Davidson County DEEDWARR
Recvd: 05/01/07 10:59 4 pgs
Fees:23.00 Taxes:18500.00
20070501-0051690

This Instrument prepared by:
Adams and Reese LLP (FRH)
424 Church Street, Suite 2800
Nashville, Tennessee 37219

ADDRESS NEW OWNER:
St. Cloud Development Company, LLC
c/o Novare Group
817 West Peachtree Street, Suite 400
Atlanta, Georgia 30308

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 93-61
Parcel 40

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, **500 CHURCH STREET, L.P.**, a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **ST. CLOUD DEVELOPMENT COMPANY, LLC**, a Tennessee limited liability company (the "Grantee"), and Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

The 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 persons claiming by, through or under the Grantor, but not further or otherwise.

Whenever 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 30th day of April, 2007.

500 CHURCH STREET, L.P.

By: Grace Development, Inc.
Its: General Partner

By: _____
John R. Grace, Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared John R. Grace, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of Grace Development, Inc., the General Partner of 500 CHURCH STREET, L.P., the within named bargainor, a Tennessee limited partnership, and that he, as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited partnership by himself as Vice President of the General Partner.

WITNESS my hand, at office, this 30th day of April, 2007.

_____
Notary Public

STELLA M. McDANIEL STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TN

My Commission Expires:
My Commission Exp. Nov. 22, 2008

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $5,000,000.00.

_____
Affiant

Subscribed and sworn to before me
this 30th day of April, 2007.

_____
Notary Public
My Commission Expires: My Commission Exp. Nov. 22, 2008

STELLA M. McDANIEL STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TN

460346.1/602881-2

EXHIBIT A

Land in Davidson County, Tennessee, being part of Lot No. 89 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning at a tack at the intersection of the southerly margin of Fifth Avenue North and the westerly margin of Church Street; thence South 46 deg. 08 min. 54 sec. West 80.19 feet to a building corner; thence North 43 deg. 51 min. 06 sec. West 60.58 feet to a point; thence South 46 deg. 02 min. 19 sec. West 91.81 feet to a P.K. nail; thence North 43 deg. 55 min. 11 sec. West 60.80 feet to a P.K. nail; thence North 45 deg. 56 min. 54 sec. East 172.00 feet to a P.K. nail; thence South 43 deg. 53 min. 16 sec. East 121.80 feet to the point of beginning, containing 15,342.7338 square feet or 0.3522 acres.

Being the same property conveyed to 500 Church Street, L.P., a Tennessee limited partnership, by Deed from Peoples Security Life Insurance Company, a North Carolina corporation, of record in Book 9812, page 887, said Register's Office.

EXHIBIT B

1. Real estate taxes for 2007, a lien but not yet due and payable, which have been prorated between the parties.

2. Cross Easement Agreement, of record in Book 8511, page 703, Register's Office for Davidson County, Tennessee.