After Recording RETURN TO:
Westside Title, Inc.
531 Rivergate Parkway
Goodlettsville, TN 37072-2027

GENERAL WARRANTY DEED

FROM: Richard W. Uselton and wife, Janelle M. Uselton
Grantors

TO: W. Fred Williams and Edward A. Whitley
Grantees

This instrument was prepared by:
W. Fred Williams
138 Second Avenue North
Suite 300
Nashville, TN 37201

Davidson County DEEDWARR
Recvd: 06/07/04 15:58 6pgs
Fees:33.00 Taxes:9768.00
20040607-0067234

Address New Owner(s) as follows:

W. Fred Williams
105 Ashlawn Ct.
Franklin, TN 37064

Name and Address of Owner Responsible for the Payment of Taxes:

W. Fred Williams
105 Ashlawn Ct.
Franklin, TN 37064

Map-Parcel Numbers
026-00-0/105.00
026-00-0/155.00

Field Book Numbers:

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Million Six Hundred Forty Thousand and NO/100 Dollars ($2,640,000).

W. Fred Williams

Affiant

SUBSCRIBED AND SWORN TO before me, this the 4th day of June, 2004.

Notary Public

My Commission Expires:

LARRY D. CRAIG
NOTARY PUBLIC AT LARGE
CHEATHAM COUNTY, TENN.
My Commission Expires FEB. 10, 2008

FOR AND IN CONSIDERATION OF the sum of Ten and NO/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, Richard W. Uselton and wife, Janelle M. Uselton ("Grantors"), have bargained and sold, and by these presents do transfer and convey unto W. Fred Williams and Edward A. Whitley ("Grantees"), their heirs, successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as 842 Conference Drive and 846 Conference Drive, Goodlettsville, TN 37072.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantees, their heirs, successors and assigns forever.

And Grantors do covenant with Grantees that Grantors are lawfully seized and possessed of the Property in fee simple, Grantors have good right to convey the Property, and the Property is unencumbered and unrestricted except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Grantors do further covenant and bind Grantors, their heirs, successors and assigns, to warrant and forever defend the title to the Property to Grantees, their heirs, successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth on Exhibit B, to which this conveyance is expressly made subject.

Witness our hands this the 4th day of June, 2004.

Richard W. Uselton

Janelle M. Uselton

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared Richard W. Uselton and wife, Janelle M. Uselton, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to have executed the foregoing instrument for the purposes therein contained.

Witness my hand and seal, at Office in Nashville, this 4th day of June, 2004.

Notary Public

My Commission Expires:

LARRY D. CRAIG
NOTARY PUBLIC AT LARGE
CHEATHAM COUNTY, TENN.

My Commission Expires FEB. 10, 2008

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lots 1 and 2 as shown on the Final Plat, Conference Subdivision, of record in Book 11190, page 90, Register's Office for Davidson county, Tennessee, to which plan reference is hereby made for a more complete and accurate legal description of said lots.

Being the same property conveyed to Richard W. Uselton and wife, Janelle M. Uselton by deed of record in Book 11519, page 456, Register's Office for Davidson County, Tennessee.

Included in the above referenced description but EXPRESSLY EXCLUDED THEREFROM is a tract of land having been conveyed to the City of Goodlettsville, Tennessee, by deed from Richard W. Uselton and wife, Janelle M. Uselton of record in Instrument No. 20001108-0111051, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at the point of intersection of the existing west margin of Conference Drive and the north boundary of the University of Tennessee property, said point of intersection being 28.51 feet left of Conference Drive proposed centerline station 11+115.88; thence with said boundary south 84 degrees 34 minutes 24 seconds west 33 feet, more or less to a point, said point being 59.38 feet left of Conference Drive proposed centerline station 11+119.033; thence with the proposed west margin of said road having a 1535.76 foot radius curve right and northerly 265.90 feet to a point, said point being 59.38 feet left of Conference Drive proposed centerline station 11+196.944; thence with said existing margin southerly 275 feet, more or less to the point of beginning.

Map 26, Parcels 105 and 155

EXHIBIT B

Encumbrances

1. The lien for 2004 taxes which have been prorated and will be paid by W. Fred Williams and Edward A. Whitley.

2. Such state of facts and conditions as an accurate survey and personal inspection of the Property would disclose.

3. Applicable zoning ordinances and regulations, public utility easements, railroad rights-of-way, rights-of-way for public roads, building restrictions and setback lines.