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CMC

SPECIAL WARRANTY DEED

TO:	Villa Way, LLC, a Tennessee limited liability company	C. Mark Carver, Esq. Sherrard & Roe, PLC 424 Church Street, Suite 2000
FROM:	The Elam Company	Nashville, TN 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map/Parcel Numbers
Villa Way, LLC 118 Hidden Point Hendersonville, TN 37075	Same	Map 105-01 Parcels: 228, 230 and 233

Davidson County DEEDWARR
Recvd: 01/07/02 15:03 5pgs
Fees:28.00 Taxes:2118.62
20020107-0002332

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $572,600.00

Affiant

Sworn to and subscribed before me, this 7th day of January, 2002.

Notary Public

My Commission Expires: 3/24/2005

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged **The Elam Company** (hereinafter called the "Seller"), has bargained and sold, and by these presents does transfer and convey unto **Villa Way, LLC** (hereinafter called the "Buyer"), and Buyer's successors and assigns all of Seller's interest in a certain tract of land in Davidson County County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, and any improvements thereon.

The above-referenced property is conveyed subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple.

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns,

against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth above), 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, Seller has caused this Special Warranty Deed to be executed effective as of the 7th day of January, 2002.

SELLER:

THE ELAM COMPANY,
a Tennessee corporation

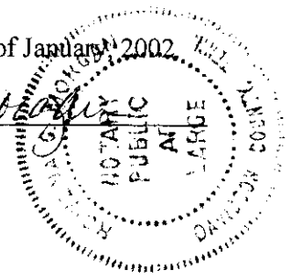
By: Gayle Smith
Gayle Smith, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Rowena G. Morgan the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Gayle Smith, President of The Elam Company, a Tennessee corporation, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged herself to be President of the within named bargainor, and being authorized so to do, executed the foregoing instrument for the purposes therein contained on behalf of the corporation.

Witness my hand and seal, at Office in Nashville, Tennessee, this 7th day of January, 2002.

Rowena G. Morgan
Notary Public



My Commission Expires: 3/26/2005

EXHIBIT A

PROPERTY DESCRIPTION

Tract No. 1:
Land in Davidson County, Tennessee, to –wit:

The westerly one-half of Lot No. 25 on the Plan of O.B. Hayes Large Lots, as of record in Book 21, Page 87, of the Register's Office for Davidson County, Tennessee. Said westerly one-half of said Lot No. 25 is more particularly described as follows:

Beginning at a point where Edgehill Street intersects Villa Place; running thence a southerly three hundred and five (305) feet along the easterly margin of Villa Place; thence easterly and parallel to the southerly margin of Edgehill Street one hundred and fifty-two (152) feet six (6) inches to the westerly margin of a proposed alley; thence northerly and parallel with the easterly margin of Villa Place three hundred and five (305) feet to the southerly margin of Edgehill Street at a point one hundred fifty-two (152) feet six (6) inches easterly from the easterly margin of Villa Place; thence westerly one hundred fifty-two (152) feet six (6) inches to the point of beginning.

Being the same property conveyed to White Way Laundry Company, a Tennessee corporation by deed from Hillsboro Realty Company, a Tennessee corporation, of record in Book 1644, page 129, Register's Office for Davidson County, Tennessee. Title now vests in The Elam Company pursuant to Charter Amendment of record in Book 4702, page 736, said Register's Office.

Tract No. 2:
Land in Davidson County, Tennessee, to-wit:

Being the northerly part of the easterly part of Lot No. 24 on the Plan of O.B. Hayes' Large Lots, called "Rokeby," as of record in Book 21, Page 87, Register's Office for said County.

Said part of Lot No. 24 fronts 105 feet on the westerly side of Villa Place and runs back between parallel lines 164 ½ feet, more or less, with the southerly margin of Edgehill Avenue, to an alley.

Being the same property conveyed to White Way Laundry Company, a Tennessee corporation by deed from Hillsboro Realty Company, a Tennessee corporation, of record in Book 1644, page 129, Register's Office for Davidson County, Tennessee. Title now vests in The Elam Company pursuant to Charter Amendment of record in Book 4702, page 736, said Register's Office.

Tract No. 3:
Land in Davidson County, Tennessee, to-wit:

Being part of Lot No. 24 on the plan of O.B. Hayes' Large Lots, called "Rokeby," as of record in Book 21, Page 87, R.O.D.C., described as follows:

Beginning on the westerly margin of Villa Place at a point 105 feet south of the southerly margin of Edgehill Street or Avenue, said point being the S.E. corner of the property conveyed to White Way Laundry Company by deed from E. P. Wilson, Tr. of record in Book 967, Page 133, R.O.D.C.,

Tennessee, thence with the westerly margin of Villa Place, southwardly 50 feet to the N.E. corner of the R. Boyd Bogle lot; thence with said Bogle's northerly line westerly 150 feet, more or less, to a point in the center of an alley; thence along the center of the alley northerly 50 feet; thence along a line easterly 150 feet more or less to the point of beginning.

Being the same property conveyed to White Way Laundry Company, a Tennessee corporation by deed from Hillsboro Realty Company, a Tennessee corporation, of record in Book 1644, page 129, Register's Office for Davidson County, Tennessee. Title now vests in The Elam Company pursuant to Charter Amendment of record in Book 4702, page 736, said Register's Office.

Tract No. 4:
Land in Davidson County, Tennessee, to-wit:

Land in Davidson County, Tennessee, being the north 50 feet of the south 100 feet of the east part of Lot No. 24 on the Map of O.B. Hayes' Plan of Large Lots, as of record in Book 21, Page 87, Register's Office for said County, described as follows:

Beginning at a point in the center of Villa Place 50 feet north of the common easterly corner of Lots Nos. 24 and 29; thence with the center line of said Villa Place, northerly 50 feet to a point 230 feet south of the intersection of the center line of said street and the center line of Edgehill Avenue; thence westerly parallel to said Avenue and the line between Lots Nos. 24 and 29, 164 feet to the center line of an alley; thence with the center line of the same southerly 50 feet to a point 50 feet north of the line between Lots Nos. 24 and 29; thence easterly parallel to said line 164 feet to the point of beginning.

Being the same property conveyed to White Way Laundry Company, a Tennessee corporation by deed from Hillsboro Realty Company, a Tennessee corporation, of record in Book 1644, page 129, Register's Office for Davidson County, Tennessee. Title now vests in The Elam Company pursuant to Charter Amendment of record in Book 4702, page 736, said Register's Office.

Tract No. 5:
Land in Davidson County, Tennessee, to-wit:

Beginning on the west side of Villa Street at a point 255 ft. south of the southwest corner of Villa Street and Edgehill St.; thence 130 ft. in a southerly direction along the west side of Villa Street; thence westerly and parallel with Edgehill Street 150 feet to the east margin of an alley; thence northerly 130 feet along the margin of said alley to a point 255 ft. from the southerly margin of Edgehill Street; thence easterly and parallel with Edgehill Street 150 feet, more or less, to the point of beginning, being the southeastern 50 ft. of Lot No. 24 in the O.B. Hayes Rokeby Plan of record in Plan Book 21, Page 87, R.O.D.C., Tennessee. And also the northern 80 feet off the east one-half of Lot No. 29 in said plan.

Being the same property conveyed to White Way Laundry Company, a Tennessee corporation by deed from Hillsboro Realty Company, a Tennessee corporation, of record in Book 1644, page 129, Register's Office for Davidson County, Tennessee. Title now vests in The Elam Company pursuant to Charter Amendment of record in Book 4702, page 736, said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Real property taxes for 2002, a lien not yet due and payable.

2. All visible easements and encroachments and matters shown on the Plat of record in Book 21, page 87, Register's Office for Davidson County, Tennessee.