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

RTN:

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. 20070802-0092001,
in the Davidson County Register's Office
Map/Parcel: 82-14-75
93-2-3

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 $1,400,000.

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 08:02 6 pgs
Fees:33.00 Taxes:5180.00

20080410-0036176

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 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 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 601 Third 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 with Grantee, its representatives, successors and assigns, 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.

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, Tennessee 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

Tract I

Land in Davidson County, Tennessee described in a survey of Ragan, Smith, Murphy & Associates, Inc., dated the 24th day of June 1986.

Beginning at a point in the westerly margin of Third Avenue North, thence running along the margin of said Third Avenue, south 27 degrees 17 minutes east, a distance of 39.74 feet to a point; thence running south 62 degrees 19 minutes 0 seconds west, a distance of 146.10 feet to an existing iron pin; thence running north 73 degrees 59 minutes 19 seconds west, a distance of 85.65 feet to an iron pin; thence running north 67 degrees 39 minutes 0 seconds east, a distance of 209.23 feet to a point, being the point of beginning.

Tract II

Land in the City of Nashville, County of Davidson, State of Tennessee, being the southeasterly portion of Parcel D-1 of the subdivision of the Capitol Hill Redevelopment Project of record in Book 2663, page 120 and 121, Register's Office of Davidson County, said parcel being further bounded and described as follows:

BEGINNING at the westerly end of a curve having a radius of 31.0 feet at the intersection of the westerly line of 3rd Avenue North and the northerly line of 4th Avenue North; thence, proceeding N 82° 13' W, 111.41 feet with the northerly line of 4th Avenue North to a point; thence, N 27° 17' W, 121.34 feet to a point, said point being in the southerly boundary of the Louisville and Nashville Railroad property; thence, N 62° 19' E, 140.0 feet with the southerly boundary of said Louisville and Nashville Railroad property to a point; said point being in the westerly line of 3rd Avenue North; thence, with the westerly line of 3rd Avenue North, S 27° 17' E, 160.95 feet; thence, with a curve to the right having a radius of 31.0 feet and a central angle of 125° 04' a distance of 67.67 feet to the point of beginning and containing 23,134 sq. ft., more or less.

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. 20070802-0092001, in the Register's Office of Davidson County, Tennessee.

Tax Map 82-14 Parcel 75.00

Tax Map 93-2 Parcel 3.00

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 for the Capitol Hill Redevelopment Project of record in Book 2735, page 473, in the Register's Office of Davidson County, Tennessee, as amended in Instrument No. 200701220008939, said Register's Office.

3. All matters as shown on the plat of record in Plat Book 3106, page 9, in the Register's Office of Davidson County, Tennessee.

4. Charter Right of Way of the L & N Railroad.

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 May 14, 2007, last revised May 16, 2007, Network Project No: 20061822-20:

- 5 foot minimum building setback line along 3rd Avenue South
- parking spaces encroach the right-of-way at the corner of 3rd Avenue South and 4th Avenue North, and onto adjoining property at the northwest corner
- fence encroaches the adjoining property to the northwest
- overhead electric lines cross the land at its northernmost corner