THIS INSTRUMENT PREPARED BY: **MUDTER, MORGAN & PATTERSON** **2000 Richard Jones Road** **Suite 103** **Nashville, Tennessee 37215** **(615) 383-4429** **File Box 9B**	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is: $1,200,000.00. Affiant Subscribed and sworn to before me, this 12th day of November, 2004. Notary Public My Commission Expires: 11/25/2006

DONALD E. KNIFFEN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

SPECIAL WARRANTY DEED

Address New Owner: Fifth Third Bank, N.A., a national banking association V.P. Corporate Facilities –Real Estate 38 Fountain Square Plaza, MD10ATA1 Cincinnati, OH 45263	Send Tax Bills to: New Owner	Tax Information: Map: 119-11 Parcel: 179

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, T & M BRILEY DEVELOPMENT, LLC, a Tennessee limited liability company ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to FIFTH THIRD BANK, N.A., a national banking association ("Grantee"), its successors and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

This is unimproved property.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee and its successors and assigns, forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said real estate in fee simple and has a good right to convey it. This conveyance and all covenants and warranties made herein are expressly subject to those matters set forth on Exhibit "A". Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Davidson County DEEDWARR
Recvd: 11/12/04 14:44 3pgs
Fees:18.00 Taxes:4440.00
20041112-0136488

IN WITNESS WHEREOF, Grantor has executed this instrument, the corporate party by its duly authorized officer(s), on this 8th day of November, 2004.

T & M BRILEY DEVELOPMENT, LLC, a Tennessee limited liability company

By: Midland Briley Development, LLP, a Tennessee limited liability partnership, its authorized manager

By: _____
Lee S. Wielansky, Managing Partner

STATE OF MISSOURI)
COUNTY OF ST. LOUIS)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Lee S. Wielansky, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who, upon oath, further acknowledged that he is the Managing Partner of Midland Briley Development, LLP, a Tennessee limited liability partnership, the authorized manager of T & M Briley Development, LLC, a Tennessee limited liability company, the maker or its constituent, and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 8th day of November, 2004.

_____
Notary Public

My Commission Expires: February 10, 2008

PATRICIA M. PETERSON
Notary Public - State of Missouri
County of St. Louis
My Commission Expires Feb. 10, 2008

Exhibit "A"

Legal Description

Land in Davidson County, Tennessee, being Lot No. 2 on the Final Plat of Willowbrook Market Place, appearing of record as Instrument No. 20040123-0009223, as corrected by Surveyor's Certificate of Correction, appearing of record as Instrument No. 20040825-0103096, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being part of the same property conveyed to T & M Briley Development, LLC by deed from Arthur C. Litchford, Sr. and wife, Suzanne S. Litchford recorded as Instrument No. 20030509-0062634, and by deed from Roy G. Riggins and wife, Lynn Riggins recorded as Instrument No. 20030528-0071773, and by deed from John Robert Wall, Jr. recorded as Instrument No. 20030618-0084150, all in the Register's Office for Davidson County, Tennessee.

Permitted Encumbrances

1. Taxes for the year 2004, which have been prorated and will be paid by Grantor.
   Map: 119-11; Parcel: 179

2. All matters appearing on the Plan of record as Instrument No. 20040123-0009223, as corrected by Surveyor's Certificate of Correction, appearing of record as Instrument No. 20040825-0103096, Register's Office for Davidson County, Tennessee.

3. Terms and conditions of Storm Water Detention Agreement recorded as Instrument No. 20030311-0032412, Register's Office for Davidson County, Tennessee.

4. Declaration of Reciprocal Easements and Restrictions recorded as Instrument No. 20040922-0113796, Register's Office for Davidson County, Tennessee.

5. All matters appearing on the survey by James Allen Crawford, TRLS No. 1455, dated March 2, 2004, last revised November 10, 2004.