File 35
CTIC (JBP)

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Silverman Properties, LP c/o Martin Silverman 1002 Natchez Road Franklin, Tennessee 37069	Map & Parcel No. 026-15-0-004.00	Same
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (MBN) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 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 which are hereby acknowledged, BSM Development, LLC, a Tennessee limited liability company (collectively, "Grantor"), has bargained and sold, and by these presents does hereby transfer and convey to Silverman Properties, LP, a Tennessee limited partnership ("Grantee"), its 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 encumbrances more particularly described in Exhibit B, which is attached hereto and incorporated herein by this reference (the "Permitted Encumbrances").

This is improved property known as 2225 Gallatin 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 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 except (i) claims arising under or by virtue of the Permitted Encumberances, and (ii) Grantor makes no warranty as to the amount or acreage in the Property.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 6th day of June, 2003.

Davidson County DEEDWARR
Recvd: 06/06/03 16:32 4pgs
Fees:23.00 Taxes:4902.50
20030606-0078745

GRANTOR:

BSM Development, LLC

By: _____
Carl D. Storey, III, Chief Manager

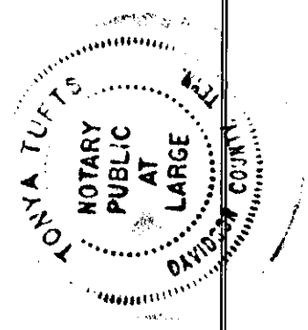
STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,325,000.00.

Affiant

Subscribed and sworn to before me this 5th day of June, 2003.

Notary Public
My Commission Expires: 1/27/07



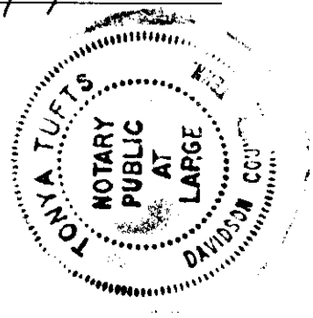
STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for the County and State aforesaid, the within named Carl D Storey, III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged to be the Chief Manager of BSM DEVELOPMENT, LLC, the within named bargainor, a Tennessee limited liability company, and that as such, being authorized so to do, executed the foregoing instrument for the purposes contained, by signing the name of the limited liability company by him as Chief Manager.

Witness my hand and seal, at office in Nashville, Tennessee, the 5th day of June, 2003.

NOTARY PUBLIC
My Commission Expires: 1/27/07



872390 v2
103638-007 6/5/2003

EXHIBIT A

DESCRIPTION OF PROPERTY

Lot No. 3 on the Plan of Resubdivision of Lot 3 Northside Festival, of record in Book 9700, page 161, Register's Office for Davidson County, Tennessee.

The foregoing description being the same description used in the instrument conveying the foregoing property to Grantor.

Being the same property conveyed to BSM Development, LLC, by Special Warranty Deed of record in Book *, page _____, in the Register's Office of Davidson County, Tennessee.

*20030606-0078744

EXHIBIT B

PERMITTED ENCUMBRANCES

1. Real estate taxes and assessments for the year 2003 and subsequent years, a lien not yet due and payable; Grantee has assumed responsibility for payment of said taxes.

2. All matters shown on the Plan of record in Book 9700, page 161, and Book 3300, Page 18, as amended in Book 7016, page 722, Register's Office for Davidson County, Tennessee.

3. The instruments of record in Book 9818, page 370, Book 9912, page 591, and in Book 10089, page 201, Register's Office for Davidson County, Tennessee.

4. All matters shown on that certain ALTA/ACSM survey of the Property prepared by Michael V. Holmes, Certificate No. 213, with H & H Land Surveying, Inc., dated May 18, 1998 and revised June 4, 2003.

5. Lease Agreement dated February 28, 2003, between BSM Development, LLC, as Landlord, and Vitamin Shoppe Industries, Inc., as Tenant.