1st American Title
315

First American Title Insurance Company

315 Deaderick Street, Suite 2055
Nashville, Tennessee 37238

Davidson County DEEDWARR
Recvd: 12/14/05 15:58 11 pg
Fees:58.00 Taxes:2316.20

20051214-0150386

NOTARY PUBLIC AT LARGE
My Commission Expires

STATE OF TENNESSEE
COUNTY OF
THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS
$ 1626,000
Susan Fitts
AFFIANT
SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 13th DAY OF December, 2005
Dorothy D. Potts
NOTARY PUBLIC
My Commission expires: 9-22-07

THIS INSTRUMENT PREPARED BY:		
William L. Rosenberg, First American Title Insurance Company, 315 Deaderick St, Suite 2055, Nashville, TN 37238		
NAME & ADDRESS OF PROPERTY OWNER:	SEND TAX BILLS TO:	MAP & PARCEL NUMBERS:
French Landing Investors, LLC	Same	106-02-0 045.00
(NAME)	(NAME)	
300 Broadway		
(ADDRESS)	(ADDRESS)	
Nashville, TN 37201		
(CITY, STATE, ZIP)	(CITY, STATE, ZIP)	

Warranty Deed

For and in Consideration of the sum of $10 (ten dollars) cash in hand paid by the hereinafter named grantees, and other good and valuable consideration, the receipt of which is hereby acknowledged, we

SNAP-ON TOOLS COMPANY, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FORMERLY KNOWN AS SNAP-ON TOOLS COMPANY, A WISCONSIN CORPORATION

hereinafter called the **GRANTORS**, have bargained and sold, and by these presents do transfer and convey unto

FRENCH LANDING INVESTORS, LLC, A TENNESSEE LIMITED LIABILITY COMPANY

hereinafter called the **GRANTEES**, their heirs and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to wit:

See Exhibit A attached hereto attached for legal description.

See Exhibit B for permitted encumbrances.

unimproved ( )				
This is improved (X) property known as:				
915 Twin Elms Court, Nashville, TN				
(House number)	(Street)	(City)	(State)	(Zip)

To Have and to Hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever. We do covenant with said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise set out herein. We do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. 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 our hands this 12th day of December, 2005.

SNAP-ON TOOLS COMPANY, LLC, A DELAWARE LIMITED LIABILITY COMPANY

By:

CORPORATE OR PARTNERSHIP ACKNOWLEDGMENT:

STATE OF Wisconsin)

COUNTY OF Kenosha)

Before me, the undersigned authority, a Notary Public in and for the State and County aforesaid, personally appeared Nicholas L. Loffredo, with whom I am personally acquainted (or proved to me in the basis of satisfactory evidence), and who, upon oath, acknowledged him self to be the VP North American Sales of **SNAP-ON TOOLS COMPANY, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FORMERLY KNOWN AS SNAP-ON TOOLS COMPANY, A WISCONSIN CORPORATION**, the within named bargainor, a limited liability company, and that he, as such officer (or partner), being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by him self as such officer (or partner).

Witness my hand and official seal at office this 12 day of December, 2005.

My Commission expires:
Sept. 30, 2007

Michelle Dreifke

Notary Public

MICHELLE DREIFKE NOTARY PUBLIC STATE OF WISCONSIN

EXHIBIT A

Land in Davidson County, Tennessee being Lot No.1 of the Elm Hill Business Center, a plat of which is of record in Plat Book 5050, page 97, Register's Office for said County, which plat has been corrected and re-recorded in Plat Book 5200, page 314, said Register's Office.

Being the same property conveyed to Snap-on Tools Company, a Wisconsin corporation by Warranty Deed from Snap-on Incorporated f/k/a Snap-on Tools Corporation of record in Book 9921, page 892, Register's Office for Davidson County, Tennessee; the said Snap-on Tools Company, a Wisconsin corporation, having been merged into Snap-On Tools Company, a Delaware corporation by Articles of Merger dated December 21, 2001, and the said Snap-On Tools Company, a Delaware corporation having been converted into Snap-On Tools Company, LLC, a Delaware limited liability company by Certificate of Conversion dated December 21, 2001; copies of the said Articles of Merger and Certificate of Conversion being attached hereto and marked Exhibit C.

EXHIBIT B

Taxes and assessments for the year 2005, which have been prorated between the parties, and subsequent tax years, which are not yet due and payable.

All matters as shown on the plats of record in Plat Book 5050, page 97 and Plat Book 5200, page 314, Register's Office for Davidson County, Tennessee.

Exhibit C

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SNAP-ON TOOLS COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SNAP-ON TOOLS COMPANY" TO "SNAP-ON TOOLS COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4:35 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2001, AT 12:50 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3471873 8100V

010665370

AUTHENTICATION: 1537375

DATE: 01-03-02

CERTIFICATE OF CONVERSION
OF
SNAP-ON TOOLS COMPANY

The undersigned corporation, pursuant to Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act, DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is "Snap-on Tools Company", a Delaware corporation ("SOTD").

SECOND: That SOTD's original certificate of incorporation was filed with the Secretary of State of the State of Delaware on December 30, 2001.

THIRD: That the name of the limited liability company into which SOTD is being converted is "Snap-on Tools Company LLC".

FOURTH: That the conversion of SOTD into a limited liability company has been approved in accordance with Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act.

FIFTH: That this Certificate of Conversion shall be effective at 12:50 p.m., Central Time, on December 30, 2001.

Dated December 21, 2001.

SNAP-ON TOOLS COMPANY,
a Delaware corporation

By: Susan F. Marrinan
Susan F. Marrinan
Secretary

CertConversion.doc

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:35 PM 12/21/2001
010665370 – 3471873

ARTICLES OF MERGER
MERGING
SNAP-ON TOOLS COMPANY
(a Wisconsin Corporation)
WITH AND INTO
SNAP-ON TOOLS COMPANY
(a Delaware Corporation)

Snap-on Tools Company, a Wisconsin corporation (the "Merging Corporation") and Snap-on Tools Company, a Delaware corporation (the "Surviving Corporation"), hereby execute these Articles of Merger pursuant to Sections 180.1105 and 180.1107 of the Wisconsin Business Corporation Law and Section 252 of the Delaware General Corporate Law in Connection with the merger (the "Merger") of the Merging Corporation with and into the Surviving Corporation:

FIRST: The Agreement and Plan of Merger is as set forth in Exhibit A hereto.

SECOND: Such Agreement and Plan of Merger was approved in accordance with Section 180.1103 of the Wisconsin Business Corporation Law.

THIRD: This Certificate of Merger shall be effective, and the Merger shall take effect at 12:30 p.m., Central Time, on December 30, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned corporations as of the 21st day of December, 2001.

SNAP-ON TOOLS COMPANY,
a Wisconsin corporation

By: Susan F. Marrinan
Susan F. Marrinan
Secretary

SNAP-ON TOOLS COMPANY,
a Delaware corporation

By: Susan F. Marrinan
Susan F. Marrinan
Secretary

STATE OF WISCONSIN
FILED
DEC 27 2001
DEPARTMENT OF
FINANCIAL INSTITUTIONS

DEPT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN
01 DEC 26 PM 3:08

This document was drafted by, and a copy hereof should be returned to, Jason D. Bartel, Snap-on Incorporated, 2801 80th Street, Kenosha, Wisconsin 53141.

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement and Plan of Merger"), dated as of December 30, 2001, is entered into by and between SNAP-ON TOOLS COMPANY, a Wisconsin corporation ("SOTW"), and SNAP-ON TOOLS COMPANY ("SOTD"), a Delaware corporation.

WITNESSETH:

WHEREAS, the authorized capital stock of SOTW consists solely of 1,500 shares of common stock, no par value ("SOTW Stock"), of which 1,020 shares are issued and outstanding, all of which are owned of record by Snap-on Incorporated, a Delaware corporation ("SI").

WHEREAS, the authorized capital stock of SOTD consists solely of 1,500 shares of common stock, no par value ("SOTD Stock"), of which 1,000 shares are issued and outstanding, which are owned of record by SI.

WHEREAS, SOTW and SOTD are entering into this Agreement and Plan of Merger, which contemplates the merger ("Merger") of SOTW with and into SOTD upon the terms and conditions provided herein and pursuant to Sections 180.1101 and 180.1103 of the Wisconsin Business Corporation Law ("WBCL") and Section 252 of the Delaware General Corporation Law ("DGCL").

WHEREAS, the respective Board of Directors of SOTW and SOTD deem it in the best interests of their respective corporations and shareholders that SOTW be merged with and into SOTD, with SOTD being the surviving corporation of the Merger, and each such Board of Directors has approved this Agreement and Plan of Merger, has authorized its execution and delivery, has directed that this Agreement and Plan of Merger be submitted to its respective sole shareholder for approval and has recommended its approval.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and in accordance with the WBCL and the DGCL, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE 1

The Merger

1.01 The Merger. Subject to the terms and conditions of this Agreement and Plan of Merger, SOTW will be merged with and into SOTD, in accordance with Sections 180.1101, 180.1103, 180.1106 and 180.1107 of the WBCL and Section 252 of the DGCL.

1.02 Effective Time of Merger. Subject to the provisions of this Agreement and Plan of Merger, articles of merger ("Articles of Merger") shall be duly prepared and executed by SOTW and SOTD and thereafter delivered to the Department of Financial Institutions of the State of Wisconsin for filing as provided in Section 180.1105 of the WBCL as soon as practicable after the execution and delivery of this Agreement and Plan of Merger, and a certificate of merger ("Certificate of Merger") shall be duly prepared and executed by SOTW and SOTD and thereafter delivered to the Secretary of State of the State of Delaware for filing as provided in Sections 251 and 252 of the DGCL as soon as practicable after the execution and delivery of this Agreement and Plan of Merger. The Merger shall become effective at 12:15 p.m. (Central Time) on December 30, 2001 ("Effective Time").

1.03 Effects of the Merger.

(a) At the Effective Time, (i) the separate existence of SOTW shall cease and SOTW shall be merged with and into SOTD as provided in Section 180.1106 of the WBCL and Section 252 of the DGCL (SOTW and SOTD are sometimes referred to herein as the "Constituent Corporations," and SOTD, after consummation of the Merger, is sometimes referred to herein as the "Surviving Corporation"); (ii) the Certificate of Incorporation of SOTD in effect as of the Effective Time shall continue without change as the Certificate of Incorporation of the Surviving Corporation; (iii) the By-Laws of SOTD in effect as of the Effective Time shall continue without change as the By-Laws of the Surviving Corporation; and (iv) the members of the Board of Directors and the officers of SOTD as of the Effective Time shall continue without change as the directors and officers of the Surviving Corporation (In each case until such time as their respective successors are duly elected or their earlier resignation, death, retirement or termination).

(b) In accordance with Section 180.1106 of the WBCL and Section 252 of the DGCL, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties, of each of the Constituent Corporations; and all and singular rights, privileges, powers and franchises of each of he Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thereafter attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred or contracted by it. Any action or proceeding, whether civil, criminal, administrative or investigatory, pending by or against either Constituent Corporation shall be prosecuted as if the Merger had not taken place, or the

Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

ARTICLE 2

Effect of the Merger on the Capital Stock of the Constituent Corporations

2.01 Effect on SOTW Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations or SI as the sole holder of shares of SOTW Stock, all shares of SOTW Stock issued and outstanding or held in the treasury, if any, immediately prior to the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled or retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.

2.02 No Effect on SOTD Stock. The shares of SOTD Stock issued and outstanding immediately prior to the Effective Time shall not be affected in any manner by virtue of the Merger.

ARTICLE 3

Termination: Amendment

3.01 Termination. This Agreement and Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of SOTW and SOTD at any time until the first to occur of the filing of Articles of Merger with the Department of Financial Institutions of the State of Wisconsin or the filing of a Certificate of Merger with the Secretary of State of Delaware.

3.02 Amendment. Subject to the following sentence, this Agreement and Plan of Merger may be amended, modified or supplemented by the Constituent Corporations at any time until the first to occur of the filing of Articles of Merger with the Department of Financial Institutions of the State of Wisconsin or the filing of a Certificate of Merger with the Secretary of State of Delaware. Notwithstanding the foregoing, amendments, modifications or supplements of this Agreement and Plan of Merger that are required by the Department of Financial Institutions of the State of Wisconsin or the Secretary of State of Delaware and that do not materially and adversely affect the rights, benefits and obligations of any Constituent Corporation may be made unilaterally by the Constituent Corporation filing this Agreement and Plan of Merger with such office.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement and Plan of Merger as of the date and year first above written.

SNAP-ON TOOLS COMPANY,
a Wisconsin corporation

By: Susan F. Marrinan
Susan F. Marrinan
Secretary

SNAP-ON TOOLS COMPANY,
a Delaware corporation,

By: Susan F. Marrinan
Susan F. Marrinan
Secretary

STATE OF WISCONSIN
FILED
DEC 27 2001
DEPARTMENT OF
FINANCIAL INSTITUTIONS