This Instrument Was Prepared By:
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Attorneys At Law
303 Church Street, Suite 300
Nashville, TN 37201-1786

Davidson County DEEDWARR
Recvd: 12/07/04 11:46 12pgs
Fees:63.00 Taxes:13367.51
20041207-0145661

Address New Owner And Send Tax Bills To:

Avondale Park Partnership
414 Bridge Street
Franklin, Tennessee 37064

Map And Parcel Numbers:

Map 140, Parcels 16, 69, 74 & 75
and Map 141, Parcel 10

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, **MICHAEL R. ALLISON** and wife, **DIANE A. ALLISON** (hereinafter collectively referred to as the "Grantors"), have bargained and sold, and by these presents do transfer and convey unto **AVONDALE PARK PARTNERSHIP,** a Tennessee general partnership (hereinafter referred to as the "Grantee"), in fee simple, certain real property situated in Davidson County, Tennessee, which property is more particularly described on Exhibit A which is attached hereto and made a part hereof by this reference, together with all right, title and interest of the Grantors, if any, in and to any easements and rights-of-way adjoining, abutting, or benefitting the same and together with the appurtenances, hereditaments, estate, title and interest thereto appertaining (all of the foregoing being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property to the Grantee, its successors and assigns, in fee simple forever; subject, however, to the matters set forth in Exhibit B which is attached hereto and made a part hereof by this reference.

The Grantors covenant that they are lawfully seized and possessed of the Property; that they have full power and lawful authority to sell and convey the Property; that the Property is free from all encumbrances made or suffered by them, except to the extent otherwise set forth in Exhibit B hereto; and the Grantors will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, through or under the Grantors, but not otherwise; provided, however, that Diane A. Allison joins in the foregoing covenants and warranties only as to the portion of the Property owned of record by her and Michael R. Allison, and as to the remainder of the Property, Diane A. Allison joins in this deed for the sole purpose of relinquishing any maritial rights.

Whenever in this instrument the terms Grantors and Grantee are used, such terms will be construed to include said parties, their respective heirs, legal representatives, successors and assigns, and such terms, or pronouns therefor, will be construed to include the masculine, feminine or neuter gender and the singular number will include the plural, all as the context may require.

IN WITNESS WHEREOF, the Grantors have executed this deed on this 3rd day of December, 2004.

Michael R Allison

Michael R. Allison

Diane A Allison

Diane A. Allison

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $3,612,840.00.

Affiant

Subscribed and sworn to before me, this the 3rd day of December, 2004.

Notary Public At Large

My Commission Expires: February 20, 2005

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Michael R. Allison, the bargainor, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and seal at office at Nashville, Tennessee, on this the 3rd day of December, 2004.

Notary Public At Large

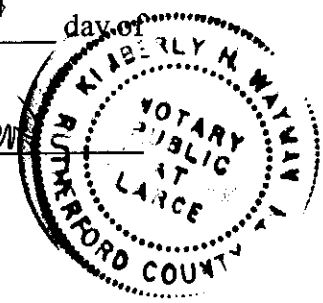
My Commission Expires: February 20, 2005

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Diane A. Allison, the bargainor, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and seal at office at Nashville, Tennessee, on this the 3rd day of December, 2004.

Kimberly H. Wayman
Notary Public At Large



My Commission Expires: February 20, 2005

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EXHIBIT A

LEGAL DESCRIPTION

TRACT ONE

Land lying in the Thirty-Fifth Councilmanic district of Nashville, Davidson County, Tennessee, and being the property conveyed to Michael R. Allison of record in Deed Book 6797, Page 417, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a highway monument (old), set in the Southerly Right of Way of Interstate 40 (R.O.W. varies) and the intersection of the easterly right of way of the CSX railroad right of Way (100' R.O.W.);

Thence, with said Interstate 40 Right of Way for the next five calls:

Thence, North 87°11'06" East, a distance of 157.05 feet, to a highway monument (old);

Thence, North 00°11'35" West, a distance of 11.70 feet, to an iron pin (old);

Thence, North 87°40'48" East, a distance of 292.37 feet, to a highway monument (old);

Thence, along a curve to the right having a radius of 4,905.50 feet, a central angle of 26° 55' 31", and being subtended by a chord which bears South 79° 10' 38" East 2,284.10 feet, an arc distance of 2,305.26 feet to a highway monument (old);

Thence, South 65° 44' 48" East, a distance of 1,004.64 feet, to an iron pin (new);

Thence with the centerline of the Harpeth River the following seven calls:

South 71° 49' 33" West, a distance of 141.15 feet, to a point;

Thence, South 57° 31' 17" West, a distance of 627.15 feet, to a point;

Thence, South 66° 08' 20" West, a distance of 174.64 feet, to a point;

Thence, South 81° 14' 30" West, a distance of 248.63 feet, to a point;

Thence, South 79° 24' 31" West, a distance of 331.08 feet, to a point;

Thence, South 46° 01' 15" West, a distance of 253.37 feet, to a point, said point being the intersection of said centerline and the northerly right-of-way line of the CSX Railroad;

Thence, with the aforementioned CSX Railroad easement, for the next two calls:

Thence, along a curve to the right having a radius of 5,784.61 feet, a central angle of 11° 02' 29", and being subtended by a chord which bears South 53° 26' 48" East 1,113.02 feet, an arc distance of 1,114.74 feet to an iron pin (old);

Thence, North 47° 55' 34" West, a distance of 1,407.27 feet to the point of beginning, containing 2,904,510 square feet or 66.68 acres, more or less.

TRACT TWO

Land lying in the Thirty-Fifth Councilmanic district of Nashville, Davidson County, Tennessee, and being the property conveyed to Michael R. Allison of record in Deed Book 6797, Page 417, Deed Book 10748, Page 876, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin (old), set in the Westerly Right of Way of McCrory Lane (60' R.O.W.) and with said McCrory Lane for the next three calls:

Thence, North 51° 49' 18" West, a distance of 227.68 feet, to an iron pin (old);

Thence, North 51° 17' 39" West, a distance of 260.08 feet, to an iron pin (old);

Thence, North 51° 50' 55" West, a distance of 249.78 feet, to an iron pin (old);

Thence, leaving said right of way, along or near the Jones Living Trust property, parcel 70, of record as Instrument Number 20020515-59518, Register's Office for Davidson County, Tennessee, North 40° 56' 04" East, a distance of 1,046.33 feet, to an iron pin (old);

Thence, along or near the Mildred Deal Brown Property (parcel 71) of record in Deed Book 10752, Page 174, Register's Office for Davidson County, Tennessee, North 40° 59' 14" East, a distance of 540.14 feet, to an iron pin (new);

Thence, along the Mildred Deal Brown Property (parcel 72) of record in Deed Book 10752, Page 178, Register's Office for Davidson County, Tennessee, for the next two calls:

Thence, North 08° 15' 57" East, a distance of 528.02 feet, to an iron pin (old);

Thence, North 81° 44' 03" West, a distance of 1,265.37 feet, to an iron pin (old);

Thence, along David L. Harbin's East line (parcel 14.03),of record as Instrument Number 20020514-0058932 Register's Office for Davidson County, Tennessee, North 04° 38' 14" East, a distance of 491.20 feet, to an iron pin (old);

Thence, with the East lines of the J.P. Wilson Property, of record in Deed Book 4742, Page 699, Register's Office for Davidson County, Tennessee, the following eight calls:

North 35° 32' 41" West, a distance of 527.50 feet, to an iron pin (new);

Thence, North 19° 35' 49" West, a distance of 62.25 feet, to an iron pin (new);

Thence, North 09° 06' 58" West, a distance of 158.83 feet, to an iron pin (new);

Thence, North 16° 39' 52" West, a distance of 46.08 feet, to an iron pin (new);

Thence, North 56° 08' 05" West, a distance of 118.08 feet, to an iron pin (new);

Thence, North 64° 07' 29" West, a distance of 89.52 feet, to an iron pin (old);

Thence, South 88° 21' 01" West, a distance of 537.66 feet, to an iron pin (new);

Thence, North 58° 56' 59" West, a distance of 722.13 feet, to an iron pin (new);

Thence, along the east lines of the State of Tennessee property, of record in Deed Book 2999, Page 323, Register's Office for Davidson County, Tennessee, the following two calls:

North 48° 53' 59" West, a distance of 149.69 feet, to an iron pin (new);

Thence, North 03° 46' 25" West, a distance of 106.28 feet, to an iron pin (new) set in the southerly right of way of Interstate 40 [State Project Number 3(10)(189)];

Thence, with said Right of way for the next seven calls:

Thence, North 87° 21' 10" East, a distance of 237.33 feet, to a highway monument (old);

Thence, North 01° 24' 25" West, a distance of 54.29 feet, to a highway monument (old);

Thence, North 87° 21' 43" East, a distance of 774.15 feet, to a highway monument (old);

Thence, South 01° 46' 03" East, a distance of 19.47 feet, to a highway monument (old);

Thence, North 87° 06' 09" East, a distance of 149.60 feet, to a highway monument (old);

Thence, North 02° 05' 41" West, a distance of 19.86 feet, to a highway monument (old);

Thence, North 87° 21' 33" East, a distance of 1,855.08 feet, to an iron pin (new);

Thence, with the CSX Railroad right of way (100' R.O.W.) for the next two calls:

Thence, South 47° 55' 34" East, a distance of 1,466.29 feet, to an iron pin (old);

Thence, along a curve to the left having a radius of 5,884.61 feet, a central angle of 10° 50' 06", and being subtended by a chord which bears South 53° 20' 37" East 1,111.15 feet, an arc distance of 1,112.81 feet to the centerline of the Harpeth River;

Thence with said centerline the next five calls:

South 39° 58' 37" West, a distance of 47.70 feet, to a point;

Thence, South 27° 27' 42" West, a distance of 106.62 feet, to a point;

Thence, South 02° 53' 13" East, a distance of 269.65 feet, to point;

Thence, South 16° 23' 13" East, a distance of 288.52 feet, to a point;

Thence, South 20° 55' 06" East, a distance of 204.33 feet, to a point in the northerly line of the Phillip L. Brown Property (Parcel 20), of record in Deed Book 10764, Page 489, Register's Office for Davidson County, Tennessee;

Thence, with the line of said Phillip Brown Property, the following nine calls:

North 81° 57' 01" West, a distance of 898.87 feet, to an iron pin (old);

Thence, South 46° 17' 27" West, a distance of 767.24 feet, to an iron pin (new);

Thence, South 01° 23' 59" West, a distance of 368.39 feet, to an iron pin (old);

Thence, North 87° 07' 14" West, a distance of 92.96 feet, to an iron pin (old);

Thence, South 06° 51' 11" West, a distance of 117.74 feet, to an iron pin (old);

Thence, South 55° 24' 30" West, a distance of 901.20 feet, to an iron pin (new);

Thence, South 18° 37' 47" West, a distance of 132.90 feet, to an iron pin (new);

Thence, along a curve to the right having a radius of 632.35 feet, a central angle of 19° 29' 38"and being subtended by a chord which bears South 28° 22' 36" East 214.11 feet, an arc distance of 215.15 to an iron pin (new);

Thence, South 38° 10' 27" West, a distance of 221.98 feet, to the point of beginning, containing 8,499,590 square feet or 195.12 acres, more or less.

Being the same property conveyed to Michael R. Allison (as to Tract One and a portion of Tract Two), by deed of record in Book 6797, Page 417, Register's Office for Davidson County, Tennessee, and conveyed to Michael R. Allison and wife, Diane A. Allison (as to a portion of Tract Two), by deed of record in Book 10748, Page 876, Register's Office for Davidson County, Tennessee.

EXHIBIT B

EXCEPTIONS

1. Lack of direct access to Highway I-40 from the Property, such right of access having been granted as to part of the Property by John Smallman Cowden and wife, Ruby S. Cowden, to the State of Tennessee by a judgment, a certified copy of which is of record in Book 3369, Page 316, Register's Office for Davidson County, Tennessee, and a drainage easement of 0.67 acres was also granted therein to the State of Tennessee; and such right of access having also been granted as to part of the Property by Robert Newsom Hutton by deed of record in Book 3033, Page 185, Register's Office for Davidson County, Tennessee.

2. Easement for right-of-way of an electric power line granted to Tennessee Electric Power Company by James B. Ezzell and wife, Fanny M. Ezzell, of record in Book 787, Page 7, Register's Office for Davidson County, Tennessee.

3. Right-of-way of all roads of the Nashville, Chattanooga & St. Louis Railway and spur tracks, if any, lying within the boundaries of the Property, including but not limited to, right-of-way having been granted by deed from S.F. Newsom to Nashville, Chattanooga & St. Louis Railway, of record in Book 341, Page 277, Register's Office for Davidson County, Tennessee; by deed from S.F. Newsom to Nashville, Chattanooga & St. Louis Railway, of record in Book 350, Page 371, Register's Office for Davidson County, Tennessee; by deed from J.B. Ezzell and wife, Fanny M. Ezzell, to Nashville, Chattanooga & St. Louis Railway, of record in Book 362, Page 561, Register's Office for Davidson County, Tennessee; and by deed from J.B. Ezzell and wife, Fanny Moran Ezzell, to Nashville, Chattanooga & St. Louis Railway, of record in Book 513, Page 396, Register's Office for Davidson County, Tennessee. Note that the latter deed included the grant to the Railway of the perpetual right to lay and maintain a water pipe from the lot conveyed along the edge of the Harpeth River in an easterly direction to a point above the mill dam for the purpose of securing water from the mill pond.

4. Easement and right-of-way for electric power transmission lines and poles with the rights of ingress and egress and other rights and privileges as set out in grant to the United States by John Smallman Cowden and wife, Ruby S. Cowden, of record in Book 4193, Page 903, Register's Office for Davidson County, Tennessee.

5. Easement for water line granted by Rodgers Properties, Inc. (formerly J.M.R. Development Co.), to Harpeth Valley Utilities District of Davidson and Williamson Counties, of record in Book 5738, Page 832, Register's Office for Davidson County, Tennessee.

6. Easement for sewer line granted by Michael R. Allison to Harpeth Valley Utilities District of Davidson and Williamson Counties, of record in Book 7601, Page 400, Register's Office for Davidson County, Tennessee.

7. A 15 foot public roadway running parallel with the railroad right-of-way in the extreme eastern part of the Property comprising the tract of 38.71 acres conveyed to John Smallman Cowden, of record in Book 1237, Page 674, Register's Office for Davidson County, Tennessee, which may be part of the Property, is included in the description of such tract but expressly excluded from conveyance.

8. Subject to use as roadway of a strip of 15 feet wide along the southwesterly side of the Nashville, Chattanooga & St. Louis Railway right-of-way and along the west side of Lot No. 1 on the Plan of record in Book 1, Page 25, Register's Office for Davidson County, Tennessee, and subject to the use for roadway a strip 12 feet wide along the line between the Dower Tract and Lot 5 according to said Plan with 6 feet thereof being on the east side of the line between said Dower Tract and said Lot 5, and 6 feet thereof being on the west side of the line between said Dower Tract and said Lot 5, all of said roadways having been established by decree entered in the Chancery Court of Davidson County, Tennessee, in the suit of R.P. Hutton et al. vs. J.B. Ezzell, Docket Nos. 25,062 and 26,939 (references thereto appear in a deed of record in Book 840, Page 540, Register's Office for Davidson County, Tennessee, and in subsequent deeds).

9. Easement for water main across the Dower Tract, a part of the Property, from the 38.71 acre tract conveyed to John Smallman Cowden, of record in Book 1237, Page 674, Register's Office for Davidson County, Tennessee, to the Big Harpeth River and privilege of building a pump house and drainage across the Dower Tract (see deed of record in Book 840, Page 540, Register's Office for Davidson County, Tennessee).

10. Advertising space lease of record in Book 4494, Page 882, Register's Office for Davidson County, Tennessee. (This lease was executed March 15, 1971, by Lineberger Development Co. to National Advertising Company, which lease contains an initial 10-year term and an extension on a year-to-year basis thereafter unless earlier terminated. No termination or extension documents appear of record.)

11. Title to that portion of the Property embraced within the high and low watermark of the Big Harpeth River.

12. Riparian rights claimed or asserted by surrounding land owners and the State of Tennessee.

13. Title to that portion of the Property embraced with the bounds of any roads or highways.

14. Lack of access to McCrory Lane (Tract One).

15. That portion of the Property embraced within the bounds of any cemetery, with rights of ingress and egress thereto.

16. Right-of-way as shown on the Plat entitled Section 1 Harpeth 40 Mobile Home Park, of record in Book 4300, Page 49, Register's Office for Davidson County, Tennessee.

17. Advertising space lease between Buck Allison, Inc., and The Lamar Corporation, of record in Book 6078, Page 619, Register's Office for Davidson County, Tennessee.

18. A portion of the Property is within the 100-year flood plain as shown on the overall boundary lay-out of Ragan-Smith-Murphy & Associates, Inc., dated March 30, 1988 (not a field survey).

19. Memorandum of lease between Michael R. Allison and National Advertising Company, of record in Book 10023, Page 638, Register's Office for Davidson County, Tennessee.

20. Declaration of Restrictive Covenants, of record as Instrument No. 20020821-0100879, Register's Office for Davidson County, Tennessee.

21. The following easements noted in the deed of record in Book 10748, Page 878, Register's Office for Davidson County, Tennessee:

    (a) TVA easement for electrical power lines across property.

    (b) Possible future flooding over a portion of the property.

    (c) 12" Waterline easement over a portion of the property.

    (d) 25' utility easement.

    (e) Unrecorded ingress and egress easement.

    (f) Ingress and egress easement from existing unrecorded easement for ingress and egress to Tract 8 from the southeasternmost point of said unrecorded easement.

    (g) Electric service line easement.

    (h) Cemetery with easement for ingress and egress.

22. Declaration of Restrictive Covenants, of record as Instrument No. 20020821-0100879, Register's Office for Davidson County, Tennessee.

23. Contract between Louisville and Nashville Railroad Company and Joe M. Rogers, of record in Book 5348, Page 362, Register's Office for Davidson County, Tennessee, and assignment of contract between Joe M. Rogers and Buck Allison, Incorporated, of record in Book 5902, Page 469, Register's Office for Davidson County, Tennessee.