Davidson County DEEDWARR
Recvd: 06/28/04 13:18 4pgs
Fees:23.00 Taxes:3160.42
20040628-0076436

This instrument prepared by:
GE Capital Franchise Finance Corporation
17207 N. Perimeter Drive
Scottsdale, Arizona 85255
Tax parcel identification number(s):
160-86
404.29587

When recorded mail to:
LandAmerica Financial Group, Inc.
Attn: Kelli Poe
1850 N. Central Ave., #300
Phoenix, AZ 85004
Escrow No. 404.29587

Name and Address of Owner and Taxpayer:
ULB Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 24th day of June, 2004, by and between GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, the party of the first part, whose address is 17207 N. Perimeter Drive, Scottsdale, Arizona 85255 and ULB PROPERTIES OF TENNESSEE, LLC, a Tennessee limited liability company, the party of the second part, whose address is 1903 Stanley Gault Parkway, Louisville, KY 40223.

WITNESSETH:

That for and in consideration of Ten Dollars, cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second party that certain real property legally described on the attached Exhibit A (the "Property"). SUBJECT TO all taxes, assessments, liens, encumbrances, easements and restrictions of record and all matters which an accurate survey or physical inspection of the Property would disclose (the "Permitted Exceptions").

TO HAVE AND TO HOLD, the Property together will all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, or successors and assigns in fee simple forever.

The party of the first part hereby binds itself, its successors and assigns, to warrant and forever defend all and singular the Property unto the party of the second part, its successors and assigns, against any person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under the party of the first party, but not otherwise, and subject to the Permitted Exceptions.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to teh context of this instrument.

Executed this 21st day of June, 2004.

GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation

By _____
Printed Name Mary E. Lorenz
Its Vice President, Collateral Management

ATTEST:
By _____
Printed Name TODD J. WEISS
Title Associate General Counsel and Assistant Secretary

STATE OF]
] SS.
COUNTY OF]

Before me, the undersigned, a notary public in and for said state and county, duly commissioned and qualified, personally appeared Mary E. Lorenz and Todd J. Weiss, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to the VP and Assist Secretary respectively, of GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, the within named bargainor, and that they as such officers of the within named bargainor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the [entity type] as such officers of the corporation.

Witness my hand and seal in the aforementioned county and state this 21 day of June, 2004.

2/25/07
Commission Expiration Date

_____
Notary Public

Brentwood, TN
8000-4034

Mail Tax Bills to: ULB Properties of Tennessee, LLC

I, or we, hereby swear or affirm that, to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $854,167.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 21 day of June, 2004.

Notary Public

LINDA J. SACCUCI
NOTARY PUBLIC - ARIZONA
MARICOPA COUNTY
My Commission Expires
October 01, 2007

After recording return to:
ULB Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

Brentwood, TN
8000-4034

EXHIBIT A

LEGAL DESCRIPTION OF PREMISES

5640 Franklin Pike Circle, Brentwood, TN., Davidson Co., TN. known as Tax Parcel #160-86 being more particularly described as follows:

All of Lot 3 of Final Plat of MCARTHUR SUBDIVISION, according to the plat thereof as recorded in Plat Book 5200 Page 363 of the public records of Davidson Co., TN.

Being the same property conveyed to FFCA ACQUISITION CORPORATION by Deed recorded in Book 9869 Page 401, in the Register's Offices of Davidson County, TN, the said FFCA ACQUISITION CORPORATION now known as GE CAPITAL FRANCHISE FINANCE CORPORATION.

Together with easements appurtenant thereto as set forth in Cross Easement for Ingress and Egress and Parking as set forth in instrument recorded in Book 5796 Page 67 of the public records of Davidson Co., TN.

GE Loan No. 25126
GE Property No. 8000-4034
5640 Franklin Pike Circle
Brentwood, Williamson County, Tennessee