Box 57

Address New Owners as follows:	Send tax bills to:	Map-Parcel:
Grassmere Partners P.O. Box 22149 Nashville, TN 37202	Same	Map 133 Parcel 135

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of One Dollar ($1.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **GRASSMERE PARTNERS, a Tennessee Partnership,** hereinafter called Grantor, by these presents does transfer, quitclaim and convey unto **RCM INTERESTS II, LP,** hereinafter called Grantee, Grantee's successors and assigns a portion of Grantor's right, title and interest in and to the following described real property (the "Subject Property") (together with a like allocation of the debt of the Grantor and the Subject Property) equal to a 5.83% tenancy in common interest, said Subject Property lying and being situated in the County of Davidson, State of Tennessee, described as follows, to-wit:

See Exhibit A attached hereto.

The purpose of this conveyance is to distribute a portion of the Subject Property to the Grantee who is a partner of the Grantor so that the Subject Property will now be held by Grassmere Partners as a 94.17% tenant in common and RCM Interests II, LP, as a 5.83% tenant in common.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed on this 23rd day of September, 2004.

(Signatures on the following page)

Davidson County DEEDQC
Recvd: 09/27/04 11:52 5pgs
Fees:27.00 Taxes:0.00
20040927-0116043

Grassmere Partners, a Tennessee partnership

By: RCM Interests II, LP, Managing General Partner
By: RCM Interests, LP, General Partner

By: Robert C. H. Mathews III
Its: General Partner

By: Mathews Development Corporation, General Partner

By: Robert C. H. Mathews III
Its: President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned authority, a Notary Public in and for said County and State aforesaid, personally appeared Robert C. H. Mathews III, with whom I am personally acquainted (or proved to me in the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the General Partner of RCM Interests, LP, general partner of RCM Interests II, LP, Managing Partner of Grassmere Partners, the within named bargainor, a Tennessee partnership, and that he, as such General Partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the partnership by himself as such General Partner.

WITNESS my hand and official seal at office this 23rd day of September, 2004.

Janice L. Patten
Notary Public

My Commission Expires: 7/21/07.

JANICE L. PATTEN
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires JULY 21

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned authority, a Notary Public in and for said County and State aforesaid, personally appeared Robert CH Mathews, III, with whom I am personally acquainted (or proved to me in the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the President of Mathews Development Corporation, the within named bargainor, a corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

WITNESS my hand and official seal at office this 23rd day of September, 2004.

Amy D. Nix
Notary Public

AMY D. NIX STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires: 7/19/08.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $0.00.

Thomas L. A

AFFIANT

Sworn to and subscribed before me this 23rd day of September, 2004.

Amy D. Nix
NOTARY PUBLIC

AMY D. NIX STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My commission expires: 7-19-08

This instrument prepared by
Thomas C. Scott
TUNE, ENTREKIN & WHITE
21st Floor, First American Center
Nashville, Tennessee 37238-0091

EXHIBIT A

Lot 5 as shown on the plan of Second Revision Lots 5 and 8, Re-subdivision of Lots 5 and 6, Section Four, Grassmere as of record in Book 9700, page 615, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to the Grantor by Deeds of record in Book 6586, page 458 and corrected in Book 6934, page 500 and 507 respectively, Register's Office for Davidson County, Tennessee.