THIS INSTRUMENT PREPARED BY: **George E. Mudter, Jr., Esq.** **Mudter, Morgan & Patterson** **2000 Richard Jones Road, Suite 103** **Nashville, TN 37215** BOX 96 Davidson County DEEDWARR Recvd: 01/27/04 13:43 3pgs Fees:18.00 Taxes:2739.92 20040127-0010355	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is: $740,520.00. Affiant Subscribed and sworn to before me, this 22 day of January, 2004. Notary Public My Commission Expires: 9/24/05 JANIE WOODRUFF Notary Public At Large DAVIDSON COUNTY, TENN. My Commission Expires September 24, 2005

GENERAL WARRANTY DEED

Address New Owner: Fifth Third Bank, an Ohio banking corporation (Tennessee) V.P. Corporate Facilities –Real Estate 38 Fountain Square Plaza, MD10ATA1 Cincinnati, OH 45263	Send Tax Bills to: New Owner	Tax Information: Map: 162-00-0 Parcel: 286.00

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, MILL CREEK ASSOCIATES, G.P., a Georgia general partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to FIFTH THIRD BANK, an Ohio banking corporation (Tennessee) ("Grantee"), its successors and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

This is unimproved property.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee, its successors and assigns, forever.

And Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as set out on Exhibit "A" hereto. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to Grantee, its successors and assigns against the lawful claims of all persons, except as set out on Exhibit "A" hereto.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument, the corporate party by its duly authorized officer, on this 22nd day of January, 2004.

MILL CREEK ASSOCIATES, G.P., a Georgia general partnership

By: Mill Creek Management Associates, L.L.C., a Georgia limited liability company, its Managing General Partner

By: _____

George Tomlin, Its Sole Member

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned Notary Public, in and for the said county and state, the within named George Tomlin, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who, upon oath, further acknowledged that he is the Sole Member of Mill Creek Management Associates, L.L.C., a Georgia limited liability company, the Managing General Partner of Mill Creek Associates, G.P., a Georgia 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 official seal at Nashville, Tennessee, this 22nd day of January, 2004.

Janie Woodruff
Notary Public

My Commission Expires: 9/24/05

JANIE WOODRUFF
Notary Public At Large
DAVIDSON COUNTY, TENN.

My Commission Expires
September 24, 2005

Exhibit "A"

Legal Description

Land in Davidson County, Tennessee, being Lot No. 5 on a Resubdivision of Lot 2, Mill Creek Village, appearing of record as Instrument No. 20040122-0008739, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being part of the same property conveyed to Mill Creek Associates, G.P., a Georgia general partnership by deed dated November 14, 2001 from Bell Road, L.P., a Tennessee limited partnership appearing of record as Instrument No. 20011116-0125962, Register's Office for Davidson County, Tennessee.

Together with drainage easements contained in Instrument No. 20011116-0125961 and Instrument No. 20020322-0035170, Register's Office for Davidson County, Tennessee.

Permitted Encumbrances

1. 2004 Taxes which have been prorated and assumed by Grantee.
2. All matters appearing on the Plan of Mill Creek Village recorded as Instrument No. 20011228-0143701, Register's Office for Davidson County, Tennessee.
3. All matters appearing on the Plan of a Resubdivision of Lot 2, Mill Creek Village recorded as Instrument No. 20040122-0008739, Register's Office for Davidson County, Tennessee.
4. Declaration of Easements, Covenants, Conditions and Restrictions recorded as Instrument No. 20011116-0125963, as amended in Instrument No. 20020322-0035168, Register's Office for Davidson County, Tennessee.
5. Easement for drainage recorded as Instrument No. 20011116-0125961, Register's Office for Davidson County, Tennessee.
6. Easement for drainage recorded as Instrument No. 20020322-0035170, Register's Office for Davidson County, Tennessee.
7. Easement for construction and maintenance of drainage facility of record in Book 7838, page 934, Register's Office for Davidson County, Tennessee.
8. Terms, conditions and restrictions contained in Memorandum of Lease between Mill Creek Associates, G. P. and Walgreens Co. recorded as Instrument No. 20011116-0125964, Register's Office for Davidson County, Tennessee, as ratified in Instrument No. 20021112-0139539, Register's Office for Davidson County, Tennessee.