Box 588

10801 PG 327

**AFTER RECORDING, RETURN TO:**

***OWNER/RESPONSIBLE TAXPAYER**
DWS, LLC
252 McGavock Pike
Nashville, TN 37214
Attn: David R. Strom

**THIS INSTRUMENT PREPARED BY:**
Thomas D. White, Esq.
Altman, Kritzer & Levick, P.C.
6400 Powers Ferry Road
Suite 224
Atlanta, GA 30339

***Source of Grantor's Title:**
*Warranty Deed of Record
*in Deed Book 4630, Page 279
*in the Register's Office
*Davidson County, Tennessee

*Tax Map 95-14, Parcel No. 116

oo 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 $100,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

David R. Strom
Affiant

Subscribed and sworn to before me this 17th day of February, 1998.

O. Todd Gray
Notary Public

My Commission Expires:
3/25/2000

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires MAR. 25, 2000

ooOoo

**SPECIAL WARRANTY DEED**
**(TENNESSEE)**

THIS INDENTURE, made as of this17th day of February, 1998, between **SOUTHCO ASSOCIATES,** a New York limited partnership ("Grantor"), and **DWS, LLC,** a Tennessee limited liability company ("Grantee").

98FEB19 PM 3:41

0402593

391.00 02/19 0101 03CHECK

138157-1

**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 Davidson County, Tennessee, and being more particularly described on Exhibit "A" attached hereto that certain property conveyed to Grantor herein by virtue of Warranty Deed , Recorded in Deed Book 4630, Page 279, in the Register's Office Davison County, Tennessee (the "Property").

**TOGETHER WITH** all easements, rights-of-way, access rights, and all strips, gaps and gores appurtenant or adjacent thereto, and all other appurtenances thereto.

**TOGETHER WITH** all buildings, structures and improvements (including, without limitation, all footings and foundations, columns, piles, fixtures and other installations) situated thereon, all property affixed thereto and all right, title and interest of Grantor in and to adjacent streets, alleys and rights-of-way, subject, however, to those matters of record reflected on Exhibit "B" (the "Permitted Encumbrances") attached hereto, and zoning, and subdivision ordinances and all matters which would be disclosed by an accurate survey and inspection of the Property.

**TO HAVE AND TO HOLD** the said premises to the said Grantee, its successors and assigns forever.

And Grantor, for itself, its representatives, successors and assigns does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple of the premises herein conveyed; has full power, authority and right to convey the same; that Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but no other persons.

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 by its duly authorized officer this the date first above written.

**GRANTOR:**

**Southco Associates,**
a New York limited partnership

By: **Southco GP Corp,**
a Delaware corporation and General Partner

By: Frederick Simon
Its: President

**(ACKNOWLEDGMENT REFLECTED ON FOLLOWING PAGE)**

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STATE OF Connecticut
COUNTY OF Fairfield

Before me, Charisse Lombardo, a Notary Public of the State and County aforesaid, personally appeared Frederick Simon, 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 **Southco GP Corp**, a corporation and the General Partner of **Southco Associates**, the within named bargainor, and that he as such President 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 **Southco Associates** by himself as President.

WITNESS my hand and seal at office in Greenwich, CT, this 18 day of December, 1997.

Charisse Lombardo
Notary Public

My Commission Expires:

CHARISSE LOMBARDO
*NOTARY PUBLIC*
MY COMMISSION EXPIRES APR. 30, 2002

138157-1

BOOK 10801 PG 330

**EXHIBIT "A"**

Being Lot No. 35 on the Plan of Metropolitan Industrial Park, Section 28 as of record in Book 4470, Page 113, Register's Office Davidson County, Tennessee, described as follows:

Beginning at a monument in the southerly margin of Elm Hill Pike, the northwest corner of the land herein described; thence with the margin of said Pike, easterly 76.96 feet to a monument, the beginning of a curve; thence around said curve, southeasterly 81.52 feet to a monument in the westerly margin of Acorn Drive; thence with the margin of said Drive, southeasterly 78.26 feet to a monument; thence leaving said Drive, South 81 deg. 48' West 115.62 feet to a monument; thence North 14 deg. 47' West 122.27 feet to the point of beginning.

Being the same property conveyed to Southco Associates, a Limited Partnership of the State of New York, by Warranty Deed from John Cole Walsey and wife, Karen I. Walsey, of record in Book 4630, page 279, Register's Office for said County.

EXHIBIT "B"

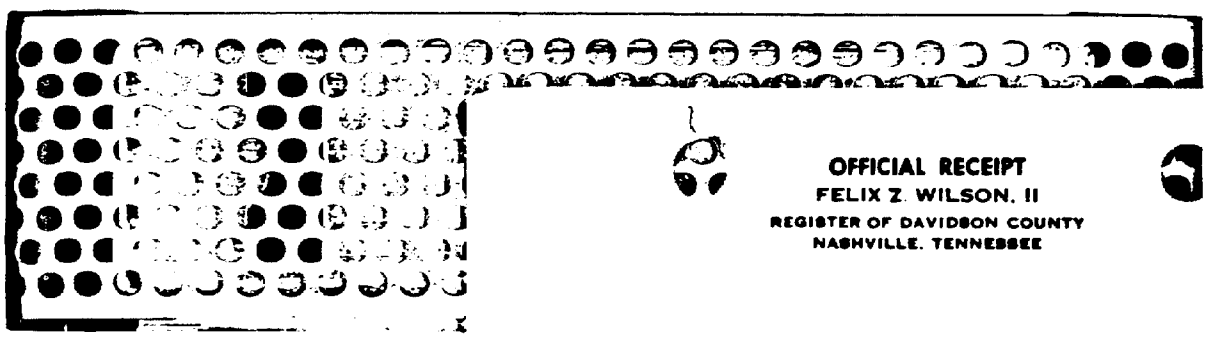
BOOK 10801 PG 331

Permitted Encumbrances

1. Taxes and Assessments for the year 1998 and subsequent years, a lien but not yet due and payable.

2. Restrictive covenants contained in instruments of record in Book 4214, page 851, and in Book 4554, page 363, Register's office for Davidson County, Tennessee.

3. Subject to all matters as shown on the Plan of record in Book 4470, page 1113, Register's Office for said County.



**OFFICIAL RECEIPT**
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

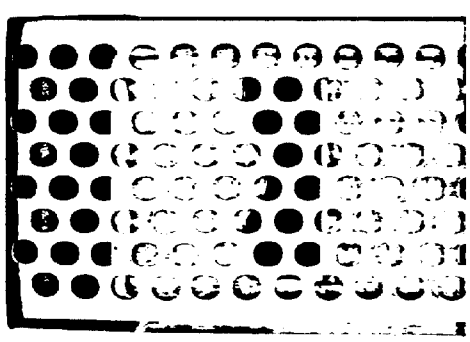
FOR _____

BK/PG 10801/PG332

| | | | | |
|---|---|---|---|---|
| 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 | |
| | 100000.00 |
| CON TX | 370.00 |
| PRFEE | 1.00 |
| WDEED | 20.00 |
| TOTAL | 391.00 |
| CHECK | 391.00 |

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**



0402593
IDENTIF. ↑ REFERENCE

98 FEB 19 PM 3:41

FELIX Z. WILSON, II
REGISTER
DAVIDSON COUNTY, TN

**No.** 1255933