41

SPECIAL WARRANTY DEED

From: Third National Bank in Nashville, Trustee under the Will of Overton Thompson (Trust B); Third National Bank in Nashville, Trustee under the Will of Mary Thompson Orr for Harriet Davis; Susan McConnell West, Executrix of the Estate of Conn Overton Harris West; Overton Thompson, Jr.; Margaret T. Smith; Joe Thompson, Jr.; Overton Thompson, Jr., Trustee under the Will of Elizabeth Thompson Kennon; William G. Kennon, Jr.; William L. Jordan; John Orr Jordan; Harriet Davis; and Alice F. Young, Trustee of the Alice T. Farrell 1993 Irrevocable Trust, Grantors

This instrument was prepared by:
Farris, Warfield & Kanaday
Warren H. Wild, Jr.
424 Church Street, Suite 1900
Nashville, Tennessee 37219

3913 02/22 0101 03CHECK 4131.00

95 FEB 22 PM 2:19

REGISTER
DAVIDSON CO. TN.

IDENTIFICATION REFERENCE

36180

TO: Howard & Manis Enterprises, LLC, Grantee

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Number
Howard & Manis Enterprises, LLC 175 Bayshore Drive Hendersonville, TN 37075	Same	93-62-71
		Field Book Number
		5W 01065

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million One Hundred Thousand and No/100 Dollars ($1,100,000.00).

Nancy H Manis
Affiant

SUBSCRIBED AND SWORN TO before me, this the 21st day of February, 1995.

Deborah A. Hughes
Notary Public

My Commission Expires: May 28, 1995

NOTARY PUBLIC DAVIDSON COUNTY

FOR AND IN CONSIDERATION OF the sum of One Million One Hundred Thousand and No/100 Dollars ($1,100,000.00), the receipt and sufficiency of which are hereby acknowledged, Third National Bank

in Nashville, Trustee under the Will of Overton Thompson (Trust B); Third National Bank in Nashville, Trustee under the Will of Mary Thompson Orr for Harriet Davis; Susan McConnell West, Executrix of the Estate of Conn Overton Harris West; Overton Thompson, Jr.; Margaret T. Smith; Joe Thompson, Jr.; Overton Thompson, Jr., Trustee under the Will of Elizabeth Thompson Kennon; William G. Kennon, Jr.; William L. Jordan; John Orr Jordan; Harriet Davis; and Alice F. Young, Trustee of the Alice T. Farrell 1993 Irrevocable Trust (each a "Grantor" and collectively "Grantors"), have bargained and sold, and by these presents do transfer and convey unto HOWARD & MANIS ENTERPRISES, LLC ("Grantee"), a Tennessee limited liability company, its successors and assigns, 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 is improved property known as 154 - 156 Second Avenue, North, Nashville, Tennessee.

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 appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

And Grantors do covenant with Grantee that Grantors are lawfully seized and possessed of the Property in fee simple, that no other person or entity who has not signed this deed owns any fee simple interest or other interest whatsoever in the Property (except for the leasehold interests shown on Exhibit B), and Grantors have a good right to convey the Property.

And Grantors do further covenant and bind Grantors, their heirs, 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 Grantors, but not further or otherwise, except as

to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

If there is any inaccuracy in the percentage interest of any Grantor as reflected on Exhibit A, then notwithstanding such innaccuracy, it is the intention of each Grantor to convey her, his or its entire interest in the Property to Grantee, and the execution and delivery of this document by each Grantor is intended to and does convey to Grantee the entire interest of such Grantor in the Property.

Witness our hands effective as of the 21st day of February, 1995.

GRANTORS:

THIRD NATIONAL BANK IN NASHVILLE, TRUSTEE UNDER THE WILL OF OVERTON THOMPSON (TRUST B)

By: _____
ASSISTANT VICE PRESIDENT AND
Title: TRUST REAL ESTATE OFFICER

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, NANCY CRAIG, a Notary Public of said County and State, personally appeared DAVID P. ROGERS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be ASST. Vice-President & Tr. R.E. Officer (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, in its capacity as Trustee under the Will of Overton Thompson (Trust B), and that HE as such ASST. V. Pres. & Trust R.E. Officer executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association in such capacity by himself as ASST. V. PRES. & TRUST REAL ESTATE Officer.

Witness my hand and seal, at Office in Nashville, this 21st day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

THIRD NATIONAL BANK IN NASHVILLE,
TRUSTEE UNDER THE WILL OF
MARY THOMPSON ORR FOR HARRIET DAVIS

By: _____

Title: ASSISTANT VICE PRESIDENT AND ~~TRUST REAL ESTATE OFFICER~~

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, NANCY CRAIG, a Notary Public of said County and State, personally appeared DAVID P. ROGERS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Asst. V. Pres. & Tr. R.E. Officer (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, in its capacity as Trustee under the Will of Mary Thompson Orr for Harriet Davis, and that he as such Asst. V. Pres. & Tr. R.E. Off. executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association in such capacity by himself as Asst. V. Pres. & Trust Real Estate Officer.

Witness my hand and seal, at Office in Nashville, this 21ST day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

Susan McConnell West executrix

SUSAN McCONNELL WEST, EXECUTRIX FOR THE ESTATE OF CONN OVERTON HARRIS WEST

Susan McConnell West, individually also joins in the execution of this Special Warranty Deed as daughter and sole heir of Conn Overton Harris West to quitclaim to Grantee whatever interest, if any, she may have in the Property.

Susan McConnell West

SUSAN McCONNELL WEST, INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, NANCY CRAIG, a Notary Public of said County and State, SUSAN MCCONNELL WEST, both individually, and in her capacity as Executrix for the Estate of Conn Overton Harris West, the within named bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 17th day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

Overton Thompson

OVERTON THOMPSON, JR., INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, NANCY CRAIG, a Notary Public of said County and State, OVERTON THOMPSON, JR., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 17th day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

Margaret T. Smith

MARGARET T. SMITH (same person as Margaret Thompson Smith), INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, NANCY CRAIG, a Notary Public of said County and State, MARGARET T. SMITH, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 15th day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

JOE THOMPSON, JR., INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, _____, a Notary Public of said County and State, JOE THOMPSON, JR., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this ____ day of February, 1995.

Notary Public

My Commission Expires:_____

MARGARET T. SMITH (same person as Margaret Thompson Smith), INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, _____, a Notary Public of said County and State, MARGARET T. SMITH, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this ____ day of February, 1995.

_____
Notary Public

My Commission Expires:_____

Joe Thompson, Jr.
JOE THOMPSON, JR., INDIVIDUALLY

STATE OF ~~TENNESSEE~~ FLORIDA)
COUNTY OF ~~DAVIDSON~~ LEE)

Personally appeared before me, MARY A. Geiswold, a Notary Public of said County and State, JOE THOMPSON, JR., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained. TN. D.L.# 1590 5816

Witness my hand, at Office, this 16th day of February, 1995.

Mary A. Griswold
Notary Public

My Commission Expires: 5-2-96

OFFICIAL NOTARY SEAL
MARY A GRISWOLD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC150628
MY COMMISSION EXP. MAY 2,1996

Overton Thompson, Trustee

OVERTON THOMPSON, JR., TRUSTEE
OF THE TRUST CREATED UNDER THE
WILL OF ELIZABETH THOMPSON KENNON

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, NANCY CRAIG, a Notary Public of said County and State, OVERTON THOMPSON, JR., in his capacity as Trustee of the Trust created under the Will of Elizabeth Thompson Kennon, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument in such capacity for the purposes therein contained.

Witness my hand, at Office, this 17th day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

William G. Kennon, Jr.

WILLIAM G. KENNON, JR.,
INDIVIDUALLY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, NANCY CRAIG, a Notary Public of said County and State, WILLIAM G. KENNON, JR., the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 15th day of February, 1995.

Nancy Craig
Notary Public

My Commission Expires: 9-21-96

William L. Jordan

WILLIAM L. JORDAN, INDIVIDUALLY

~~STATE OF~~ WASHington, ~~D.C.~~)
~~COUNTY OF~~ DISTRICT OF Columbia)

Personally appeared before me, MARY F. Vincent ~~William L. Jordan~~, a Notary Public of said ~~County and State~~, WILLIAM L. JORDAN, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 18 day of February, 1995.

Mary F. Vincent
Notary Public

My Commission Expires: 2/14/98

John Orr Jordan

JOHN ORR JORDAN (same person as John O. Jordan), INDIVIDUALLY

STATE OF California)
COUNTY OF Santa Cruz)

Personally appeared before me, Patricia C. Barnes, a Notary Public of said County and State, JOHN ORR JORDAN (same person as John O. Jordan), the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 16 day of February, 1995.

Patricia C. Barnes
Notary Public

My Commission Expires: July 11, 1997

PATRICIA C. BARNES
COMM. #999537
Notary Public-California
Santa Cruz County
My Comm. Exp. July 11, 1997

Harriet Davis
HARRIET DAVIS (same person as
Harriet O. Davis), INDIVIDUALLY

STATE OF WASHINGTON)
COUNTY OF KING)

Personally appeared before me, THOMAS G. JUDSON, a Notary Public of said County and State, HARRIET DAVIS (same person as Harriet O. Davis), the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 16th day of February, 1995.

THOMAS G. JUDSON NOTARY PUBLIC 6-05-96 STATE OF WASHINGTON

Notary Public

My Commission Expires: 6-5-96 THOMAS G. JUDSON

Alice F Young Trustee
ALICE F. YOUNG, TRUSTEE OF THE
ALICE T. FARRELL 1993
IRREVOCABLE TRUST

STATE OF Massachusetts)
COUNTY OF Norfolk)

Personally appeared before me, Tina M Stack, a Notary Public of said County and State, ALICE F. YOUNG, in her capacity as Trustee of the Alice T. Farrell 1993 Irrevocable Trust, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument in such capacity for the purposes therein contained.

Witness my hand, at Office, this 15th day of February, 1995.

Tina M. Stack
Notary Public

My Commission Expires: Nov 2, 2001

EXHIBIT A

Property Description

Land lying in Davidson County, Tennessee, being more particularly described as follows:

BEGINNING on the East side of Second Avenue, North, at the corner of a lot now or formerly owned by Nashville Sash and Door Company, said point being in the sidewalk 9 feet from the outside edge of the curbing; thence eastwardly through the South wall of said house and 9 inches North of the South side of said South wall 210 feet to Front Street, or First Avenue, North; thence northwardly with Front Street 59 feet 3 inches, more or less, to the center of the South partition wall of Storehouse No. 158, now, or formerly, owned by Mead Corporation; thence westwardly through the center wall 210 feet, more or less, to a point in said sidewalk 9 feet from the curbing edge; thence southwardly along said market Street, or Second Avenue North, 59 feet 3 inches, more or less, to the point of beginning.

Being the same property conveyed to Mary Overton Thompson for life with remainder to her heirs living at her death, but with full power of sale, by deed from Elijah Kirkpatrick and wife, Mary G. Kirkpatrick and Hugh F. Kirkpatrick and wife, Mary Kirkpatrick recorded May 23, 1892, in Book 170, page 17, Register's Office for Davidson County, Tennessee. Also being the same property conveyed by Deed of record in Book 434, page 189, said Register's Office, by John Thompson and wife, Mary Overton Thompson to Nashville Trust Company, Trustee, for the benefit of Mary Overton Thompson for her life, and at her death her husband, for the benefit of John Thompson, for his life, and at his death or the survivor's death, to vest in the heirs of Mary Overton Thompson then living. Both Mary Overton Thompson and John Thompson have died and the heirs of Mary Overton Thompson living at her death were her children, Mary Thompson Orr, Conn Overton Harris, Overton Thompson, Joe H. Thompson, Elizabeth Thompson Kennon, each of whom inherited a 1/6 interest, and the two children of her deceased son, John Thompson, Jr., namely John Thompson, III and Mary McConnell Overton Thompson (also known as Con Thompson Ball), each of whom inherited a 1/12 interest.

By deed of record in Book 633, page 652, said Register's Office, Conn Thompson Harris (same person as Conn Overton Harris) and husband, Albert W. Harris conveyed a 1/6 interest to Overton Thompson.

Overton Thompson has since died and by his Will, probated April 18, 1968, in Will Book 90, page 512, his 1/3 interest was devised to Nashville Trust Company, Trustee, for the benefit of his wife, Margaret Lipscomb Thompson; his son, Overton Thompson, Jr. and his son's wife, Mary Palmer Daniel Thompson; and his daughter Margaret Thompson (now Smith), for and during their natural lives. Margaret Lipscomb Thompson has since died, but both said son and said daughter are still living and the trust remains in effect as to such 1/3 interest.

Mary Thompson Orr has since died and by her Will, probated in September of 1969, of record in Will Book 94, page 508, her 1/6 interest was devised to Nashville Bank and Trust Company and Andrew Ewing (who has since died), Trustees, for the benefit of her daughters, Harriet Orr Davis and Mary Orr Jordan (who has since died survived by her two sons, John Orr Jordan and William L. Jordan), for life and at their respective deaths, to be held in trust for the benefit of their children until the youngest surviving child attains the age of twenty-two (22) years. By Deeds of record in Book 5503, page 340, and Book 5503, page 344, said Register's Office, Third National Bank in Nashville, Robert H.

Jordan and Andrew Ewing, Trustees, conveyed a 1/24 interest each to John Orr Jordan and William L. Jordan, respectively upon the youngest having attained the age of twenty-two (22). Third National Bank in Nashville, as Trustee, holds a 2/24 interest in trust for Harriet Orr Davis.

By a Deed of record in Book 2602, page 619, said Register's Office, Joe H. Thompson conveyed a 1/6 interest for life to his wife, Florence Fonde Thompson. Joe H. Thompson has since died and by his Will, probated May 6, 1970, in Will Book 97, page 34, he devised all his interest to his wife, Florence Fonde Thompson, for life, and at her death the remainder was to vest in his children, Joe Thompson, Jr. and Alice Thompson Farrell, 1/12 each. Florence Fonde Thompson died on November 26, 1971. By a Deed of record in Book 9272, page 491, said Register's Office, Alice Thompson Farrell conveyed her 1/12 interest to Alice F. Young, Trustee of the Alice T. Farrell 1993 Irrevocable Trust.

Elizabeth Thompson Kennon has since died and by her Will, probated April 20, 1982, in Will Book 138, page 443, she devised all her 1/6 interest to Overton Thompson, Jr., Trustee, for the benefit of her son, Dr. William G. Kennon, Jr., for life and after his and his wife's death, to hold for the benefit of the grandchildren until 25 years of age. By a Quitclaim Deed of record in Book 6431, page 421, said Register's Office, William G. Kennon, Jr., Executor, conveyed said 1/6 interest to Overton Thompson, Jr., Trustee, to carry out the provisions of the Will. William G. Kennon, Jr. is still living.

John Thompson, III, died intestate survived only by his sister, Mary McConnell Overton Thompson (Con Thompson Ball), who died in 1978 leaving her 1/6 share equally per stirpes to her cousins pursuant to Will Book 124, page 89, in the Probate Court of Davidson County, Tennessee, namely 2/96 each to Conn Harris West, Margaret Thompson Smith, Overton Thompson, Jr., William G. Kennon, Jr., Joe Thompson, Alice Thompson Farrell and Harriet O. Davis, and 1/96 each to William L. Jordan and John O. Jordan, surviving heirs per stirpes of her cousin, Polly O. Jordan (also known as Mary Orr Jordan), deceased.

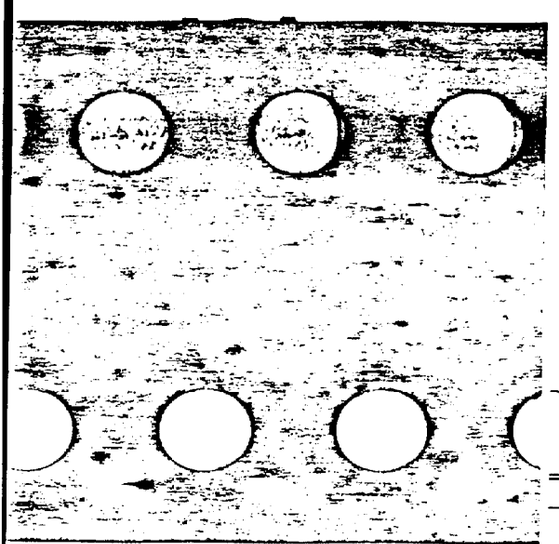
Third National Bank in Nashville, as Trustee, has succeeded to the interests of Nashville Trust Company and Nashville Bank and Trust Company as Trustee by merger.

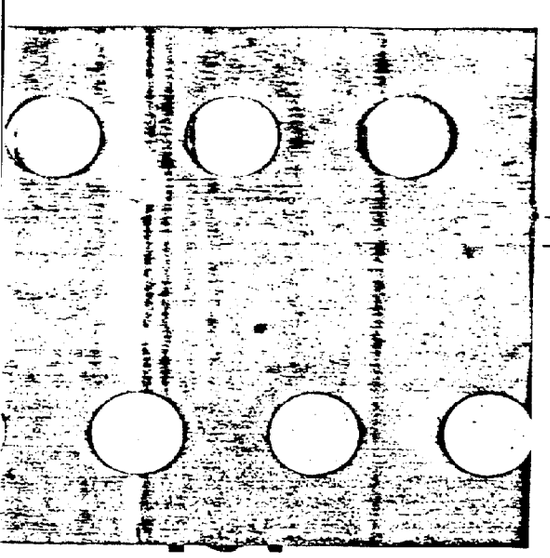
EXHIBIT B

Encumbrances

1. The lien for 1995 real estate taxes not yet due and payable which have been assumed and will be paid by Grantee; and

2. Lease Agreement dated January 1, 1992, by and between Third National Bank, Trustee, et al (Landlord) and Elizabeth W. Rainey and Douglas D. McCreedy, d/b/a The Second Avenue Exchange (Tenant), as amended by a Lease Modification Agreement dated November 3, 1994, by and between said Landlord and Tenant; and the rights of any subtenant(s) under any sublease(s) with Tenant.





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9600 PG 770

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 1100000.00
CON TX 4070.00
PRFEE 1.00
WDEED 60.00
TOTAL 4131.00
CHECK 4131.00

02/22/95 01 14:19 0001 3913

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

36180
IDENTIFICATION REFERENCE

95 FEB 22 PM 2:19

REGISTER
DAVIDSON COUNTY, TN.

No. 883604