1st
318
UTC

AFTER RECORDING RETURN TO:
Michael S. Peek
Bass, Berry & Sims PLC
2700 Amsouth Center
315 Deaderick Street
Nashville, Tennessee 37238

Prepared by: Adam Fumarola, Esquire.
First States Investors 5000B, LLC
680 Old York Road, Suite 200
Jenkintown, PA 19046

Address of New Owner:	Send Tax Bills To:	Map-Parcel No.
800 Main, LLC 5042 Thoroughbred Lane Suite 200 Brentwood, TN 37027	Same	Map 82-16, Parcel 18

Davidson County DEEDWARR
Recvd: 12/20/04 15:26 9pgs
Fees:48.00 Taxes:6138.30
20041220-0151229

THE STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

The actual consideration or value, whichever is greater, for this transfer is $ 1,659,000.00.

Affiant (Grantee)

Subscribed and sworn to before me, this the 20th day of December, 2004.

Notary Public

PAMELA WALKER
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires MAR

[Official Seal]

My Commission Expires: 03/22/08

SPECIAL WARRANTY DEED

FIRST STATES INVESTORS 5000B, LLC, a Delaware limited liability company and AMERICAN FINANCIAL TRS, INC., a Delaware corporation (collectively "Grantor"), for and in consideration of the sum of ONE MILLION SIX HUNDRED FIFTY-NINE AND NO/100 DOLLARS ($1,659,000.00) paid to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, SOLD, and CONVEYED and does hereby GRANT, SELL, and CONVEY unto 800 MAIN, LLC, a Tennessee limited liability company ("Grantee"), in fee simple, Grantee's successors and assigns, that certain land located in Davidson County, Tennessee, and being more particularly described in Exhibit A, attached hereto and incorporated herein by reference, together with all improvements, if any, located on such land (such land and improvements being collectively referred to as the "Property").

This conveyance is made and accepted subject to the Permitted Exceptions set forth in Exhibit B hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances pertaining thereto, including all of Grantor's right, title and interest in and to adjacent streets, alleys and rights-of-way, subject to the Permitted Exceptions, unto Grantee and Grantee's successors and assigns (*heirs, executors, administrators, personal representatives and assigns) forever; and Grantor does hereby bind itself and its successors to warrant and forever defend the Property unto Grantee and Grantee's successors and assigns (*heirs, executors, administrators, personal representatives and assigns), against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise.

Ad valorem taxes for the present year having been prorated, Grantee hereby assumes payment thereof, and subsequent assessments for that and prior years due to change in land usage, ownership, or both, occurring after the date hereof.

By acceptance of this Special Warranty Deed, Grantee agrees to and accepts all of the foregoing matters.

IN WITNESS WHEREOF, GRANTOR, has caused this Special Warranty Deed to be executed on the 20th day of December, 2004.

FIRST STATES INVESTORS 5000B, LLC
a Delaware limited liability company

By: _____
Name: Sonya A. Huffman
Title: Vice President

AMERICAN FINANCIAL TRS, INC.,
a Delaware corporation

By: _____
Name: Sonya A. Huffman
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

Personally appeared before me, Kierstin McClanahan, a Notary Public in and for the Commonwealth and County duly commissioned and qualified, Sonya A. Huffman, 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 the Vice President of the Grantor, First States Investors 5000B, LLC, and is authorized by the Grantor to execute this instrument on behalf of the Grantor.

Witness my hand, at office, this 17 day of December, 2004.

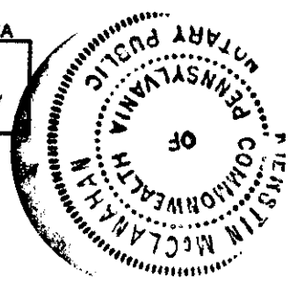
Kierstin McClanahan
Notary Public

My Commission Expires:

April 1, 2008

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kierstin McClanahan, Notary Public
Jenkintown Boro, Montgomery County
My Commission Expires Apr. 1, 2008



COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

Personally appeared before me, Kierstin McClanahan, a Notary Public in and for the Commonwealth and County duly commissioned and qualified, Sonya A. Huffman, 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 the Vice President of the Grantor, American Financial TRS, Inc., and is authorized by the Grantor to execute this instrument on behalf of the Grantor.

Witness my hand, at office, this 17 day of December, 2004.

Kierstin McClanahan
Notary Public

My Commission Expires:

April 1, 2008

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kierstin McClanahan, Notary Public
Jenkintown Boro, Montgomery County
My Commission Expires Apr. 1, 2008



1402224.1

EXHIBIT A
Property Description

Nashville Operations Building
Davidson County, Tennessee

Record Legal:

TRACT A:

TWO PARCELS OF LAND IN DAVIDSON COUNTY, TENNESSEE BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

PARCEL 1:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 23 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 23 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

PARCEL 2:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 26 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 26 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT B:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 22 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 22 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT C:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 24 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID LOT NO. 24 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT D:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO. 11 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO. 11 FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT E:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO.9 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO.9 FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT F:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING PART OF LOT NO. 10 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT NO. 10 FRONTS 50 FEET ON THE SOUTH SIDE OF MAIN STREET, AS WIDENED, AND RUNS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT G:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET OF LOT NOS. 13 AND 14 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PARTS OF SAID LOTS FRONT TOGETHER 100 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED, FORMERLY GALLATIN PIKE, AND RUNS BACK BETWEEN PARALLEL LINES 160 FEET TO AN ALLEY.

TRACT H:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NO. 25 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION.

SAID LOT NO. 25 FRONTS 50 FEET ON THE NORTHERLY SIDE OF WOODLAND STREET AND RUNS BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

TRACT I:

BEING THREE CERTAIN PROPERTIES KNOWN AS PARCEL NOS. 214-CB AND 234-CA, AND 519 C-CA OF THE EAST NASHVILLE URBAN RENEWAL AREA, PROJECT NO. R- 13, AND AS SHOWN ON THE BELOW LISTED SURVEYS PREPARED BY BARGE, WAGGONER & SUMNER, ENGINEERS, AS FOLLOWS:

PARCEL 1:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY PARTS OF LOTS NOS. 15,16 AND 17 OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, AS OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE, AND THE EASTERLY 15 FEET OF SOUTH EIGHTH STREET, AS CLOSED, AND AN UNNUMBERED ALLEY, AS CLOSED, BOTH BY METROPOLITAN COUNCIL BILL NO. 66-855, DESCRIBED TOGETHER ACCORDING TO A SURVEY BY BARGE, WAGGONER, AND SUMNER ENGINEERS, DATED AUGUST 3,1965, AS FOLLOWS:

BEGINNING AT AN IRON PIN IN THE SOUTHERLY MARGIN OF MAIN STREET, AS WIDENED IN THE LINE BETWEEN LOT NOS. 14 AND 15 ON SAID PLAN; THENCE WITH THE LINE BETWEEN SAID LOTS, SOUTH 24 DEGREES 53 MINUTES EAST 159.80 FEET TO AN IRON PIN IN THE NORTHERLY MARGIN OF CITY ALLEY NO. 258; THENCE WITH SAID MARGIN OF SAID ALLEY AND ALONG THE SOUTHERLY OR REAR LINES OF LOTS NOS. 15,16 AND 17, SOUTH 65 DEGREES 05 MINUTES WEST 165.0 FEET TO AN IRON PIN IN THE EASTERLY RIGHT OF WAY OF SOUTH 8TH STREET, AS NARROWED; THENCE NORTH 24 DEGREES 53 MINUTES WEST 159.80 FEET TO AN IRON PIN IN THE SOUTHERLY RIGHT OF WAY OF MAIN STREET, AS WIDENED; THENCE WITH THE MARGIN OF SAME, NORTH 65 DEGREES 05 MINUTES EAST 165.00 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING LOT NOS. 19,20 AND 21 AND THE EASTERLY 15 FEET OF LOT NO. 18 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE

SAID LOT NOS. 19,20 AND 21 AND THE EASTERLY 15 FEET OF LOT NO. 18 ADJOIN AND FRONT TOGETHER 165 FEET ON THE NORTH SIDE OF WOODLAND STREET AND RUN BACK BETWEEN PARALLEL LINES 170 FEET TO AN ALLEY.

PARCEL 3:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NOS. 11,12,13,14 AND 15 ON THE PLAN OF HOBSON & WHELESS, SECOND ADDITION TO EDGEFIELD, AS OF RECORD IN BOOK 21, PAGE 21, REGISTER'S OFFICE FOR DAVIDSON COUNTY TENNESSEE, AND THAT PART OF SOUTH 8TH STREET, CLOSED BY METROPOLITAN COUNTY COUNCIL BILL NO. 66-855, LYING BETWEEN THE NORTHERLY MARGIN OF WOODLAND STREET AND CITY ALLEY NO. 258, DESCRIBED TOGETHER ACCORDING TO A SURVEY BY BARGE, WAGGONER, & SUMNER ENGINEERS, DATED MAY 11,1966, AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY MARGIN OF WOODLAND STREET, THE SOUTHWEST CORNER OF LOT NO. 15; THENCE WITH THE LINE BETWEEN LOT NOS. 15 AND 16, NORTH 24 DEGREES 53 MINUTES WEST 169.90 FEET TO A POINT IN THE SOUTHERLY MARGIN OF ALLEY NO 258; THENCE WITH THE REAR LINES OF LOTS NOS. 11, 12,13, 14 AND 15, NORTH 65 DEGREES 05 MINUTES EAST 266.0 FEET TO A POINT 15 FEET EAST OF THE NORTHEAST CORNER OF LOT NO. 11 IN THE WESTERLY MARGIN OF SOUTH 8TH STREET AS NARROWED; THENCE WITH THE WESTERLY MARGIN OF SOUTH 8TH STREET, AS NARROWED, SOUTH 24 DEGREES 53 MINUTES EAST 169.90 FEET TO A POINT IN THE NORTHERLY MARGIN OF WOODLAND STREET; THENCE WITH THE MARGIN OF THE SAME, SOUTH 65 DEGREES 05 MINUTES WEST 266.0 FEET TO THE POINT OF BEGINNING.

TRACT J:

LAND IN DAVIDSON COUNTY, TENNESSEE BEING THE SOUTHERLY 160 FEET, MORE OR LESS, OF LOT NO. 12 ON THE PLAN OF BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, OF RECORD IN PLAN BOOK 1, PAGE 13, CHANCERY COURT AT NASHVILLE.

SAID PART OF SAID LOT FRONTS 50 FEET ON THE SOUTHERLY SIDE OF MAIN STREET, AS WIDENED, AND EXTENDS BACK BETWEEN PARALLEL LINES 160 FEET, MORE OR LESS, TO AN ALLEY.

TRACT K:

BEING PART OF LOT NO. 18 IN BARROW'S ADDITION TO EDGEFIELD, NOW EAST NASHVILLE, A PLAN OF WHICH IS OF RECORD IN PLAN BOOK 1, PAGE 13 OF THE CHANCERY COURT AT NASHVILLE, TENNESSEE.

SAID PART OF LOT NO. 18 LIES ON THE NORTHEAST CORNER OF WOODLAND STREET AND SOUTH 8TH STREET (NOW CLOSED) FRONTING 35 FEET ON THE

NORTHERLY SIDE OF WOODLAND STREET, AND RUNNING BACK BETWEEN PARALLEL LINES, WITH THE EASTERLY MARGIN OF SOUTH 8TH STREET (NOW CLOSED) IN A NORTHERLY DIRECTION 170 FEET TO AN ALLEY IN THE REAR, SAID LOT BEING BOUNDED ON THE WEST BY THE EASTERLY MARGIN OF SAID SOUTH 8TH STREET (NOW CLOSED).

ALSO INCLUDED IN THIS CONVEYANCE IS ALL THE INTEREST OF THE SAID GEORGE F. CRANOR IN THE STREETS, ALLEYS AND LAND LYING ALONG THE ABOVE DESCRIBED PART OF SAID LOT NO. 18, INCLUDING ALL LAND ACQUIRED BY HIM UNDER METROPOLITAN COUNTY COUNCIL SUBSTITUTE BILL NO. 66-855 WHICH PASSED THIRD READING ON JULY 5TH, 1966.

TRACT L:

THE RIGHTS OF COMMERCE UNION BANK IN ALL LAND CLOSED, VACATED AND ABANDONED UNDER SUBSTITUTE BILL NO. 66-855.

TRACT M:

THE RIGHTS OF COMMERCE UNION BANK IN ALL LAND CLOSED, VACATED AND ABANDONED UNDER SUBSTITUTE BILL NO. 68-412.

LESS AND EXCEPT:

THE RIGHTS OF COMMERCE UNION BANK IN ALL LAND DEDICATED UNDER SUBSTITUTE BILL NO. 68-412.

BEING THE SAME PROPERTY CONVEYED TO COMMERCE UNION BANK, NOW KNOWN AS BANK OF AMERICA, BY DEED RECORDED IN BOOK 4217, PAGE 684, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE

BEING FURTHER CONVEYED TO FIRST STATES INVESTORS 5000B, LLC, A DELAWARE LIMITED LIABILITY COMPANY BY CORRECTIVE SPECIAL WARRANTY DEED RECORDED AT INSTRUMENT NO. 20041105-0133802, SAID REGISTER'S OFFICE.

EXHIBIT B TO SPECIAL WARRANTY DEED

PERMITTED EXCEPTIONS

1. Current real estate taxes that are not yet due and payable.

2. Such facts or conditions that an inspection or accurate survey would disclose.

3. Restrictions and other matters appearing on the plat or otherwise common to the subdivision.

4. Existing zoning laws, ordinances and regulations and other laws, ordinances and regulations respecting the Property, and any violations thereof.

5. Assessments for improvements begun or completed after September 29, 2004.

6. All easements, restrictions and agreement of record provided that such easements, restrictions and agreements do not prohibit the Grantee's intended use of the Property.

7. Outstanding oil, gas and mineral rights of record without right of entry.