THIS INSTUMENT PREPARED BY
AND AFTER RECORDING RETURN TO:

Stutzman, Bromberg, Esserman & Plifka,
A Professional Corporation
2323 Bryan Street, Suite 2200
Dallas, Texas 75201
Attention: Lisa Novotny-Price

BILL GARRETT, Davidson County
Trans:T20120019204 DEEDWARRSP
Recvd: 03/16/12 10:18 9 pgs
Fees:48.00 Taxes:174381.00
20120316-0022632

SPECIAL WARRANTY DEED

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Sun 211 Commerce, LLC One Sun Life Executive Park, SC-1307 Wellesley Hills, Massachusetts 02481	Owner	09306203400

FOR AND IN CONSIDERATION of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, COMMERCE STREET ASSOCIATES, a Tennessee general partnership ("Grantor") has this day bargained and sold, and do hereby transfer and convey unto SUN 211 COMMERCE, LLC, a Delaware limited liability company ("Grantee") and its successors, heirs and assigns, certain real estate in Davidson County, Tennessee and more particularly described on Exhibit A attached hereto and made a part hereof for all purposes.

This is improved property located at 211 Commerce Street, Nashville, Tennessee.

STATE OF Tennessee

COUNTY OF Davidson

The actual consideration or value whichever is greater, for this transfer is $47,130,000.00.
Subscribed and sworn to before me this the 14 day of March, 2012.

Affiant

Notary Public

My commission expires: 9-9-2014
(Affix Seal)

SUE BARNETT
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires SEPT 9, 2014

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee and its successors, heirs and assigns forever and Grantor hereby covenants that Grantor is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth on Exhibit B attached hereto and made a part hereof for all purposes.

Grantor further covenants and bind itself and its heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees and its successors, heirs and assigns, against the lawful claims of all persons, claiming by, through or under Grantor.

[SEE SIGNATURE ON THE FOLLOWING PAGE]

Witness our hand this ___ day of March, 2012, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

GRANTOR:

COMMERCE STREET ASSOCIATES, a Tennessee general partnership

By: College Street, LLC, a Tennessee limited liability company, Managing Partner

By: _____
Robert C.H. Mathews, III,
Managing Member

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Sue Arnett, Notary Public, Robert C.H. Mathews, III, with whom I am personally acquainted and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Managing Member of College Street, LLC, a Tennessee limited liability company, Managing Partner of Commerce Street Associates, a Tennessee general partnership, and that he is authorized by said company, said company being authorized by the partnership to execute this instrument on behalf of the partnership

WITNESS my hand, at office, this 14 day of March, 2012.

SUE ARNETT
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires SEPT 9, 2014

_____
Notary Public

My Commission Expires: 9-9-2014

Exhibit A

Legal Description

Tract 1

Lot No. 1 as shown on the First Revision, A Portion of Tract 76A, Capitol Mall Redevelopment Plan, of record in Plat Book 9700, page 706, R.O.D.C., which plat is incorporated herein by reference and to which plat reference is hereby made for a more particular description.

Tract 2

Air Space Parcel

Being a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee; located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capital Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.

THENCE, with said easterly right-of-way of Third Avenue North, S30° 02' 00" E, 203.83 feet to the common line of Lot Nos. 1 and 2 of said Capitol Mall Redevelopment Plan:

THENCE, leaving said right-of-way with the common line of Lots Nos. 1 and 2, N59° 58' 00" E, 34.00 feet to the true point of beginning;

THENCE, continuing with said common lot line the following calls:

N59° 58' 00" E, 51.29 feet to a point;
S30° 02' 00" E, 30.83 feet to a point;

THENCE, leaving said common lot line S59° 58' 00" W, 51.29 feet to a point;
THENCE, N30° 02' 00" W, 30.83 feet to the point of beginning

The above description applies to air space between elevation 448.5 and above.

TOGETHER with a perpetual easement for building columns to be constructed and maintained with air space between elevation 436.5 and 448.5 within the above legal description.

Tract 3

Ingress-Egress Easement

Being a perpetual easement for ingress and egress over a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said easterly right-of-way of Third Avenue North, S30° 02' 00" E, 286.33 feet to the true point of beginning:

THENCE, leaving said right-of-way, N59° 58' 00" E, 38.17 feet to a point;

THENCE, S30° 02' 00" E, 44.00 feet to a point;

THENCE, S59° 58' 00" W, 38.17 feet to a point in the easterly right-of-way of Third Avenue North;

THENCE, with said easterly right-of-way, N30° 02' 00" W, 44.00 feet to the point of beginning.

Tract 4

Fire Stairs, Elevator Shaft, Elevator Equipment Room and Mechanical Housing Air Space Parcel

Being a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee, located in the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said easterly right-of-way of Third Avenue North, S30° 02' 00" E, 337.07 feet to a point;

THENCE, leaving said right-of-way with the northerly boundary of property conveyed to Weng-Teh Lin and wife, Keco Lin, of record in Book 10410, page 761, R.O.D.C., N59° 45' 54" E, 37.67 feet to the true point of beginning.

THENCE, leaving said northerly boundary of property, N30° 02' 00" W, 20.61 feet to a point;

THENCE, N59° 58' 00" E 28.52 feet to a point;

THENCE, S30° 02' 00" E, 20.51 feet to a point in the northerly boundary of property conveyed to Weng-Teh Lin and wife, Keco Lin, of record in Book 10410, page 761, R.O.D.C.;

THENCE, with said northerly boundary S59° 45' 54" W 28.52 to the point of beginning.

Above description applies to air space between elevation 425.0 and above.

Tract 5

Non-Exclusive Ingress-Egress Easement

Being a perpetual non-exclusive easement for ingress and egress over a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision

plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said southerly right-of-way of Commerce Street N59°46'37" E, 104.46 feet to the westerly right-of-way of Alley No. 11;

THENCE, leaving said southerly right-of-way of Commerce Street with the westerly right-of-way of Alley No. 11, the following calls:

S30°02'00" E, 187.45 feet to a point;
S29°44'48" E, 47.55 feet to the common line between Lot Nos. 1 and 2 of said plat and the true point of beginning;

THENCE, with said right-of-way of said Alley No. 11, S 29°44'48" E, 90.50 feet to a point;

THENCE, leaving said right-of-way S 59°58'00" W 20.35 feet to a point;

THENCE, N30° 02' 00" W, 90.50 feet to a point in the common line of Lots Nos. 1 and 2 of said recorded plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said common line, N59° 58' 00" E 20.80 feet to the point of beginning.

Containing 1,862 square feet or 0.04 acres more or less.

Tract 6

Exhaust Chase Air Space Parcel

Being a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North and being a portion of Lot No. 2 on the recorded subdivision plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., and being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said southerly right-of-way of Commerce Street, N59° 46' 37" E, 104.46 feet to the westerly right-of-way of Alley No. 11;

THENCE, leaving said southerly right-of-way of Commerce Street with the westerly right-of-way of Alley No. 11, the following calls:

S30° 02' 00"E, 187.45 feet to a point;

S29° 44' 48" E, 149.60 feet to the northerly boundary line of Weng-Teh Lin and wife, Keco Lin, of record in Book 10410, page 761, R.O.D.C., and the true point of beginning;

THENCE, with said northerly boundary line S59°45' 54" W, 14.29 feet to a point;

THENCE, leaving said boundary line, N30° 02' 00" W, 32.90 feet to a point;

THENCE, N 59° 58' 00" E, 20.80 feet to a point in the southerly right-of-way of Alley No. 11;

THENCE, with said southerly right-of-way, S29° 44' 48" E, 32.85 feet to the point of beginning.

Above description applied to air space between elevation 426.0 and above.

Tract 7

Sub-Surface Parcel

Being all of the area located below the surface of a parcel of land located in the First Civil District, Nineteenth Councilmanic District, Nashville, Davidson County, Tennessee, located on the easterly right-of-way of Third Avenue North, said parcel of land being Lot No. 2 on the recorded subdivision on plat of Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C., at elevation 425.0 extending down to elevation 351.0 and the perpetual right to maintain any and all portions of the structure, mechanical and electrical systems of the garage to be constructed below the surface of said Lot No. 2 at any elevation higher than 425.0 Said Lot No. 2 being more particularly described as follows:

COMMENCING at the intersection of the southerly right-of-way of Commerce Street and the easterly right-of-way of Third Avenue North, said point also being the northwest corner of Lot No. 1 of the Capitol Mall Redevelopment Plan of record in Plat Book 9700, page 706, R.O.D.C.;

THENCE, with said easterly right-of-way of Third Avenue North, S30° 02' 00" E 203.83 feet to the true point of beginning;

THENCE, leaving said right-of-way with the common line between Lot Nos. 1 and 2 the following calls:

N59° 58'00" E, 85.29 feet to a point;

N30° 02' 00"E 30.83 feet to a point

N59° 58' 00" E, 18.93 feet to a point in the westerly right-of-way line of Alley No. 11;

THENCE, with said westerly right-of-way of Alley No. 11, S29° 44' 48" E, 102.05 feet to a point in the northwest corner of the property conveyed to Weng-Teh Lin, et ux by deed of record in Book 10410, page 761, R.O.D.C.;

THENCE, with said northerly line is said Weng-Teh Lin property, S59° 45' 54" W, 103.71 feet to a point in the easterly right of way of Third Avenue North;

THENCE, with said easterly right-of- way, N 30° 02' 00" W, 133.24 feet to the point of beginning.

Tracts 1 through 7 being the same property conveyed to Commerce Street Associates, a Tennessee general partnership, by deed of record in Book 11268, page 269, Register's Office for Davidson County, Tennessee.

Exhibit B

Permitted Encumbrances

1. General or special taxes and assessments required to be paid in the year 2012 and subsequent years for Map-Par. 09306203400.

2. Declaration of Covenants and Easements contained in an instrument of record in Book 11268, Page 281, amended in Instrument No. 20010426-0042178, in the Register's Office for Davidson County, Tennessee.

3. Terms and Conditions of that certain Memorandum of Amended and Restated Development Agreement by and between Metropolitan Development and Housing Agency and Commerce Street Associates recorded December 28, 1998, in Book 11268, Page 305, in the Register's Office of Davidson County, Tennessee.

4. Capitol Mall Redevelopment Project Plan as set out in the ordinances of record in Book 10512, Page 464, Instrument No. 20020626-0076795, and in Instrument No. 20050124-0008719, in the Register's Office of Davidson County, Tennessee.

5. Restrictive Covenants for the Capital Mall Redevelopment Project recorded December 10, 1987, in Book 7423, Page 374; August 15, 1991, in Book 8421, Page 587; and January 4, 1994, in Book 9208, Page 613, in the Register's Office of Davidson County, Tennessee.

6. Restrictive Covenants contained in clause (i) of the last full paragraph on page 270 in that certain Special Warranty Deed dated December 18, 1998, recorded December 28, 1998, in Book 11268, Page 269, in the Register's Office of Davidson County, Tennessee.

7. Terms and Conditions of the Ordinance No. 097-692 of the Metropolitan Government of Nashville and Davidson County recorded in Book 11301, Page 351, in the Register's Office of Davidson County, Tennessee.

8. All matters shown on the plat of survey by Judy L. Judson, RLS No. 1935, with Barge Waggoner Sumner & Cannon, Inc., dated March 12, 2012, Job No. 3271301.

9. That certain Trust Deed, Security Agreement and Assignment of Rents, given to secure indebtedness in the original principal amount of $30,000,000, dated February 17, 2006, by and among Commerce Street Associates, a Tennessee general partnership, as grantor, Ronald G. Steen, Jr., as trustee, and Principal Commercial Funding, LLC, a Delaware limited liability company, as beneficiary, recorded February 23, 2006 in the Register's Office for Davidson County, Tennessee, as Instrument No. 20060223-0021437.

   The beneficiary's interest under which was assigned to Principal Commercial Funding II, LLC, a Delaware limited liability company, by that certain Assignment of Trust Deed, Security Agreement and Assignment of Rents, recorded May 21, 2007 in the Register's Office for Davidson County, Tennessee, as Instrument No. 20070521-0059946.

   The beneficiary's interest under which was further assigned to LaSalle Bank National Association, as Trustee for Bear Stearns Commercial Mortgage Securities Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-TOP22, by that certain Assignment of Deed of Trust, Security Agreement and Assignment of Rents, recorded February 9, 2009 in the Register's Office for Davidson County, Tennessee, as Instrument No. 20090209-0011195.

The beneficiary's interest under which was further assigned to U.S. Bank National Association, as Trustee, successor-in-interest to Bank of America, N.A., as Trustee, successor by merger to LaSalle Bank National Association, as Trustee, for Bear Stearns Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-TOP22, by that certain Assignment of Trust Deed, Security Agreement and Assignment of Rents and Assignment of Leases and Rents, recorded in the Register's Office for Davidson County, Tennessee, as Instrument No. 2012_____.

As affected by that certain Assumption and Release Agreement dated March __, 2012, by and among Commerce Street Associates, a Tennessee general partnership, Sun 211 Commerce, LLC, a Delaware limited liability company, Robert C. H. Mathews, III, an individual, James W. Ayers, an individual, Sun Life Assurance Company of Canada, a Canadian corporation, and U.S. Bank National Association, as Trustee, successor-in-interest to Bank of America, N.A., as Trustee, successor by merger to LaSalle Bank National Association, as Trustee, for Bear Stearns Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2006-TOP22, recorded March ___, 2012 in the Register's Office for Davidson County, Tennessee, as Instrument No. 2012_____.

10. Second Amendment to Declaration of Covenants and Easements contained in an instrument of record as Instrument No. 20100902-0069927, in the Register's Office of Davidson County, Tennessee.

11. Terms and Conditions of that certain Short Form Memorandum of Lease by and between Commerce Street Associates and Inflow, Inc. recorded March 22, 2001, in Instrument No. 20010322-0027913, in the Register's Office of Davidson County, Tennessee.