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HVC

GENERAL WARRANTY DEED

FROM: Ramsey Development Corporation Pension Trust No. 1, an Indiana trust ("Grantor")

TO: Diversified Strategies Fund, L.P., an Illinois limited partnership ("Grantee")

This instrument was prepared by:
Hannah K. V. Cassidy
Stites & Harbison PLLC
Suite 1900, SunTrust Center
424 Church Street
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 01/22/02 15:08 4pgs
Fees:23.00 Taxes:14060.00
20020122-0008634

Address New Owner(s) as follows:

108 South Madison Avenue
Louisville, Kentucky

Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes

Diversified Strategies Fund, L.P.
108 South Madison Avenue
Louisville, Kentucky 40243

Map-Parcel Numbers

86-10 and 202

Field Book Numbers

_____

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is Three Million Eight Hundred Thousand Dollars ($3,800,000).

_____
Affiant

SUBSCRIBED AND SWORN TO before me, this the 13th day of December, 2001.

MERVIN E. HORST
Notary Public, State of New York
No. 31-5032586
Qualified in New York County
Commission expires August 29, 2002

_____
Notary Public

My Commission Expires: August 29 2002

FOR AND IN CONSIDERATION OF the sum of Three Million Eight Hundred Thousand Dollars ($3,800,000), the receipt and sufficiency of which are hereby acknowledged, Grantor, has bargained and sold, and by these presents does transfer and convey unto Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described below.

The Property is improved property known as being a parcel of land in Nashville, Second Civil District, Davidson County, Tennessee, located between Lebanon Road and Seaboard System Railroad, approximately 900 feet, more or less, easterly of Central Pike, part of said parcel includes Reserve Parcel shown on Laurel Hills Commercial Park, of record in Book 5200, page 199, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by Barge, Waggoner, Sumner & Cannon, dated February 9, 1982, finally revised October 31, 1984, all as more particularly described below:

Beginning at a point in the southerly margin of Lebanon Road, said point being N 41° 45' E, 60.73 feet from a highway monument at highway station 92+10, said point also being northeasterly 64 feet more or less, from the centerline extended of Hickory Hills Lane; thence, with the southerly margin of Lebanon road N 41° 45' E, 130.23 feet to a monument; thence, continuing with the said southerly margin of Lebanon Road N 46° 45' E, 349.58 feet to an iron pin, said pin being the northwesterly most corner of Lot No. 2, as shown on the Plan of Laurel Hills Commercial Park, as of record in Book 5200, page 199, Register's Office for said County; thence, leaving said southerly margin with the westerly line of the aforementioned Lot No. 2, S 43° 45' E 151.00 feet to a point; thence, continuing with said Lot No. 2, N 46° 15' E, 110.0 feet to a point; thence S 43° 45' E, 144.03 feet to a point, the southwesterly corner of Lot No. 2, and the northwesterly corner of a Reserve Parcel as shown on Laurel Hills Commercial Park; thence, with the northerly line of said Reserve Parcel N 46° 15' E, 198.04 feet to a point in the easterly line of said Reserve Parcel; thence, with the easterly line of said Reserve Parcel S 52° 04' E, 282.35 feet to a point in the northerly margin of the Seaboard System Railroad; thence with the northerly margin of the Seaboard System Railroad the following calls: S 38° 33' W, 68.00 feet, S 51° 27' E, 25.00 feet, S 38° 33' W, 765.20 feet, to a point; thence, leaving the said northerly margin N 44° 14' W 703.68 feet to the point of beginning, containing 10.26 acres, more or less.

Together with all the right, title and interest in and to that certain easement granted by that certain easement dated January 10, 1977, recorded in Book 5111, page 843, Register's Office for Davidson County, Tennessee, over and across the following described property:

Beginning at a point being an iron pin set in the easterly margin of Lebanon Road (U.S. Highway 70-N), said point being South 46° 45' West, 745.26 feet, more or less from a right of way monument located at road station 105+00 of the Tennessee State Highway Plans of U.S. Highway 70-N; thence leaving said highway South 43° 45' East, 136 feet to a point <u>being the point of beginning</u> for the herein described property; thence North 46° 15' East, 120 feet to a point; thence South 43° 45' East 159.03 feet to a point; thence, South 46° 15' West, 10 feet to a point; thence North 43° 45' West, 144.03 feet to a point; thence South 46° 15' West, 110 feet to a point; thence North 43° 45' West, 15 feet to the point of beginning.

Being the same property conveyed to Ramsey Development Corporation Pension Trust No. 1 by Trustee's Deed from Guy N. Ramsey, of Perry County, State of Indiana, as Trustee of the Ramsey Development Corporation Pension Trust No. 1 under the provisions of a trust agreement dated July 1, 1977, of record in Book X, page ____, Register's Office for Davidson County, Tennessee.
* 20020122-0008633

This conveyance is expressly made subject to those matters more specifically set forth on <u>Exhibit A</u> 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 Grantee, its successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, Grantor has a good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit A, to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its, successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth on Exhibit A, to which this conveyance is expressly made subject.

Witness my hand this 13th day of December, 2001.

RAMSEY DEVELOPMENT CORPORATION PENSION TRUST NO. 1

By: Kevin MacLean

Title: Trustee

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Kevin MacLean, Trustee, the within named bargainor and who acknowledged that he executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and seal, at office in New York, New York, this 13th day of December, 2001.

MERVIN E. HORST
Notary Public, State of New York
No. 31-5032586
Qualified in New York County
Commission expires August 29, 2002

Notary Public

My Commission Expires: August 29, 2002

This Deed has been prepared by Stites & Harbison ("S&H") based solely upon information furnished by Grantor and Grantee. S&H has not undertaken to independently verify any statement, fact, description or other matter set forth herein and undertakes no responsibility or liability for the correctness or accuracy of any such statement, fact, description or other matter.

EXHIBIT A

ENCUMBRANCES

1. The lien for 2001 taxes which have been prorated and will be paid by Grantor for the period to and including December 11, 2001 and the Grantee thereafter.

2. Such state of facts and conditions as an accurate survey and personal inspection of the Property would disclose.

3. Applicable zoning ordinances and regulations, public utility easements, railroad rights-of-way, rights-of-way for public roads, building restrictions and setback lines.