FROM: L&W Partners, a Tennessee Joint Venture composed of Steve R. Wherry and Michael E. Ladd

TO: Forrest Hills, LLC, a Tennessee limited liability company

Address New Owner as follows:	Send Tax Bills to:	Tax-Parcel No.
c/o Grace Development, Inc.	Same	
3309 Fairmont Drive		Map 117-14
Nashville, Tennessee 37203		Parcel 124

THIS INSTRUMENT PREPARED BY: Waller Lansden Dortch & Davis, A Professional Limited Liability Company, 511 Union Street, Suite 2700, Nashville, Tennessee 37219-1760

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,415,000.00.

Affiant

Subscribed and sworn to before me, this the 20th day of July, 2004

NOTARY PUBLIC

My Commission Expires: 7/21/07

STEPHEN C BAKER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, L&W Partners, a Tennessee Joint Venture composed of Steve R. Wherry and Michael E. Ladd, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto Forest Hills, LLC, a Tennessee limited liability company hereinafter called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

Land in Davidson County, Tennessee, being part of Lot 43 on the Map of Section Two of George Water's Subdivision as of record in Book 1130, page 68, Register's Office for Davidson County, Tennessee, and described according to a Survey dated August 26, 1986, by George Anton, Registered Land Surveyor, as follows:

Davidson County DEEDWARR
Recvd: 07/21/04 10:42 3pgs
Fees:18.00 Taxes:5235.50
20040721-0087059

Beginning at an iron pin in the southern R.O.W. margin of Bandywood Drive, said pin being approximately 165 feet east of the centerline of Hillsboro Circle; thence with the R.O.W. of Bandywood Drive S 79 deg. 00 min. 30 sec. E 60.0 feet to a point; thence S 11 deg 36 min. 03 sec. W 200.0 feet to a point; thence N 79 deg. 00 min 30 sec. W 60.0 feet to a point; thence N 11 deg. 36 min. 03 sec. E 200.0 feet to the point of beginning, containing 0.28 acres, more or less.

Being the same property conveyed to L&W Partners, a Tennessee Joint Venture composed of Steve R. Wherry and Michael E. Ladd, by deed of record in Book 10342, page 447, Register's Office of Davidson County, Tennessee.

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth below.

1. 2004 property taxes, a lien, not yet due and payable
2. Matters shown on the Plan of record in Book 1130, page 68, of said Register's Office

This is improved property located at 2225 Bandywood Drive, Nashville, Tennessee 37215.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this 20th day of July, 2004.

L&W PARTNERS, a Tennessee Joint Venture

Steve R. Wherry, Joint Venturer

1034141.1

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Steve R. Wherry, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be joint venturer, of L&W Partners the within named bargainor, a Tennessee joint venture and that he as such joint venturer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the joint venture by himself as joint venturer.

Witness my hand and seal, at office in Nashville, TN, this the 20th day of July, 2004.

Stephen C Baker
NOTARY PUBLIC

My Commission Expires: 7/21/07

STEPHEN C BAKER
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

1034141.1