Box 36

SPECIAL WARRANTY DEED

STATE OF TENNESSEE, COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER FOR THIS TRANSFER IS $769,954.25.

Robert A. Slaw-Priddy
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME THIS ___ DAY OF MAY, 2005.

NOTARY PUBLIC

My commission expires: _____

NOTARY PUBLIC AT LARGE
Douglas A. Brace
My Commission Expires
September 24, 2005
STATE OF TENNESSEE

Davidson County DEEDWARR
Recvd: 06/01/05 15:45 3 pgs
Fees:18.00 Taxes:2848.83
20050601-0061917

THIS INSTRUMENT WAS PREPARED BY:
Douglas A. Brace, Attorney
ORTALE, KELLEY, HERBERT & CRAWFORD
2004 Fourth Avenue North, 3rd Floor
Nashville, TN 37219
File No. 20495

NAME/ADDRESS OF NEW OWNER:	SEND TAX BILLS TO:	MAP – PARCEL #
McPherson-Shaw, Inc. 147 Maple Row Boulevard Suite 300 Hendersonville, TN 37075	SAME	Tract I: Map/Parcel 26 – 153 & Tract II: Map/Parcel 26-156

FOR AND IN CONSIDERATION of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Armed Services Mutual Benefit Association, an unincorporated association, **"GRANTOR",** has bargained and sold, and by these presents does transfer and convey unto McPherson-Shaw, Inc., a Tennessee corporation, **"GRANTEE",** a certain tract or parcel of land in **Davidson County, State of Tennessee,** more particularly described as follows:

TRACT 1:

Land in Davidson County, Tennessee, being Lot No. 12 as shown on the Final Plat - Section Eight, Northcreek Commons, of record in Book 8250, page 550, in the Register's Office for Davidson County, Tennessee, to which plat reference is made for a more complete and accurate description.

TOGETHER WITH that certain non-exclusive appurtenant egress/ingress easement (the "Reserved Easement") being located on a tract of land in the 2nd Civil District of Metropolitan Nashville, Davidson County, Tennessee, also in the City of Goodlettsville, Tennessee, being the 17.5' x 70' portion of the "35' x 70' Ingress/Egress and P.U. & Drainage Esm't" on Lot 11 as depicted on the Plat, and as reserved by Grantor in the Deed (the "Deed") from Grantor to AMBE Co., LLC, of record in Book 10006, page 91, in said Register's Office.

Being the same property conveyed to Armed Services Mutual Benefit Association by Special Warranty Deed from David G. Chandler, a single person, of record as Instrument No. 20030606-0078564 in the Register's Office for Davidson County, Tennessee.

TRACT 2:

Being a certain tract of land located in the Tenth Councilman District of Davidson County, City of Goodlettsville, Tennessee, being Lot No. 13 as shown on the Final Plat - Section Ten, Northcreek Commons, of record as Instrument No. 20010312-0023235 in the Register's Office for Davidson County, Tennessee, as amended by Instrument No. 20010426-0042300 in said Register's Office, to which reference is made for a more complete and accurate description.

Being the same property conveyed to Armed Services Mutual Benefit Association by Special Warranty Deed from Brett Darwin and wife, Kris D. Darwin, of record as Instrument No. 20031009-0150369 in the Register's Office for Davidson County, Tennessee.

The conveyance of the above described parcel of land is subject to the following:

1. City of Goodlettsville Taxes and Davidson County Taxes and assessments for 2005, which have been prorated by the parties and assumed by Grantee;
2. Matters shown on plan of record in Book 9700, page 32, in the Register's Office for Davidson County, Tennessee; and
3. Matters shown on plan of record in Book 8250, page 550, in said Register's Office (TRACT 1); and
4. Non-exclusive ingress/egress easement of record in Book 10006, page 91, in said Register's Office (TRACT 1); and
5. Declaration of Covenants, Conditions, Liens, Easement and Restrictions, including, but not limited to, easements, assessments, special assessments, charges and liens contained in instrument of record in Book 7118, page 938, as amended in Book 7245, page 958; Book 8195, page 337, and Book 9780, page 183, in said Register's Office (TRACT 1); and
6. Terms, conditions and provisions contained in Deed of record in Book 10006, page 91, in said Register's Office (TRACT 1); and
7. Public Utilities Easement granted to the City of Goodlettsville of record as Instrument No. 20010314-0024571 in said Register's Office (TRACT 1); and
8. Declaration of Easement of record as Instrument No. 20020104-0001779 in said Register's Office (TRACT 1); and
9. Matters appearing on plan of record as Instrument No. 20010312-0023235, as amended by Instrument No. 20010426-0042300 in said Register's Office (TRACT 2); and
10. Amendment to Ingress/Egress Easement of record as Instrument No. 20010426-0042300 in said Register's Office (TRACT 2); and
11. Survey by David A. Johnson, Tenn. R.L.S. No. 1352, Job No. 77-263, dated September 29, 2003, shows a 15 ft. public utility and drainage easement along Northcreek Boulevard (front line) with 8" water line; a 10 ft. public utility and drainage easement along both side lines and back lines; a 40' x 100' common ingress & egress easement from Northcreek Boulevard on southeastern corner; evidence of possible encroachment along Northcreek Boulevard; location of sidewalk and curbing, and a ditch running north-south along back portion of property (TRACT 2); and
12. Charter of the Northcreek Commons Owners Association of record in Book 7250, page 312, in said Register's Office.

This property is also known as unimproved property known as Lot 12, Northcreek Commons, Section Eight, Conference Drive, Goodlettsville, Tennessee and Lot 13, Northcreek Commons, Section Ten, Conference Drive, Goodlettsville, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise

herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns or representatives, to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by or through Grantor, 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.

WITNESS its hand this 31st day of May, 2005.

Armed Services Mutual Benefit Association, an unincorporated association:

By: John C Jones
John C. Jones, Vice President

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

Before me, the undersigned, a Notary Public of said County and State, personally appeared John C. Jones, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to the Vice President of Armed Services Mutual Benefit Association, the within named bargainor, an unincorporated Association, and he executed the foregoing instrument for the purposes therein contained, by signing the name of the association as Vice President in his official capacity.

Carter Howard
NOTARY PUBLIC

CARTER HOWARD NOTARY PUBLIC DAVIDSON COUNTY, TENN.

My Commission Expires: 3-31-07

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