Prepared By:
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BILL GARRETT, Davidson County
Trans:T20110045943 DEEDWARRSP
Recvd: 07/28/11 16:19 8 pgs
Fees:43.00 Taxes:45635.62
20110728-0057950

SPECIAL WARRANTY DEED
(DEED IN LIEU OF FORECLOSURE)

ADDRESS NEW OWNERS:	SEND TAX BILLS TO:	MAP-PARCEL:
DP MOUNTVIEW PARTNERS, LLC 150 Fourth Avenue North Suite 2000 Nashville, TN 37219	SAME	164000312.00 164000313.00 164000315.00 164000316.00

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable consideration, the receipt of which is hereby acknowledged, **PGM-MT. VIEW, LLC**, a Tennessee limited liability company, hereinafter called the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto **DP MOUNTVIEW PARTNERS, LLC**, a Tennessee limited liability company, the GRANTEE herein, its heirs, successors and assigns, certain tracts of land in Davidson County, Tennessee, described on **Exhibit "A"** attached hereto and by this reference made a part hereof.

This is improved property known as Mt. View Marketplace, 3532 Murfreesboro Pike, 3550 Murfreesboro Pike, 3566 Murfreesboro Pike and 3514 Pin Hook Road, Antioch, TN 37013.

TO HAVE and to HOLD the said tract of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its heirs and assigns forever.

GRANTOR covenants with the said GRANTEE that it is lawfully seized and possessed of said

land in fee simple, that it has good right to convey it and the same is unencumbered except for the matters shown on **Exhibit "B"** attached hereto and by this reference made a part hereof.

GRANTOR further covenants and binds itself, its heirs and assigns to warrant and forever defend the title to the said land to the GRANTEE, its heirs, successors and assigns, against the lawful claims of all persons claiming by, through or under the GRANTOR, but not otherwise.

[signature on following page]

Witness my hand this 21 day of July, 2011.

GRANTOR:

PGM-MT. VIEW, LLC,
a Tennessee limited liability company

By: _____
Dennis C. Grass, its Vice President and Secretary

ACKNOWLEDGMENTS

STATE OF TENNESSEE_____)
COUNTY OF DAVIDSON)

Before me, TIFFANY S. PRUETT, a Notary Public in and for the County and State aforesaid, personally appeared Dennis C. Grass, 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 Vice President and Secretary of **PGM-MT. VIEW, LLC,** a Tennessee limited liability company, and that as such Vice President and Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by Dennis C. Grass as Vice President and Secretary.

WITNESS my hand and seal, at office in BRENTWOOD, Tennessee, this 21 day of JULY, 2011.

Tiffany S. Pruett
Notary Public

TIFFANY S. PRUETT
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires:
My Commission Expires SEPT. 3, 2012

_____

STATE OF TENNESSEE)
COUNTY OF_____)

The actual consideration or value whichever is greater, for this transfer is _____.

_____
Affiant

Sworn to and subscribed before me this ____ day of _____, 2011.

_____
Notary Public

My Commission Expires:

_____

ACKNOWLEDGMENTS

STATE OF TENNESSEE _____)
COUNTY OF DAVIDSON)

Before me, TIFFANY S. PRUETT, a Notary Public in and for the County and State aforesaid, personally appeared Dennis C. Grass, 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 Vice President and Secretary of **PGM-MT. VIEW, LLC,** a Tennessee limited liability company, and that as such Vice President and Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by Dennis C. Grass as Vice President and Secretary.

WITNESS my hand and seal, at office in BRENTWOOD, Tennessee, this 21 day of JULY, 2011.

Tiffany S. Pruett
Notary Public

TIFFANY S. PRUETT
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY

My Commission Expires:
My Commission Expires SEPT. 3, 2012

FLORIDA
STATE OF ~~TENNESSEE~~)
COUNTY OF Hillsborough)

The actual consideration or value whichever is greater, for this transfer is $12,333,950.00

Affiant EDWARD M. KOBEL

Sworn to and subscribed before me this 26 day of JULY, 2011.

Carolyn A. Rapuzzi
Notary Public

My Commission Expires:

CAROLYN A. RAPUZZI
Notary Public - State of Florida
My Comm. Expires May 6, 2014
Commission # DD 987147
Bonded Through National Notary Assn.

EXHIBIT "A"
Legal Description

PARCEL I

Land in Davidson County, Tennessee and being known as Lots 1, 2, 4 & 5, Revision to the Final Plat of Mt. View Marketplace, in Plat of record in Instrument No. 200904070031620, in said Register's Office to which plat reference is hereby made for a more complete description.

Being a portion of the same property conveyed to PGM-Mt. View, LLC, a Tennessee Limited Liability Company from Stephen J. Kozy by deed of record in Instrument No. 200712210146598, in the Register's Office for Davidson County, Tennessee.

PARCEL II:

Together with and subject to a 40' Joint Use Ingress/Egress Easement for access to Mt. View Road as described herein and as further described in Access Easement Agreement of record in Instrument No. 200712210146599, in the Register's Office for Davidson County, Tennessee, as amended by Amended and Restated Access Easement Agreement of record in Instrument No. 20090617-0056173, said Register's Office.

PARCEL III:

Together with those easements benefitting the Land contained in the Declaration of Restrictions, Covenants and Conditions and Grant of Easements of record in Instrument No. 20090617-0056176, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"
Permitted Exceptions

1. Taxes and assessments for the year 2011, a lien but not yet due and payable and subsequent years, not yet due and payable.

2. Deed of trust executed by PGM-Mt View, LLC in favor of Jill B. Nolan, as trustee, to secure Integra Bank National Association, recorded 12-21-2007 in Instrument No. 200712210146600, in the Register's Office for Davidson County, Tennessee. See also Scrivener's Affidavit in Instrument No. 201002250014236 and Partial Release of record in Instrument No. 200906170056179, in said Register's Office.

3. All matters shown on the plat of record in Instrument No. 200810160104155 and Instrument No. 200904070031620, in the Register's Office for Davidson County, Tennessee.

4. Right of Way Easements of record in Book 3644, page 317, Book 3670, page 396 and Book 4579, page 913, in the Register's Office for Davidson County, Tennessee.

5. Grant of Transmission Line Easement of record in Instrument No. 200209090109148 and Instrument No. 200209050107384, in the Register's Office for Davidson County, Tennessee.

6. Memorandum of Lease by an between PGM-Mt. View, LLC, a Tennessee limited liability company and Publix Tennessee, LLC, a Florida limited liability company of record in Instrument 200706220074844, as amended in Instrument No. 200809290098615, Instrument No. 200906170056175 and Instrument No. 200909010082076, in the Register's Office for Davidson County, Tennessee. See also Subordination, Non-Disturbance and Attornment Agreement of record in Instrument No. 200807080070253, in said Register's Office.

7. Access Easement Agreement of record in Instrument No. 200712210146599, as amended and restated in Instrument No. 200906170056173, in the Register's Office for Davidson County, Tennessee.

8. Inspection and Maintenance Agreement for Private Stormwater Management Facilities of record in Instrument No. 200806020055520, in the Register's Office for Davidson County, Tennessee.

9. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances of record in Instrument

No. 200806020055565, in the Register's Office for Davidson County, Tennessee.

10. Easement of record in Instrument No. 200905180045431, in the Register's Office for Davidson County, Tennessee.

11. Declaration of Restrictions, Covenants and Conditions and Grant of Easements of record in Instrument No. 200906170056176, in the Register's Office for Davidson County, Tennessee, which provides a lien for liquidated damages.

12. Declaration of Restrictive Covenants of record in Instrument No. 200906170056178, in the Register's Office for Davidson County, Tennessee.

13. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances of record in Instrument No. 200909300090728, in the Register's Office for Davidson County, Tennessee.

14. Memorandum of Lease by and between Subway Real Estate Corp. and PGM-Mt. View, LLC, of record in Instrument No. 201010250085208, in the Register's Office for Davidson County, Tennessee.