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

R+N

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

Source of Grantor's Title:
Deed recorded in Instrument No. 20070725-0088424,
in the Davidson County Register's Office
Map/Parcel: 104-15-336

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 $3,750,000.

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 07:59 6 pgs
Fees:33.00 Taxes:13875.00
20080410-0036173

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 District No. 6 of 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 2401 21st Avenue South, 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

LAND IN DAVIDSON COUNTY, TENNESSEE, 6TH CIVIL DISTRICT, FORMERLY FOUR TRACTS OF THE BELAIR SUBDIVISION, DESCRIBED ACCORDING TO A SURVEY OF MICHAEL V. HOLMES AND ASSOCIATES, DATED MAY 21, 1981, AS FOLLOWS:

BEGINNING AT A PIN ON THE WEST RIGHT-OF-WAY OF HILLSBORO ROAD AND THE SOUTHEAST CORNER OF THIS TRACT, SAID POINT BEING NORTH 32 DEGREES 44 MINUTES 36 SECONDS EAST 207.35 FEET FROM THE R.O.W. INTERSECTION OF WESTWOOD AVENUE AND HILLSBORO ROAD; THENCE LEAVING SAID R.O.W. NORTH 85 DEGREES 31 MINUTES 33 SECONDS WEST 241.19 FEET TO A POINT; THENCE NORTH 05 DEGREES 43 MINUTES 00 SECONDS EAST A DISTANCE OF 7.0 FEET TO A POINT BEING THE CENTER LINE OF 14.0 FEET ALLEY, THE NORTH HALF OF WHICH IS CLOSED BY ORDINANCE 72-251; THENCE CONTINUING ALONG THE CENTER LINE OF SAID ALLEY NORTH 85 DEGREES 31 MINUTES 33 SECONDS WEST A DISTANCE OF 32.99 FEET TO A POINT BEING IN THE WEST R.O.W. LINE OF AN ALLEY RUNNING NORTH AND SOUTH WHICH WAS RELOCATED BY THE ORDINANCE NO. 72-251 PREVIOUSLY MENTIONED; THENCE CONTINUING WITH A BEARING OF NORTH 05 DEGREES 44 MINUTES 38 SECONDS EAST A DISTANCE OF 195.25 FEET TO A POINT IN THE SOUTH R.O.W. LINE OF WEST LINDEN AVENUE, SAID POINT BEING THE NORTHWEST CORNER OF SAID TRACT; THENCE WITH THE BEARING OF SOUTH 85 DEGREES 49 MINUTES 54 SECONDS EAST ALONG THE SOUTH R.O.W. LINE OF WEST LINDEN AVENUE, A DISTANCE OF 353.73 FEET TO A POINT; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 24.5 FEET FOR A DISTANCE OF 34.06 FEET TO A POINT IN THE WEST R.O.W. OF HILLSBORO ROAD; THENCE SOUTH 32 DEGREES 44 MINUTES 36 SECONDS WEST A DISTANCE OF 65.0 FEET TO A POINT; THENCE SOUTH 85 DEGREES 49 MINUTES 54 SECONDS EAST A DISTANCE OF 2.90 FEET TO A POINT; THENCE SOUTH 32 DEGREES 44 MINUTES 36 SECONDS WEST A DISTANCE OF 131.84 FEET TO THE POINT OF BEGINNING AND CONTAINING 65,648 SQUARE FEET OR 1.507 ACRES MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO CPC REALTY, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY QUITCLAIM DEED FROM ALLRIGHT CORPORATION OF RECORD IN INSTRUMENT NO. 20070725-0088424, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

Tax Map 104-15 Parcel 336.00

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. Terms and conditions of easements as retained in the Bill No. 72-251 in regard to the abandonment of a portion of Alleys No. 810 and 815 and the dedication of a new alley by the Council of the Metropolitan Government of Nashville and Davidson County, Tennessee.

3. All matters as shown on the Plan of Belair of record in Plat Book 332, page 6, in the Register's Office for Davidson County, Tennessee.

4. Restrictive Covenants of record in Book 682, page 272, in the Register's Office of Davidson County, Tennessee.

5. Rights of Central Parking Corporation, as a tenant only under a written lease agreement dated May 22, 2007, with no option to purchase.

6. 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: 20061822-102:

- overhead electric lines cross the land as shown
- minimum building setback lines of 20 on the front where minor-local & local streets located with all other streets having a 40 feet front setback; 5 feet side setback; and 20 feet rear setback