BILL GARRETT, Davidson County
Trans:T20120098697 DEEDWARR
Recvd: 12/26/12 15:57 6 pgs
Fees:33.00 Taxes:22200.00
20121226-0119017

THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis, LLP (RRC)
511 Union Street, Suite 2700
Nashville, Tennessee 37219

Address New Owner(s):
NCB Garage Partners
201 4th Avenue North, Suite 1090
Nashville, Tennessee 37219-2012

Send Tax Bills to:
Same

Map and Parcel:
Map 93-2-3, Parcel 154

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **UNION STREET PLAZA GARAGE, LLC**, a Tennessee limited liability company (the "Grantor"), has bargained and sold, and by these presents does hereby transfer and convey unto **NCB GARAGE PARTNERS,** a Tennessee general partnership (the "Grantee"), its successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows:

See Exhibit A attached hereto and incorporated herein by this reference.

This is improved property located at 217 3rd Avenue, Nashville, Tennessee.

The conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to Grantee, and Grantee's successors and assigns forever. Grantor covenants that it is lawfully seized and possessed of the property in fee simple, has the right

to convey the same, and that the title thereto is free from all encumbrances, except as otherwise set forth herein. Grantor further covenants and binds itself, and its successors and assigns, to warrant and forever defend the title to said property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

[Signature page to follow]

IN WITNESS WHEREOF, Grantor has caused this General Warranty Deed to be executed as of the 21 day of December, 2012.

UNION STREET PLAZA GARAGE, LLC,
a Tennessee limited liability company

By: Valley Forge Apartments, LTD, a Tennessee limited partnership, its Sole Member

By: Lineberry Properties, Inc., a Tennessee corporation, its General Partner

By: _____
Dewey Lineberry, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Dewey Lineberry, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Lineberry Properties, Inc., a Tennessee corporation, which is the general partner of Valley Forge Apartments, LTD., a Tennessee limited partnership, which is the sole member of UNION STREET PLAZA GARAGE, LLC, the within named bargainor, a Tennessee limited liability company, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of Lineberry Properties, Inc. by himself as President.

WITNESS my hand and official seal at Nashville, Tennessee, this 21st day of December, 2012.

LINDA J. BOGGESS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 20, 2014

_____
Notary Public

My Commission Expires: 5-20-2014

10393848.1

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $6,000,000.00.

Affiant

Subscribed and sworn to before me this 21st day of December, 2012.

Notary Public

My Commission Expires: 5-20-2014

LINDA J. BOGGESS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 20, 2014

10393848.1

EXHIBIT A

Being a parcel of land in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant of the intersection of Third Avenue North and Bank Alley, being a part of Lot No. 40 on the Plan of the Original Town of Nashville, not of record, being more particularly described as follows:

Beginning at the point of intersection of the Northerly right-of-way line of Bank Alley and the Westerly right-of-way line of Third Avenue North;

Thence, with said Northerly right-of-way line S 62° 19' 46" W, 175.47 feet to the point of intersection with the Easterly right-of-way line of Printers Alley;

Thence, leaving said right-of-way line, N 27° 09' 41" W, 115.37 feet to a point;

Thence, leaving said right-of-way line, N 62° 17' 57" E, 174.38 feet to a point in the westerly right-of-way line of Third Avenue North;

Thence, with said right-of-way line S 27° 42' 11" E, 115.46 feet to the point of beginning.

Containing 20,190 square feet or 0.46 acres, more or less.

Being the same property conveyed to Union Street Plaza Garage, LLC, a Tennessee limited liability company, by deed from 217 3rd Avenue Plus 3, LLC, a Tennessee limited liability company, of record as Instrument No. 20080421-0040253, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes and assessments for the year 2013 and subsequent years, not yet due and payable.

2. Restrictive Covenants in the Capital Mall Redevelopment Project, of record in Book 7423, page 374, Book 8421, page 587, Book 9208, page 613, Book 10512, page 464, Instrument No. 20020626-0076795, and Instrument No. 20050124-0008719, Register's Office for Davidson County, Tennessee.

3. Installation Easement of record in Book 9627, page 212, said Register's Office.

4. Easement Agreement of record in Book 9264, page 1, said Register's Office.

5. Easement Agreement of record in Book 9264, page 9, said Register's Office.