(5)

Box 36

This Instrument Prepared By:
Baker, Donelson, Bearman & Caldwell, P.C. (JMB)
Suite 1000, One Commerce Center
211 Commerce Street
Nashville, Tennessee 37218

Davidson County DEEDWARR
Recvd: 09/27/01 14:33 4pgs
Fees:23.00 Taxes:3130.77
20010927-0104766

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP-PARCEL
Prime Trust Bank	**same**	**Part of Map 142**
P. O. Box 210287		**Parcel 215**
Nashville, Tennessee 37221		

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $846,153.80.

Affiant

Subscribed and sworn to before me this the 21 day of September, 2001.

Notary Public

MARILYN HYDE NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires: 11/27/04

Commission Expires NOV 27 2004

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Bellevue Place Associates, G.P.**, a Georgia general partnership, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto **Prime Trust Bank**, hereinafter called "GRANTEE", its successors and assigns, certain real property in Davidson County, State of Tennessee, described as follows (the "Property"):

Land in Davidson County, Tennessee, being Lot No. 3 on the Resubdivision of Bellevue Shopping Center, Phase II, Final Plat of Lots 1, 2, and 3, Bellevue Place, of record in Instrument Number 20010921-0102676, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being part of the same property conveyed to Bellevue Place Associates, G.P., a Georgia general partnership, by deeds of record in Instrument No. 200109270104763, and Instrument No. 200109270104764, Register's Office for Davidson County, Tennessee.

The Property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit "A".

This is unimproved property located on U.S. Highway 70, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with said GRANTEE that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the Property to the said GRANTEE, its successors and assigns, against the lawful claims of all persons 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.

(Remainder of page intentionally left blank)

WITNESS its hand this the 21 day of September, 2001.

Bellevue Place Associates, G.P.,
a Georgia general partnership

By: Bellevue Management Associates, L.L.C.
a Georgia limited liability company
Its: Managing General Partner and General Partner

By: _____
George Tomlin
Its: Sole Member

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared George B. Tomlin, 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 sole member of Bellevue Management Associates, L.L.C., as the Managing General Partner and General Partner of Bellevue Place Associates, G.P., a general partnership, the within named bargainor, and that he as such sole member, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as such sole member and on behalf of the general partnership.

WITNESS my hand and seal at office, on this the 21 day of September, 2001.

_____
Notary Public

My Commission Expires:

11/27/04

MARILYN HYDE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires NOV 27 2004

N MBH 361576 v1
823484-00028 09/20/2001

EXHIBIT "A"

THE ABOVE DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

1. Metropolitan Nashville/Davidson County Taxes for the year 2002 and subsequent years.

2. Matters shown on the Plan of record as Instrument No. 20010921-0102676, in the Register's Office for Davidson County, Tennessee.

3. Joint Access and Utility Agreement of record in Book 8293, page 3, as amended in Book 8323, page 82, Book 8323, page 100, and Accessway Agreement in Book 8323, page 106, in the Register's Office for Davidson County, Tennessee.

4. Reciprocal Easement and Development Agreement recorded in Book 5364, page 790, as amended in Book 5579, page 493, Register's Office for Davidson County, Tennessee.

5. Terms and conditions of Ground Lease, Declaration of Easements, Covenants, and Restrictions of record in Book 8323, page 111, Register's Office for Davidson County, Tennessee.

6. Subject to common access easement shown on plat of record in Plat Book 5200, page 155, Register's Office for Davidson County, Tennessee.

7. Easement granted to the State of Tennessee of record in Book 7919, page 743, Register's Office for Davidson County, Tennessee.

8. Perpetual easements, construction easements and drainage easements as described in the Final Judgment and Decree entered in Civil Action No. C-731, in the Circuit Court for Davidson County, Tennessee, as shown by survey made by James Allen Crawford, III, Registered Land Surveyor, Tennessee License No. 1455, Crawford Land Surveyors, P.C, 1929 21st Avenue South, Nashville, Tennessee 37212, bearing Drawing No. 01110-2(L).