-2008

FOR AND IN CONSIDERATION OF $10.00 and other valuable consideration, 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 quitclaim 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.

The Property is conveyed subject to such limitations, restrictions and encumbrances as may affect the Property.

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

Witness our hands 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 DAVIDSON)

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 ~~Travis S.~~ Asst VP 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

EXHIBIT A

PROPERTY DESCRIPTION

Being a tract of land in the 19th Councilmanic District, Davidson County, Tennessee. Being parts or all of Lots 156, 158, 160, 164, 166, 256, 257, 258, 259 of McHary's Plan of West Nashville recorded in Book 9, pages 322 and 323 and in Plat Book 1, Page 15 and in Minute Book "C" Pages 136 and 137 and being a portion of Alley 234 now closed by Council Bill 088-220. Being bounded on the north by Demonbreum Street (a 49.5 feet Right-of Way) (ROW), on the East by 11th Avenue (ROW varies), on the south by Laurel Street (a 49.5 feet ROW) and the Nashville Urban Partners 2000 III, LLC recorded in Inst. No. 20020516-0060256 Register's Office Davidson County, Tennessee (ROD), and being described as follows:

POINT OF BEGINNING being an iron rod old on the East ROW of 11th Avenue and the northern ROW of Laurel Street, also being the southeast corner of the herein described tract; thence with the north ROW of Laurel Street South 62°55'46" West 166.50 feet to an iron rod new; thence leaving said ROW with the east line of the said Nashville Urban Partners 2000 III, LLC, North 27°12'09" West 176.75 feet to an iron rod new; thence with the north line of said Nashville Urban Partners 2000 III, LLC, South 62°38'19" West 134.01 feet to an iron rod new on the eastern ROW of said 12th Avenue South; thence with said ROW North 27°11'32" West 176.08 feet to an iron rod new; thence with a curve to the right having an interior angle of 89°58'01", a radius of 6.50, a length of 10.21 and a chord bearing and distance of North 17°47'28" East 9.20 feet to an iron rod new on the southern ROW of Demonbreun Street; thence with the southern ROW of said Demonbreun Street North 62°46'29" East 294.18 feet to an iron rod new on the western ROW of 11th Avenue; thence with said ROW South 27°10'13" East 359.47 to the point of beginning.

Containing 84,285 square feet or 1.93 acres.

The description of the above was obtained from a survey dated March 26, 2007, prepared by Robert M. Searson, RLS #1666, of Littlejohn Engineering Associates whose address is 1935 Twenty-First Avenue South, Nashville, Tennessee 37212.

Being the same property conveyed by deed of record in Book 11749, page 258, Register's Office for Davidson County, Tennessee.

****** **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 20070329-0037430, Register's Office for Davidson County, Tennessee.