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This Instrument Prepared By:
Stephen E. Cox, Jr., Esq.
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
Suite 1000, 211 Commerce Street
Nashville, Tennessee 37201

Davidson County DEEDWARR
Recvd: 12/03/03 15:58 4pgs
Fees:23.00 Taxes:5365.00
20031203-0174181

ADDRESS NEW OWNER	SEND TAX BILLS TO:	MAP PARCEL
Spiva/Hill Management and Investment, LLC 4121 Hillsboro Road, Suite 302 Nashville, Tennessee 37215	same	34-2/105

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $1,450,000.00.

Affiant

Subscribed and sworn to before me this the 3rd day of December, 2003.

Notary Public

MARILYN HYDE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires: 4/27/04

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Santa Fe Realty Partners, Inc.**, a Tennessee corporation, hereinafter called "GRANTOR," has bargained and sold, and by these presents does transfer and convey unto **Spiva/Hill Management and Investment, LLC**, a Tennessee limited liability company, hereinafter called "GRANTEE," its successors and assigns, certain real property in Davidson County, State of Tennessee, described as follows (the "Property"):

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN)

The Property is transferred subject to the limitations, restrictions, and encumbrances set forth on **Exhibit "B**."

This is improved property known as 1919 Gallatin Road, Madison, Tennessee.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with said GRANTEE that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor, except as listed on **Exhibit B** and representations and limitations as expressly provided for hereby; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the Property to the said GRANTEE, its successors and assigns, against the lawful claims of all persons 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.

WITNESS its hand this, the 3rd day of December, 2003.

GRANTOR:

Santa Fe Realty Partners, Inc., a Tennessee corporation

By: _____
Anita Moore
Title: Secretary

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared **Anita Moore**, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledge herself to be Secretary of Santa Fe Realty Partners, Inc., the within named bargainor, a Tennessee corporation, and that she as such Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as Secretary.

Witness my hand and seal, at office, in Nashville, Tennessee, this the 3rd day of December, 2003.

_____
Notary Public

MARILYN J. HYDE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires: 11/27/04

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2823499-000020 12/02/2003

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 1 on the plan of the Resubdivision of Lots 1 and 2, Shepherd Hills, Section 1, as shown on plat of record in Plat Book 7900, page 709, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Santa Fe Realty Partners, Inc., a Tennessee corporation, by deed of record in Book 11535, page 102, Register's Office for Davidson County, Tennessee

EXHIBIT "B"

THE FOREGOING DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

1. Metropolitan Government and Davidson County taxes for the year 2003 and subsequent years, which have been assumed by Grantee.

2. All matters shown on Plat recorded in Book 7900, page 709, as amended in Book 9847, page 990, Register's Office for Davidson County, Tennessee.

3. Reservation of easement for sewer lines as set forth in instrument recorded in Book 9371, page 639, Register's Office for Davidson County, Tennessee.

4. Deeds of Conveyance to The Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Service, of record in Book 9608, page 380, Register's Office for Davidson County, Tennessee.

5. Stormwater Detention Agreement of record in Book 9336, page 185, Register's Office for Davidson County, Tennessee.