This instrument prepared by:
Claiborne K. McLemore III
McLemore & Rollins
1211 Sixteenth Avenue, South
Nashville, Tennessee 37212

Davidson County DEEDQC
Recvd: 03/04/05 15:05 6 pg
Fees:32.00 Taxes:0.00
20050304-0024369

PICK-UP

| Address New Owner: | Send Tax Bills To: | Identification |
|---|---|---|
| Fairlane Investors, LLC<br>5716 Hickory Plaza Drive<br>Suite 400<br>Nashville, TN 37211 | -same- | Map and Parcel #:<br><br>147-16-196 |

QUIT-CLAIM DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, R. L. DANNER and RLD COMPANY, INC., a Tennessee corporation (the "Grantors") have this day bargained and sold, and do hereby transfer and convey to FAIRLANE INVESTORS, LLC, a Tennessee limited liability company (the "Grantee"), its heirs, successors and assigns forever, the following land in Davidson County, Tennessee, to wit:

All that real estate described on the attached Exhibit A, the terms and conditions of which are hereby incorporated herein by reference in their entirety.

This is improved property known generally as 4898 Nolensville Pike, Nashville, Tennessee 37211 (hereinafter the "Property").

BUT THIS PROPERTY is conveyed to the Grantee on the following express restrictions, to wit:

1. that no establishment offering to customers what is commonly referred to as "adult entertainment" may occupy the demised premises, either as owner, tenant, licensee or otherwise. The phrase "adult entertainment" shall generally mean entertainment, offerings, diversions or displays of a sexual nature, and shall include without limitation, (i) escort services, (ii) prostitution services, (iii) phone sex

services, (iv) sale or rental of pornography (movies, books, etc.), (v) sale of so-called "marital aids" and/or devices, and (vi) displays of male stripping, female stripping, exotic dancing, female impersonation, partially nude dancing, nude dancing or other sexual acts.

2. that no establishment offering for sale to customers intoxicating alcohol or alcoholic beverages (for consumption on-premises or off-premises) may occupy the demised premises, either as owner, tenant, licensee or otherwise.

The above restrictions are intended to inure to the benefit of the real property known generally as the Fairlanes Shopping Center, the approximately 8.84 acre site currently identified as Parcel 40 on Map 147-16 at the Metropolitan Nashville Assessor's Office (the "Center"), its current owner and all subsequent owners. The above restrictions may be modified or waived, in whole or in part, by the then owner of the Center or [if the Center has been resubdivided and/or a portion has been sold] by the owner(s) of the portion of the Center that abuts the Property. At the time of any alleged violation of the above restrictions, the then owner of the Center shall have the right to file legal action seeking to enforce the above restrictions, to stop the violation(s), to restrain future violation(s) of the same sort and to obtain any other appropriate relief. In any such legal action, the prevailing party shall be entitled, in addition to all other remedies, to a recovery of its/his/their court costs, attorneys' fees and all other costs of collection.

The Grantee expressly accepts the demised premises subject to the above restrictions and agrees, on behalf of itself and its successors-in-interest to the demised property, to abide by these terms. At any time, the party responsible for complying with the above restrictions shall be the then owner of the demised property.

The foregoing restrictions are intended to run and continue for a period of forty (40) years after April 15, 2004 and, during said period of time, they shall run with the land, being (for said period of time) binding upon all owners of the demised premises henceforth. The above restrictions shall lapse and terminate, without notice or further action being required, at the end of the above designated time period. The above restrictions may be modified or waived, in whole or in part, by the then owner of the Center or [if the Center has been resubdivided and/or a portion has been sold] by the owner(s) of the portion of the Center that abuts the Property. To the extent that these restrictions may ever be declared by a court of competent jurisdiction to be over-broad or unenforceable to any degree or to any extent, they shall be

interpreted to be enforceable to the maximum extent permitted by law. The invalidity or uenforceability of any part of the above restrictions shall not render invalid or unenforceable any other part of the above restrictions.

Judith B. Danner, the spouse of R. L. Danner, joins in this conveyance for the purpose of forever relinquishing, transferring, conveying and renouncing in favor of the Grantee any and all interest that she may have, including without limitation any interest she may have solely by virtue of being the spouse of R. L. Danner, in the subject property.

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

IN WITNESS WHEREOF, RLD Company, Inc. (acting through its duly authorized officer), R. L. Danner and R. L. Danner's spouse have executed this instrument on the 25th day of January, 2005.

R. L. Danner
R. L. DANNER

Judith B. Danner
JUDITH B. DANNER

RLD COMPANY, INC.

By: R. L. Danner
Title: President

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

Personally appeared before me, Donna P. Smith, Notary Public of this county, R. L. Danner, the within named 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, at office in Nashville, Tennessee, this 25th day of January, 2005.

Donna P. Smith
NOTARY PUBLIC

DONNA P. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My commission expires:

9/22/07

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

Personally appeared before me, Donna P. Smith, Notary Public of this county, Judith B. Danner, the within named 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, at office in Nashville, Tennessee, this 25th day of January, 2005.

Donna P. Smith
NOTARY PUBLIC

DONNA P. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My commission expires:

9/22/07

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

Before me, Donna P. Smith, of the state and county mentioned, personally appeared R.L. Danner, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be President of RLD Company, Inc., the within named bargainor, a corporation, and that he, as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as R.L. Danner.

WITNESS my hand, at office in Nashville, Tennessee, this 25th day of January, 2005.

Donna P. Smith
NOTARY PUBLIC

DONNA P. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

My commission expires:

9/22/07

STATE OF TENNESSEE )
)
COUNTY OF DAVIDSON )

The actual consideration for this transfer is $-0-.

Affiant

Subscribed and sworn to before me, this 4th day of March, 2005.

Tammy Turner Fox
NOTARY PUBLIC

My commission expires: 1-27-07

EXHIBIT A

LAND in the Thirtieth Councilmanic District of Davidson County, Tennessee, being more particularly described as follows:

Being Lot No. 1 on the Revised Final Subdivision Plat (2 Lots) Lots 1 and 2 Fairlane Square Shopping Center, as of record as Instrument #20050216-0017694, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

BEING all the property conveyed to R. L. Danner by deed of record in Book 4758, page 326, and a portion of the property conveyed to Shoney's Big Boy Realty, Inc. by deed of record in Book 4504, page 61, both in the Register's Office for Davidson County, Tennessee. Shoney's Big Boy Realty, Inc. changed its name to RLD Company, Inc. by Articles of Amendment of record in Book 4536, page 371, said Register's Office.

The above described property is subject to the following:

1. Current year's taxes which have been assumed by the Grantee.

2. All matters shown on the Plan of record as Instrument #20050216-0017694, Register's Office for Davidson County, Tennessee.

3. Applicable zoning and other laws and ordinances applicable to the subject property.

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