03-3-56-D/03020172

THIS INSTRUMENT PREPARED BY:
Carla F. Fenswick, Esq.
Waller Lansden Dortch & Davis,
A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, Tennessee 37219

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $3,000,000.00

Carla F. Fenswick
Affiant

Subscribed and sworn to before me this 14th day of April, 2003.

Notary Public

My Commission Expires: 9-27-03

Davidson County DEEDWARR
Recvd: 04/14/03 10:54 5pgs
Fees:28.00 Taxes:11100.00
20030414-0049123

****

ADDRESS OF NEW OWNER: SEND TAX BILL TO: MAP-PARCEL NO.

Michael D. Shmerling Partners, G.P.
A Tennessee General Partnership
1900 Church Street, Suite 400
Nashville, TN 37203

SAME

Maps 92-11 & 92-12

Parcels 364 & 50,51,52,53,54,57, 58,59, & 60

****

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, CHARLOTTE PIKE REDEVELOPMENT GROUP, LLC, a Tennessee limited liability company ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto Michael D. Shmerling Partners, G.P., A Tennessee General Partnership ("Grantee"), the representatives, successors and assigns of Grantee, a certain tract or parcel of land in Nashville, Davidson County, Tennessee, together with any improvements thereon (the "Property"), described on Exhibit A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the said Property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, the heirs, representatives, successors and assigns of Grantee, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered except as set forth herein, including without limitation those matters set forth in Exhibit B attached hereto and made a part hereof. Grantor further covenants and binds 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 claiming by, through or under Grantor, but not otherwise.

All exhibits referred to herein are attached hereto and incorporated herein by reference. Wherever used, the singular number 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 caused this Special Warranty Deed to be executed on the 9th day of April, 2003.

GRANTOR:

CHARLOTTE PIKE REDEVELOPMENT GROUP, LLC.
a Tennessee limited liability company

By: Herbert S Lawson

Name: HERBERT S. LAWSON

Title: MANAGING MEMBER

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared HERBERT COUSEN with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged him/herself to be MANAGING MEMBER of Charlotte Pike Redevelopment Group, LLC, the within named bargainor, a Tennessee limited liability company, and that he/she, as such MANAGING MEMBER being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company.

Witness my hand and seal, at office in FT-LAUD. FL., this the 9 day of APRIL, 2003.

Kim Ruffo
Notary Public

My Commission Expires:_____

Kim Ruffo
MY COMMISSION # CC989240 EXPIRES
December 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

913964.1

E X H I B I T "A"

LAND in Nashville, First Civil District, Nineteenth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Twentieth Avenue North between Charlotte Avneue and Patterson Street, being Lots Nos. 5, 6, and 7 as shown on the plan of Peter Cartwright's Subdivison of record in Plat Book 57, Page 128, Register's Office for Davidson County, Tennessee, and Lots Nos. 90, 91, 92, 93, 94, 95, and part of 96 and 97, as shown on the plan of Murphy Land Company, Division "B", of record in Plat Book 161, Pages 126 and 127, Register's Office for Davidson County, Tennessee, and adjacent portion of closed alleys, being more particularly described according to a description provided by Ronald W. Ferguson, Tennessee Registered Land Surveyor No. 1972, dated December 14, 2001, and reinspected and updated April 2, 2003 and further described as follows:

BEGINNING at an iron pin in the easterly right-of-way line of Twentieth Avenue North (50 foot right-of-way), at the southerly terminus of a curve return to the southerly right-of-way line of Charlotte Avenue (92 foot right-of-way);

THENCE, along said curve return with a curve to the right 27.70 feet to a new iron pin in the southerly right-of-way line of Charlotte Avenue, said curve having a central angle of 105° 49' 04", a radius of 15.00 feet, a tangent of 19.84 feet and a chord of North 26° 40' 39" East, 23.93 Feet;

THENCE, along the southerly right-of-way line of Charlotte Avenue, North 79° 35' 07" East, 240.70 feet to an iron pin in the northwesterly corner of property of 1915 Charlotte Developers of record in Deed Book 6712, Page 204, Register's Office for Davidson County, Tennessee, and corrected in Deed Book 7017, Page 860, said Register's Office;

THENCE, along the westerly line of said 1915 Charlotte Developers property, South 26° 15' 24" East, 147.40 feet to an iron pin in the northerly line of Alley Number 888 Closed by Metropolitan Council Bill No. 097-925;

THENCE, crossing said Closed Alley, South 26° 17' 01" East, 23.11 feet to a new iron pin in the southerly margin of said Closed Alley;

THENCE, along the southerly margin of said Closed Alley, North 63° 42' 59" East, 99.90 feet to a new iron pin in the northwesterly corner of Enoch L. Jones, et. ux. Property of record in Deed Book 6486, Page 219, Register's Office for Davidson County, Tennessee, and Deed Book 7759, Page 312, said Register's Office;

THENCE, along the westerly line of said Enoch L. Jones Property, South 25° 58' 40" East, 148.57 feet to an iron pin in the norhterly right-of-way line of Cartwright Street (40 foot right-of-way);

THENCE, along the northerly right-of-way line of Cartwright Street, South 63° 44' 17" West, 158.19 feet to the centerline of Alley Number 900 Closed by Metroolitan Council Bill Number 086-1545;

THENCE, along the centerline of said Closed Alley, South 26° 14' 10" East, 9.15 feet to an iron pin in the northerly line of property of Pavilion Investors, LLC of record in Instrument No. 20011002-0106172 , Register's Office for Davidson County, Tennessee;

THENCE, along said northerly line, South 63° 44' 56" West, 191.81 feet to an iron pin in the easterly right-of-way line of Twentieth Avenue North (50 foot right-of-way);

THENCE, along said right-of-way, North 26° 13' 50" West, 379.45 feet to the POINT OF BEGINNING containing 105,363 square feet, or 2.42 acres, more or less.

No insurance is afforded as to the exact amount of acreage contained in the property described herein.

BEING the same property conveyed to Grantor by Deeds of record in Book 10227, Page 331, and in Book 10472, Page 911, Register's Office for Davidson County, Tennessee.

EXHIBIT B
to Special Warranty Deed

Exceptions to Title

1. Rights of the public in streets and highways adjoining the Property, if any.

2. Zoning and building laws, ordinances, resolutions and regulations.

3. Real estate taxes for the year 2003.

5. Covenants, agreements, conditions, restrictions, reservations and other matters of record.