This instrument prepared by:
Hugh W. Entrekin
21st Floor, AmSouth Center
Nashville, Tennessee 37238

Davidson County DEEDWARR
Recvd: 01/08/02 15:44 2pgs
Fees:13.00 Taxes:388.50
20020108-0003018

SPECIAL WARRANTY DEED

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
Cain Properties, Inc. P. O. Box 158557 Nashville, Tennessee 37215	SAME	Map 52 p/o Parcel 49

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged,

PENNINGTON MILLS, LLC, a Tennessee Limited Liability Company (hereinafter sometimes called "Grantor") does hereby bargain, sell, transfer and convey unto CAIN PROPERTIES, INC., a Tennessee corporation, hereinafter sometimes called Grantee") its successors and assigns, all its right, title and interest in property located in Davidson County, Tennessee, more particularly described as follows:

> Being Lot Nos. 296, 301, 306, and 308, on the plan for RiverTrace Estates, Phase 2, Section 6, recorded as Instrument Number 200106050058138 on June 5, 2001 Register's Office for Davidson County, Tennessee.
>
> Being a portion of the same property conveyed to PENNINGTON MILLS, LLC by Deed from John E. Cain, Trustee of record in Book 11166, page 749, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said Cain Properties, Inc., its successors and assigns, forever.

AND PENNINGTON MILLS, LLC does covenant with the said Cain Properties, Inc. that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except for current years taxes, all matters shown on the plat, and any easements and restrictions.

AND PENNINGTON MILLS, LLC does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to said land to the said Cain Properties, Inc., its successors and assigns against the lawful claims of all persons claiming by or under Grantor, but not otherwise and except for matters to which this conveyance is made subject.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed this 7th day of January, 2002.

PENNINGTON MILLS, LLC

BY: _____
John E. Cain, III, Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared John E. Cain, III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager, authorized to execute this instrument on behalf of PENNINGTON MILLS, LLC, the within named bargain, and that he as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by signing the name of the company by himself as Chief Manager.

WITNESS my hand and official seal at office on this the 1 day of January, 2002.

NOTARY PUBLIC

My Commission Expires: 10/01/02

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $105,000.00

AFFIANT

NOTARY PUBLIC

My Commission Expires: 10/01/02