BILL GARRETT, Davidson County
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Fees:33.00 Taxes:22200.00
20131001-0102995

This instrument was prepared by:
Joseph Leone
Debevoise & Plimpton LLP
919 Third Avenue
New York, NY 10022

SPECIAL WARRANTY DEED

FROM: Talcott III One Grassmere Place Limited Partnership, Grantor

TO: EP Grassmere, LLC, Grantee

Address of New Owner:

EP Grassmere, LLC
c/o Eakin Partners, LLC
1600 Division Street, Suite 600
Nashville, TN 37203

Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:

Same

Map-Parcel Numbers:

Map 132 Parcel 12

STATE OF CONNECTICUT
COUNTY OF HARTFORD

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

Affiant Michael J. Mihalek
President

SUBSCRIBED AND SWORN TO before me, this 30 day of September, 2013.

Notary Public

My Commission Expires: WENDY A. TREAT NOTARY PUBLIC MY COMMISSION EXPIRES FEB. 28, 2017

WENDY A. TREAT NOTARY PUBLIC CONNECTICUT

FOR AND IN CONSIDERATION OF the sum of Ten and no/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TALCOTT III ONE GRASSMERE PLACE LIMITED PARTNERSHIP, a Delaware limited partnership ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto EP GRASSMERE, LLC, a Tennessee limited liability company ("Grantee"), its successors and assigns, in fee simple, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property constitutes improved property known as 4560 Trousdale Drive, Nashville, Tennessee.

TOGETHER WITH all improvements located thereon, and all of Grantor's right, title and interest in the title, right, privilege, alleys, ways, easements, tenements, hereditaments, appurtenances and advantages thereto belonging, and interest therein, or in any way appertaining thereto.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the privileges, appurtenances, estate, title and interest belonging to Grantee, its successors and assigns forever.

And Grantor by special warranty, does covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters to which this conveyance is expressly made subject as set forth on Exhibit B.

[***Signature Page Follows.***]

Witness my hand this 30th day of September, 2013.

TALCOTT III ONE GRASSMERE PLACE
LIMITED PARTNERSHIP

By TIII Grassmere GP, LLC, a
Tennessee limited liability company,
Its General Partner

By: _____

Name: Michael J. Mihalek
Title: President

STATE OF CONNECTICUT
COUNTY OF HARTFORD

Before me, Wendy A Treat, a Notary Public of said County and State, personally appeared Michael J. Mihalek, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of TIII Grassmere GP, LLC, the General Partner of Talcott III One Grassmere Place Limited Partnership, the within named bargainor, a limited partnership, and that he as such President executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, at office, this 30 day of September, 2013.

_____
Notary Public

WENDY A. TREAT
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 2017

My Commission Expires:

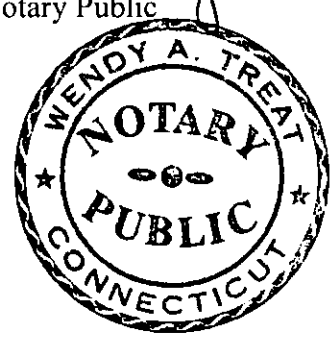


Exhibit A

DESCRIPTION OF PROPERTY

Land in Davidson County, Tennessee, being Lot No. 2 as shown on the Final Plat of Grassmere Section One, Resubdivision of Lot 1, recorded in Instrument #20020809-0096484, Register's Office, Davidson County, Tennessee, to which Plat reference is hereby made for a more complete legal description.

Together with Appurtenant Easements contained in Declaration of Obligations Encumbering Lot Owners and Easement for Ingress and Egress recorded as Instrument #20020812-0097034, Register's Office, Davidson County, Tennessee.

Being the same property conveyed to Talcott III One Grassmere Place Limited Partnership, a Delaware limited partnership, by deed of record in Instrument #20060302-0024465, Register's Office, Davidson County, Tennessee.

Exhibit B

PERMITTED EXCEPTIONS

1. Real estate taxes for 2013 and subsequent years, not yet payable.

2. Rights of tenants, as tenants only, under unrecorded leases.

3. All matters shown on the Plan of record in Instrument No. 20020809-0096484, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan.

4. Storm Water Detention Agreement of record in Book 6691, page 296, and in Instrument No. 20020530-0065593, Register's Office, Davidson County, Tennessee.

5. Declaration of Obligations Encumbering Lot Owners and Easement for Ingress and Egress recorded as Instrument No. 20020812-0097034, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13.

6. Covenants, conditions, restrictions, easements and other matters contained in the Declaration of Restrictive Covenants of record in Book 6008, page 866, Register's Office, Davidson County, Tennessee; Amendment of record in Book 6280, page 524, said Register's Office; Second Amendment of record in Instrument No. 200005310053960, re-recorded in Instrument No. 200006090058113, said Register's Office (as to appurtenant easements only).

7. All matters shown on the plan of record as Instrument No. 20010131-0009390, Register's Office, Davidson County, Tennessee, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing File No. 31083-13, and the Notes and Owner's Certificate on said Plan (as to appurtenant easements).

8. Declaration and Grant of Reciprocal Access and Parking Easements of record in Book 9162, page 958, Register's Office, Davidson County, Tennessee (as to appurtenant easements only).

9. Easements to Metropolitan Government of Nashville & Davidson County of record in Instrument No. 20050926-0114869, as shown on ALTA/ACSM Land Title Survey prepared by Judy L. Judson, dated September 18, 2013, and bearing

File No. 31083-13, and Instrument No. 20050926-0114865, as noted on said survey, both of record in the Register's Office, Davidson County, Tennessee.

10. Declaration of Talcott III One Grassmere Place Limited Partnership, recorded in Instrument No. 20061114-0141105, Register's Office, Davidson County, Tennessee.