FILE NO. SP43069
File Box "7"

Davidson County DEEDWARR
Recvd: 07/26/04 13:15 4pgs
Fees:23.00 Taxes:5180.00
20040726-0089050

THIS INSTRUMENT PREPARED BY:
Bass, Berry & Sims PLC (EWB)
315 Deaderick Street, Suite 2700
Nashville, TN 37238

GENERAL WARRANTY DEED

Address of New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Utopia Place II, LLC 3100 West End Avenue Suite 905 Nashville, TN 37203	Same	93-6-1/57 93-6-1/58

For and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, BK ALLEY, INC. ("Grantor"), a Tennessee corporation, has bargained and sold, and by these presents transfers and conveys unto UTOPIA PLACE II, LLC ("Grantee"), a Tennessee limited liability company, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described on Exhibit A attached hereto.

This conveyance is subject to any and all matters shown on Exhibit B attached hereto.

The source of the description on Exhibit A is the prior deed of record described in Exhibit A. See Exhibit B for Assignment of Leases and Rents.

This is improved property known as 208-210 Fourth Avenue North, Nashville, Tennessee.

To have and to hold said land with the appurtenances, hereditaments, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth above, Grantor is lawfully seized and possessed of said land in fee simple, has good right to convey it, and that same is unencumbered, except as hereinabove set forth.

Grantor further covenants and binds itself and its successors and assigns to warrant and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever, except claims arising out of the matters set forth above.

Witness my hand this 21st day of July, 2004.

Grantor:

BK ALLEY, INC.

By: _____

Its: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before the undersigned, a Notary Public, Saul Komisar with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of **BK Alley, Inc.**, a Tennessee corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

Witness my hand this 21st day of July, 2004.

Anne McCarthy
Notary Public

ANNE McCARTHY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires: May 29, 2005

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $1,400,000.00.

Affiant

Sworn to and subscribed before me this 21 day of July, 2004.

Notary Public

My Commission Expires: 7/29/2006

ALAN L. SATURN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

EXHIBIT A

Property Description

TRACT NO. 1: Being part of Lot No. 53 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning on the easterly margin of Fourth Avenue North, formerly Cherry Street, at the southwest corner of the property conveyed to Susan R. Warner, by deed from J. F. Neville, of record in Book 967, page 774, Register's Office for said County, said point being 100 feet, more or less, south of the southerly margin of Bank Alley; thence with the easterly margin of said Avenue southwardly 27 feet 4 inches, more or less, to the northwest corner of the property conveyed to C. B. Warner, Trustee, by deed from Saidee Polk Grant, et al., of record in Book 644, page 250, said Register's Office; thence with the northerly line of said C. B. Warner, Trustee, property eastwardly 171 feet 4 1/2 inches, more or less, to the westerly margin of Printers Alley; thence with said Alley northwardly 27 feet 4 inches, more or less, to the southeast corner of said Susan R. Warner property; thence with the southerly line of the same westwardly 171 feet 4 1/2 inches, more or less, to the beginning.

TRACT NO. 2: Being part of Lot No. 53 on the Plan of the Original Town of Nashville, not of record, described as follows:

Beginning on the easterly margin of Fourth Avenue North, formerly Cherry Street, at the southwest corner of the property conveyed to James T. Washer, et al., by deed from First American National Bank of Nashville, Trustee, of record in Book 2926, page 122, Register's Office for said County, said point being 127 feet 4 inches, more or less, south of the southerly margin of Bank Alley; thence with the southerly line of said Washer property eastwardly 163 feet 9 inches, more or less, to the westerly margin of Printers Alley; thence with said alley southwardly 25 feet, more or less, to the northeast corner of the property conveyed to Cumberland Securities Corporation, by deed from C. B. Warner, Trustee, of record in Book 1110, page 271, said Register's Office; thence with the northerly line of said Securities Corporation property westwardly 163 feet 9 inches, more or less, to the easterly margin of Fourth Avenue North; thence with said Avenue northwardly 25 feet, more or less, to the beginning.

Being the same property conveyed to BK Alley, Inc. by deed from J. O. Bass and Louis Komisar of record in Book 8632, page 663, Register's office of Davison County, Tennessee.

EXHIBIT B

Encumbrances

1. Any discrepancies, conflicts, encroachments, servitudes, shortages in area and boundaries or other facts which a correct survey would show.

2. Taxes for the year 2004, a lien, which are not yet due and payable. Tax Parcel Nos. 93-6-1/57 and 93-6-1/58.

3. Rights of others in and to Party Walls.

4. Rights of tenant in possession as "Tenants Only" under unrecorded lease(s).

5. Authorization for Installing Luminaire or Banner Arm(s) on side of property as of record in Book 9627, page 207 and Book 9627, page 208, Register's Office for Davidson County, Tennessee.