PICK-UP

Davidson County DEEDWARR
Recvd: 08/19/03 16:06 5pgs
Fees:28.00 Taxes:5204.49
20030819-0120310

This Instrument prepared by:
Stokes Bartholomew Evans & Petree, P.A. (DRH)
424 Church Street, Suite 2800
Nashville, Tennessee 37219

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Armed Services Mutual Benefit Association P. O. Box 160384 Nashville, TN 37216	Same	Map 26 Parcel 152 and Parcel 164 (formerly part of Parcel 4)

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **NORTH CREEK ASSOCIATES, LTD. LCC, L.P.**, a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **ARMED SERVICES MUTUAL BENEFIT ASSOCIATION**, an unincorporated association (the "Grantee"), its successors and assigns, those certain tracts or parcels of land in Davidson County, State of Tennessee, described as follows:

See Exhibit A attached hereto and incorporated herein by this reference.

This conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

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, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all parties claiming by, through or under the Grantor, but not further or otherwise.

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, the Grantor has caused this Special Warranty Deed to be executed as of the 19th day of August, 2003.

NORTH CREEK ASSOCIATES, LTD. LCC, L.P.

By: AFPC Equity Investors, Ltd., General Partner

By: 222 Partners, Inc., General Partner

By: _____
Robert E. Lehning, Jr.,
Vice President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Robert E. Lehning, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of 222 Partners, Inc., a Tennessee corporation, the general partner of AFPC Equity Investors, Ltd., L.P., a Tennessee limited partnership, which is the general partner of North Creek Associates, Ltd. LCC, L.P., a Tennessee limited partnership, the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 19th day of August, 2003.

_____
Notary Public

CAROLE M. MAXSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

My Commission Expires:
7-24-04

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,406,620.00.

_____ VP, AANS
Affiant

Subscribed and sworn to before me this 19th day of August, 2003.

_____
Notary Public

CAROLE M. MAXSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

My Commission Expires:
7-24-04

237675.1/2388.15

EXHIBIT A

Tract I:

Land in Davidson County, Tennessee, being Lot 3 on the Final Plat, Revision One, Northcreek Commons, Section Nine, of record as Instrument No. 20030818-0119192, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to North Creek Associates, Ltd., a Tennessee limited partnership, by deeds of record in Book 6782, page 335, and Book 6804, page 160, in the Register's Office for Davidson County, Tennessee. North Creek Associates, Ltd. being now known as North Creek Associates, Ltd. LCC, L.P.

Tract II:

Being a certain tract of land located in the Tenth Councilmanic District of Davidson County, City of Goodlettsville, Tennessee. Said tract being bounded on the North by Lot 10 NorthCreek Commons Section 7 and Lot 14 NorthCreek Commons Section 10, on the East by NorthCreek Boulevard (90 foot right-of-way), on the South by Lot 15 NorthCreek Commons Section 10, on the West by Conference Drive (under construction), and being more particularly described as follows:

Beginning at an iron rod (new) lying in the westerly right-of-way of Northcreek Boulevard, said iron rod (new) being the southeast corner of Lot 14 NorthCreek Commons Section 10, of record in Instrument No. 20020313-0031860, Register's Office for Davidson County (RODC), Tennessee and the northeast corner of herein described tract; thence,

With the westerly right-of-way of said NorthCreek Boulevard, S 19°15'14" E, 129.83 feet to an iron rod (new); thence,

Continuing with said right-of-way along a 1143.52 foot radius curve to the right, having a central angle of 34°30'04", a tangent length of 355.08 feet, an arc length of 688.58 feet and a chord bearing and distance of S 15°36'54" W, 678.22 feet to an iron rod (new), said iron rod (new) being the southeast corner of Lot 15 NorthCreek Commons Section 10, of record in Instrument No. 20020905-0107680, (RODC), Tennessee; thence,

Leaving the westerly right-of-way of said NorthCreek Boulevard, with the easterly line of said Lot 15, N 40°52'08" W, 183.93 feet to an iron rod (new), said iron road (new) being the northeast corner of said Lot 15; thence,

With the northerly line of said Lot 15, S 62°00'39" W, 209.93 feet to an iron rod (new), said iron rod (new) lying in the new easterly right-of-way of Conference Drive and being the northwest corner of said Lot 15; thence,

Leaving the northerly line of said Lot 15, with said easterly right-of-way of Conference Drive for the next four (4) calls:

1. N 09°58'33" W, 205.49 feet to an iron rod (new); thence,

2. With a 1491.76 foot curve to the left, having a central angle of 08°00'08", a tangent length of 104.34 feet, an arc length of 208.35 and a chord bearing and distance of N 17°58'41" W, 208.18 feet to an iron rod (new); thence,

3. N 25°58'49" W, 279.82 feet to an iron rod (new); thence,

4. With a 1319.56 foot curve to the right, having a central angle of 11°23'35", a tangent length of 131.63 feet, an arc length of 262.39 feet and a chord bearing and distance of N 14°35'14" W, 261.96 feet to a point, said point being the southwest corner of Lot 10 NorthCreek Commons Section 7, of record in Plat Book 8250, page 350, (RODC), Tennessee. Said point being S 67°11'30" E, 1.00 feet easterly of an iron rod (old) set by Volunteer Surveying; thence,

Leaving the easterly right-of-way of said Conference Drive, with the southerly line of said Lot 10, S 67°11'30" E, 397.70 feet to an iron rod (old) with cap stamped Ragan Smith & Associates, said iron rod (old) being the southeast corner of said Lot 10 and a westerly corner of said Lot 14; thence,

Leaving the southerly line of said Lot 10, with the westerly line of said Lot 14, S 15°47'26" E, 116.71 feet to an iron rod (old) with cap stamped Ragan Smith & Associates, said iron rod (old) being the southwest corner of said Lot 14; thence,

With the southerly line of said Lot 14, N 74°12'34" E, 343.18 feet to the Point of Beginning, containing 428,400 square feet or 9.835 acres, more or less, as calculated by the above-described courses and distances, described according to the ALTA/ACSM Land Title Survey, North Creek Associates, Ltd., Conference Drive & North Creek Boulevard, dated July 17, 2003, prepared by David A. Johnson, Tennessee RLS No. 1352, Ragan-Smith Associates, 315 Woodland Street, Nashville, Tennessee 37206, Job No. 77-263.

Being part of the same property conveyed to North Creek Associates, Ltd., a Tennessee limited partnership, by deeds of record in Book 6782, page 335, and Book 6804, page 160, in the Register's Office for Davidson County, Tennessee. North Creek Associates, Ltd. being now known as North Creek Associates, Ltd. LCC, L.P.

EXHIBIT B

1. Real estate taxes for 2003, a lien, but not yet due and payable, which have been prorated between the parties. (Tracts 1 and 2)

2. Matters shown on the Plan, of record in Book 9700, page 32, Register's Office for Davidson County, Tennessee. (Tracts 1 and 2)

3. Matters shown on the Plan, of record as Instrument No. 20030818-0119192, said Register's Office. (Tract 1)

4. Matters shown on the Plan, of record as Instrument No. 20020905-0107680, said Register's Office. (Tract 2)

5. Matters shown on the ALTA/ACSM Land Title Survey, North Creek Associates, Ltd., Conference Drive & North Creek Boulevard, dated July 17, 2003, prepared by David A. Johnson, Tennessee RLS No. 1352, Ragan-Smith Associates, 315 Woodland Street, Nashville, Tennessee 37206, Job No. 77-263, and Surveyor's Report, dated July 15, 2003. (Tract 2)

6. Declaration of Protective Covenants and Owners Association for Northcreek Commons, Goodlettsville, Davidson County, Tennessee, including, but not limited to, easements, assessments, special assessments, charges and liens, of record in Book 7118, page 938, as amended by instruments, of record in Book 7245, page 958, Book 8195, page 337, and Book 9780, page 183, said Register's Office. (Tracts 1 and 2)

7. Easements for slopes and working area, of record as Instrument No. 20001214-0122977, said Register's Office. (Tract 2)

8. Declaration of Easements, of record as Instrument No. 20020909-0109280, said Register's Office. (Tract 2)

9. Rights of others in and to the common areas. (Tracts 1 and 2)