STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,625,000.00.

Affiant

Subscribed and sworn to before me, this 24th day of AUG, 2004.

Notary Public

My Commission Expires: 7-19-08

Davidson County DEEDWARR
Recvd: 08/26/04 14:34 3pgs
Fees:18.00 Taxes:9712.50
20040826-0103533

THIS INSTRUMENT PREPARED BY:
Jack W. Robinson, Jr.
GULLETT, SANFORD, ROBINSON & MARTIN, PLLC
P. O. Box 198888
Nashville, Tennessee 37219-8888
(615) 244-4994

Address New Owner As Follows:	Send Tax Bills To:	Map-Parcel Number:
178 2ND AVENUE NORTH, LLC c/o P. O. Box 680245 Marietta, Georgia 30068-0005	Same	093-02-4 018.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **GRAYSON CORPORATION,** a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey, unto **178 2ND AVENUE NORTH, LLC**, a Georgia limited liability company (the "Grantee"), its successors and assigns, a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated.

This conveyance is made subject to:

1. 2004 taxes, a lien but not yet due and payable, which have been prorated and assumed by Grantee. By acceptance of delivery of this instrument, Grantee assumes and agrees to pay such taxes as and when such become payable and to indemnify and hold harmless Grantor from liability and loss therefrom.

2. Tennessee Conservation Easement of record in Book 7088, Page 975, Register's Office for Davidson County, Tennessee.

3. Restrictive Covenants running with the land of the Metropolitan Development and Housing Agency in the Phillips-Jackson Street Redevelopment District of record in Book 9183, Page 130, as amended and supplemented in Book 11625, Page 280, said Register's Office.

4. Ordinance Nos. 093-773 (as amended) and 099-1762, approved by the Metropolitan Council of Nashville and Davidson County (regarding the Phillips-Jackson Street Redevelopment Plan and District).

The subject property is improved property known as 178 Second Avenue North, Nashville, Tennessee 37201.

TO HAVE AND TO HOLD said tract of land, with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns, forever. Except for those matters set forth hereinabove, Grantor covenants and binds itself, its successors and representatives, to warrant and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise.

IN WITNESS WHEREOF, this Special Warranty Deed is executed this 24TH day of AUG, 2004.

GRAYSON CORPORATION,
a Tennessee corporation

By: Beth Mulhall Newell
Beth Mulhall Newell, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, **BETH MULHALL NEWELL**, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is **PRESIDENT** of the maker and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 24TH day of AUG, 2004.

Jill Connors
Notary Public

My Commission Expires: 7-19-08

JILL CONNORS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TENN

236845.1/2004266
8/24/2004 9:11 AM

EXHIBIT A

Land in Davidson County, Tennessee, being part of Lot No. 12 on the Original Plan of the town of Nashville, not of record, described as follows:

Beginning on the easterly margin of 2nd Avenue North, formerly Market Street, 75 feet and 4 inches southerly from the southerly margin of Church Street, being the southwest corner of 19 feet of ground conveyed by R. L. Weakley to J. P. Drouillard, by deed recorded in Book 75, page 370, Register's Office for said County; thence with the easterly margin of Market Street, southerly 38-3/4 feet, more or less, to the line between this property and that formerly owned by B. Lanler, as established by a conveyance of record in Book 26, page 570, said Register's Office; thence with said line easterly 211 feet, more or less, to the westerly margin of 1st Avenue North, formerly Water or Front Street, thence with said margin, northerly 38-3/4 feet, more or less, to Drouillard's southeast corner; thence with said Drouillard's southerly line, westerly 211 feet, more or less, to the beginning.

Being the same property conveyed to Grayson Corporation by deed from Nashville Bank and Trust Company (formerly Nashville Trust Company), a Tennessee state banking corporation, Trustee for Mrs. Anna Russell Cole Weaver, pursuant to the decree of record in Minute Book 184, page 31, Chancery Court at Nashville, Tennessee; said deed being of record in Book 2859, page 342, Register's Office for Davidson County, Tennessee.

A new legal description was not prepared for this deed. The legal description is the same one used in the previous deed of record.