Davidson County DEEDWARR
Recvd: 08/05/04 12:14 4pgs
Fees:23.00 Taxes:6105.00

20040805-0094262

THIS INSTRUMENT PREPARED BY:
Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Hillsboro Holdings, LLC 209 10th Ave. South Nashville TN 37203	Same	19-131.02-0-019.00 19-131.02-0-205.00

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, BREAD & COMPANY, INC., a Tennessee corporation (" Grantor"), has this day bargained and sold, and does hereby bargain, sell, transfer and convey unto HILLSBORO HOLDINGS, LLC, a Tennessee limited liability company ("Grantee"), the real property in Davidson County, Tennessee, described on Exhibit A attached hereto and hereby made a part hereof (the "Property").

This is improved property known as 4105 and 4107 Hillsboro Road, Nashville, TN.

The Property is conveyed subject to the restriction that the Property may not be used for the operation of a bakery (other than the use of the Property by Grantor pursuant to the terms of a lease agreement between Grantor and Grantee) operation for a period of ten (10) years following the termination of the lease between Grantor and Grantee that is in effect as of the date hereof. This restriction shall be binding on the heirs, successors and assigns of Grantee.

TO HAVE AND TO HOLD the said Property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself and its representatives to warrant and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

IN WITNESS WHEREOF, Grantor executed this instrument on this 4th day of August, 2004.

BREAD & COMPANY, INC.

By: _____
Title: President

STATE OF TN)
COUNTY OF Davidson)

Before me, Laura Lincoln a Notary Public in the state and county aforesaid, personally appeared John Clay III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the president of Bread & Company, Inc., a Tennessee corporation, the within named bargainor, and that he/she as such prrs, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself/herself as such president.

WITNESS my hand, at office, as of this _____ day of August, 2004.

LAURA LINCOLN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN
My Comm. Exp. Nov. 27, 2004

_____
Notary Public

My Commission Expires:

_____

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value (whichever is greater) for this transfer is $1,650,000.

LAURA LINCOLN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN
My Comm. Exp. Nov. 27, 2004

_____
Affiant

Subscribed and sworn to before me, this 13 day of August, 2004.

_____
Notary Public

My Commission Expires:

_____

EXHIBIT A

Lot No. 1 – Land in the 9th Ward of the City of Nashville, formerly the 7th Civil District of Davidson County, Tennessee, being part of Lot No. 1 and the southerly part of Lot No. 6 of Block "C" on the map of Hillsboro-Hobbs Road Subdivision, not of record, described together in part according to a survey made by J.R. Scott, Surveyor, December 5, 1939, in part according to a survey made by John M. Sullivan, County Surveyor, December 7, 1949, and in part according to a survey made by R.T. Snyder and W.H. Sproles, Surveyors, December 21, 1962, as follows:

Beginning at the intersection of the northwesterly margin of Hillsboro Road and the northerly margin of Hillsboro Drive; thence N, 38 degrees E. 49.20' with the northwesterly margin of Hillsboro Road to a point; thence N. 55 degrees 30' W. 213.11' to a point in the line between Lots Nos. 6 and 7 on said map, also being the easterly line of the property conveyed to Nelson Griswold, Jr. by deed from E. L. Savely and wife, as of record in Book 3368, page 311, Davidson County Register's Office, thence with the line between Lots Nos. 6 and 7 along Griswold's easterly line S. 11 degrees – 08' W. 59.77' to the northerly margin of Hillsboro Drive; thence with said margin S. 84 degrees – 22' E. 11.9' and S. 55 degrees – 30' E, 176' to the point of beginning.

Lot No. 2 – Land in the 9th Ward of the City of Nashville, formerly the 7th Civil District of Davidson County, Tennessee, being the northeasterly part of Lot No. 1 and part of Lot No. 2 and a part of lot No. 6 of Block "C" on the map of Hillsboro-Hobbs Road Subdivision, not of record, described together in part according to a survey made by J.R. Scott, Surveyor, December 5, 1939, in part according to a survey made by John M. Sullivan, County Surveyor, December 7, 1949, and in part according to a survey made by R.T. Snyder and W.H. Sproles, Surveyors, December 21, 1962, as follows:

Beginning at a point in the northwesterly margin of Hillsboro Road at the southeast corner of the property conveyed to Mannie Sue Stephens by deed from E.G. Vester and wife, as of record in Book 1807, page 143, Register's Office for said County; thence with said Stephens' southwesterly line N 54 degrees – 22' W, 143.11' to a point in the line between Lots Nos. 2 and 3 on said map, thence N 55 degrees – 30' W, 94.9' to the line between Lots Nos. 6 and 7 on said map, also being the easterly line of the property conveyed to Nelson Griswold, Jr., by deed from E.L. Savely and wife, as of record in Book 3368, page 311, said Register's Office; thence with the line between Lots Nos. 6 and 7 along said Griswold's easterly line S 11 degrees – 08' W. 55.23 feet to a point; thence S 55 degrees – 30' E, 213.11' to a point in the northwesterly margin of Hillsboro Road; thence with said margin N 38 degrees E, 47.97' to a point of beginning.

Being the same property conveyed to grantor by deeds of record as Instrument #20040805-_____ and #20040805-0094260, Register's Office for Davidson County, Tennessee. 0094258

EXHIBIT B

1. Taxes for 2004 and thereafter, a lien not yet due and payable.
2. Right of Way Deed to State of Tennessee of record in Book 4745, page 943, Register's Office for Davidson County, Tennessee.