Box 37
LL

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
BSM Nippers, LLC 5300 Virginia Way, Suite 100 Brentwood, TN 37027	Map 161, Parcel 260 Map 161, Parcel 262 Map 161, parcel 264 Map 161, Parcel 265	Same
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC 414 Union Street, Suite 1600, Nashville, Tennessee 37219		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Nipper Properties, a Tennessee Joint Venture, (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to BSM Nippers, LLC, a limited liability company, (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following matters to the extent the same affect the Property (but without ratifying or republishing the same):

1. Real estate taxes for the year 2002, which have been prorated between the parties.

2. All matters shown on the Plan of Nippers Corner of record in Plat Book 7900, page 299, Register's Office for Davidson County, Tennessee except 20' Sanitary Sewer Easement shown as "to be abandoned by council action" on said plat.

3. Easement to Metropolitan Government of Nashville and Davidson County of record in Book 8643, page 270, Register's Office for Davidson County, Tennessee.

4. Storm Water Detention Agreement of record in Book 8325, page 951, Register's Office for Davidson County, Tennessee.

5. Easement Agreement between Nipper Properties, a Tennessee joint venture and McDonald's of Hawaii Development Company of record in Book 8890, page 55, Register's Office for Davidson County, Tennessee.

6. Easement Agreement between Nipper Properties, a Tennessee joint venture and Cheryl Crewse of record in Book 11235, page 362, Register's Office for Davidson County, Tennessee.

Davidson County DEEDWARR
Recvd: 08/30/02 13:02 4pgs
Fees:23.00 Taxes:24790.00
20020830-0105305

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $6,700,000.00.

Carl Stern
Affiant

Subscribed and sworn to before me this 30th day of August, 2002.

Tonya Tufts
Notary Public

My Commission Expires: 11-30-02

TONYA TUFTS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

816531 v1
103638-002 08/30/02

7. Declaration of Reciprocal Easements and Restrictive Covenants of record in Book 8481, page 863, as amended in Book 11058, page 846, Register's Office for Davidson County, Tennessee.

This is improved property located at Old Hickory Boulevard and Edmondson Pike, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, except that no warranty is made as to the amount of acreage in the Property.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 30th day of August, 2002.

NIPPER PROPERTIES, a Tennessee Joint Venture

By: _____
James S. Lattimore, Jr., Trustee under Trust Agreement dated December 16, 1986

By: The Estate of Walter R. Nipper, Jr.

By: _____
Robert A. Butler, Co-Executor

By: _____
James S. Lattimore, Jr., Co-Executor

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Tonya Tufts, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James S. Lattimore, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the Trustee under a certain Trust Agreement dated December 16, 1986, a joint venturer of Nipper Properties, a Tennessee Joint Venture, the within named bargainor, and that such person as such joint venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by such person as joint venturer.

WITNESS my hand and seal at office in Nashville, Tennessee, this the 30th day of August, 2002.

_____
Notary Public

TONYA TUFTS NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires:
11-30-02

816531 v1
103638-002 08/30/02

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Tonya Tufts, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Robert A. Butler, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the co-executor of The Estate of Walter R. Nipper, Jr., a joint venturer of Nipper Properties, a Tennessee Joint Venture, the within named bargainor, and that such person as such joint venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by such person as joint venturer.

WITNESS my hand and seal at office in Nashville, Tennessee, this the 30th day of August 2002.

Tonya Tufts
Notary Public

My Commission Expires:
11-30-02

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, Tonya Tufts, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James S. Lattimore, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he is the co-executor of The Estate of Walter R. Nipper, Jr., a joint venturer of Nipper Properties, a Tennessee Joint Venture, the within named bargainor, and that such person as such joint venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by such person as joint venturer.

WITNESS my hand and seal at office in Nashville, Tennessee, this the 30th day of August 2002.

Tonya Tufts
Notary Public

My Commission Expires:
11-30-02

EXHIBIT A

Land in Davidson County, Tennessee, being Lot Nos. 1, 3, 5 and 6 on the Plan of Nippers Corner, as shown on plat of record in Plat Book 7900, page 299, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more particular description.

Being a portion of the same property conveyed to Nipper Properties, a Tennessee Joint Venture by deed of record in Book 8125, page 422, as corrected in Book 8375, page 216, Register's Office for Davidson County, Tennessee. Also being a portion of the same property conveyed to Nipper Properties, a Tennessee Joint Venture by deed of record in Book 8125, page 424, Register's Office for Davidson County, Tennessee.