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

Davidson County DEEDWARR
Recvd: 03/06/01 14:54 4pgs
Fees:19.00 Taxes:5180.00
20010306-0021234

ADDRESS NEW OWNER:
217 Fifth Avenue North
Nashville, Tennessee 37219

SEND TAX BILL TO:
Same

MAP-PARCEL
Map 93-6-1
Parcel 38

# 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, **GOBBELL HAYS PARTNERS, INC.**, a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **GH PARTNERSHIP**, a Tennessee general partnership (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows (the "Property"):

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 Property, 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 successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

**IN WITNESS WHEREOF**, the Grantor has caused this Special Warranty Deed to be executed as of the ___ day of March, 2001.

**GOBBELL HAYS PARTNERS, INC.**

By: _____
Ronald V. Gobbell, President

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Ronald V. Gobbell, 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 Gobbell Hays Partners, Inc., a Tennessee corporation, the within named bargainor, and that he, as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand, at office, this 5th day of March, 2001.

BRENDA CAROL HALL NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

Brenda Carol Hall
Notary Public
My Commission Expires: 7-27-02

STATE OF TENNESSEE )
COUNTY OF DAVIDSON )

The actual consideration or value, whichever is greater, for this transfer is $1,400,000.00.

Affiant

Subscribed and sworn to before me
this 5th day of March, 2001.

Brenda Carol Hall
Notary Public
My Commission Expires: 7-27-02

BRENDA CAROL HALL NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

157926.1 / 307-20

EXHIBIT A

TRACT I:
A certain lot or parcel of land in the County of Davidson, State of Tennessee, and being part of Lot No. 89 of the Original Plan of Nashville, more particularly described as follows:

Beginning at a point in the Western margin of Fifth Avenue North, formerly Summer Street, 174 feet, 3-1/2 inches Northerly from the northern margin of Church Street, said point being the northeast corner of part of said Lot No. 89 now or formerly owned by Carrie Barker Baxter, running thence Northwardly along the western margin of said Fifth Avenue North 27 feet, thence at right angles westwardly 172 feet and 2 inches to the easterly margin of an alley; thence southwardly along the said alley 27 feet to the northwest corner of the said Baxter lot, it being 174 feet 3 inches northwardly from the northerly margin of Church Street; thence at right angles eastwardly along the line of said Baxter lot 172 feet 2 inches to the beginning.

TRACT II:
Land in Davidson County, Tennessee, being part of Lot No. 89 on he original plan of Nashville not of record, described as follows;

Beginning on the westerly margin of Fifth Avenue North formerly Summer Street, 147-3/4 feet northerly form the northerly margin of Church Street, being the northeast corner of a part of said lot conveyed by S. D. Morgan to C. A. R. Thompson by deed of record in Book 47, page 279, Register's Office for Davidson County, Tennessee; thence with the westerly margin of said avenue northerly 26.3 feet to the southeast corner of a part of said lot formerly owned by R. D. Goodlett; thence at right angles westerly with the southerly line of Goodlett lot 175 feet, more or less, to the easterly margin of an alley; thence with the easterly margin of said alley, southerly 26.3 feet to the northwest corner of said Thompson lot; thence easterly with the northerly line of said Thompson lot 175 feet more or less, to the beginning.

TRACTS I AND II being the same property conveyed to Gobbell Hays Partners, Inc., a Tennessee corporation, by deed from J. Thomas Crain, of record in Book 7880, page 609, said Register's Office, and by Quitclaim Deed from Mrs. J. Thomas Crain, of record in Book 7885, page 328, said Register's Office.

# EXHIBIT B

Permitted Encumbrances

1. 1993 Metropolitan Government taxes -- a lien due and payable in the amount of $17,350.20. (Field Book No. 6W 01605; Map 93-6-1, Parcel 38).

2. Subordination, Non-disturbance and Attornment Agreement, by and between Gobbell Hays Partners, Inc., a Tennessee corporation, K & L Printing Company, Inc., d/b/a Franklins Printing, and NationsBank of Tennessee. N.A., of record in Book 9209, page 367, said Register's Office.

3. Tennessee Conservation Easement of record in Book 6751, page 828, said Register's Office.

4. Assignment of Leases and Rents from Gobbell Hays Partners, Inc., a Tennessee corporation, to NationsBank of Tennessee, N.A., of record in Book 9205, page 139, said Register's Office, to further secure an indebtedness in the amount of $1,232,409.37.

5. Financing statement filed December 30, 1993, showing Gobbell Hays Partners, Inc., as Debtor and NationsBank of Tennessee, N.A. as Secured Party, of record in Book 9205, page 157, said Register's Office, to secure an indebtedness in the amount of $1,232.409.37.

6. Financing statement filed December 30, 1993, showing Gobbell Hays Partners, Inc., as Debtor and NationsBank of Tennessee, N.A. as Secured Party, File No. 93-266334, of record in the Office of the Secretary of State, to secure an indebtedness in the amount of $1,232.409.37.