This instrument was prepared by Patricia R. Young, Perrone & Young, 109 Westpark Drive, Suite 330, Brentwood, TN 37027

QUIT CLAIM DEED

ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP / PARCEL NO.
CPI- Realty, L. P. and Smith Realty Interest, LP c/o 5250 Virginia Way Suite 155 Brentwood, TN 37027	Same	Map 173, Parcel 164 and Part of Map 173; Parcel 116

State of Tennessee)
County of Williamson) The actual consideration or value for this transfer, whichever is greater is $0.00.

Affiant

Personally appeared before me, sworn to and subscribed before me this 27th day of December 2004.

My Commission expires: 7-30-06

Notary Public

FOR AND IN CONSIDERATION OF One Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, **Brooklands Development, LLC, a Tennessee limited liability company**, the "Grantor," does hereby quitclaim and convey unto **CPI-Realty, L.P., a Tennessee limited partnership**, a one-half interest and to **Smith Realty Interest, LP, a Tennessee limited partnership**, a one-half interest, to be held as tenants in common, the "Grantees," their successors and assigns, all of its right, title and interest in and to that certain real estate in Nashville, Davidson County, Tennessee, as described on **"Exhibit A"** hereto which is incorporated herein.

This conveyance is subject to any and all zoning regulations, building restrictions and setback lines, easements, rights of way for public utilities, restrictive covenants, and encumbrances, if any, as may affect the premises.

IN WITNESS WHEREOF, I have hereunto set my hand on this 27th day of December 2004.

GRANTOR: BROOKLANDS DEVELOPMENT, LLC, a Tennessee limited liability company

THOMAS S. SMITH, Chief Manager

Davidson County DEEDQC
Recvd: 12/30/04 10:08 7 pgs
Fees:37.00 Taxes:0.00
20041230-0154786

PRY RE DEED QC CONSID 1098

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

Before me, Notary Public, of the State and County mentioned, personally appeared **Thomas S. Smith**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Chief Manager of **Brooklands Development, LLC, a Tennessee limited liability company,** the within-named bargainor, and that he, as such Chief Manager, executed the foregoing instrument for the purpose therein contained, by signing his name as Chief Manager on behalf of himself and the Company, and that he is authorized to execute the foregoing instrument on behalf of the Company.

Witness my hand and seal, at office in Brentwood, Tennessee, this 29th day of December 2004.



NOTARY PUBLIC

My Commission Expires:
2-10-06

EXHIBIT A

Tract One

Prepared By: **Anderson-Delk & Associates, Inc.**
618 Grassmere Park Drive, Suite 4
Nashville, Tennessee 37211

Being a 43.025 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being the same property conveyed to Vernon M. Williams III, Trustee as evidenced by deed of record in Deed Book 8039 page 387, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the northerly margin of Barnes Road, said point being the most southeasterly corner of the plan of Monte Carlo, Section II-B, of record in Plat Book 5050, page 99, Register's Office Davidson County, Tennessee;

Thence North 52 Degrees 32 Minutes 25 Seconds East a distance of 4.99 feet to a concrete monument found at the Most southeasterly corner of Lot 19 on said plan of Monte Carlo, Section II-B;

Thence continuing with the easterly line of said plan of Monte Carlo, Section II-B, the following two calls:
North 52 Degrees 38 Minutes 15 Seconds East a distance of 162.73 feet to a Point;

Thence North 09 Degrees 43 Minutes 43 Seconds East a distance of 367.09 feet to a concrete monument (old);

Thence with the common line of the herein-described tract and the plan of Monte Carlo, Section 5, of record in Plat Book 6250 page 383, Register's Office Davidson County, Tennessee, the following four calls:

South 83 Degrees 17 Minutes 36 Seconds East a distance of 326.53 feet to an iron pin (new);

Thence North 18 Degrees 11 Minutes 01 Seconds East a distance of 299.43 feet to an iron pin (new);
Thence North 35 Degrees 44 Minutes 30 Seconds East a distance of 443.00 feet to a concrete monument (old);

Thence North 50 Degrees 52 Minutes 17 Seconds East a distance of 57.80 feet to an iron pin (new);
Thence with the easterly line of the plan of Monte Carlo, Section 4, pf record in Plat Book 5800 page 242, Register's Office Davidson County, Tennessee,

North 59 Degrees 43 Minutes 07 Seconds East a distance of 118.13 feet to an iron pin (new);

Thence with the westerly line of the Link Investment Co. Property of record in Deed Book 8039 page 387, Register's Office Davidson County, Tennessee,

South 08 Degrees 52 Minutes 17 Seconds West a distance of 455.24 feet to an iron pin (old);

Thence with the southerly line of said Link Investment Co. Property, the following two calls:
South 86 Degrees 46 Minutes 54 Seconds East a distance of 134.84 feet to an iron pin (new);
Thence South 81 Degrees 18 Minutes 50 Seconds East a distance of 519.96 feet to an iron pin (old);

Thence with the westerly line of the Joyce M. Frye and William L. Frye Property of record in Deed Book 9324 page 531, Register's Office Davidson County, Tennessee,
South 15 Degrees 05 Minutes 05 Seconds East a distance of 763.59 feet to an iron pin (new);

Thence with the northwesterly line of the V. Morris Williams et al Property of record in Deed Book 10076 page 870, Register's Office Davidson County, Tennessee, the following seven calls:
South 34 Degrees 47 Minutes 53 Seconds West a distance of 252.66 feet to an iron pin (new);

Thence South 74 Degrees 19 Minutes 54 Seconds West a distance of 180.85 feet to an iron pin (new);
Thence South 58 Degrees 43 Minutes 23 Seconds West a distance of 177.80 feet to an iron pin (new);
Thence South 42 Degrees 36 Minutes 23 Seconds West a distance of 186.08 feet to an iron pin (new);
Thence South 57 Degrees 05 Minutes 09 Seconds West a distance of 160.43 feet to an iron pin (new);
Thence North 64 Degrees 51 Minutes 43 Seconds West a distance of 179.75 feet to an iron pin (new);

Thence South 60 Degrees 32 Minutes 25 Seconds West a distance of 196.91 feet to an iron pin (new) set in the northerly right-of-way of Barnes Road;

Thence with the northerly right-of-way of Barnes Road, the following six calls:
North 52 Degrees 40 Minutes 40 Seconds West a distance of 195.92 feet to a point;

Thence along a curve to the left having a radius of 434.24 feet through a central angle of 10 Degrees 49 Minutes 59 Seconds, an arc distance of 82.10 feet, said curve having a chord direction of North 58 Degrees 05 Minutes 40 Seconds West and a chord length of 81.98 feet to a point;

Thence North 63 Degrees 30 Minutes 40 Seconds West a distance of 192.96 feet to a point;

Thence along a curve to the right having a radius of 383.47 feet, through a central angle of 35 Degrees 29 Minutes 59 Seconds, an arc distance of 237.59 feet, said curve having a chord direction of North 45 Degrees 45 Minutes 41 Seconds West and a chord length of 233.81 feet to a point;

Thence North 28 Degrees 00 Minutes 41 Seconds West a distance of 213.18 feet to a point;

Thence along a curve to the left having a radius of 741.21 feet through a central angle of 09 Degrees 19 Minutes 05 Seconds, an arc distance of 120.54 feet, said curve having a chord direction of North 32 Degrees 40 Minutes 14 Seconds West and a chord length of 120.41 feet to the Point of Beginning, containing 43.025 acres or 1,874,184 square feet, more or less.

Being the same property conveyed to Brooklands Development, LLC by deed from Vernon M. Williams, III, Trustee, of record as Instrument No. 20041206-0144584, Register's Office for Davidson County, Tennessee.

Included in Tract One, but excluded from this conveyance is the following property:

Prepared By: **Anderson, Delk, Epps & Associates, Inc.**
618 Grassmere Park Drive, Suite 4
Nashville, Tennessee 37211

Being a 12.540 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being a portion of the property conveyed to Vernon M. Williams III, Trustee, as evidenced by deed of record in Deed Book 8039, page 387, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

Starting at a point on the northerly margin of Barnes Road, said point being the most southwesterly corner of the V. Morris Williams et al Property of record in Deed Book 10076, page 870, Register's Office Davidson County, Tennessee;

Thence with said margin of Barnes Road, North 52 Degrees 40 Minutes 40 Seconds West a distance of 125.22 feet to the **Point of Beginning;**

Thence continuing with said margin of Barnes Road, the following three calls:
North 52 Degrees 40 Minutes 40 Seconds West a distance of 70.70 feet to a Point;
Thence along a curve to the left having a radius of 434.24 feet through a central angle of 10 Degrees 49 Minutes 59 Seconds, an arc distance of 82.10 feet, said curve having a chord direction of North 58 Degrees 05 Minutes 40 Seconds West and a chord length of 81.98 feet;
Thence North 63 Degrees 30 Minutes 40 Seconds West a distance of 134.61 feet to a Point;

Thence leaving the northerly margin of Barnes Road, and with a new line, severing said Vernon M. Williams III, Trustee Property, the following nine calls:
North 26 Degrees 29 Minutes 20 Seconds East a distance of 140.34 feet to a Point;
Thence North 39 Degrees 58 Minutes 51 Seconds East a distance of 154.68 feet to a Point;
Thence North 25 Degrees 47 Minutes 53 Seconds East a distance of 122.49 feet to a Point;
Thence North 26 Degrees 08 Minutes 47 Seconds West a distance of 174.53 feet to a Point;
Thence North 16 Degrees 29 Minutes 05 Seconds East a distance of 200.31 feet to a Point;
Thence North 49 Degrees 24 Minutes 35 Seconds West a distance of 104.21 feet to a Point;
Thence North 07 Degrees 40 Minutes 27 Seconds East a distance of 23.21 feet to a Point;
Thence North 35 Degrees 48 Minutes 00 Seconds West a distance of 22.50 feet to a Point;
Thence North 17 Degrees 21 Minutes 50 Seconds East a distance of 96.35 feet to an iron pin found at the most southeasterly corner of Lot 35 on the plan of Monte Carlo, Section 5, of record in Plat Book 6250 page 383, Register's Office Davidson County, Tennessee;

Thence with the easterly line of said plan of Monte Carlo, Section Five, North 18 Degrees 11 Minutes 01 Seconds East a distance of 108.78 feet to a Point;

Thence with a new line, severing said Ole South Properties Property, North 64 Degrees 40 Minutes 05 Seconds East a distance of 436.92 feet to a Point in the southerly line of the Link Investment Company Property of record in Deed Book 7131 page 84, Register's Office Davidson County, Tennessee;

Thence with the southerly line of said Link Investment Co. Property, the following two calls:
South 86 Degrees 46 Minutes 54 Seconds East a distance of 134.84 feet to a Point;

Thence South 81 Degrees 18 Minutes 50 Seconds East a distance of 90.42 feet to a Point;

Thence with a new line, severing said Vernon M. Williams III Trustee Property, the following eleven calls:
South 15 Degrees 37 Minutes 01 Seconds East a distance of 320.41 feet to a Point;
Thence South 62 Degrees 35 Minutes 12 Seconds West a distance of 350.00 feet to a Point;
Thence South 04 Degrees 04 Minutes 13 Seconds East a distance of 272.40 feet to a Point;
Thence South 11 Degrees 04 Minutes 29 Seconds West a distance of 141.78 feet to a Point;
Thence South 51 Degrees 50 Minutes 43 Seconds West a distance of 75.81 feet to a Point;
Thence North 78 Degrees 55 Minutes 31 Seconds West a distance of 144.31 feet to a Point;
Thence South 21 Degrees 58 Minutes 17 Seconds West a distance of 60.51 feet to a Point;
Thence South 24 Degrees 25 Minutes 45 Seconds East a distance of 69.88 feet to a Point;
Thence South 25 Degrees 47 Minutes 53 Seconds West a distance of 23.00 feet to a Point;
Thence South 01 Degrees 30 Minutes 24 Seconds East a distance of 138.19 feet to a Point;
Thence South 37 Degrees 19 Minutes 20 Seconds West a distance of 177.55 feet to the Point of Beginning, containing 12.540 acres or 546,222 square feet more or less, by survey from Anderson, Delk, Epps & Associates, Inc. dated November 29, 2004 by Mark Lowrance, RLS No. 1660.

Being the same property conveyed to Barnes Crossings, LLC, by deed from Brooklands Development, LLC, of record as Instrument No. 20041207-0145544, Register's Office for Davidson County, Tennessee.

and

Tract Two

Being a 6.56 acres, more or less, tract of land, lying in the First Civil District, Davidson County, Tennessee and being a portion of the Ronald G. Gregory and Vernon M. Williams Property, as of record in Deed Book 6309, Page 864 Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron pin lying on the Northerly margin of Barnes Road, said iron pin being the most Southeasterly corner of the herein described tract and the most Southwesterly corner of the Robert L. Frye tract as of record in Book 3032, Page 431 Register's Office of Davidson County, Tennessee; thence with the said Northerly margin of Barnes Road the following calls: South 58 degrees, 09 minutes, 43 seconds West, a distance of 419.93 feet to a point; thence with a curve to the left, having a radius of 980.00 feet, and a chord bearing a South 50 degrees, 59 minutes, 43 seconds west, a chord distance of 244.52 feet to a point; thence South 43 degrees, 49 minutes, 43 seconds West, a distance of 68.77 feet, to a point; thence with a curve to the right, having a radius of 261.59 feet, and a chord bearing of South 84 degrees, 59 minutes, 42 seconds West, a chord distance of 255.00 feet, to a point; thence leaving the said Northerly margin of Barnes Road North 59 degrees, 22 minutes, 45 seconds East, a distance of 196.91 feet to a point, thence South 66 degrees, 01 minutes, 23 seconds East a distance of 179.75 feet to a point; thence North 55 degrees, 55 minutes, 29 seconds East a distance of 160.43 feet to a point; thence North 41 degrees, 26 minutes, 43 seconds East a distance of 186.08 feet to a point; thence North 57 degrees, 33 minutes, 43 seconds East a distance of 177.80 feet to a point; thence North 73 degrees, 10 minutes, 14 seconds East a distance of 180.85 feet to a point; thence North 33 degrees, 38 minutes, 13 seconds East a distance of 252.66 feet to a point on the Westerly line of the said Frye tract; thence with the said Westerly line of the Frye tract South 16 degrees, 14 minutes, 45 seconds East, a distance of 323.00 feet to the point of beginning, containing 6.56 more

or less acres.

Being the same property conveyed to Brooklands Development, LLC by deed from V. Morris Williams, Jr., married, and Patricia W. Charron, married, of record at Instrument 20041206-0144583, Register's Office for Davidson County, Tennessee.