Return to: R. Bost, FATCO, Memphis

Davidson County DEEDWARR
Recvd: 05/27/04 11:20 3pgs
Fees:18.00 Taxes:6771.00
20040527-0062752

THIS INSTRUMENT PREPARED BY:

MUDTER, MORGAN & PATTERSON
2000 Richard Jones Road
Suite 103
Nashville, Tennessee 37215
(615) 383-4429

STATE OF TENNESSEE)
COUNTY OF Shelby)

The actual consideration or value, whichever is greater, for this transfer is: $1,830,000.00

Affiant

Subscribed and sworn to before me, this 24th day of May, 2004.

BRENDA L. WATSON NOTARY PUBLIC AT LARGE SHELBY CO. TN MY COMM. EXP 08-03-05

Notary Public

My Commission Expires: Aug 3, 05

SPECIAL WARRANTY DEED

Address New Owner:	Send Tax Bills to:	Tax Information:
Brentwood Hills Associates, GP c/o GBT Realty Corporation 201 Summit View Drive, Suite 110 Brentwood, TN 37027	New Owner	Map: 160-14 Parcels: 24, 25 and 26

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, BRENTWOOD PROPERTIES LIMITED PARTNERSHIP, a Nevada limited partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to BRENTWOOD HILLS ASSOCIATES, GP, a Georgia general partnership ("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 a portion of the improved property known as 5548 Franklin Pike Circle and 5588 Franklin Pike Circle, Brentwood, Davidson County, Tennessee.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee and its successors and assigns, forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said real estate in fee simple and has a good right to convey it. This conveyance and all covenants and warranties made herein are expressly subject to those matters set forth on Exhibit "A". Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

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(s), on this 11th day of May 2004.

BRENTWOOD PROPERTIES LIMITED PARTNERSHIP,
a Nevada limited partnership

BY: BRENTWOOD PROPERTIES, INC., a Nevada corporation, its sole general partner

By: Richard W. Baker, Secretary
Richard W. Baker, Secretary

STATE OF FLORIDA)

COUNTY OF PASCO)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Richard W. Baker, 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 Secretary of Brentwood Properties, Inc., a Nevada corporation, the sole general partner of Brentwood Properties Limited Partnership, a Nevada limited partnership, the maker or its constituent, 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 11th day of May, 2004.

KIM M. VIGILS
Notary Public - State of Florida
My Commission Expires Dec 4, 2007
Commission # DD272515

Kim M. Vigils
Notary Public

My Commission Expires: December 4, 2007

Exhibit "A"

Legal Description

Land in Davidson County, Tennessee, being Lots 1, 2 and 3 of the Final Plat of Brentwood Elks Club, as of record in Instrument # 20040521-0059937 at the Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete and accurate legal description.

Being a portion of the same property conveyed to Brentwood Properties Limited Partnership by quitclaim deed from Brentwood Properties, Inc., a Nevada corporation (formerly known as Music City Café, Inc.) of record in Book 10523, page 126, Register's Office for Davidson County, Tennessee.

Permitted Encumbrances

1. 2004 Real Property Taxes which have been prorated and assumed by the Grantee.
2. Permanent Easement and Right of Way for Street Purposes of record in Book 5925, page 315, Register's Office for Davidson County, Tennessee.
3. Agreement of Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 5746, page 883, Register's Office for Davidson County, Tennessee.
4. All matters appearing on the Plan of record in Plat Book 8250, page 513, Register's Office for Davidson County, Tennessee.
5. All matters appearing on the Plan of Final Plat of Brentwood Elks Club appearing of record as Instrument No. 20040521-0059937, Register's Office for Davidson County, Tennessee.