THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238

GENERAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Seventh & Union Hospitality Partners, a Tennessee general partnership c/o Raman G. Dayal 211 North First St. Nashville, T N 37213	Same	93-5-2/6 Davidson County DEEDWARR Recvd: 10/01/08 10:53 7 pgs Fees:38.00 Taxes:19980.00 20081001-0099560

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, GARY O. COHEN and COHEN GIRLS PARTNERS, a partnership comprised of Pamela Cohen Bernstein (f/k/a Pamela Lee Cohen Bernstein), Melissa Kay Cohen, and Holly Cohen Varsalona (f/k/a Holly Lynn Cohen) ("Grantors"), have this day bargained and sold, and do hereby transfer and convey unto Seventh & Union Hospitality Partners, a Tennessee general partnership ("Grantee"), certain real property in Davidson County, Tennessee, more particularly described on Exhibit A attached hereto.

This is improved property known as 701 Union Street, Nashville, Tennessee.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

Grantors covenant that, subject to the matters listed on Exhibit B attached hereto, Grantors are lawfully seized and possessed of said property in fee simple, have good right to convey it and that it is unencumbered. Grantors further covenant and bind themselves and their heirs and representatives to warrant and defend to Grantee forever the title to said property against the lawful claims of all persons whomsoever.

[*Signatures Follow*]

Signature Page to General Warranty Deed

IN WITNESS WHEREOF, Grantor executed this instrument on this 18th day of September, 2008.

GARY O. COHEN

~~STATE OF~~ District of Columbia

~~COUNTY OF~~ _____)

Personally appeared before me, the undersigned, a Notary Public, Gary O. Cohen, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 18th day of September, 2008.

Notary Public

My ~~Commission~~ Expires: January 1, 2011

VENETTA VERES
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires January 1, 2011

VENETTA VERES NOTARY PUBLIC DISTRICT OF COLUMBIA

COHEN GIRLS PARTNERS

By: _____
PAMELA COHEN BERNSTEIN
Partner

BRENDA M. RESHA STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

By: _____
MELISSA KAY COHEN
Partner

By: Holly Cohen Varsalona
HOLLY COHEN VARSALONA
Partner

STATE OF Tennessee)
COUNTY OF Davidson)



Personally appeared before me, the undersigned, a Notary Public, Pamela Cohen Bernstein, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 13th day of September, 2008.

Brenda M Resha
Notary Public

My Commission Expires: 5/22/10

STATE OF Tennessee)
COUNTY OF Davidson)



Personally appeared before me, the undersigned, a Notary Public, Melissa Kay Cohen, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 13th day of September, 2008.

Brenda M Resha
Notary Public

My Commission Expires: 5/22/10

STATE OF Tennessee)

COUNTY OF Davidson)

Personally appeared before me, the undersigned, a Notary Public, Holly Gibson Parsalona, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 13th day of September, 2008.

Brenda M Resha
Notary Public

My Commission Expires: 5/22/10

STATE OF Tenn)

COUNTY OF Davidson)

The actual consideration or value (whichever is greater) for this transfer is $5,400,000.00.

Affiant

Subscribed and sworn to before me, this 30th day of September, 2008.

Notary Public

My Commission Expires: 7-5-2011

EXHIBIT A

Land in Davidson County, Tennessee, being parts of Lots 136 and 148 on the Map of the Original Town of Nashville, not of record, said property more particularly described as follows:

Beginning at the southwest intersection of Union Street and 7th Avenue North; thence with the southerly margin of Union Street South 50 degrees 03 minutes West 189.0 feet to the East margin of Polk Avenue (Polk Place); thence with the east margin of Polk Avenue South 39 degrees 16 degrees East 131.7 feet to a point; thence North 50 degrees 08 minutes East 43.2 feet to a point; thence North 39 degrees 16 minutes West 39.1 feet to a point in the south line of the property conveyed to Allright Tennessee Company, by deed of record in Book 2591, page 409, Register's Office for Davidson County, Tennessee; thence North 50 degrees 08 minutes East with the north line of Y.W.C.A. lot 145.9 feet to the west margin of 7th Avenue North; thence with said west margin North 39 degrees 18 minutes West 93.0 feet to the point of beginning.

Being the same property conveyed to Gary O. Cohen, Alan R. Cohen, Gilbert L. Cohen and Walter S. Cohen, each a 12.5% interest, Lynnette P. Morris, a 21.5% interest, and Third National Bank in Nashville, Trustee under agreement, Melville C. Morris and Lynnette P. Morris, a 28.5% interest, by deed dated June 13, 1973, from Golden Eagle of Nashville, Inc., a Tennessee corporation, of record in Book 4718, page 909, Register's Office for Davidson County, Tennessee. Walter S. Cohen died in 1993, and by his will of record in Will Book 189, page 88, Probate Court Clerk's Office for Davidson County, Tennessee, his 12.5% interest was devised to Gary O. Cohen, Alan R. Cohen and Gilbert Lee Cohen. Gary O. Cohen, Alan R. Cohen and Gilbert Lee Cohen, devisees under the Last Will and Testament of Walter S. Cohen, conveyed their interest in subject property to Gary O. Cohen, Alan R. Cohen and Gilbert Lee Cohen, as tenants in common, by quitclaim deed dated September 28, 1994, of record in Book 9490, page 746, said Register's Office. Alan R. Cohen died January 17, 2006, in Santa Fe County, New Mexico, and pursuant to the terms of his will, a copy of which has been filed under Docket No. 06P-596, Probate Court Clerk's Office for Davidson County, Tennessee, his interest in subject property was devised to the Trustee of the Alan R. Cohen Trust of December 1999, the original devise to decedent's wife, Leslie Frederica Goodwill-Cohen, having lapsed upon the entry of a final decree of dissolution of marriage in the Santa Fe County, New Mexico, District Court, Docket No. D-0101-DM-2005-00876. Gilbert L. Cohen was appointed Personal Representative of the estate of Alan R. Cohen and was named as Trustee of the Alan R. Cohen Trust of December 1999, for the benefit of decedent's nieces, Pamela Lee Cohen, Melissa Kay Cohen, Holly Lynn Cohen, Allison Gallaudet Cohen and Emily Stratton Cohen. Pamela Lee Cohen is now known as Pamela Lee Cohen Bernstein. Emily Stratton Cohen is now known as Emily Stratton Cohen Moyer. Being further conveyed to Gary O. Cohen and Gilbert Lee Cohen by quitclaim deed July 24, 2006, from Gilbert Lee Cohen, Personal Representative of the Estate of Alan R. Cohen, deceased, Gilbert L. Cohen, Trustee of the Alan R. Cohen Trust of December 1999, and Pamela Lee Cohen Bernstein, Melissa Kay Cohen, Holly Lynn Cohen, Allison Gallaudet Cohen and Emily Stratton Cohen Moyer, as beneficiaries under the Alan R. Cohen Trust of December 1999, recorded as Instrument No. 20060728-0091300, Register's Office for Davidson County, Tennessee.

Lynnette P. Morris died on January 11, 1997, devising her interest in subject property to the trustees of the Lynnette P. Morris Revocable Trust dated February 2, 1984. (See will recorded as Instrument No. 20010305-0029141, said Register's Office.) By quitclaim deeds recorded as Instrument Nos. 20010416-0036982 and 20010416-0036983, said Register's Office, First Tennessee Bank National Association, Melanie Morris Glazer, Patti Morris Cohen and Terri Morris Simmons, Co-Trustees under agreement with Lynnette P. Morris Revocable Trust dated February 2, 1984, conveyed to Patti Morris Cohen, individually, their 21.5% interest in subject property, and First Tennessee Bank National Association, Successor-Trustee under agreement with Melville C. Morris and Lynnette P. Morris, each dated August 2, 1965, conveyed to Patti Morris Cohen and Firstar Bank N.A. as Co-Trustees under agreement with Melville C. Morris dated June 21, 1974, its 19% interest in subject property. By quitclaim deed recorded as Instrument No. 20021119-0143276, said Register's Office, Patti Morris Cohen and US Bank, Co-Trustees under agreement with Melville C. Morris dated June 21, 1974, conveyed to Patti Morris Cohen their 19% interest in subject property, and US Bank, Trustee under agreement, Melville C. Morris and Lynnette P. Morris, conveyed to Patti Morris Cohen its 9.5% interest in subject property. (Firstar Bank, N.A. having merged into US Bank.)

The interest of Gilbert Lee Cohen and wife, Patti Morris Cohen having been conveyed to Cohen Girls Partners, a partnership comprised of Pamela Lee Cohen Bernstein, Melissa Kay Cohen, and Holly Lynn Cohen by Deed of record at Instrument No. 20061222-0157877, Register's Office for Davidson County, TN.

A leasehold estate was created by that certain Lease Agreement (the Lease) dated June 13, 1973, and recorded on February 1, 1984, in Book 6224, page 475, Register's Office for Davidson County, Tennessee, between Gary O. Cohen, Alan R. Cohen, Gilbert Lee Cohen, Walter S. Cohen, Lynnette P. Morris, Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Terri Morris Arnof, Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Melanie Morris Silverstein, and Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Patti Morris Cohen, as lessor, and Downtowner-Central, a partnership composed of Gilbert Lee Cohen and Patti Morris Cohen, as lessee.

Being the same property leased to Downtowner-Central, a partnership composed of Gilbert Lee Cohen and Patti Morris Cohen, by that certain Lease Agreement (the Lease) dated June 13, 1973, and recorded on February 1, 1984, in Book 6224, page 475, Register's Office for Davidson County, Tennessee, between Gary O. Cohen, Alan R. Cohen, Gilbert Lee Cohen, Walter S. Cohen, Lynnette P. Morris, Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Terri Morris Arnof, Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Melanie Morris Silverstein, and Third National Bank in Nashville, Trustee under agreement with Melville C. Morris and Lynnette P. Morris for Patti Morris Cohen, as lessor, and Downtowner-Central, a partnership composed of Gilbert Lee Cohen and Patti Morris Cohen, as lessee. The interest of said Downtowner-Central, a partnership composed of Gilbert Lee Cohen and Patti Morris Cohen, was assigned to Raman G. Dayal, Suresh G. Dayal and V. B. Patel by Assignment of Lease dated February 1, 1984, and recorded on February 1, 1984 in Book 6224, page 496, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for 2008 and thereafter, a lien not yet due and payable.

2. Easements or claims of easements not shown by the public record.

4. Any discrepancies, conflicts, encroachments, servitudes, shortages in area and boundaries or other facts which a current survey would show.

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