40-A

This Instrument Prepared By:
Gibson, Gregory & Gwyn, PLLC
201 Fourth Avenue, N. Suite 1900
Nashville Tennessee 37219

ADDRESS NEW OWNER:

The Hilton Co., Inc.
4132 Baldwin ARbor
Nashville, TN 37215

SEND TAX BILL:

New Owner

Davidson County DEEDWARR
Recvd: 12/01/04 15:48 2pgs
Fees:13.00 Taxes:1036.00
20041201-0143274

MAP AND PARCEL:
MAP 144
PARCEL 98

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, cash in hand paid by the Grantees named herein, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Rebecca A. Callahan, married** ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto **The Hilton Co., Inc.**, a Tennessee corporation ("Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee (the "Property"), described as follows, to wit:

> Land in Davidson County, Tennessee, being Lot No. 11 on the Plan of Bancroft, as of record in Plat Book 9700, page 326, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete legal description.
>
> Being the same property conveyed to Rebecca A. Callahan by deed from Richard M. Small, of record in Instrument No. 20030108-0003632, Register's Office for Davidson County, Tennessee.
>
> This conveyance is made subject to such limitations and restrictions and easements as may affect the premises.
>
> Barry S. Callahan joins in the execution of this instrument to convey any interest he may have in the subject property as spouse of Rebecca A. Callahan.

This is unimproved property known as 101 Bancroft Court, Nashville, TN 37215.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to Grantee, its heirs, successors and assigns, forever; and Grantor, does covenant with Grantee that she is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is unencumbered unless otherwise herein set out; and Grantor does further covenant and bind herself, her heirs, assigns and representatives, to warrant and forever defend the title to the Property to Grantee, its successors and/or assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness its hand this 1st day of December, 2004.

Rebecca A. Callahan

Barry S. Callahan by Rebecca A. Callahan, Attorney-in-Fact, pursuant to Power of Attorney of record in Instrument No. 20041201-0143073 Register's Office for Davidson County, Tennessee.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, of the state and county aforesaid, personally appeared Rebecca A. Callahan, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that she executed the foregoing instrument for the purposes contained therein.

Witness my hand and official seal this 1st day of December, 2004.

Notary Public

CATHERINE H. GWYN Notary Public At Large DAVIDSON COUNTY, TENN.

My Commission Expires: 01/29/05

My Commission Expires January 29, 2005

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public for and in the State and County aforesaid, REBECCA A. CALLAHAN, to me known, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the person who executed the foregoing instrument in behalf of BARRY S. CALLAHAN and who acknowledged that she executed the same as the free act and deed of BARRY S. CALLAHAN.

Witness my hand and official seal this 1st day of December, 2004

Notary Public

CATHERINE H. GWYN Notary Public At Large DAVIDSON COUNTY, TENN.

My Commission Expires: 01/29/05

My Commission Expires January 29, 2005

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual value or consideration, whichever is greater, for this transfer is $280,000.00.

PRES. THE HILTON CO., INC.

AFFIANT

Subscribed and sworn to before me this 1st day of December, 2004.

NOTARY PUBLIC

My Commission Expires: 1/29/05

CATHERINE H. GWYN Notary Public At Large DAVIDSON COUNTY, TENN.

My Commission Expires January 29, 2005