BILL GARRETT, Davidson County
Trans:T20140055812 DEEDWARRSP
Recvd: 07/31/14 16:10 5 pgs
Fees:28.00 Taxes:44400.00
20140731-0068634

THIS INSTRUMENT PREPARED BY:
Robert R. Campbell, Jr., Esq.
Waller Lansden Dortch & Davis, LLP
511 Union Street, Suite 2700
Nashville, Tennessee 37219

ADDRESS OF NEW OWNER:	**SEND TAX BILL TO:**	**MAP-PARCEL:**
1201 Partners, LLC 1600 Division Street, Suite 600 Nashville, Tennessee 37203	Same	09309027000

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, **DEMONBREUN GATEWAY PARTNERS, LLC**, a Tennessee limited liability company (successor by conversion to Demonbreun Gateway Partners, a Tennessee general partnership) (hereinafter the "Grantor"), has this day bargained and sold, and does hereby transfer, convey and warrant to **1201 PARTNERS, LLC**, a Tennessee limited liability company (hereinafter the "Grantee"), its successors and assigns, the following described land in Davidson County, Tennessee, to-wit:

A tract or parcel of land located in Nashville, Davidson County, Tennessee and being more particularly described on Exhibit A attached hereto.

This is unimproved property located on Demonbreun Street in Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it subject to those matters shown on Exhibit B attached hereto. Grantor further covenants and binds itself, its successors, and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but not further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 31 day of July, 2014.

DEMONBREUN GATEWAY PARTNERS, LLC,
a Tennessee limited liability company (successor by conversion to Demonbreun Gateway Partners, a Tennessee general partnership)

By: _____
John W. Eakin, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared John W. Eakin, 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 **DEMONBREUN GATEWAY PARTNERS, 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 the limited liability company by himself as President.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 24th day of July, 2014.

_____
Notary Public

My Commission Expires: 7/6/15

JEANETTE L. RAMER
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $12,000,000.00.

John W Eakin
Affiant

Subscribed and sworn to before me this 24th day of July, 2014.

Jeanette L. Ramer
Notary Public

My Commission Expires: 7/6/15

JEANETTE L. RAMER
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

EXHIBIT A

Land in Davidson County, Tennessee, being Lot 1, as shown on the Subdivision Plat entitled Twelfth Avenue South at Demonbreun Street & Laurel Street, of record as Instrument No. 20120216-0013756, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description.

Being the same property conveyed to DEMONBREUN GATEWAY PARTNERS, LLC, a Tennessee limited liability company, by instrument of record as Instrument No. 2014 0731-0068633, said Register's Office.

EXHIBIT B

1) Taxes and assessments for the year 2014 and subsequent years, not yet due and payable.

2) Declaration of Easements and Restrictive Covenants, including, but not limited to, easements, assessments, special assessments, charges and liens, contained in an instrument of record as Instrument No. 20121227-0119217, Register's Office for Davidson County, Tennessee.

3) Matters shown on the Plan of record as Instrument No. 20120216-0013756, said Register's Office.

4) Subject to Matters as contained in Council Bill of record BL2009-381 and BL2008-337, said Register's Office.

5) Lack of direct access to and from Interstate 40, such rights having been conveyed to the State of Tennessee by deed of record in Book 4318, page 544, said Register's Office.

6) Easement conveyed to the State of Tennessee of record in Book 4318, page 544, said Register's Office.

7) Bill No. 084-571 closing Alley No. 234 extending form 12th Ave S westerly to the easterly margin of Interstate 40 retains easements to the Metropolitan Government of Nashville and Davidson County, Tennessee.

8) Final Consent Judgment conveying property to the state of Tennessee for the construction of a controlled access highway of record in Book 4370, page 916 and Book 4395, page 715, said Register's Office.

9) Arts Center Redevelopment Plan containing restrictive covenants of record in Book 10965, page 404, amended in Book 11625, page 252 and amended as Instrument No. 20020715-0084598, said Register's Office.

10) Arts Center Redevelopment Plan in Ordinance #98-1188, Amendment No. 1 as Ordinance #99-1761 and Amendment No. 2 as Ordinance No. BL 2002-1063, Metropolitan Clerk's Office for Davidson County, Tennessee.

11) Rights of tenants under unrecorded leases.