Box 38 JPS

This Instrument Was Prepared By:
Andrea P. Ivory, Esq.
Miller & Martin LLP
1200 One Nashville Place
150 4th Avenue North
Nashville, TN 37219

Davidson County DEEDWARR
Recvd: 09/16/02 16:04 7pgs
Fees:38.00 Taxes:15218.83
20020916-0112912

Address New Owner(s):
The Ensworth School
211 Ensworth Place
Nashville, TN 37205

Send Tax Bills to:
SAME

Map and Parcel:
Map: 156
Parcels: 25 and 47

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 of which is hereby acknowledged, PE VENTURES, LLC, a Tennessee limited liability company (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to THE ENSWORTH SCHOOL, a Tennessee nonprofit corporation (the "Grantee"), its successors and assigns, a tract or parcel of land located in Davidson and Williamson Counties, Tennessee and being more particularly described on Exhibit A attached hereto and incorporated herein by this reference.

This is improved property known as 7401 Highway 100, Nashville, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever. Grantor covenants with said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, subject to those matters set forth on Exhibit B attached hereto. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it, but no further or otherwise.

Pursuant to T.C.A. § 46-8-103, Grantor hereby discloses that a gravesite or crypt containing human remains is located on the property.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 13th day of September, 2002.

PE VENTURES, LLC, a Tennessee Limited Liability Company

By: _____

Title: Chief Manager

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Charles A. Elcan, 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 of PE VENTURES, LLC, the within named bargainor, a limited liability company, and that he as such Chief Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the company by himself as Chief Manager.

Witness my hand and seal, at office in Nashville, Tennessee, this 13th day of September, 2002.

Mary Rebecca Summar
Notary Public

My Commission Expires: 5-28-06

MARY REBECCA SUMMAR
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 28, 2006

***

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,113,196.65.

Affiant

Subscribed and sworn to before
me this 16th day of September, 2002.

Notary Public

My Commission Expires: 29 November 2003

JAMES S. TATE, JR.
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY

EXHIBIT A

TRACT I
PROPERTY DESCRIPTION (PARCEL 25)

Being a tract of land in the southerly portion of Davidson County, lying in the 35th Councilmanic District of Nashville, Tennessee. Bounded on the north by Charles W. Smith as recorded in Deed Book 9059, Page 522, Register's Office for Davidson County (RODC) & Devon Park Subdivision, Phase III as recorded in Plat Book 6900, Page 52 RODC, on the southeast by Right-of-Way (ROW) of State Route 100 (ROW varies), on the southwest by Larry R. Tidwell as recorded in Deed Book 10328, Page 75 RODC, on the northwest by Cecil D. Branstetter as recorded in Deed Book 7277, Page 50 RODC. Being a portion of Lot 2 of the Map of Devon Farm recorded in Plat Book 547, Page 193 & 194. Tract being described as follows:

POINT OF BEGINNING being a set point on the northerly ROW margin of State Route 100, being the southwest corner of the 42' ROW dedication as shown on the plat of Devon Park Subdivision, Phase III, as previously mentioned, also being approximately 1500 feet northeast of the center of the Harpeth River; thence along the northerly ROW margin of State Route 100 South 57°23'26" West 452.68 feet to a set point; thence North 32°36'34" West 107.00 feet to a set point; thence South 57°23'26" West 625.00 feet to a set point; thence South 32°36'34" East 107.00 to a set point; thence South 57°23'26" West 412.78 feet to the center of the Harpeth River, passing a witness point at 312.57 feet; thence with the centerline of said Harpeth River, said line being referenced at 100 feet on the east bank of said river, North 28°57'46" West 331.57 feet to a point; thence continuing with said centerline North 44°00'32" West 58.84 feet to a point; thence leaving said centerline of river and generally following a fence line North 41°38'20" East 330.76 feet to a set point, passing a witness corner at 100.28 feet; thence continuing with said fence North 74°10'26" East 414.44 feet to a set point; thence North 21°20'11" East 540.66 feet to a set point; thence leaving said fence and parallel South 82°10'43" East 426.40 to a 24" Oak also being the common corner of Lot 128 on the previously mentioned Devon Park plat; thence with said rear lines of Lots 128-131 of Devon Park South 33°12'27" East 400.39 feet to the point of beginning.

Containing 638,491 square feet or 14.66 acres.

TRACT II
PROPERTY DESCRIPTION (PARCEL 47)

Being a tract of land in the southerly portion of Davidson County & in part in the northern portion of Williamson County, lying in the 35th Councilmanic District of Nashville, Tennessee. Bounded on the north by Right-of-Way (ROW) of State Route 100 (ROW varies), on the east by Edwin Warner Park, ownership shown to Metro. Nashville Department of Parks, no deed of record per Register's Office for Davidson County (RODC), on the south by Horseshoe Bend Subdivision as recorded in Plat Book 6200, Page 918 RODC & Plat Book 12, Page 88 Register's Office for Williamson County (ROWC), also on the south by Horseshoe Bend Homeowners

EXHIBIT A cont.

Association, Inc. as recorded in Deed Book 1191, Page 846 ROWC, on the west by a portion of the Harpeth River & Jerry Brown Russell, Sr. & Melissa Brown Russell as recorded in Deed Book 5831, Page 270 RODC, also on the west by State of Tennessee Dept. of Conservation as recorded in Deed Book 5143, Page 915 RODC. Being a portion of Lots 2 & 3 of the Map of Devon Farm as recorded in Plat Book 547, Pages 193 & 194. Tract being described as follows:

POINT OF BEGINNING being a found railroad spike in the centerline of the southerly portion of Hicks Road on the southerly ROW margin of State Route 100, point being approximately 3687 feet northeast of the centerline of the Harpeth River; thence with the centerline of Hicks Road the following calls: South 6°18'49" West 166.50 feet to a set point; thence with a curve to the left having a radius of 375.00 feet, an arc length of 257.33 feet, a central angle of 39°19'00", a chord bearing and distance of South 13°20'41" East 252.31 feet to a set point; thence South 33°00'11" East 118.25 feet to a set point; thence with a curve to the right having a radius of 100.00 feet, an arc length of 79.75 feet, a central angle of 45°41'37", a chord bearing and distance of South 10°09'23" East 77.65 feet to a set point; thence South 12°41'26" West 171.70 feet to a set point; thence with a curve to the right having a radius of 75.00 feet, an arc length of 35.96 feet, a central angle of 27°28'14", a chord bearing and distance of South 26°25'33" West 35.62 feet to a set point ; thence South 40°09'40" West 220.50 feet to a set point; thence with a curve to the left having a radius of 172.00 feet, an arc length of 105.88 feet, a central angle of 35°16'09", a chord bearing and distance of South 22°31'35" West 104.21 feet to a set point; thence South 4°53'31" West 2110.87 feet to a set point; thence South 16°01'16" West 93.47 feet to a point in the approximate centerline of the Little Harpeth River; thence with said centerline of the Little Harpeth River and leaving Hicks Road North 74°14'22" West 8.43 feet to a point; thence leaving said centerline of the Little Harpeth River South 34°35'16" West 39.38 feet to a set point on the top of the southwesterly bank of the Little Harpeth River and the northerly Common Area line of Horseshoe Bend Subdivision as previously mentioned; thence with said top of bank and northerly line of Horseshoe Bend the following calls: North 52°29'48" West 106.69 feet to a found iron rod; thence North 32°21'35" West 173.91 feet to a set point; thence North 24°22'31" West 273.80 feet to a set point; thence North 76°28'34" East 56.23 feet to a found iron rod; thence North 27°15'57" West 186.98 feet to a found iron rod; thence North 19°19'49" West 235.98 feet to a found iron rod; thence North 51°04'49" West 274.49 feet to a found iron rod; thence North 60°14'13" West 158.66 feet to a found iron rod; thence North 80°41'42" West 47.16 feet to a found iron rod; thence South 47°19'51" West 53.17 feet to a found iron rod; thence South 6°12'05" West 283.57 feet to a found iron rod; thence South 70°57'04" West 389.16 feet to a found iron rod; thence North 84°30'53" West 305.30 feet to a set point; thence South 74°23'30" West 324.75 feet to a set point; thence South 81°31'12" West 320.60 feet to a set point; thence South 65°01'29" West 262.00 feet to a set point; thence North 80°47'23" West 170.77 to a set point; thence North 48°28'46" West 193.02 feet to a set point; thence leaving said top of bank and Horseshoe Bend Subdivision North 30°20'28" West 70.88 feet to a point in the centerline of the Harpeth River; thence with said centerline of the Harpeth River, said lines being referenced by a 150 feet witness line on the east bank of the Harpeth River, North 10°29'53" East 89.61 feet to a point; thence continuing with said river North

EXHIBIT A cont.

9°46'15" East 305.56 feet to a set point; thence continuing North 16°48'08" West 235.89 feet to a point in the southerly ROW margin of State Route 100; thence leaving said centerline of the Harpeth River and running with said ROW margin of State Route 100 North 57°23'26" East 424.22 feet to a set point, passing a witness point at 155.89 feet; thence continuing with said ROW margin the following calls: South 32°36'34" East 107.00 feet to a set point; thence North 57°23'26" East 625.00 feet to a set point; thence North 32°36'34" West 107.00 feet to a set point; thence North 57°23'26" East 1350.00 feet to a set point; thence South 32°36'34" East 7.00 feet to a set point; thence North 57°23'26" East 650.00 feet to a set point; thence North 32°36'34" West 7.00 feet to a set point; thence North 57°23'26" East 444.10 feet to a set point; thence with a curve to the right having a radius of 2831.79 feet, an arc length 193.80 feet, a central angle of 3°55'16", a chord bearing and distance of North 59°21'04" East 193.76 feet to the point of beginning.

Containing 4,770,996 square feet or 109.53 acres.

Said tracts being the same property conveyed to P E Ventures, LLC by warranty deed from Sarah Hunter Hicks Green of record in Instrument No. 20020401-0039411, Register's Office for Davidson County, Tennessee and Book 2423, page 431, Register's Office for Williamson County, Tennessee.

The foregoing legal description was prepared from a survey prepared by Robert M. Searson, Tenn. RLS No. 1666, Littlejohn Engineering Associates, Inc., 1939 Twenty-first Avenue South, Nashville, TN 37212.

EXHIBIT B

PERMITTED EXCEPTIONS

1. State and Metropolitan taxes for the year 2002, which have been prorated between the parties and the payment of which will be assumed by the Purchaser.

2. Easement granted by Hunter Giers Hicks to Tennessee Valley Authority of record in Book 2998, page 539, Register's Office for Davidson County, Tennessee.

3. Easement for right-of-way of Hicks Road lying within the boundaries of the property.

4. Subject to the flow of the Harpeth River and the Little Harpeth River.

5. Agreement for Dedication of an Easement for Public Utilities, of record in Book 8626, page 887, and in Book 8626, page 891, said Register's Office.

6. Agreement for Dedication of Easement for Water Line, of record in Book 8019, page 176, said Register's Office.

7. Easement Agreement by and between Sarah Hunter Hicks Green and her late husband, C. William Green, and Harpeth Valley Utilities District of Davidson and Williamson Counties, of record in Book 8019, page 123, said Register's Office.

8. A 30-foot wide water line easement of record in Book 7491, page 777, said Register's Office.

9. Agreement for Dedication of an Easement for Water Line, of record in Book 5258, page 242, said Register's Office.

10. Right of interested persons as defined in T.C.A. 46-4-102 to existing cemetery on Tract II, including ingress and egress thereto.

11. All matters shown on a survey of the property prepared by Littlejohn Engineering Associates, Inc., No. 211178, dated February 27, 2002, last revised September 5, 2002.