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SPECIAL WARRANTY DEED

FROM:	Nashville Urban Partners 2004, LLC	This instrument was prepared by: C. Mark Carver, Esq. Sherrard & Roe, PLC
TO:	BellSouth Telecommunications, Inc.	424 Church Street, Suite 2000 Nashville, TN 37219

Address New Owner(s) as Follows:	Send Tax Bills To:	Map/Parcel Numbers
BellSouth Telecommunications, Inc. Attn: General Counsel 333 Commerce Street Nashville, TN 37201-3300	Same	93-1, 89; 92-4, 378

Davidson County DEEDWARR
Recvd: 05/27/05 12:40 5 pgs
Fees:28.00 Taxes:15912.07
20050527-0060185

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $[illegible]

DEBORAH S. THURMAN
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

Affiant

BST FORM APPROVED
GEN. ATTY.

Sworn to and subscribed before me, this [illegible] day of May, 2005.

Notary Public

My Commission Expires: My Commission Expires NOV. 22, 2008

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named Buyer, and other good and valuable considerations, the receipt of which is hereby acknowledged, **Nashville Urban Partners 2004, LLC** (hereinafter called the "Seller") by these presents does transfer, sell and convey unto **BellSouth Telecommunications, Inc.** (hereinafter called the "Buyer"), and Buyer's successors and assigns, all of Seller's interest in a certain tract of land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by reference, and any improvements thereon.

The above-referenced property is conveyed subject to the matters set forth on Exhibit B attached hereto and incorporated herein by reference.

This is improved property located at Jo Johnston Avenue and 11th Avenue North, Nashville, Tennessee.

TO HAVE AND TO HOLD the said real property, together with all rights and appurtenances thereunto belonging or in any wise appertaining to Buyer, its successors and assigns, forever in fee simple.

Seller further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Buyer, and Buyer's successors and assigns, against the lawful claims of all persons claiming through and under Seller (other than claims arising out of the matters set forth above), but not further or otherwise. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Seller has caused this deed to be executed effective as of the 26TH day of May, 2005.

SELLER: NASHVILLE URBAN PARTNERS 2004, LLC,
a Delaware limited liability company

By: _____
Joseph N. Barker, Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared Joseph N. Barker, Chief Manager, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Manager of Nashville Urban Partners 2004, LLC, the within named bargainor, a limited liability company, and that he as such Chief Manager, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by himself as Chief Manager.

Witness my hand and seal, at Office, this 26 day of May, 2005.

_____
Notary Public

My Commission Expires: 5/24/08

COLLEEN FAIRLEY
Notary Public At Large
State of Tennessee
Davidson County
My Commission Expires
May 24, 2008

EXHIBIT A

PROPERTY DESCRIPTION

A tract of land lying in the 20th Councilmanic District Metropolitan Nashville-Davidson County, Tennessee being shown as Parcel 89 on Tax Map 93-1 and Parcel 378 on Tax Map 92-4 and a part of original right-of-way of 11th Avenue North which was closed by Metro Council Bill No. 096-443 approved October 9, 1996 and more particularly described according to a survey dated 11-19-99 prepared by Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, RLS No. 502, Job No. 99-129, as follows:

Beginning at an iron pin set at the intersection of the northerly right of way line of Jo Johnston Avenue and the easterly right of way line of 11th Avenue North; thence,

1. With the easterly right of way line of 11th Avenue North 28° 38' 53" W, 421.56' to an iron pin set on the northerly right of way line of Clinton Street; thence,

2. With the northerly right of way line of Clinton Street and crossing the southerly end of that part of 11th Avenue North closed by Council Bill 096-443, S 62° 16' 40" W, 233.53' to an existing corner post of chain link fence being the southeast corner of Parcel 337 Tax Map 92-4 owned by Dialysis Clinic, Inc. by deed recorded in Book 10328, Page 960, R.O.D.C., Tennessee; thence,

3. With the easterly line of Parcel 337, N 28° 01' 17" W, 94.05' to an existing iron pin on the southerly right of way line of CSX Railroad formerly Seaboard System Railroad said iron pin being 94.38' south of Centerline Valuation Station 27 + 94.23 of said railroad; thence,

4. With a southerly right of way of said railroad with a curve to the right (radius 754.49) northeasterly a distance of 168.60' to an iron pin set and having a chord bearing and distance of N 78° 18' 20" E, 168.250'; thence,

5. Continuing with said railroad right of way N 84° 28' 41" E, 25.02' to an iron pin set on the original westerly right of way line of 11th Avenue North closed by Council Bill 096-443; thence.

6. Crossing that part of 11th Avenue North closed by Council Bill 096-443, N 31° 47' 13" E, 55.79' to an iron pin set on the original easterly right of way line of 11th Avenue North. Said pin being 50' south of Center line Valuation Station 25+38.41' thence,

7. With the southerly right of way line of CSX Railroad with a curve to the right (radius 710.90) southeasterly a distance of 196.96' to an iron pin set and having a chord bearing a distance of S 82° 39' 21" E, 196.333. Said pin being 50' southwesterly from Center Line Valuation Station 23 + 27.60 of said railroad; thence,

8. Continuing with said railroad right of way 50' southwest of and parallel to the center line of railroad with a curve to the right (radius 932.64') southeasterly a distance of 451.41' to an iron pin set on the northerly right of way line of Jo Johnston Avenue and having a chord bearing and distance of S 60° 50' 39" E, 447.016'; thence,

9. With the northerly right of way line of Jo Johnston Avenue, S 62° 10' 00" W, 397.07' to the point of beginning and containing 137,700 square feet or 3.161 acres.

Being Tracts 1 and 2 in deed to Alley-Cassetty Coal Company from Seaboard System Railroad, Inc. as of record in Book 6433, Page 609, R.O.D.C., Tennessee and also a part of the original right of way of 11th Avenue North closed by Metro Council Bill 096-443. Tract No. 1 in Deed Book 6433, Page 609, R.O.D.C., being parts of Lots 127 and 128 on the plan of the Judge McNairy Mansion House Tract as of record in the front fly leaf of book No. 9, R.O.D.C., Tennessee and a plan of said lots also of record in Plat Book 55, Page 53, R.O.D.C., TN, Tract No. 2 in said deed being parts of Lots 103, 104 and 105 on the plan of Samuel Watkins as of record in Book 57, Page 13, R.O.D.C., TN.

Being the same property conveyed to Nashville Urban Partners 2004, LLC by deed from C. Mark Carver, Trustee of record as Instrument No. 20040421-0045132, Register's Office for Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. General or special taxes and assessments required to be paid in the year 2005 and subsequent years.

2. Easements retained in Metro Council Bill 096-443 of record as Instrument No. 200003200028342, RODC.

3. All matters shown on the plan of record in Plat Book 57, page 13, RODC.

4. All matters shown on the plan of record in Plat Book 55, page 53, RODC.

5. All matters shown on the survey of the property entitled "BellSouth Maintenance Facility" prepared by William C. Cockrill of Barge Waggoner Sumner & Cannon, Inc. dated May 2, 2005, File No. 32102-00, TN RLS No. 1401.

6. Notice of Land Use Restrictions by Tennessee Department of Environment and Conservation of record at Instrument No. 20050331-0034937, RODC.

7. Stormwater Detention Agreement of record at Instrument No. 20040625-0075483, RODC.