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

Davidson County DEEDWARR
Recvd: 01/02/04 14:22 6pgs
Fees:33.00 Taxes:5161.50
20040102-0000719

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
James G. Sun 9739 Turner Lane Brentwood, Tennessee 37027	Same	Map 103-1; 91-13 Parcels 151; 361

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, **THORNTON FAMILY PARTNERSHIP**, a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **JAMES G. SUN**, a resident of the State of Tennessee (the "Grantee"), its successors and assigns, 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 is improved property known as 5855 and 5861 Charlotte Pike, Nashville, Tennessee 37209.

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 2nd day of January, 2004.

THORNTON FAMILY PARTNERSHIP

By: Guilford F. Thornton
Guilford F. Thornton, Sr., Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Guilford F. Thornton, Sr., 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 Partner of Thornton Family Partnership, a Tennessee general 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 2nd day of January, 2004.

Stella M. McDaniel
Notary Public

STELLA M. McDANIEL NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

My Commission Expires: STELLA M. McDANIEL Notary Public, Davidson Co., TN My Comm. Expires Nov. 27, 2004

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,395,000.00.

Affiant

Subscribed and sworn to before me this 2nd day of January, 2004.

Stella M. McDaniel
Notary Public

STELLA M. McDANIEL NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

My Commission Expires: STELLA M. McDANIEL Notary Public, Davidson Co., TN My Comm. Expires Nov. 27, 2004

247639.1/1580-1

Exhibit "A" Legal Description

TRACT 1

Being a parcel of land in Nashville, First Civil District, Twenty-Fourth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Lellyett Street, south of Charlotte Pike, being Lot No. 3 and Reserved Parcel B, as shown on the plan of John M. Branham's Farm, Section Two, as of record in Book 5210, Page 252, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the easterly right-of-way line of Lellyett Street, said point being southerly 327 feet, more or less, from the southerly right-of-way line of Charlotte Pike;

THENCE, leaving said right-of-way line with the southerly line of properties conveyed to Searcy B. Page by deeds of record in Book 5470, Page 447, and Book 8169, Page 799; J. V. Thomas by deed of record in Book 2244, Page 373; William R. Malone by deed of record in Book 5514, Page 534; William R. Long by deed of record in Book 7754, Page 498, and William E. Jacobs by deed of record in Book 5988, Page 75, R.O.D.C. N 75° 45' E, 430.39 feet to a point in the westerly line of Lot No. 1 as shown on the plan of John M. Branham's farm as of record in Book 5120, Page 252, R.O.D.C;

THENCE, with said line the following calls:

S 06° 04' E, 286.18 feet to a point;
N 75° 46' E, 95.01 feet to a point;
S 14° 14' E, 193.00 feet to a point;
S 75° 46' W, 122.70 feet to a point;
S 06° 04' E, 263.92 feet to a point in the northerly line of property conveyed to Briley Parkway Associates by deed of record in Book 4419, Page 586, R.O.D.C;

THENCE, with said line S 75° 19' 11" W, 198.79 feet to a point;

THENCE, leaving said line with the easterly line of property conveyed to E. M. Culver by deed of record in Book 5266, Page 704, and Richard E. Hoffman by deed of record in Book 3881, Page 406, R.O.D.C. N 06° 20' W, 427.00 feet to a point;

THENCE, with the easterly line of property conveyed to Vercie F. Sharpe by deed of record in Book 3710, Page 281, R.O.D.C. N 06° 10' W. 94.00 feet to a point;

CONTINUED.....

Exhibit "A" Legal Description Cont.

THENCE, with the northerly line of said Sharpe property S 76° 36' W, 196.85 feet to a point;

THENCE, with the easterly line of property conveyed to Roy E. McPherson by deed of record in Book 8550, Page 68, R.O.D.C. N 06° 02' W, 146.32 feet to a point;

THENCE, with the northerly line of said McPherson property S 79° 43' W, 33.39 to a point in the easterly right-of-way line of Lellyett Street;

THENCE, with said line N 04° 48' W. 73.93 feet to the point of beginning;

Containing 214,859 square feet or 4.93 acres, more or less.

TRACT 2

EXHIBIT B

Together with and subject to certain Easements, Restrictions and Option Agreement dated December 28, 1979, by and between Gould Investors Trust, a Massachusetts business Trust, and Five H Investments, a Tennessee general partnership, recorded February 26, 1980, in Book 5570, page 560 as Document F 78062 in the records of the Register's Office for Davidson County, Tennessee, affecting the following described property:

Lot No. 1, Section Two
John M. Branham's Farm

Being a parcel of land in Nashville, First Civil District, Twenty-Fourth Councilmanic District, Davidson County, Tennessee located on the southerly side of Charlotte Pike east of Lellyett Street, being Lot No. 1 as shown on the plan of John M. Branham's Farm, Section Two as of record in Book 5210, Page 252, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of Charlotte Pike, said point being easterly 435 feet more or less from the easterly right-of-way line of Lellyett Street, said point also being the northeasterly corner of property conveyed to Herbert Page by deed of record in Book 3762, Page 112, R.O.D.C.;

CONTINUED.....

Exhibit "A" Legal Description Cont.

Being a parcel of land in Nashville, First Civil District, Twenty-Fourth Councilmanic District, Davidson County, Tennessee located on the southerly side of Charlotte Pike east of Lellyett Street, being Lot No. 1 as shown on the plan of John M. Branham's Farm, Section Two as of record in Book 5210, Page 252, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of Charlotte Pike, said point being easterly 435 feet more or less from the easterly right-of-way line of Lellyett Street, said point also being the northeasterly corner of property conveyed to Herbert Page by deed of record in Book 3762, Page 112, R.O.D.C.;

THENCE, with said right-of-way line N 75° 45' E, 68.50 feet to a point;

THENCE, leaving said right-of-way line with the westerly line of Lot No. 2 as shown on said plan S 24° 23' E, 173.00 feet to a point;

THENCE, with the southerly line of said Lot No. 2, N 73° 57' E, 315.75 feet to a point in the westerly line of property conveyed to West Nashville Heights Church of Christ by deeds of record in Book 2544, Page 28 and Book 3254, Page 243, R.O.D.C.;

THENCE, with said line N 82° 04' 38" E, 83.10 feet to a point;

THENCE, continuing with said line S 06° 04' E, 765.14 feet to a point;

THENCE, leaving said line with the northerly line of reserved Parcel A as shown on the aforementioned plan the following calls;

S 79° 26' W, 209.22 feet to a point
N 14° 15' W, 5.00 feet to a point
S 75° 45' W, 310.00 feet to a point

THENCE, with the easterly line of Lot No. 3 as shown on the aforementioned plan and the easterly line of property conveyed to Herbert Page by deed of record in Book 3762, Page 112, R.O.D.C., the following calls:

N 06° 04' W, 110.03 feet to a point;
N 75° 46' E, 122.70 feet to a point;
N 14° 14' W, 193.00 feet to a point;;
S 75° 46' W, 95.01 feet to a point
N 06° 04' W, 612.84 feet to the point of beginning.

Containing 8.83 acres more or less.

Being the same property conveyed to THORNTON FAMILY PARTNERSHIP, by deed of record in Book 8498, page 960, and corrected in Book 9015, page 799, said Register's Office.

EXHIBIT B

1. Real estate taxes for 2004, a lien, not yet due and payable.

2. Matters shown on the Plan of record in Book 5210, page 252, said Register's Office.

3. Easement reserved in deed of record in Book 5570, page 607, said Register's Office.

4. Essential Road Easement of record in Book 5570, page 553, said Register's Office.

5. Easements, Restrictions and Option Agreement of record in Book 5570, page 560, and Consent Agreement of record in Book 11098, page 54, said Register's Office.

6. Subordination Agreement between Southern Farm Bureau Life Insurance Company and Nashville City Bank, Trustee, which subordinates the rights of Southern Farm Bureau Life Insurance Company to Easements, Restrictions and Option Agreement entered into between Gould Investors Trust and Five H. Investments, of record in Book 5570, page 362, said Register's Office.

7. Lease dated October 5, 1979, by and between Five H. Investments and The Kroger Co., of record in Book 5510, page 551, said Register's Office, together amended Lease and Lease Modification Agreement No. 1 both dated June 2, 1980, and both between Five H. Investments and The Kroger Co.; Lease dated June 2, 1980, between Five H. Investments and The Kroger Co.

8. Subordination Agreement of record in Book 5570, page 590, said Register's Office.

9. Assignment and Agreement dated December 28, 1979, by and between Five H. Investments, Assignor and Kimco Development Corporation, Assignee of record in Book 5630, page 694, said Register's Office.

10. Easement for sanitary sewers and/or storm drainage of record in Book 5655, page 765, said Register's Office.

11. Waiver of Right of First Refusal of record in Book 7781, page 947, said Register's Office.

12. Waiver of record in Book 7787, page 278, said Register's Office.

13. The following items apply to the easement property only, as herein described:

    Fifteen (15) feet wide sewer easement to Metropolitan Government of Nashville and Davidson County, Tennessee, described in instrument in Book 3913, page 920, said Register's Office.

    Twenty (20) feet wide sewer easement to Metropolitan Government of Nashville and Davidson County, Tennessee, described in instrument of record in Book 5674, page 362, said Register's Office.

14. Rights of others in and to the land embraced within the appurtenant easement.