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

R+N TO
FIRST AMERICAN TITLE INSURANCE CO.
TWO PENN CENTER PLAZA, SUITE 1910
PHILADELPHIA, PA 19102

OWNER/RESPONSIBLE TAXPAYER:
217 3rd Avenue Plus 3, LLC
c/o Edie Johnson
2525 West End Avenue
Suite 940
Nashville, TN 37203

Source of Grantor's Title:
Deed recorded in Instrument No. 20070725-0088420,
in the Davidson County Register's Office
Map/Parcel: 93-6-1-28

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 $3,300,000.

Affiant

Subscribed and sworn to before me this 31 day of March, 2008.

Notary Public

My commission expires: 3/21/09

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

Davidson County DEEDWARR
Recvd: 04/10/08 07:41 6 pgs
Fees:33.00 Taxes:12210.00
20080410-0036161

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 and 217 3rd Avenue Plus 3, 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 District No. 1 of Davidson County, Tennessee, without the corporate limits of the City of Nashville, 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 514 Church Street, Ashville, 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

PROVIDED. The terms "Grantor" and "Grantee" and any pronouns shall be read in the singular and plural number and in such gender as the context may require.

[SIGNATURE PAGE FOLLOWS]

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, 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

A TRACT OF LAND IN THE FIRST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, SAID TRACT BEING PART OF LOT 101 ON THE PLAN OF THE ORIGINAL TOWN OF NASHVILLE, NOT OF RECORD, AND BEING MORE PARTICULARLY DESCRIBED ACCORDING TO A SURVEY DATED AUGUST 17, 1994 AND REVISED FEBRUARY 26, 1996, PREPARED BY R.L. MONTOYA LAND SURVEYING AS FOLLOWS:

BEGINNING AT A POINT IN THE EAST MARGIN OF SIXTH AVENUE NORTH AND THE NORTH MARGIN OF CHURCH STREET; THENCE, ALONG THE NORTH MARGIN OF CHURCH STREET IN A EASTERLY DIRECTION NORTH 53 DEGREES 12 MINUTES 28 SECONDS EAST 60 FEET TO A POINT, THIS BEING THE POINT OF BEGINNING FOR THIS DESCRIBED TRACT, SAID POINT BEING THE SOUTHEAST CORNER OF CORNERSTONE PARTNERSHIP, L.P. AS OF RECORD IN DEED BOOK 8666, PAGE 611, R.O.D.C., TENNESSEE AND THE SOUTHWEST CORNER OF THIS DESCRIBED TRACT; THENCE, LEAVING THE NORTH MARGIN OF CHURCH STREET ALONG THE COMMON LINE OF THIS TRACT AND CORNERSTONE PARTNERSHIP L.P. TRACT (USING CORNERSTONE CALCULATED DEED DIMENSIONS) NORTH 36 DEGREES 52 MINUTES 17 SECONDS WEST 80.41 FEET TO A POINT; THENCE NORTH 53 DEGREES 07 MINUTES 43 SECONDS EAST 6.00 FEET TO A POINT; THENCE, NORTH 36 DEGREES 52 MINUTES 17 SECONDS WEST 54.01 FEET TO A POINT IN THE SOUTH LINE OF JOHN H. NOEL III (TRUSTEE) AS OF RECORD IN DEED BOOK 7537, PAGE 974, R.O.D.C., TENNESSEE; THENCE, ALONG SAID SOUTH LINE, THE NORTH LINE OF THIS TRACT NORTH 53 DEGREES 06 MINUTES 04 SECONDS EAST 106.18 FEET TO A POINT IN THE WEST MARGIN OF ALLEY NO. 74; THENCE, WITH SAID MARGIN SOUTH 37 DEGREES 04 MINUTES 40 SECONDS EAST 134.63 FEET TO A POINT IN THE NORTH MARGIN OF CHURCH STREET; THENCE ALONG SAID NORTH MARGIN SOUTH 53 DEGREES 12 MINUTES 28 SECONDS WEST 112.66 FEET TO THE POINT OF BEGINNING. CONTAINING 14,799.5 SQUARE FEET, 0.34 ACRES MORE OR LESS.

BEING THE SAME PROPERTY AS CONVEYED TO CPC REALTY, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY QUITCLAIM DEED FROM ALLRIGHT CORPORATION, A DELAWARE CORPORATION BY DEED OF RECORD IN INSTRUMENT NO. 20070725-0088420, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Tax Map 93-6-1 Parcel 28.00

Exhibit B

Permitted Encumbrances

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

2. Restrictive Covenants pertaining to the Capitol Mall Redevelopment Project of record in Book 7423, page 374, Registers Office for Davidson County, Tennessee, as revised in Book 8421, page 587 and Book 9208, page 613, said Registers Office.

3. Capitol Mall Redevelopment Project Plan, as set out in the following ordinances of the Metropolitan Council: 77-716; 82-845; 87-1695; 91-1567; 93-774; 97-755 (also recorded in Book 10512, page 464, Registers Office for Davidson County, Tennessee); 98-1187; BL2002-1033 (also recorded as Instrument No. 20020626-0076795, said Registers Office); and Instrument No. 20050124-0008719, Registers Office for Davidson County, Tennessee.

4. Rights of the public in and to the Alley No. 74 (Harveys alley) as it bounds said property.

5. Any fact, rights, interests or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by Christopher S. Denham, RLS No. 2000, Denham Land Surveyors LLC, dated January 18, 2007, last revised May 21, 2007, Network Project No: 20061822-23:

- overhead electric line crosses the land as shown
- building located on adjacent property to the west encroaches onto the land by 4.8' ± by 2.1' ±.
- parking area in the north western portion of the land encroaches onto adjacent property