| | | |
|---|---|---|
| **After Recording, Return To:** | * | **Owner/Responsible Taxpayer:** |
| Chicago Title Insurance Co. | * | Crossgate Associates, L.P. |
| 414 Union Street, Suite 1800 | * | c/o GBT Investments, Inc. |
| Nashville, Tennessee 37219 | * | 201 Summit View Drive, Suite 110 |
| ATTN: James G. Lackey | * | Brentwood, Tennessee 37027 |
| | * | Attn: Mr. George B. Tomlin, Jr. |
| **This Instrument Prepared By:** | * | **Source of Grantor's Title:** |
| Thomas D. White, Esq. | * | Book 10068, page 707 |
| Altman, Kritzer & Levick, P.C. | * | Book 10319, page 354 |
| 6400 Powers Ferry Road | * | BOOK 10448 PG 380 |
| Suite 224 | | |
| Atlanta, Georgia 30339 | | Map and Parcel Nos. |
| | | Map 135, Parcel 72 |
| | | Map 135, Parcel 266 |

o o O oo

I, the undersigned, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 850,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

James G. Lackey
Affiant

Subscribed and sworn to before me this 8th day of May, 1997.

Leanne A. Neal
Notary Public

My Commission Expires:
9/18/99

97 MAY -8 PM 3:38
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. # REFERENCE 0303081

o o O oo

**WARRANTY DEED**

THIS WARRANTY DEED is made this 2 day of May, 1997, between **MURFREESBORO ROAD REAL ESTATE**, a California general partnership between Grupe Development Company-Commercial and Fairland-Murfreesboro Associates, LLC (the "Grantor") and **CROSSGATE ASSOCIATES, L.P.**, a Georgia limited partnership ("Grantee")

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, does hereby

grant, bargain, sell and convey unto Grantee the following described premises, with the hereditaments, easements, rights and appurtenances thereto appertaining, to-wit:

Situate in City of Nashville, Davidson County, Tennessee, and being more particularly described on Exhibit "A" attached hereto (the "Property").

**TOGETHER WITH** all buildings, structures and improvements situated thereon and all easements, rights-of-way, access rights, and all strips, gaps and gores appurtenant or adjacent thereto, and all other appurtenances thereto, subject, however, to those matters of record reflected on Exhibit "B" (the "Permitted Encumbrances") attached hereto.

**TO HAVE AND TO HOLD** the said premises, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee, its heirs, successors and assigns forever.

And Grantor does covenant with the said Grantee that they are lawfully seized and possessed of said land in fee simple, have good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantors do further covenant and bind themselves, their successors and representatives, to warrant and forever defend the title to the said land to the said Grantees, their successors and assigns, against the lawful claims of all persons whomsoever

Current ad valorem taxes on the herein described property having been prorated, Grantee hereby assumes the payment thereof.

**IN WITNESS WHEREOF**, the Grantor has caused this instrument to be executed under seal as of the date first-above written.

**GRANTOR:**

MURFREESBORO ROAD REAL ESTATE

By: Grupe Development Company-Commercial

By: _____
Name: Nelson E. Bahler
Title: Secretary

By: Fairland-Murfreesboro Associates, LLC

By: _____
Name: Roger H. Birks
Title: member

**(Acknowledgements reflected on following page)**

BOOK 10443 PG 382

STATE OF California

COUNTY OF San Joaquin

Before me, Deborah Johnson, a Notary Public of the State and County aforesaid, personally appeared Nelson E. Bahler, 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 Secretary of **Grupe Development Company-Commercial,** a California corporation, and the general partner of **Murfreesboro Road Real Estate**, the within named bargainor, and that he as such Secretary being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation as general partner of Murfreesboro Road Real Estate by himself as Secretary.

WITNESS my hand and seal at office in Stockton, CA, this 2 day of May, 1997.

DEBORAH JOHNSON
Commission # 1116110
Notary Public — California
San Joaquin County
My Comm. Expires Nov 11, 2000

Deborah Johnson
Notary Public

My Commission Expires: 11-11-00

---

STATE OF New Jersey

COUNTY OF Bergen

Before me, Jennifer L DeMagistris, a Notary Public of the State and County aforesaid, personally appeared Roger Birks, 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 member of **Fairland-Murfreesboro Associates, LLC,** a Nevada limited liability company and the general partner of **Murfreesboro Road Real Estate**, the within named bargainor, and that he as such member being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company as general partner of **Murfreesboro Road Real Estate** by himself as member.

WITNESS my hand and seal at office in Hackensack, NJ, this 5 day of May, 1997.

JENNIFER L DEMAGISTRIS
NOTARY PUBLIC - STATE OF NJ
MY COMMISSION EXPIRES MARCH 15, 2000

Jennifer L DeMagistris
Notary Public

My Commission Expires: 3/15/00

102917-2

EXHIBIT A

TRACT I

BOOK 10443 PG 383

Parcel I:

A tract of land in Second Civil District of Metro Nashville, Davidson County, Tennessee, more fully described according to survey by Ragan-Smith-Murphy & Associates, Inc., as follows:

Beginning at an iron pin set on the southwest right-of-way line of Murfreesboro Pike and the west right-of-way line of that portion of Shumate Lane abandoned by Metro Council Bill No. 086-1289 and proceeding as follows:

1. With said west right-of-way line of Shumate Road, S 03 deg. 32 min. 37 sec. E, 468.70 feet to an iron pin set; thence,

2. Leaving Shumate Lane with the north line of a tract vested in William B. Wirich by deed recorded in Book 1278, page 322, Register's Office for Davidson County, Tennessee, N. 89 deg. 43 min. 21 sec. W 496.69 feet to an existing iron pin; thence,

3. N 88 deg. 42 min. 26 sec. W., 381.67 feet to an existing iron pin on the north line of a tract vested in A. S. Johnson by deed recorded in Book 7104, page 303, Register's Office for Davidson County, Tennessee; thence,

4. With Sanders' north line as follows:
   a. N 60 deg. 09 min. 34 sec. W, 31.66 feet to an existing iron pin;
   b. S 89 deg. 25 min. 36 sec. W, 89.06 feet to an iron pin set;
   c. S 52 deg. 33 min. 33 sec. W, 71.38 feet to an existing iron pin;
   d. S 55 deg. 23 min. 37 sec. W, 136.83 feet to an iron pin set;
   e. S 75 deg. 10 min. 57 sec. W, 23.12 feet to an iron pin set;
   f. S 87 deg. 53 min. 13 sec. W, 28.37 feet to an iron pin set on the east line of a tract of land vested in William Allen Darden and Mary Ransom Darden by deed recorded in Book 2454, page 506, Register's Office for Davidson County, Tennessee; thence,

5. With said east line N. 37 deg. 01 min. 59 sec. E, 631.52 feet to a 14-inch hackberry tree; thence,

6. N. 08 deg. 37 min. 07 sec. E 330.51 feet to an iron pin set on the south line of a tract of land vested in Commercial Investment, Inc. by deed recorded in Book 7579, page 628, Register's Office for Davidson County, Tennessee; thence,

7. With said line and the south line of a tract vested in Mrs. Emma Baskin and son, Johnnie J. Baskin by deed recorded in Book 5335, page 898, Register's Office for Davidson County, Tennessee, N. 81 deg. 55 min. 05 sec. E 591.69 feet to an existing iron pin on the southwest right-of-way line Murfreesboro Pike; thence,

8. With said line S 26 deg. 18 min. 22 sec. E, 383.86 feet to the beginning and containing 697,060 square feet or 15.08 acres.

Parcel II:

Land in Davidson County, Tennessee, being that part of Shumate Land closed by Metro Council Bill No. 086-1289 approved July 2, 1986 and being more particularly described as follows:

Beginning at an iron pin set on the southwest right-of-way line of Murfreesboro Pike and the west right-of-way of the portion of Shumate Land abandoned, thence,

1. With the southwest right-of-way line of Murfreesboro Pike S 26 deg. 06 min. 20 sec. E, 182.28 feet to a point; thence,

2. With a curve to the right (radius 35 feet) southwestwardly a distance of 54.98 feet to a point and having a chord bearing and distance of S 18 deg. 53 min. 40 sec. W, 49.498 feet to a point on the relocated right-of-way line of Shumate Lane; thence,

3. With the relocated right-of-way of Shumate Lane and with a curve to the left (radius 85.0 feet) southwestwardly a distance of 98.59 feet to a point where the relocated right-of-way of Shumate Lane intersects the present westerly right-of-way line to Shumate Lane and having a chord bearing and distance of S 29 deg. 41 min. 02 sec. W, 93.153 feet; thence,

4. With the original right-of-way of Shumate Lane N 03 deg. 32 min. 37 sec. W, 292.00 feet to the point of beginning and containing 10,114 square feet or 0.232 acres.

Parcels I and II being the same property conveyed to Murfreesboro Road Real Estate, a California general partnership, by Quitclaim Deed from The Grupe Company, a California corporation, of record in Book 10068, page 707, Register's Office for Davidson County, Tennessee.

TRACT II

Land in Davidson County, Tennessee, beginning at corner A, being a locust post on the easterly right-of-way line of the Una-Antioch Pike at a point approximately 1000 feet southward from the intersection of said Una-Antioch Pike and the Nashville-Murfreesboro Pike; thence South 19 deg. West 186 feet to corner B; thence South 20 deg. West 174 feet to corner C; thence South 36 deg. West 173 feet to corner D; thence South 39 deg. West 417 feet to corner E, the line from corner A to corner E following the easterly right-of-way of the Una-Antioch Pike; thence South 75 deg. East 51 feet to corner F; thence North 40 deg. East 619 feet to corner G; thence North 11 deg. East 345 feet to corner H; the line from corner F to corner H serving as a common boundary of this tract and the Wright tract; thence South 83 deg. West 12 feet to corner A; the point

of beginning, the parcel herein described containing one acre, more or less.

Being the same property conveyed to Murfreesboro Road Real Estate, a California general partnership, by Special Warranty Deed from First American National Bank, N.A., as Executor and Trustee under the Will of WIlliam A. Darden, and Kathryn E. Darden and Cynthia Darden Moore, of record in Book 10319, page 354, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Exceptions

BOOK 10443 PG 386

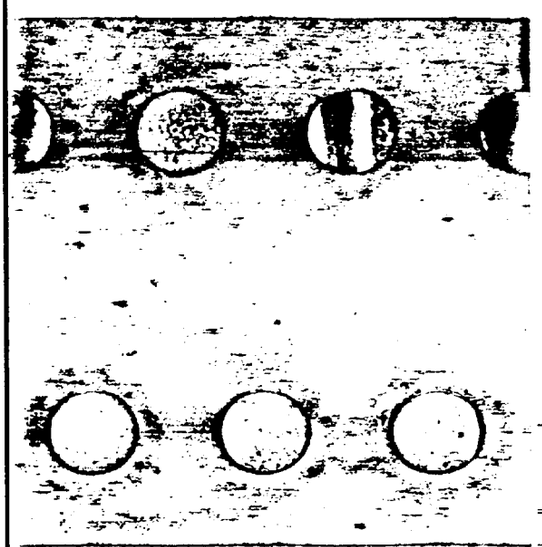
1. Taxes for the year 1997 and subsequent years which are a lien not yet due and payable.

2. Clearance permit regarding the right to trim and cut trees around telephone and telegraph lines conveyed by A. B. Wright, Mrs. J. A. Wright and Mrs. Lillie L. Wright to Southern Bell Telephone and Telegraph Company, dated February 28, 1940, of record in Book 1117, Page 400, Register's Office of Davidson County, Tennessee.

3. Right of way for a public highway conveyed by Right of Way Deed from A. B. Wright and Lillie L. Wright to the State of Tennessee, for the use and benefit of the Department of Highways and Public Works, dated November 18, 1958, of record in Book 2905, Page 409, aforesaid Register's office.

4. Easements and Rights retained in ordinance abandoning a portion of Shumate Lane in Metro Council Bill No. 086-1289.

9050 05/08 0101 03CHECK 3174.00



**OFFICIAL RECEIPT**

**FELIX Z. WILSON, II**

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

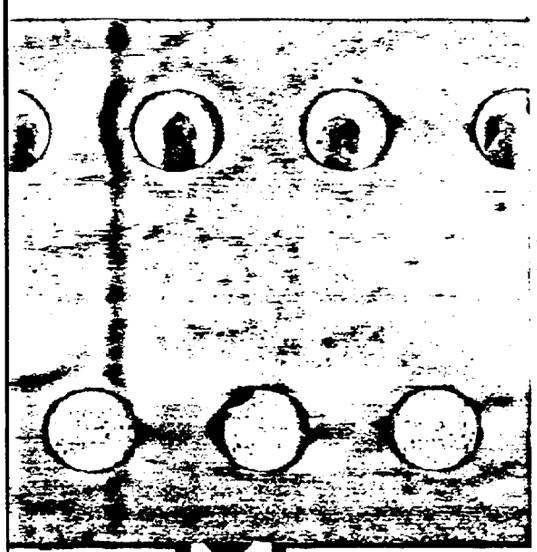
RECEIVED OF _____

FOR _____

BOOK 10448 PG 387

| | | |
|---|---|---|
| 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

| | |
|---|---|
| | 850000.00 |
| CON TX | 3145.00 |
| PRFEE | 1.00 |
| WDEED | 28.00 |
| TOTAL | 3174.00 |
| CHECK | 3174.00 |

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0303081

IDENTIF. ↑ REFERENCE

97 MAY -8 PM 3:38

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

**No.** 1149104