SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 28 day of December, 2010 by and between **RMRTN WESTEND, LLC,** a Tennessee limited liability company, party of the first part, and **2400 TNWESTEND AVENUE, LLC** a Tennessee limited liability company, party of the second part.

W I T N E S S E T H:

That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey, and confirm unto the said party of the second part the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

PROPERTY DESCRIBED ON ATTACHED EXHIBIT "A"

The aforesaid property is conveyed and accepted subject to the items described on attached Exhibit "B", incorporated herein by reference.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto appertaining unto the said party of the second part, its successors, and assigns in fee simple forever.

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered, except as aforesaid; and that the title and quiet possession thereto it will warrant and defend against the lawful claims of all persons claiming by, through, or under party of the first part, but not further or otherwise.

The word "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

WITNESS the signature of the party of the first part the day and year first above written.

RMRTN WESTEND, LLC
a Tennessee limited liability company

By: Robert M. Rogers
Robert M. Rogers, President

BILL GARRETT, Davidson County
Trans:T20110000456 DEEDWARRSP
Recvd: 01/03/11 15:35 4 pgs
Fees:23.00 Taxes:25530.00
20110103-0000645

656232.1

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commission and qualified, personally appeared Robert M. Rogers. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged that he is the President of RMRTN WESTEND, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company.

WITNESS my hand and Notarial Seal at office this 28 day of December, 2010.

Notary Public

BOYD L. RHODES, JR. STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY

My Commission Expires:

MY COMMISSION EXPIRES FEBRUARY 27, 2013

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PROPERTY ADDRESS:
1.35 Acres
Davidson County, TN

Tax Parcel I.D. #s: 09215013700, 09215013600, and 09215013500

MAIL TAX BILLS TO: a new Owner
(Person or Agency responsible for payment of taxes)

2400 TNWESTEND AVENUE, LLC
530 Oak Court Drive, Suite 165
Memphis, TN 38117

THIS INSTRUMENT PREPARED BY:
Boyd L. Rhodes, Jr., Esq.
1715 Aaron Brenner Drive, Suite 800
Memphis, Tennessee 38120-4367

State Tax	$25,530.00
Register's Fee	$ 1.00
Document Fee	$ 2.00
Recording fee	$ 20.00
Total	$ 25,553.00

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $6,900,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

Affiant

SUBSCRIBED AND SWORN to before me this 28 day of December, 2010.

Notary Public

BOYD L. RHODES, JR. STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY

My Commission Expires:

MY COMMISSION EXPIRES FEBRUARY 27, 2013

EXHIBIT "A"

LOCATED IN DAVIDSON COUNTY, TENNESSEE:

Parcel 1:

BEING a parcel of land in Nashville First Civil District, Twenty-First Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of West End Avenue and Twenty-Fourth Avenue North, being a part of the Elliston property as shown on the Plan of record in Book 21, page 141, Register's Office for Davidson County, Tennessee (R.O.D.C.), and being more particularly described, as follows:

BEGINNING at the point of intersection of the northerly right-of-way line of West End Avenue and the westerly right-of-way line of Twenty-Fourth Avenue North; thence with said northerly right-of-way line, South 58 degrees 35 minutes 23 seconds West, 125.01 feet to a point; thence leaving said northerly right-of-way line with the easterly line of property conveyed to RMR Investment Company, LLC by Deed of Record in Instrument No. 20020918O113970, R.O.D.C., Tennessee, North 31 degrees 22 minutes 43 seconds West, 214.77 feet to a point in the southerly right-of-way line of Elliston Place; thence with said southerly right-of-way line, North 44 degrees 07 minutes 44 seconds East, 129.12 feet to the point of the intersection with the westerly right-of-way line of Twenty-Fourth Avenue North; thence with said westerly right-of-way line, South 31 degrees 22 minutes 43 seconds East, 247.01 feet to the point of beginning.

Parcel 2:

Being a parcel of land in Nashville First Civil District, Twenty-First Councilmanic District, Davidson County, Tennessee, located north of West End Avenue and West of Twenty-Fourth Avenue North, being a part of the Elliston property as shown on the plan of record in Book 21, Page 141, R.O.D.C. and being more particularly described as follows:

BEGINNING at an existing P.K. nail being S 58° 35' 23" W. 125.01 feet from the intersection of the northerly right-of-way line of West End Avenue and the westerly right-of-way line of Twenty-Fourth Avenue North;

THENCE, continuing with said northerly right-of-way line of West End Avenue, S 58° 35' 23" W, 154.73 feet to a set P.K. nail on the easterly line of J. Haskel Tidman Jr., et al., as of record in Book 7483, Page 349, R.O.D.C.;

THENCE, with said easterly line of J. Haskel Tidman, Jr., et al., N 31° 22' 43" W, 174.86 feet to a set P.K. nail on the southerly right-of-way line of Elliston Place;

THENCE, with said southerly right-of-way line of Elliston Place N 44° 07' 44" E, 159.82 feet to a P.K. nail found at the northwest corner of RMR Investment Company, LLC, as of record in Book 11180, Page 823, R.O.D.C.;

THENCE, with the west line of said RMR Investment Company, LLC, S 31° 22' 43" E, 214.77 feet to the point of beginning.

The source of the Assignor's interest in the foregoing described properties was a Quit Claim Deedof Record at Instrument No. 20060808-0097061 the Register's Office of Davidson County, Tennessee.

EXHIBIT "B"

EXCEPTIONS

The aforesaid property is conveyed and accepted subject to the following:

1. 2010 Metro taxes.

2. Subdivision restrictions, building lines and easements of record in Plat Book 21, Page 141, in the Register's Office of Davidson County, Tennessee.

3. Restrictive covenants of record in Book 268, Page 510; Book 270, Page 591; Book 270, Page 593; and Book 271, Page 230, all in said Register's Office.

4. Agreement for Dedication of Easement to Metropolitan Government of Nashville and Davidson County, Tennessee of record in Book 6497, Page 767, in said Register's Office.

5. Rights of parties in possession as tenants.

6. Lease by and between RMRTN WESTEND, LLC, and MTS, Incorporated d/b/a Tower Records Video Books as subordinated by Subordination, Non-Disturbance and Attornment Agreement of record at Instrument No. 20060808-0097065, in said Register's Office.