Bk 69
54373

This instrument prepared by:
Thomas Ice, Jr.
Middleton Reutlinger
2500 Brown & Williamson Tower
Louisville, KY 40202

Davidson County DEEDWARR
Recvd: 04/07/03 13:30 3pgs
Fees:18.00 Taxes:1822.25
20030407-0045707

WARRANTY DEED

Address of new owner and send tax bills to:
UP Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

Map No. 147
Portion of Parcel 45 and Parcel 46

Property Address: 10 Harding Mall Drive, Nashville, TN 37211

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, **FAZ-NASH NO.1, LLC**, a Tennessee limited liability company (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said **UP PROPERTIES OF TENNESSEE, LLC**, a Tennessee limited liability company (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit "A" which is attached hereto and incorporated herein by this referenced ("the Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

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

2. Terms and Provisions of Lease of record in Book 3450, Page 177, amended by Book 9140, Page 523.

3. Deeds of Conveyance to Metropolitan Government of Nashville and Davidson County for water and/or sewer distribution system of record in Book 10360, Pages 287 and 290, Book 10360, Pages 293 and 296, and Book 10360, Page 299, respectively.

4. Restrictions as contained in Book 9189, Page 351, Book 9189, Page 359, and Book 9189, Page 368, respectively.

5. Easement(s) to Harding Place Partnership, as set forth in instrument recorded in Book 9087, Page 101, as re-recorded in Book 9100, Page 929.

6. All matters shown on Plat recorded in Book 7900, Page 606, and Book 7900, Page 791.

7. Other Easements, restrictions and other matters of record.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; that Grantor has a good right to convey the same; and that the Property is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself, 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.

IN WITNESS WHEREOF, FAZ-NASH NO.1, LLC has executed this Warranty Deed this 31 day of March, 2003.

FAZ-NASH NO.1, LLC

By W. Craig Barber
Printed name: W CRAIG BARBER
Title: Chief Manager

NOTARY

State of TENNESSEE

County of DAVIDSON

Before me, A Notary, of the state and county mentioned, personally appeared W. Craig Barber, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be the Chief Manager the within named grantor, a corporation, and that as such Chief Manager, executed the foregoing instrument, for the purposes therein contained, by signing the name of the corporation by himself as Chief Manager.

Witness my hand and seal of office this 31st day of March, 2003.

EVA M. GRIMMETT NOTARY PUBLIC AT LARGE My Commission Expires Sept. 24, 2005 DAVIDSON CO. TENNESSEE

Eva M. Grimmett, Notary Public

My Commission expires: 09/24/05

VALUATION AFFIDAVIT

I hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $492,500.00 which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

EVA M. GRIMMETT NOTARY PUBLIC AT LARGE My Commission Expires Sept. 24, 2005 DAVIDSON CO. TENNESSEE

W Craig Barber
Affiant Chief Manager

Subscribed and sworn to before me this 31st day of March, 2003.

Eva M. Grimmett, Notary Public

My commission expires: 09/24/05

EXHIBIT "A"

Building #5025
10 Harding Mall Drive
Nashville, Davidson County, TN

LAND in Davidson County, Tennessee, being Lot No. 4, on the Plan of Resubdivision of Lot Nos. 3 and 4, Harding Mall Village, as shown on plat of record in Plat Book 7900, page 791, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Together with those easement rights as set forth in that certain Cross Access Easement Agreement recorded in Book 9087, page 101, and re-recorded in Book 9100, page 929.

BEING the same property conveyed to Faz-Nash No. I, LLC, a Tennessee limited liability company, by Deed of Record in Book 9741, page 374, Register's Office for Davidson County, Tennessee.