THIS INSTRUMENT PREPARED BY: **MUDTER, MORGAN & PATTERSON** **2000 Richard Jones Road** **Suite 103** **Nashville, Tennessee 37215** **(615) 383-4429** Davidson County DEEDWARR Recvd: 11/17/05 11:29 3 pgs Fees:18.00 Taxes:7778.02 20051117-0139004	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is: $2,102,168.00. Affiant Subscribed and sworn to before me, this 16th day of November, 2005. Notary Public My Commission Expires: 5/28/08

SPECIAL WARRANTY DEED

Address New Owner: Fifth Third Bank, N.A., a national banking association V.P. Corporate Facilities –Real Estate 38 Fountain Square Plaza, MD10ATA1 Cincinnati, OH 45263	Send Tax Bills to: New Owner	Tax Information: Map: 117-14 Parcel: 417

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, BEDFORD AVENUE DEVELOPERS, a Tennessee general partnership ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to FIFTH THIRD BANK, N.A., a national banking association ("Grantee"), its successors and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

This is unimproved property.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee and its successors and assigns, forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said real estate in fee simple and has a good right to convey it. This conveyance and all covenants and warranties made herein are expressly subject to those matters set forth on Exhibit "A". Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

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, Grantor has caused this instrument to be executed by its duly authorized partner, on this 16th day of November, 2005.

BEDFORD AVENUE DEVELOPERS, a
Tennessee general partnership

By: _____
Ed Cooper, General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Ed Cooper, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained and who, upon oath, further acknowledged that he is the general partner of Bedford Avenue Developers, a Tennessee general partnership, the maker or its constituent, and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office, this 16th day of November, 2005.

_____
Notary Public

My Commission Expires: 1/27/07

JOHN COBB ROCHFORD
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENNESSEE

Exhibit "A"

Legal Description

Being Lot 1 on the Final Plat of Bedford Avenue Subdivision, Phase 2, of record as Instrument No. 20050929-0116962, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Bedford Avenue Developers, a Tennessee general partnership by warranty deed from Lytle Brown III and Betty M. Brown of record as Instrument No. 20041215-0149177, and by quitclaim deed from J. E. Investments, a Tennessee general partnership of record as Instrument No. 20050427-0047021, Register's Office for Davidson County, Tennessee.

Permitted Encumbrances

1. Declaration of Covenants, Conditions, Restrictions and Easements for Bedford Commons of record in Instrument No. 20050406-0038094, supplemented at Instrument No. 20050609-0066029 and further supplemented at Instrument No. 20050621-0070753, Register's Office for Davidson County, Tennessee.

2. Charter of incorporation of Bedford Commons Association, Inc. of record in Instrument No. 20050411-0039751, Register's Office for Davidson County, Tennessee.

3. Permanent Cross Access/Joint Use Driveway Easement of record in Instrument No. 20050812-0095774, Register's Office for Davidson County, Tennessee.