PICK-UP

Davidson County DEEDWARR
Recvd: 01/02/03 09:45 5pgs
Fees:28.00 Taxes:1572.50
20030102-0000090

This Instrument Was Prepared By:
Baker, Campbell & Parsons
Attorneys At Law
303 Church Street, Suite 300
Nashville, Tennessee 37201-1786

Address New Owner And Send Tax Bills To:

Highland Park Land Company
515 North Loop 12
Irving, TX 75061
Attn: John D. Moore, President

Map/Parcel Number:

Map 148, Parcel 33

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, **CLASS PROPERTIES, L.P.**, a Tennessee limited partnership (hereinafter referred to as the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **HIGHLAND PARK LAND COMPANY**, a Texas corporation (hereinafter referred to as the "Grantee"), in fee simple, certain real property situated in Davidson County, Tennessee, which property is more particularly described on Exhibit A which is attached hereto and made a part hereof by this reference, together with all right, title and interest of the Grantor, if any, in and to any easements and rights-of-way adjoining, abutting, or benefitting the same and together with the appurtenances, hereditaments, estate, title and interest thereto appertaining (all of the foregoing being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property to the Grantee, its successors and assigns, in fee simple forever; subject, however, to the matters set forth in Exhibit B which is attached hereto and made a part hereof by this reference.

The Grantor covenants that it is lawfully seized and possessed of the Property; that it has full power and lawful authority to sell and convey the Property; that the Property is free from all encumbrances made or suffered by it, except to the extent otherwise set forth in Exhibit B hereto; and the Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, through or under the Grantor, but not otherwise.

Whenever in this instrument the terms Grantor and Grantee are used, such terms will be construed to include said parties, their legal representatives, successors and assigns, and such terms, or pronouns therefor, will be construed to include the masculine, feminine or neuter gender and the singular number will include the plural, all as the context may require.

IN WITNESS WHEREOF, the Grantor has executed this deed on this 30th day of December, 2002.

CLASS PROPERTIES, L.P.,
a Tennessee limited partnership,

By: Class South Properties, Inc.,
a Tennessee corporation,
its general partner

By: _____
Gary T. Baker, Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $425,000.00.

Affiant

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

Notary Public

My Commission Expires: 2-20-05

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public for the State and County aforesaid, personally appeared Gary T. Baker, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the vice president of Class South Properties, Inc., a Tennessee corporation that is the general partner of Class Properties, L.P., the within named bargainor, a Tennessee limited partnership, and that he, as such officer of the general partner of the limited partnership, being authorized so to do, executed the foregoing instrument for the purposes contained therein by signing the name of the limited partnership by himself as such officer of the general partner of the limited partnership.

WITNESS my hand and seal, this 30th day of December, 2002.

Notary Public

My Commission Expires: 2-20-05

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Exhibit A

Property Description

Land in Davidson County, Tennessee, being Lot No. 2 on the Plat of Peterbilt Subdivision, of record in Plat Book 5200, Page 13, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Being the same property conveyed to Class Properties, L.P., by deed from Henry Haile, Substitute Trustee, of record in Book 9472, Page 781, in the Register's Office for Davidson County, Tennessee.

This is improved property known as 2001 Antioch Pike, Antioch, Tennessee 37013.

Exhibit B

Exceptions

1. 2002 real property taxes.

2. Permanent easement and right-of-way for street purposes, of record in Book 6314, Page 231, Register's Office for Davidson County, Tennessee.

3. Agreement for dedication of easement for water mains and appurtenances, of record in Book 7492, Page 623, Register's Office for Davidson County, Tennessee.

4. All matters shown on the plan of record in Book 5200, Page 13, Register's Office for Davidson County, Tennessee.

5. Title to a portion of the premises within the dedicated right-of-way at the intersection of Haywood Lane and Antioch Pike.

6. Easement for the flow of Mill Creek.