This instrument prepared by and
after recording return to:
William L. Rosenberg, Esq.
Attorney at Law
414 Union Street, Suite 1205
Nashville, Tennessee 37219
(877)551-3008

BILL GARRETT, Davidson County
Trans:T20130034726 DEEDWARRSP
Recvd: 04/29/13 08:42 7 pgs
Fees:38.00 Taxes:10915.00
20130429-0042005

File No.: **NCS-588992-NAS**

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this **April** 23, **2013**, by and between **631 Second Avenue LLC, a Tennessee limited liability company**, party of the first part, and **Bodnar Investment Group, Inc., as to a 52.88% undivided interest and 631 Second & Elm, LLC, as to a 47.12% undivided interest**, party of the second part,

WITNESSETH: 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 as tenants in common, the following described Real Estate, situated and being in the City of **Nashville**, County of **Davidson**, State of **Tennessee**, to wit:

See Exhibit A attached hereto and made a part hereof:

Being the same property conveyed to party of the first part, herein shown in:
Instrument No.: **20060516-0057464** in said Register's office.

This conveyance is made subject to:
1) Taxes which have been assumed by Grantee; 2) All applicable governmental and zoning regulations; and 3) those matters set forth on Exhibit B.

Parcel ID # **093-110-158.00; 093-110-140.00; 093-110-141.00; 093-110-145.00 & 093-110-144.00**

X Improved OR
Unimproved property located at: **631 Second Avenue South, Nashville, Tennessee**

TO HAVE AND TO HOLD the aforesaid Real Estate together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, his/her heirs, 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 he/she is lawfully seized in fee simple of the aforedescribed real estate; that he/she has good right to sell and convey the same; that the same is unencumbered, EXCEPT as set forth herein,

and that the title and quiet possession thereto he/she warrants and forever defends against the lawful claims of all persons "claiming by, through, or under him/her, 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 proper gender and number according to the context hereof.

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

631 Second Avenue, LLC, a Tennessee limited liability company

By _____

Raymond Waugh, Manager

State of North Carolina

County of Mecklenburg

Before me, the undersigned, Notary Public of the State and County aforesaid, personally appeared **Raymond Waugh** with whom I personally acquainted (or to me on the basis of satisfactory evidence) and who, upon oath, acknowledged **himself** to be the **Manager** of **631 Second Avenue, LLC, a Tennessee limited liability company**, the within named bargainer, a limited liability company and that **he** as such **Manager,** being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by **himself** as such **Manager** of **631 Second Avenue, LLC, a Tennessee limited liability company**.

Witness my hand and Notarial Seal at office this **April** 23**, 2013**.

_____

Notary Public

ROBB J. KLAUK NOTARY PUBLIC MECKLENBURG CO. NC

My Commission Expires: 10/20/16

****

Owner's Name: **Bodnar Investment Group, Inc. and 631 Second & Elm, LLC**

and Address: **631 Second Avenue South, Suite 300 Nashville, TN 37210-2096**

Mail tax bills to, (Person or Agency responsible for payment of taxes)

Bodnar Investment Group, Inc. and 631 Second & Elm, LLC
631 Second Avenue South, Suite 300
Nashville, TN 37210-2096

I, or we, hereby swear and affirm that, to the best of the affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is **$2,950,000.00** which amount is equal or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this **April** 26**, 2013.**

Notary Public

My Commission Expires: 6/26/2013

JODEAN M. KING
STATE OF TENNESSEE NOTARY PUBLIC
ROBERTSON COUNTY

EXHIBIT "A"

PARCEL 1: (PARCEL 158)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGES 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY OF SECOND AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET AND BEING A SOUTHEASTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, WITH THE NORTHERLY RIGHT-OF-WAY ELM STREET, SOUTH 63 DEG. 02' 17" WEST - 130.00' TO A P.K. NAIL (NEW) IN THE EASTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE EASTERLY MARGIN OF SAID ALLEY, NORTH 27 DEG. 00' 00" WEST – 81.86' TO AN IRON ROD (NEW) IN THE SOUTHERLY LINE OF LARRY L. ROBERTS, TRUSTEE (DEED BOOK 6089, PAGE 498);

THENCE, WITH THE SOUTHERLY LINE OF ROBERTS, NORTH 63 DEG. 02' 17" EAST - 130.00' TO A P.K. NAIL (NEW) IN THE WESTERLY RIGHT-OF-WAY OF SECOND AVENUE SOUTH;

THENCE, WITH WESTERLY RIGHT-OF-WAY OF SECOND AVENUE, SOUTH 27 DEG. 00' 00" EAST – 81.86' TO THE POINT OF BEGINNING AND CONTAINING 10,642 SQ. FT. OR 0.24 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

PARCEL 2:

TRACT I: (PARCEL 140)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 27 DEG. 00' WEST - 208.50 TO A P.K. NAIL (NEW), THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 38.00' TO AN IRON ROD (OLD) IN THE SOUTHERLY MARGIN OF ALLEY #173;

THENCE, WITH THE SOUTHERLY MARGIN OF SAID ALLEY, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 38.00' TO A P.K. NAIL (NEW) AT THE NORTHEASTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE NORTHERLY LINE OF VANDERBILT, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 5,320 SQ. FT. OR 0.12 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

TRACT II: (PARCEL 141)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 27 DEG. 00' WEST - 163.50 TO AN IRON ROD (OLD), THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 45.00' TO A P.K. NAIL (NEW) AT THE SOUTHWESTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE SOUTHERLY LINE OF VANDERBILT, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 45.00' TO A P.K. NAIL (NEW) IN THE NORTHERLY LINE OF LINEAR PROPERTIES, LLC (INST #20020524-0063782);

THENCE, WITH THE NORTHERLY LINE OF LINEAR, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 6,300 SQ. FT. OR 0.14 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

PARCEL 3: (PARCEL 145)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 8879, PAGE 478 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET AND BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 45.50' TO A P.K. NAIL (NEW) AT THE SOUTHWESTERLY CORNER OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 9050, PAGE 207);

THENCE, WITH THE SOUTHERLY LINE OF VANDERBILT, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 45.50' TO A P.K. NAIL (NEW) IN THE NORTHERLY RIGHT-OF-WAY ELM STREET

THENCE, WITH THE NORTHERLY RIGHT-OF-WAY ELM STREET, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE POINT OF BEGINNING AND CONTAINING 6,370 SQ. FT. OR 0.15 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

PARCEL 4: (PARCEL 144)

BEING A CERTAIN TRACT OF LAND CONVEYED TO HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. AS OF RECORD IN DEED BOOK 9050, PAGE 207 R.O.D.C., SITUATED IN THE NINETEENTH COUCILMANIC DISTRICT OF DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY OF THIRD AVENUE SOUTH AND THE NORTHERLY RIGHT-OF-WAY ELM STREET. THENCE, NORTH 27 DEG. 00' WEST - 45.50' TO A P.K. NAIL, THE TRUE POINT OF BEGINNING, SAID NAIL BEING A SOUTHWESTERLY CORNER OF THE HEREIN DESCRIBED PROPERTY.

THENCE, FROM THE TRUE POINT OF BEGINNING, WITH EASTERLY RIGHT-OF-WAY OF THIRD AVENUE, NORTH 27 DEG. 00' 00" WEST - 43.00' TO AN IRON ROD (OLD) AT THE SOUTHWESTERLY CORNER OF LINEAR PROPERTIES, LLC (INST. #20020524-0063782));

THENCE, WITH THE SOUTHERLY LINE OF LINEAR, NORTH 63 DEG. 02' 17" EAST - 140.00' TO A P.K. NAIL (NEW) IN THE WESTERLY MARGIN OF ALLEY #148;

THENCE, WITH THE WESTERLY MARGIN OF SAID ALLEY, SOUTH 27 DEG. 00' 00" EAST - 43.00' TO A P.K. NAIL (NEW) IN THE NORTHERLY LINE OF HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC. (DEED BOOK 8879, PAGE 478);

THENCE, WITH THE NORTHERLY LINE OF VANDERBILT, SOUTH 63 DEG. 02' 17" WEST - 140.00' TO THE TRUE POINT OF BEGINNING AND CONTAINING 6,020 SQ. FT. OR 0.14 ACRES MORE OR LESS ACCORDING TO A SURVEY BY LANDDESIGN SURVEYING, INC., DATED MAY 11, 2006. TOGETHER WITH AND SUBJECT TO ANY COVENANTS, EASEMENTS, AND RESTRICTIONS RECORDED OR UNRECORDED.

ALL BEING THE SAME PROPERTY CONVEYED TO THE 631 SECOND AVENUE, LLC, A TENNESSEE LIMITED LIABILITY COMPANY BY SPECIAL WARRANTY DEED FROM HISTORIC VANDERBILT MEDICAL SCHOOL BUILDING, INC., A TENNESSEE CORPORATION, OF RECORD IN INSTRUMENT NO. 20060516-0057464, 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. Rights of tenants, as tenants only, by virtue of unrecorded leases, if any.

3. Any facts, rights, interests or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by Jerry Swords, RLS No. 1806, S & A Surveying, Inc., Project No. 11-008, dated July 1, 2011:

- Overhead telephone lines crossing Parcels 2, 3, and 4 of the Land