THIS INSTRUMENT PREPARED BY:
Matthew Werthman, Esq.
Klehr Harrison Harvey Branzburg & Ellers LLP
260 S. Broad Street
Philadelphia, Pennsylvania 19102

RTN TO
FIRST AMERICAN TITLE INSURANCE CO
TWO PENN CENTER PLAZA, SUITE 1910
PHILADELPHIA, PA 19102

OWNER/RESPONSIBLE TAXPAYER:
The Carell Family, LLC
c/o Edie Johnson
2525 West End Avenue
Suite 940
Nashville, TN 37203

Davidson County DEEDWARR
Recvd: 04/10/08 07:39 6 pgs
Fees:33.00 Taxes:7400.00
20080410-0036158

Source of Grantor's Title:
Deed recorded in Instrument No. 20070725-0088428
in the Davidson County Register's Office
Map/Parcel: 93-5-2-4
93-5-2-5

ooOoo

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,000,000.

Affiant

Subscribed and sworn to before me this 1/ day of March 2008.

Notary Public

My commission expires: 3/21/09

W. MORRISON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 21, 2009

ooOoo

SPECIAL WARRANTY DEED

CPC Realty, LLC, a Delaware limited liability company ("Grantor"), for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto The Carell Family, LLC, a Tennessee limited liability company ("Grantee"), Grantee's representatives, successors and assigns, the following described land, with the hereditaments and appurtenances thereto appertaining, to-wit:

SITUATED in Davidson County, Tennessee and being more particularly bounded and described as shown on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

This is improved property known as 720 Church Street (also known as 210 Polk Avenue), Nashville, Tennessee.

TO HAVE AND TO HOLD the Property to the said Grantee, its successors and assigns, forever.

And Grantor, for itself, its successors and assigns, does hereby covenant that Grantor will forever warrant and defend the title to the Property to Grantee, its representatives, successors and assigns against the lawful claims of all persons claiming, by, through or under the Grantor, but not otherwise; and that such Property is free from all encumbrances except for those matters described on Exhibit B attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION

IN WITNESS WHEREOF, the Grantor has executed this instrument the date first above written.

CPC REALTY, LLC

By: John I. Hill

Its: Authorized Signatory

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, A.W. Morrison, of the State and County aforesaid, personally appeared John I Hill, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, swore to and acknowledged himself to be Authorized Signatory of CPC Realty, LLC, the within-named bargainor, a Delaware limited liability company, and that he as such Authorized Signatory, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Authorized Signatory.

WITNESS my hand and seal at office in Nashville, TN, this 31st day of March, 2008.

A.W. Morrison
Notary Public

My commission expires: 3-21-09

A. W. MORRISON
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

My Commission Expires MAR. 21, 2009

Exhibit A

ALL OF THAT CERTAIN PIECE, PARCEL OR TRACT OF LAND SITUATED, LYING AND BEING LOCATED IN THE CITY OF NASHVILLE, DAVIDSON COUNTY, STATE OF TENNESSEE, CONTAINING 0.686 ACRES, AS SHOWN ON A PLAT ENTITLED "ALTA/ACSM LAND TITLE SURVEY FOR THIRD WAVE TULANE, 210 POLK AVENUE/720 CHURCH STREET", DATED APRIL 21, 2006, PREPARED BY BARRETT SURVEYING GROUP (R. SCOTT BARRETT, PLS, TN REGISTRATION NO. 2473) AND ACCORDING TO SAID PLAT HAVING THE FOLLOWING METES AND BOUNDS TO WIT:

BEGINNING AT A NEW DRILL HOLE (LABELED AS P.O.B.) LOCATED AT THE INTERSECTION OF THE NORTHWESTERN RIGHT-OF-WAY OF CHURCH STREET AND THE NORTHWESTERN RIGHT-OF-WAY OF 8TH AVENUE NORTH, THENCE RUNNING ALONG THE NORTHEASTERN RIGHT-OF-WAY OF 8TH AVENUE NORTH, NORTH 33 DEGREES 07 MINUTES 47 SECONDS WEST A DISTANCE OF 246.88 FEET TO A NEW DRILL HOLE, LOCATED AT THE COMMON CORNER OF PROPERTY NOW OR FORMERLY OWNED BY METRO GOVERNMENT LIBRARY (DEED BOOK 2992, PAGE 638A), THENCE LEAVING THE NORTHEASTERN RIGHT-OF-WAY OF 8TH AVENUE NORTH AND RUNNING ALONG SAID METRO PROPERTY, NORTH 56 DEGREES 29 MINUTES 20 SECONDS EAST FOR A DISTANCE OF 121.22 FEET TO A NEW MAG NAIL, LOCATED ON THE SOUTHWESTERN RIGHT-OF-WAY OF POLK AVENUE, THENCE RUNNING ALONG THE SOUTHWESTERN RIGHT-OF-WAY OF POLK AVENUE, SOUTH 33 DEGREES 03 MINUTES 03 SECONDS EAST FOR A DISTANCE OF 246.88 FEET TO A NEW MAG NAIL, LOCATED AT THE INTERSECTION OF THE SOUTHEASTERN RIGHT-OF-WAY OF POLK AVENUE AND THE NORTHWESTERN RIGHT-OF-WAY OF CHURCH STREET, THENCE RUNNING ALONG THE NORTHWESTERN RIGHT-OF-WAY OF CHURCH STREET, SOUTH 56 DEGREES 29 MINUTES 16 SECONDS WEST FOR A DISTANCE OF 120.88 FEET TO THE POINT OF BEGINNING.

ALSO KNOWN AS:

TRACT I

BEING PART OF LOT NO. 149 ON THE PLAN OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD, DESCRIBED ACCORDING TO A SURVEY MADE BY W.B. SOUTHGATE, MAY 5, 1910, AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF CHURCH STREET AND EIGHTH AVENUE NORTH, FORMERLY SPRUCE STREET, THENCE WITH THE NORTHERLY MARGIN OF CHURCH STREET, EASTWARDLY 122 FEET 5 1/2 INCHES TO THE WESTERLY MARGIN OF POLK AVENUE, FORMERLY GRUNDY STREET OR AVENUE; THENCE WITH THE WESTERLY MARGIN OF SAID AVENUE, NORTHWARDLY 170 FEET TO THE SOUTHERLY MARGIN OF A PRIVATE ALLEY; THENCE WITH SAID ALLEY, WESTWARDLY 122 FEET 5 INCHES TO THE EASTERLY MARGIN OF EIGHTH AVENUE NORTH; THENCE WITH SAID EIGHTH AVENUE NORTH SOUTHWARDLY 170 FEET TO THE BEGINNING.

TRACT II

BEING PART OF LOT NO. 149 ON THE PLAN OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD, DESCRIBED AS FOLLOWS:

BEGINNING ON THE EASTERLY MARGIN OF EIGHTH AVENUE NORTH, FORMERLY SPRUCE STREET, AT THE NORTHWEST CORNER OF A PRIVATE ALLEY, SAID ALLEY LYING BETWEEN THE PROPERTY IN QUESTION AND THE PROPERTY CONVEYED TO THE NATIONAL LIFE AND ACCIDENTAL INSURANCE COMPANY BY DEED OF RECORD IN BOOK 2012, PAGE 150, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; THENCE WITH THE NORTHERLY MARGIN OF SAID PRIVATE ALLEY NORTH 52 DEGREES 05 MINUTES EAST 121.7 FEET TO THE WESTERLY MARGIN OF POLK AVENUE; THENCE WITH THE WESTERLY MARGIN OF POLK AVENUE NORTH 37 DEGREES 50 MINUTES WEST 66.7 FEET TO THE SOUTHEAST CORNER OF PROPERTY CONVEYED TO HARRY DIAMOND AND WIFE, BY DEED FROM MINNIE K. BROWN, TRUSTEE, OF RECORD IN BOOK 1380,

PAGE 3, SAID REGISTER'S OFFICE; THENCE WITH DIAMOND'S SOUTH LINE SOUTH 51 DEGREES 50 MINUTES WEST 121.8 FEET TO THE EASTERLY MARGIN OF EIGHTH AVENUE NORTH; THENCE WITH SAID EIGHTH AVENUE NORTH SOUTH 37 DEGREES 55 MINUTES EAST 66.15 FEET TO THE POINT OF BEGINNING.

TRACT III

BEING THAT PORTION OF ALLEY NO. 104, NOW CLOSED, BEING THE FIRST ALLEY NORTH OF AND PARALLEL TO CHURCH STREET, EXTENDING BETWEEN EIGHTH AVENUE NORTH AND POLK AVENUE, AS SET OUT IN METROPOLITAN COUNCIL BILL NO. 64-351.

BEING THE SAME PROPERTY CONVEYED TO CPC REALTY, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY QUITCLAIM DEED OF RECORD IN INSTRUMENT NO. 20070725-0088428, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Tax Map 93-5-2 Parcel 4.00

Tax Map 93-5-2 Parcel 5.00

Exhibit B

Permitted Encumbrances

1. Real estate axes and assessments for the year **2008** and subsequent years, which are not yet due and payable.

2. Easements as retained in Bill No. 64-351 of the Council of Metropolitan Government of Nashville and Davidson County, Tennessee.

3. Terms and conditions of the Restrictive Covenants Running with the Land of the Metropolitan Development and Housing Agency in the Capitol Mall Redevelopment Project of record in Book 7423, page 374; in Book 8421, page 587 and in Book 9208, page 613, all in the Register's Office for Davidson County, Tennessee.

4. Terms, conditions and restrictions as contained in Ordinance No. BL2002-1033, of the Metropolitan Council of the Metropolitan Government of Nashville and Davidson County as it pertains to the Capitol Mall Redevelopment Project of record in Instrument# 20020626-0076795, in the Register's Office for Davidson County, Tennessee.

5. Terms and conditions of restrictions as retained in Ordinance No. 97-755, An Ordinance Approving Amendment No. 4 to the Capitol Mall Redevelopment Project Plan and Amendment No. 3 to the Rutledge Hill Redevelopment Plan of record in Book 10512, page 464, in the Register's Office for Davidson County, Tennessee.

6. Terms and conditions of the Restrictive Covenants Running with the Land of the Metropolitan Development and Housing Agency Capitol Mall Redevelopment Project with Supplemental Requirement as part of Substitute Ordinance BL2004-424 of record in Instrument# 20050124-0008719, in the Register's Office for Davidson County, Tennessee.

7. Rights of Lamar Corporation, as a tenant only, under a written Lease Agreement dated October 14, 2983, with no option to purchase.

8. Any fact, rights, interests or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by R. Scott Barrett, RLS No. 2473, Barrett Surveying Group, dated February 15, 2007, last revised May 18, 2007, Reference No. 20060096:

- overhead power lines cross the land as shown
- concrete wall along Church Street encroaches the land