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

Davidson County DEEDWARR
Recvd: 05/08/01 14:16 4pgs
Fees:19.00 Taxes:5457.50
20010508-0047545

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Youth Villages, Inc.	Same	Map 134-14
1714 North Gallatin Road		Parcel 51
Madison, TN 37115		

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, **K&M ENTERPRISES**, a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **YOUTH VILLAGES, INC.**, a Tennessee non-profit corporation (the "Grantee"), its successors 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.

This 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 successors 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 parties claiming by, through or under the Grantor, but not further or otherwise.

Wherever 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 this 2nd day of May, 2001.

K&M ENTERPRISES

By: _____
Walter G. Knestrick, Managing General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Walter G. Knestrick, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a partner of K&M ENTERPRISES, the within named bargainor, a Tennessee general partnership, and that he, as such partner, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as partner.

WITNESS my hand, at office, this 2nd day of May, 2001.

Kathryn V. Cagle
Notary Public

KATHRYN V. CAGLE NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires:
May 28, 2003

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,475,000.00.

_____
Affiant

Subscribed and sworn to before me this 2nd day of May, 2001.

_____
Notary Public

NOTARY PUBLIC AT LARGE MAURY COUNTY, TENN.

My Commission Expires:
11/27/2004

164966.1 / 5318-1

EXHIBIT A

Land in the First Civil District, Twenty-Eighth Councilmanic District, Nashville, Davidson County, Tennessee, located south of Perimeter Hill Drive and west of Antioch Pike being Tract No. 2, as shown on the plan of Revised Section Six, South Perimeter Park of record in Plat Book 6050, page 299, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey made by Barge Waggoner Sumner and Cannon, Inc., Ronald W. Ferguson, RLS #1972, Job No. 24570-02, last revised October 10, 2000, as follows:

Beginning, at an iron pin (new) in the southerly margin of Perimeter Hill Drive (60 foot right-of-way) said pin being the northeasterly corner of this tract;

Thence, leaving said southerly margin with the easterly line of the parcel and with the westerly lines of property conveyed to Envirotest Systems Corporation by deed of record in Deed Book 9723, page 888, R.O.D.C., and property conveyed to Wallace J. Hutcherson by deed of record in Deed Book 10170, page 204, R.O.D.C., S 17°56'55" W, 652.67 feet to a concrete monument (old) in the northeasterly corner of property conveyed to Hillcrest Baptist Church, Trustees by deed of record in Deed Book 4683, page 844, R.O.D.C.;

Thence, with said northerly line, N 82°34'33" W, 216.21 feet to a concrete monument (old) in the easterly margin of Josam Drive;

Thence, with said easterly margin and with the easterly line of property conveyed to Paper Industry Union-Management by deed of record in Deed Book 10271, page 719, R.O.D.C. the following calls:

N 18°07'18" E, 81.52 feet to an iron pin (old);

N 17°55'02" E, 373.85 feet to an iron pin (old) in the southerly margin of Perimeter Hill Drive;

Thence, with said southerly margin and with a curve to the left, 56.25 feet to an iron pin (new), said curve having a central angle of 06°37'16", a radius of 486.72 feet, a tangent of 28.15 feet and a chord of N 62°35'05" E, 56.21 feet;

Thence, continuing with said southerly margin, N 59°16'27" E, 262.05 feet to the point of beginning.

Containing 117,248 square feet or 2.69 acres, more or less.

Being part of the same property conveyed to K&M Enterprises, a Tennessee general partnership, by Special Warranty Deed from J.C. Bradford & Co., L.L.C., a Tennessee limited liability company, of record as Instrument No. 20001018-0103459, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Real estate taxes for 2001, a lien, but 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 6050, page 299, said Register's Office for Davidson County, Tennessee.

3. An exclusive parking easement for the use of (90) parking spaces as set out in the Memorandum of Lease Agreement as Instrument No. 20001018-0103463, Register's Office for Davidson County, Tennessee.

4. An exclusive parking easement for the use of (20) parking spaces as set out in Memorandum of Lease Agreement as Instrument No. 20001018-0103464, Register's Office for Davidson County, Tennessee.

5. Declaration of Protective Covenants for South Perimeter Park, of record in Book 5801, page 38, as corrected in Book 5920, page 427, Register's Office for Davidson County, Tennessee.

6. Declaration of Restrictive Covenants of record in Book 6145, page 123, Register's Office for Davidson County, Tennessee.

7. Declaration of Restrictive Covenants for Perimeter Hill, of record in Book 6297, page 371, said Register's Office.

8. Declaration of Temporary Parking Easement recorded as Instrument No. 20010417-0037497, Register's Office for Davidson County, Tennessee.