Davidson County DEEDWARR
Recvd: 02/04/04 10:43 13pgs
Fees:68.00 Taxes:7400.00
20040204-0013558

PREPARED BY:
COMMONWEALTH TITLE AGENCY OF NASHVILLE, INC.
333 GALLATIN ROAD SOUTH
MADISON, TN 37115

WARRANTY DEED

THIS INDENTURE is made and entered into this 30th day of January, 2004, by and between JOSEPH A. FALLS, A MARRIED MAN, JAMES ROSS FALLS, JR., A MARRIED MAN, GLENN T. FALLS, UNMARRIED, WAYNE H. FALLS, A MARRIED MAN, BELINDA D. CATANACH, TRUSTEE FOR PATTI SUE DAVIS, CAROLYN C. COYLE, A MARRIED WOMAN, ALLEN R. CORBITT, A MARRIED MAN, AND GAYE E. VANHOOSER, UNMARRIED, hereinafter called Grantors, and FALLS CREEK, LLC, A TENNESSEE LIMITED LIABILIT CO, hereinafter called Grantee.

W I T N E S S E T H: That for and in consideration of Ten Dollars ($10.00) and other good and valuable considerations, the receipt of which are hereby acknowledged, JOSEPH A. FALLS, A MARRIED MAN, AN UNDIVIDED 16.666% INTEREST, JAMES ROSS FALLS, A MARRIED MAN, AN UNDIVIDED 16.666% INTEREST, GLENN T. FALLS, UNMARRIED MAN, AN UNDIVIDED 16.666% INTEREST, WAYNE H. FALLS, A MARRIED MAN, AN UNDIVIDED 16.666% INTEREST, BELINDA D. CATANACH, TRUSTEE FOR PATTI SUE DAVIS, AN UNMARRIED WOMAN, AN UNDIVIDED 16.666% INTEREST, CAROLYN C. COYLE, A MARRIED WOMAN, AN UNDIVIDED 5.5555% INTEREST, ALLEN R. CORBITT, A MARRIED MAN, AN UNDIVIDED 5.5555% INTEREST AND GAYE E. VANHOOSER, UNMARRIED, AN UNDIVIDED 5.5555% INTEREST, Grantors, do hereby bargain, sell, transfer and convey unto FALLS CREEK, LLC, A TENNESSEE LIMITED LIABILIT CO, hereinafter referred to as Grantee, its successors and assigns, all of that certain real estate located in DAVIDSON County, Tennessee, being more particularly described in Exhibit "A", which is attached hereto and incorporated herein by reference, together with all right, title and interest of Grantors in and to all buildings and fixtures located on said real estate, and any easements and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (collectively, the "Property"). This conveyance of the "Property" and all covenants and warranties contained herein, are made expressly subject to the exceptions and other matters set forth in Exhibit "B", which is attached hereto and incorporated herein by reference.

This is unimproved property known as 73.029 ACRES, WHITES CREEK PIKE, JOELTON, TN.

TO HAVE AND TO HOLD said land with the appurtenances, hereditaments, estate, title and interest unto Grantee, its successors and assigns forever. The Grantors covenant and agree with the said Grantee that Grantors are lawfully seized and possessed of the said real estate and that Grantors have a good and lawful right to sell the same. The Grantors further covenant that the same is unencumbered except as otherwise set forth in Exhibit "B".

Grantors further covenant and binds themselves and their successors, heirs and assigns, to warrant and forever defend the title to said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

The spouses of the above-stated married Grantors, join in the herein conveyance for the purpose of conveying any right, title and interest they
may have in and to the property described herein, marital or otherwise.

WITNESS the hands and seals of Grantors on the day and year first above written.

JOSEPH A. FALLS.

BETTYE B. FALLS, SPOUSE

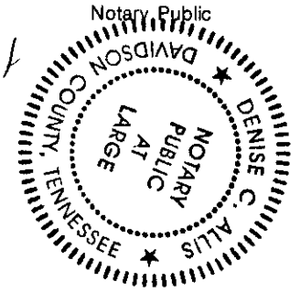
INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, a Notary Public of said County and State, JOSEPH A. FALLS, JOINED BY HIS WIFE, BETTYE B. FALLS, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Notary Public

My Commission Expires: 5/30/2004



James Ross Falls Jr.
JAMES ROSS FALLS, JR.

Janice Falls
JANICE FALLS, SPOUSE

INDIVIDUAL VIRGINIA
STATE OF ~~**TENNESSEE**~~ MD)
COUNTY OF FAIRFAX)

Personally appeared before me, a Notary Public of said County and State, JAMES ROSS FALLS, JR., JOINED BY HIS WIFE, JANICE FALLS, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this ~~30th~~ 28th (MM) day of January, 2004.

Michael A. Kim
Notary Public

My Commission Expires: Jan. 31, 2008

MICHAEL H. KIM NOTARY PUBLIC COMMONWEALTH OF VIRGINIA

Glenn T. Falls
GLENN T. FALLS

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, a Notary Public of said County and State, GLENN T. FALLS, the within named bargainor(s), 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.

Witness my hand, at office, this **30th** day of January, 2004.

Denise C. Allis
Notary Public

DENISE C. ALLIS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

My Commission Expires: 5/30/2004

Wayne H. Falls
WAYNE H. FALLS

Nellie Falls
NELLIE FALLS, SPOUSE

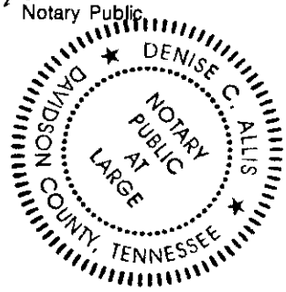
INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson **)**

Personally appeared before me, a Notary Public of said County and State, WAYNE H. FALLS, JOINED BY HIS WIFE, NELLIE FALLS, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Denise C. Allis
Notary Public

My Commission Expires: 5/30/2004



Belinda D. Catanach, Trustee
BELINDA D. CATANACH, TRUSTEE
FOR PATTI SUE DAVIS

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, a Notary Public of said County and State, BELINDA D. CATANACH, TRUSTEE FOR PATTI SUE DAVIS, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged she they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Denise C. Allis
Notary Public DENISE C. ALLIS

DAVIDSON COUNTY, TENNESSEE
NOTARY PUBLIC AT LARGE

My Commission Expires: 5/30/2004

Carolyn C. Coyle
CAROLYN C. COYLE

Terry L. Coyle
TERRY L. COYLE

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF DeKalb **)**

Personally appeared before me, a Notary Public of said County and State, CAROLYN C. COYLE, JOINED BY HER HUSBAND, TERRY L. COYLE, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Notary Public

My Commission Expires: 12/20/2004

ALLEN R. CORBITT

LAURA CORBITT

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, a Notary Public of said County and State, ALLEN R. CORBITT, JOINED BY HIS WIFE, LAURA CORBITT, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Notary Public

My Commission Expires: 5/30/2004

NOTARY PUBLIC AT LARGE
DENISE C. ALLIS
DAVIDSON COUNTY, TENNESSEE

Gaye E. VanHooser
GAYE E. VANHOOSER

INDIVIDUAL
STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, a Notary Public of said County and State, GAYE E. VANHOOSER, the within named bargainor(s), with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at office, this **30th** day of January, 2004.

Denise C. Allis
Notary Public

My Commission Expires: 5/30/2004

DENISE C. ALLIS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENNESSEE

Name and Address of Property Owner:

FALLS CREEK, LLC, A TENNESSEE LIMITED LIABILIT CO

7174 WHITES CREEK PIKE
JOELTON, TN 37080

Property Address:

73.029 ACRES, WHITES CREEK PIKE
JOELTON, TN

Person Responsible for Taxes:

SAME

Map & Parcel #: MAP 15, PARCEL 7

AFFIDAVIT OF VALUE

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I hereby swear or affirm that the actual consideration for this transfer, or value of the property or interest in property transferred, whichever is greater is **$2,000,000.00** which amount is equal to, or greater than, the amount which the property, or interest in property transferred, would command at a fair and voluntary sale.

Joe Nowlin managing member
Affiant

Sworn to and subscribed before me, a Notary Public, this **30th** day of **January, 2004.**

Denise C. Allis
Notary Public

DENISE C. ALLIS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENNESSEE

My Commission Expires: 5/30/2004

RETURN TO:

COMMONWEALTH TITLE AGENCY OF NASHVILLE, INC.
333 GALLATIN ROAD SOUTH
MADISON, TN 37115

EXHIBIT "A"

Land lying in the First Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, formerly being within the 14th Civil District of Davidson County, and being located north of Interstate Highway I-24, and west of Whites Creek Pike (State Route 65), and being further described according to a survey by Wm. Robert Seigenthaler, dated January 29, 2004, as follows:

Beginning at an iron pin in the west margin, or right of way, of Whites Creek Pike (State Route 65), said right of way being 60 feet wide; and said beginning point also being the northeast corner of the herein described property, and also, being the southeast corner of the property conveyed to Gayron C. Lytle of record in Book 7404, page 602, Register's Office for Davidson County, Tennessee; thence with said right of way of Whites Creek Pike and with a curve to the right a distance of 235.70 feet to an iron pin at the end of the curve, said curve having a central angle of 7 degrees 11 minutes 00 seconds, radius of 1,879.96 feet, tangent of 118.00 feet, and a chord bearing South 6 degrees 01 minutes 52 seconds East 235.54 feet; thence continuing with said right of way S 2 deg 26 min 22 sec E 240.60 feet to an iron pin at the northeast corner of the property conveyed to the State of Tennessee for right of way purposes for Interstate Highway I-24 and described as Parcel No. 1 in Book 5124, page 658, R.O.D.C., Tenn.; thence with the right of way line of said Parcel No. 1, S 14 deg 21 min 22 sec W 250.85 feet to a concrete monument marking the beginning of controlled access to Interstate Highway I-24; thence with said right of way of I-24 and with a curve to the left for a distance of 200.00 feet to an iron pin at the end of the curve, said curve having a central angle of 7 deg 22 min 54 sec, radius of 1,552.39 feet, tangent of 100.14 feet, and a chord bearing S 13 deg 31 min 40 sec E 199.86 feet; thence continuing with said controlled access right of way of I-24, S 17 deg 13 min 08 sec E 154.80 feet to a concrete right of way monument; thence continuing with said controlled access right of way of I-24 S 31 deg 23 min 27 sec W 205.18 feet to a concrete right of way monument; thence continuing with said controlled access right of way S 72 deg 19 min 32 sec W 619.26 feet to an iron pin; thence continuing with said controlled access right of way and with a curve to the right a distance of 238.58 feet to an iron pin at the end of the curve, said curve having a central angle of 22 deg 43 min 22 sec, radius of 601.59 feet, tangent of 120.88 feet, and a chord bearing S 83 deg 41 min 14 sec W 237.02 feet; thence continuing with said controlled access right of way N 84 deg 57 min 04 sec W 517.45 feet to a point in the center of Long Creek; thence leaving said controlled access right of way of I-24 and running downstream with the center of Long Creek for the next nine calls, the center of Long Creek being the north boundary line of the property conveyed to Mrs. Charles Binkley of record in Book 3573, page 405, R.O.D.C., Tenn.; thence N 44 deg 00 min 00 sec W 28.00 feet to a point; thence N 62 deg 45 min 00 sec W 48.00 feet to a point; thence N 86 deg 50 min 00 sec W 40.00 feet to a point; thence S 84 deg 35 min 00 sec W 40.00 feet to a point; thence N 78 deg 45 min 00 sec W 53.00 feet to a point; thence N 88 deg 55 min 00 sec W 57.00 feet to a point; thence S 85 deg 15 min 00 sec W 20.00 feet to a point; thence S 78 deg 20 min 57 sec W 18.93 feet to a point; thence S 63 deg 30 min 00 sec W 58.51 feet to a point in the center of Long Creek and said point also being located in the north margin of the controlled access right of way of I-24; thence N 86 deg 44 min 44 sec W 40.00 feet with said controlled access right of way and with the north line of Parcel No. 3 conveyed to the State of Tennessee for the right of way of I-24 of record in Book 5124, page 658, R.O.D.C.; Tenn.; thence with the north boundary line of the property conveyed to Mrs. Charles Binkley of record in Book 3573, page 405, R.O.D.C., Tenn., said property being a small parcel of land remaining after the taking of right of way by the State of Tennessee for I-24, and running with the center of Long Creek N 60 deg 00 min 00 sec W 6.00 feet to a point; thence S 87 deg 45 min 29 sec W 6.00 feet to a point; thence S 75 deg 34 min 41 sec W 7.00 feet to a point in the center of Long Creek

and also being on the north controlled access right of way line of I-24; thence with the center of Long Creek and with the north boundary line of I-24 controlled access right of way for the next three calls, S 66 deg 09 min 07 sec W 16.00 feet to a point; thence N 89 deg 05 min 54 sec W 25.00 feet to a point; thence N 70 deg 39 min 11 sec W 30.00 feet to a point; thence leaving the controlled access right of way of I-24 and running downstream with the center of Long Creek and

with the east boundary line of the property conveyed to Geoffrey M. Jones and wife, Deborah A. Jones, of record in Book 9573, page 972, R.O.D.C.; Tenn., N 58 deg 00 min 00 sec W 35.00 feet to a point; thence N 43 deg 45 min 00 sec W 23.00 feet to a point; thence N 4 deg 30 min 00 sec W 30.00 feet to a point; thence N 11 deg 50 min 00 sec E 35.00 feet to a point; thence N 3 deg 00 min 00 sec E 33.00 feet to a point; thence N 11 deg 00 min 00 sec W 52.00 feet to a point; thence N 16 deg 30 min 00 sec W 73.00 feet to a point; thence N 45 deg 45 min 00 sec W 17.00 feet to a point; thence N 63 deg 00 min 00 sec W 25.00 feet to a point; thence N 52 deg 00 min 00 sec W 55.00 feet to a point; thence N 34 deg 00 min 00 sec W 51.00 feet to a point in the center of Long Creek and being in the east boundary line of the property conveyed to Michael D. Sontag, Trustee, of record in Book 20001003, page 97877, R.O.D.C., Tenn.; thence continuing with Sontag's (Trustee) east boundary line and with the center of Long Creek N 44 deg 30 min 00 sec W 140.00 feet to a point at the top of a waterfall; thence N 50 deg 30 min 00 sec W 25 feet to a point; thence N 26 deg 20 min 00 sec W 127.00 feet to a point; thence N 30 deg 00 min 00 sec W 42.00 feet to a point; thence N 43 deg 40 min 00 sec W 67.00 feet to a point; thence N 37 deg 00 min 00 sec W 96.00 feet to a point; thence N 21 deg 10 min 00 sec W 42.00 feet to a point; thence N 1 deg 50 min 00 sec E 37.00 feet to a point ; thence N 19 deg 50 min 00 sec E 27.00 feet to a point where a branch running westward intersects the center of Long Creek; thence N 19 deg 30 min 00 sec W 54.00 feet to a point in the center of Long Creek and also being in the east boundary line of the property conveyed to Gayron C. Lytle of record in Book 7846, page 138, R.O.D.C.; Tenn.; thence continuing with the center of Long Creek and with Lytle's east boundary line N 12 deg 50 min 00 sec W 105.00 feet to a point; thence N 26 deg 10 min 00 sec W 45.00 feet to a point; thence N 51 deg 15 min 00 sec W 24.00 feet to a point; thence N 36 deg 05 min 00 sec W 24.00 feet to a point; thence N 15 deg 50 min 00 sec W 24.00 feet to a point; thence N 1 deg 40 min 00 sec W 38.00 feet to a point; thence N 2 deg 35 min 00 sec W 55.00 feet to a point; thence N 29 deg 55 min 00 sec E 55.00 feet to a point; thence N 14 deg 40 min 00 sec E 63.00 feet to a point; thence N 25 deg 10 min 00 sec E 33.00 feet to a point; thence N 11 deg 10 min 00 sec E 42.00 feet to a point; thence N 4 deg 10 min 00 sec E 50.00 feet to a point; thence N 3 deg 20 min 00 sec W 70.52 feet to a point in the center of Long Creek being the southwest corner of the property conveyed to Gayron C. Lytle of record in Book 7404, page 602, R.O.D.C., Tenn.; thence leaving Long Creek and running with Lytle's south boundary line S 87 deg 30 min 00 sec E, passing an iron pin witness corner at 23.22 feet, for a total distance of 2,370.77 feet to the point of beginning, and containing 73.029 acres more or less.

Being a portion of the same property conveyed to JAMES R. FALLS, by Deed from AMBER HARPER ET AL, of record in Book 1970, page 88, Register's Office for Davidson County, Tennessee, the said James R. Falls having since died on June 25, 1994, testate, and by his Last Will and Testament filed in the Probate Court for Davidson County, Tennessee, Docket No. 94P-1059, Will Book 191, page 6870, said Probate Court, the property vested in his surviving spouse, Clara H. Falls. Clara H. Falls died on October 3, 1999, testate, and by her Last Will and Testament filed in the Probate Court for Davidson County, Tennessee, Docket No. 99P-1641, and filed in Will Book 230, page 768, said Probate Court, and property vested in Joseph A. Falls, an undivided 1/6th interest, James Ross Falls, Jr., an undivided 1/6th interest, Glenn T. Falls, an undivided 1/6th interest, Wayne H. Falls, an undivided 1/6th interest, Belinda D. Catanach, as Trustee for Patti Sue Davis, an undivided 1/6th interest, Carolyn C. Coyle, an undivided 1/18th interest, Allen R. Corbitt, an undivided 1/18th interest, and Gaye E. VanHooser, an undivided 1/18th interest.

EXHIBIT 'B'

1. All REAL PROPERTY taxes for the year 2004 and subsequent years, A LIEN, not yet due and payable (MAP 15, PARCEL 7).
2. Sewer easements to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 7697, page 952, and Book 7868, page 953, said Register's Office.

3. Declaration of Restrictive Covenants, of record in Book 20030820-0121082, said Register's Office.

4. All matters as set forth on the survey of Robert Seigenthaler, dated December 12, 2000, and revised on 1-29-2004, including but not limited to the following:

a. 50-foot wide access road (ingress/egress) extending across property from easterly line to westerly line;

b. Telephone line easement running North and South adjacent to easterly boundary line;

c. Sewer easements as noted above;
d. Natural flow of creeks and branches; and

e. Rights of way for Whites Creek Pike and I-24 Interstate Highway.