Box 57

Davidson County DEEDWARR
Recvd: 06/15/05 12:50 6 pg
Fees:33.00 Taxes:2035.00
20050615-0068445

THIS INSTRUMENT PREPARED BY:
Hugh W. Entrekin
TUNE, ENTREKIN & WHITE, P.C.
17th Floor, AmSouth Center
315 Deaderick Street
Nashville, Tennessee 37238
615) 244-2770

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)
The actual consideration or value, whichever is greater for this transfer is $550,000.00

HWE
AFFIANT

Subscribed and sworn to before me, this 14 day of June, 2005.

Yvonne Norman
NOTARY PUBLIC

My Commission Expires: 7-30-08

YVONNE NORMAN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Address New Owners as Follows:
E. Phillips Development, LLC
3012 Business Park Circle, Suite 700
Goodlettsville, TN 37072

Send Tax Bills To:
SAME

Map-Parcel Number:
Map 64-16
Parcels 53 & 55

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged,

Gilbert S. Merritt, Jr. ("Grantor") does hereby bargain, sell, transfer and convey unto **E. Phillips Development, LLC,** a Tennessee limited liability company ("Grantee") its successors and assigns, property located in Nashville, Davidson County, Tennessee and more particularly described as follows:

See Attached Exhibit A

Being a portion of the property conveyed to Gilbert S. Merritt and wife Angie Cantrell Merritt by deed from Leonard L. Clark and wife Jesse P. Clark of record in Book 1302, page 218, Register's Office for Davidson County, Tennessee, said property being solely vested in Gilbert S. Merritt by deed of record in Book 1813, page 215, said Register's Office. The said Gilbert S. Merritt having since died intestate in 1955 leaving his interest to his sole heirs, his son Gilbert S. Merritt, Jr. and a dower interest to his wife Angie Cantrell Merritt. Angie Cantrell Merritt having since died vesting title solely in Gilbert S. Merritt, Jr.

This conveyance is subject to matters shown on Exhibit B attached hereto.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said E. Phillips Development, LLC, its successors and assigns, forever.

AND Gilbert S. Merritt, Jr. does hereby covenant with the said E. Phillips Development, LLC that he is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except as otherwise provided herein.

AND Gilbert S. Merritt, Jr. does further covenant and bind himself, his heirs, representatives and assigns to warrant and forever defend the title to said land to the said E. Phillips Development, LLC, its successors and assigns against the lawful claims of all persons whomsoever.

The subject property is unimproved land and has never served as the principal residence of Gilbert S. Merritt, Jr.

IN WITNESS WHEREOF, this Warranty Deed has been executed this 13th day of June, 2005.

Gilbert S. Merritt a/k/a Gilbert S. Merritt, Jr.

STATE OF Tennessee
COUNTY OF Davidson

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Gilbert S. Merritt (a/k/a Gilbert S. Merritt, Jr.), the 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 and official seal at Nashville, Tennessee, on this 13th day of June, 2005.

NOTARY PUBLIC

My commission expires: _____

My Commission Expires Sept. 24, 2005

SARA L. [illegible] NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

EXHIBIT A

TRACT 1

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

BEGINNING AT AN IRON ROD SET IN THE NORTHERLY RIGHT-OF-WAY OF LEBANON PIKE (VARIABLE R.O.W.), SAID ROD BEING THE SOUTHWEST CORNER OF RARE HOSPITALITY INTERNATIONAL INC. AS OF RECORD IN INSTRUMENT # 2004032332516, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, SAID ROD ALSO LYING IN THE WESTERLY BOUNDARY OF THE RESUBDIVISION OF TRACT # 1, LEALAND BUSH SUBDIVISION AS OF RECORD IN BOOK 5800, PAGE 44, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE AND BEING THE SOUTHEAST CORNER OF THIS TRACT;

THENCE WITH THE NORTHERLY RIGHT-OF-WAY OF LEBANON PIKE AS OF RECORD IN BOOK 9987, PAGE 252, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; ALONG A CURVE TO THE RIGHT, WITH AN ARC LENGTH OF 61.72', WITH A RADIUS OF 1857.86', WITH A CHORD BEARING OF SOUTH 89 DEG 01 MIN 56 SEC WEST, WITH A CHORD LENGTH OF 61.71' TO AN IRON ROD SET AT A CORNER COMMON WITH HERITAGE SPE LLC. AS OF RECORD IN INSTRUMENT # 2000092896130, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE. SAID ROD BEING THE SOUTHWEST CORNER OF THIS TRACT AND BEING IN THE EASTERLY BOUNDARY OF THE FINAL PLAT OF OAKWOOD COMMONS AS OF RECORD IN PLAT BOOK 6900, PAGE 639, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY OF LEBANON PIKE WITH THE COMMON LINE OF HERITAGE SPE LLC. AND THE BOUNDARY OF OAKWOOD COMMONS, ALONG A CURVE TO THE LEFT, WITH AN ARC LENGTH OF 7.83', WITH A RADIUS OF 25.00', WITH A CHORD BEARING OF NORTH 07 DEG 54 MIN 09 SEC EAST, WITH A CHORD LENGTH OF 7.80' TO AN EXISTING IRON ROD;

THENCE NORTH 01 DEG 04 MIN 06 SEC WEST, 103.50' TO AN EXISTING CONCRETE MONUMENT;

THENCE NORTH 03 DEG 09 MIN 10 SEC EAST, 206.55' TO AN EXISTING CONCRETE MONUMENT;

THENCE NORTH 07 DEG 18 MIN 31 SEC EAST, 287.91' TO AN EXISTING CONCRETE MONUMENT;

THENCE ALONG A CURVE TO THE LEFT, WITH AN ARC LENGTH OF 355.74', WITH A RADIUS OF 290.53', WITH A CHORD BEARING OF N 27 DEG 42 MIN 01 SEC WEST, WITH A CHORD LENGTH OF 333.94' TO AN EXISTING RAILROAD SPIKE;

THENCE NORTH 87 DEG 07 MIN 15 SEC WEST, 556.00' TO AN EXISTING IRON ROD AT A CORNER COMMON WITH HERITAGE SPE LLC. AND NET REALTY HOLDING TRUST AS OF RECORD IN BOOK 7877, PAGE 344 AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE COMMON LINE OF NET REALTY HOLDING TRUST AND WITH THE BOUNDARY OF OAKWOOD COMMONS, NORTH 05 DEG 37 MIN 54 SEC EAST, 76.56', TO AN EXISTING IRON ROD;

THENCE NORTH 87 DEG 29 MIN 48 SEC WEST, 238.77' TO AN EXISTING IRON ROD;

THENCE SOUTH 06 DEG 16 MIN 43 SEC WEST, 75.14' TO AN EXISTING IRON ROD AT A CORNER COMMON WITH NET REALTY HOLDING TRUST AND

HERITAGE SPE LLC. AS OF RECORD IN INSTRUMENT # 200092896130 AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE COMMON LINE OF HERITAGE SPE LLC. AND THE NORTHERLY BOUNDARY OF OAKWOOD COMMONS, NORTH 87 DEG 06 MIN 08 SEC WEST, 705.63' TO AN EXISTING CONCRETE MONUMENT. SAID MONUMENT LYING IN THE EASTERLY LINE OF ANDREW JACKSON PROPERTIES, LTD. AS OF RECORD IN BOOK 5876, PAGE 203, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING KNOWN AS LOT 1, RESUBDIVISION OF LOT 2, JACKSON SQUARE, SECTION 4 AS OF RECORD IN BOOK 5190, PAGE 619 AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE COMMON LINE OF ANDREW JACKSON PROPERTIES, LTD. AND THE BOUNDARY OF JACKSON SQUARE, NORTH 01 DEG 42 MIN 33 SEC EAST, 332.92' TO AN EXISTING IRON ROD AT A CORNER COMMON WITH ANDREW JACKSON PROPERTIES, LTD. AS OF RECORD IN BOOK 5876, PAGE 206, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING THE NORTHEAST CORNER OF LOT 2, JACKSON SQUARE, ALSO BEING A CORNER COMMON WITH ERNEST E. FITZGERALD AND DON F. PIERCE AS OF RECORD IN BOOK 6264, PAGE 100, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, ALSO BEING KNOWN AS LOT 1, REVISED JACKSON SQUARE SECTION 4 AS OF RECORD IN BOOK 5200, PAGE 372, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE COMMON LINE OF FITZGERALD, PIERCE AND THE EASTERLY BOUNDARY OF LOT 1, JACKSON SQUARE, NORTH 01 DEG 12 MIN 44 SEC EAST, 291.43' TO AN EXISTING IRON ROD IN THE SOUTHERLY RIGHT-OF-WAY OF WINDSOR CHASE WAY, WIDTH 60', SAID ROD BEING THE NORTHWEST CORNER OF THIS TRACT;

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY OF WINDSOR CHASE WAY ALONG A CURVE TO THE RIGHT, WITH ARC LENGTH OF 409.79', WITH A RADIUS OF 1248.37', WITH A CHORD BEARING OF S 72 DEG 13 MIN 23 SEC EAST, WITH A CHORD LENGTH OF 407.95' TO AN IRON ROD SET;

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY OF WINDSOR CHASE WAY, SOUTH 62 DEG 49 MIN 09 SEC EAST, 260.00' TO AN IRON ROD SET AT THE SOUTHEAST CORNER OF THE RIGHT-OF-WAY OF WINDSOR CHASE WAY;

THENCE WITH THE EASTERLY BOUNDARY OF THE RIGHT-OF-WAY OF WINDSOR CHASE WAY, NORTH 27 DEG 10 MIN 51 SEC EAST, 60.00' TO AN IRON ROD SET IN TH RIGHT-OF-WAY OF WINDSOR CHASE WAY AND IN THE BOUNDARY OF TRUXTON PARK SECTION 1 AS OF RECORD IN INSTRUMENT # 20001026-0106272, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE BOUNDARY OF TRUXTON PARK, SOUTH 62 DEG 48 SEC 06 MIN EAST, 1005.16' TO AN IRON ROD SET;

THENCE SOUTH 84 DEG 43 MIN 00 SEC EAST, 290.00' TO AN IRON ROD SET AT A CORNER COMMON WITH THE BOUNDARY OF TRUXTON PARK AND LYING IN THE WESTERLY LINE OF MERTIE ANN McDONALD AS OF RECORD IN BOOK 6572, PAGE 36, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE LEAVING THE BOUNDARY OF TRUXTON PARK AND WITH THE COMMON LINE OF MERTIE ANN McDONALD, SOUTH 07 DEG 30 MIN 51 SEC WEST, 719.55' TO AN EXISTING IRON ROD AT A CORNER COMMON WITH McDONALD AND RARE HOSPITALITY INTERNATIONAL INC. AS OF RECORD IN INSTRUMENT # 2004032332516 AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE. ALSO BEING KNOWN AS THE NORTHWEST CORNER OF LOT 2, RESUBDIVISION OF TRACT # 1,

LEALAND BUSH SUBDIVISION AS OF RECORD IN BOOK 5800, PAGE 44, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE COMMON LINE OF RARE HOSPITALITY INTERNATIONAL INC. AND THE WESTERLY BOUNDARY OF LOT 2, SOUTH 07 DEG 42 MIN 38 SEC WEST, 236.23' TO THE POINT OF BEGINNING, CONTAINING 682,141 SQUARE FEET (15.659 ACRES MORE OR LESS).

BEING PART OF THE SAME PROPERTY CONVEYED TO GILBERT S. MERRITT AS OF RECORD IN BOOK 1302, PAGE 218, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TRACT 2

Property Description
portion of
Gilbert S. Merritt Property

Being a 1.826 more or less acre tract of land lying in the 11th Councilmanic District of Davidson County, Tennessee, and being a portion of the property conveyed to Gilbert S. Merritt et ux as evidenced by deed of record in Deed Book 1302 page 218, Register's Office Davidson County, Tennessee, and being more particularly described according to a survey by Anderson-Delk & Associates, Inc., Mark E. Lowrance, Tennessee Registered Land Surveyor No. 1660, dated December 20, 1999, as follows:

Beginning at an iron pin set on the northerly margin of Windsor Chase Way, said point being the most southeasterly corner of Lot 1 on the plan of Jackson Square Subdivision, of record in Plat Book 5190, page 404, Register's Office Davidson County, Tennessee, and the most southwesterly corner of the herein-described tract;
Thence with the easterly line of said Lot 1, Jackson Square,
North 01 Degrees 35 Minutes 29 Seconds East a distance of 190.67 feet to an iron pin found in the southerly line of Fox Run Office Village, of record in Plat Book 6200, page 46, Register's Office Davidson County, Tennessee;
Thence with the southerly line of Fox Run Office Village,
South 81 Degrees 33 Minutes 23 Seconds East a distance of 429.50 feet to an iron pin found in the westerly line of an open space tract on the plan of Truxton Park, Section Two, of record at Instrument No. 20010515-0049898, Register's Office Davidson County, Tennessee;
Thence with the westerly line of said open space tract,
South 23 Degrees 19 Minutes 18 Seconds West, passing the southwesterly corner of said open space tract at 28.41 feet, and continuing with the westerly line of an open space tract on the plan of Truxton Park, Section One, of record at Instrument No. 20001026-010627, a total distance of 241.25 feet to an iron pin set in the northerly margin of Windsor Chase Way;
Thence with the northerly margin of Windsor Chase Way, along a curve to the left having a radius of 1308.37 feet, through a central angle of 14 Degrees 57 Minutes 15 Seconds, an arc distance of 341.49 feet, said curve having a chord direction of North 74 Degrees 09 Minutes 20 Seconds West and a chord length of 340.52 feet to a point;
Thence continuing North 81 Degrees 37 Minutes 58 Seconds West a distance of 7.13 feet to the Point of Beginning, containing 1.826 acres or 79,526 square feet more or less.

EXHIBIT B

1. Current year's taxes - Map 64-16, Parcels 53 and 55, a lien, but not yet due and payable.

2. Utility Easement to Cumberland Utility District of record in Book 4910, page 838, Register's Office for Davidson County, Tennessee.

3. Ingress and Egress rights described in deed of record in Book 5699, page 537, said Register's Office.

4. Sanitary Sewer and/or Storm Drainage Easement of record at instrument Number 20001208-0121300, said Register's Office.