Davidson County DEEDWARR
Recvd: 12/01/03 14:32 5pgs
Fees:28.00 Taxes:68450.00
20031201-0172707

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MSP)
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map-Parcel Number(s):
Burton Hills Investments, General Partnership 181 Charlotte Street P.O. Box 709 Asheville, NC 28801	Same	131-6-A/18

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, BURTON HILLS III PARTNERSHIP, a Tennessee general partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto BURTON HILLS INVESTMENTS, GENERAL PARTNERSHIP, a Tennessee general partnership ("Grantee"), certain real property located in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, together with all improvements located thereon (such land and improvements, and all rights and appurtenances pertaining thereto, being hereinafter collectively referred to as the "Property").

The Property is known as Burton Hills III, 20 Burton Hills Boulevard, Nashville, Davidson County, Tennessee 37215.

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

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

[*Signature Page Follows*]

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed as of the 30th day of November, 2003.

BURTON HILLS III PARTNERSHIP,
a Tennessee general partnership

By: BURTON HILLS III MANAGEMENT, LLC, a Tennessee limited liability company, its Managing Partner

By: _____
Dale A. Holmer, Chief Manager

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, a Notary Public in and for the State and County duly commissioned and qualified, DALE A. HOLMER, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Chief Manager of BURTON HILLS III MANAGEMENT, LLC, a Tennessee limited liability company, the sole managing partner of BURTON HILLS III PARTNERSHIP, a Tennessee general partnership (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 and seal, at office in Nashville, Tennessee, this the 25th day of November, 2003.

_____
Notary Public

My commission expires: March 25, 2006

MICHAEL S. PEEK
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAR. 25, 2006

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value (whichever is greater) for this transfer is $18,500,000.00.

Charles W. Archerd, Affiant

Subscribed and sworn to before me, this 24th day of November, 2003.

Notary Public

My Commission Expires: 3-17-07

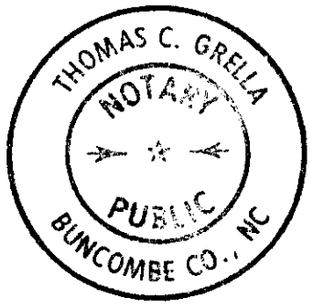


EXHIBIT A

Land in Davidson County, Tennessee, being Tract No. 18, on the plan of Resubdivision of Tracts 15 and 18 of Burton Hills, as shown on plat of record in Plat Book 6900, page 607, in the Register's Office of Davidson County, Tennessee, to which plat reference is made for a more particular purpose.

TOGETHER with Easements Appurtenant thereto as described in Book 6470, page 366 and Book 7703, page 301, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Burton Hills III, LLC a Tennessee Limited Liability Company, by Deed of Record in Book 9780, page 817, Register's Office for Davison County, Tennessee. Burton Hills III, LLC was merged into Burton Hills III Partnership by instrument of record in Instrument No. 20000919-0096685.

EXHIBIT B

Exceptions

1. Taxes for the year 2003, a lien, which are not yet due and payable. Tax Parcel No. 131-6-A/18.
2. Covenants, conditions, restrictions, reservations, easements, liens for assessments, options, powers of attorney, and limitations on title set forth in restrictions recorded in Book 6470, page 366, Register's Office of Davidson County, Tennessee and in any allied instrument(s) referred to in said restrictions.
3. Charter of Burton Hills Officer Association, Inc. of record in Book 6468, page 202, as amended in Book 6921, page 222, said Register's Office.
4. Declaration of Reciprocal Rights and Easements of record in Book 7703, page 301, said Register's Office.
5. Easement(s) as set forth in instrument recorded in Book 7519, page 978, said Register's Office.
6. All matters shown on Plat recorded in Book 6900, page 607, said Register's Office.
7. Terms and Provisions of Lease of record in Book 10068, page 583, said Register's Office, as subordinated in Subordination, Attornment and Non-Disturbance Agreement of record in Book 10068, page 587, said Register's Office.
8. Easement(s) to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 10248, page 243, said Register's Office.
9. Deed of Trust given to James Spruill, as Trustee, recorded in Instrument No. 200209250117132, securing Wells Fargo Bank Minnesota, N.A., as trustee, by virtue of assignment of record in Instrument No. 200303250039028, said Register's Office.

   Together with the following supporting document(s):

   (a) Assignment of Leases and Rents of record in Instrument No. 200209250117132, said Register's Office, as assigned in Instrument No. 200303250039028, said Register's Office.

   (b) UCC-1 Fixture Filing of record in Instrument No. 200209250117133, said Register's Office, as assigned in Instrument No. 200303250039027, said Register's Office.
10. Outstanding balance of Promissory Note executed between General Electric Capital Corporation and Burton Hills III Partnership, dated September 25, 2002, in the original principal amount of $12,100,000.
11. Loan Agreement executed between General Electric Capital Corporation and Burton Hills III Partnership, dated September 25, 2002.
12. Matters shown on Survey Number 03252BB dated August 14, 2003, prepared by R. Scot Cherry, Cherry Land Surveying, Inc.