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:
The Carell Family, LLC
c/o Edie Johnson
Suite 940
Nashville, TN 37203

Source of Grantor's Title:
Deed recorded in Instrument No. 20070725-0088392,
in the Davidson County Register's Office
Map/Parcel: 93-6-3-14
93-6-3-15
93-6-3-16

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 $3,600,000.

Affiant

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

Notary Public

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

My commission expires: 3-21-09

My Commission Expires MAR. 21, 2009

Davidson County DEEDWARR
Recvd: 04/10/08 07:43 6 pgs
Fees:33.00 Taxes:13320.00
20080410-0036164

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 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 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 119-125 Seventh Avenue North, 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 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, 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

A tract of land in the First Civil District of Davidson County, Tennessee, being a part of Lot No. 140 of the Original Town of Nashville, not of record, and being more particularly described as follows:

Beginning at an iron pin in the northeast corner of Alley No. 63 and the back of the sidewalk adjacent to Seventh Avenue North; thence,

1. South 62 deg. 19 min. 09 sec. West a distance of 166.0 feet to a new PK nail at the intersection of Alley No. 63 and Alley No. 113; thence,

2. Along the easterly right-of-way of Alley No. 113, North 27 deg. 25 min. 11 sec. West a distance of 203.75 feet to a new PK nail, thence;

3. North 63 deg. 00 min. 34 sec. East a distance of 162.56 feet to a point in the westerly right-of-way of Seventh Avenue North; thence;

4. Around an arc of a 15 foot-radius curve, a distance of 10.37 feet to a new PK nail in the westerly right-of-way of Seventh Avenue North; thence,

5. South 27 deg. 25 min. 11 sec. East a distance of 192.21 feet to the new iron pin which is the point of beginning, as shown on plat of a survey made by Turner Engineering Company, dated 10-20-1989, and being Job #34-89, W. O. 6391.

Being the same property conveyed to CPC Realty, LLC, a Delaware limited liability company, by Quitclaim Deed from Allright Corporation, a Delaware corporation of record in Instrument No. 20070725-0088392, Register's Office for Davidson County, Tennessee.

Tax Map 93-6-3 Parcel 14.00

Tax Map 93-6-3 Parcel 15.00

Tax Map 93-6-3 Parcel 16.00

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. 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 17, 2007, Network Project No: 20061822-18:

- overhead electric lines cross the land as shown