Box 50 A
CMM

This Instrument prepared by:
Stokes & Bartholomew, P.A.(DRH)
424 Church Street Suite 2800
Nashville, Tennessee 37219

Instr:200005020043938 Page: 1 OF 4
REC'D FOR REC 05/02/2000 1:54:14PM
RECORD FEE: $19.00
M. TAX: $0.00 T. TAX: $1073.00

ADDRESS NEW OWNER:
Michael E. and Sheila A. Zilly
225 North Thompson Lane
Murfreesboro, TN 37129

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 183
Parcel 29

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **INTERCHANGE CITY ASSOCIATES, LTD., L.P.**, a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **MICHAEL E. ZILLY and wife, SHEILA A. ZILLY** (collectively, the "Grantee"), and Grantee's heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

The conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on EXHIBIT B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, and Grantee's heirs and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's heirs and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

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

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the28th day of April 2000.

INTERCHANGE CITY ASSOCIATES, LTD., L.P.

By: AFPC Equity Investors, Ltd., General Partner

By: 222 Partners, Inc., General Partner

By: Robert E Lehnings Jr

Its: Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Robert E. Lehnings, Jr., 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, and who further acknowledged that he is the Vice President of 222 Partners, Inc., a Tennessee corporation, the general partner of AFPC Equity Investors, Ltd., L.P., a Tennessee limited partnership, which is the general partner of Interchange City Associates, Ltd., L.P., a Tennessee limited partnership, the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 2nd day of ~~April~~ May, 2000.

Carole M. Maxson

Notary Public

CAROLE M. MAXSON NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My Commission Expires: 9-23-2000

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $290,000.00.

Affiant

Subscribed and sworn to before me this 28th day of April, 2000.

Notary Public

My Commission Expires: 7/21/00

LARRY K. TOLBERT NOTARY AT LARGE RUTHERFORD COUNTY

130167.1 / 2047-31

EXHIBIT A

Land in Davidson County, Tennessee, being Lot 211 on the Plan of The Subdivision of Tract 211, Interchange City Industrial Park, of record in Plat Book 6250, page 903, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete and accurate legal description of said lot.

Being a portion of the same property conveyed to Interchange City Associates, Ltd., a Tennessee limited partnership, by deed from McDowell Development Corporation, a Tennessee corporation, of record in Deed Book 6381, page 227, Register's Office for Davidson County, Tennessee. Interchange City Associates, Ltd., being now known as Interchange City Associates, Ltd., L.P.

EXHIBIT B

1. Real estate taxes for 2000, a lien, not yet due and payable, which have been prorated between the parties and shall be paid by Grantee.

2. Matters shown on the Plan of record in Book 6250, page 903, Register's Office for Davidson County, Tennessee.

3. Easement for Sanitary Sewers and/or Storm Drainage, of record in Book 6850, page 192, said Register's Office.

4. Easement for sanitary sewers, of record in Book 6841, page 737, said Register's Office.

5. All matters shown on the ALTA/ACSM Land Title Survey, dated January 20, 2000, last revision April 26, 2000, prepared by David A. Johnson, Tennessee No. 1352, Ragan-Smith Associates, 315 Woodland Street, Nashville, Tennessee 37206, Job No. 84-095, Work Order 2100, and Surveyor's Report, dated February 22, 2000.