Davidson County DEEDWARR
Recvd: 01/04/06 09:46 6 pgs
Fees:33.00 Taxes:795.50
20060104-0000934

This Instrument Was Prepared By:
BAKER, CAMPBELL & PARSONS
Attorneys At Law
200 Fourth Avenue North, Suite 1000
Nashville, TN 37219

Address New Owner And Send Tax Bills To:

Old Mill Partnership
1211 16th Avenue South
Nashville, TN 37212

Map And Parcel Number:

Map 140, Parcel 9.00

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) cash in hand paid by the hereinafter named Grantee, and for other good and valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, **MICHAEL R. ALLISON** (hereinafter referred to as the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **OLD MILL PARTNERSHIP**, a Tennessee general partnership (hereinafter referred to as the "Grantee"), in fee simple, certain real property situated in Davidson County, Tennessee, which property is more particularly described on Exhibit A which is attached hereto and made a part hereof by this reference, together with all right, title and interest of the Grantor, if any, in and to any easements and rights-of-way adjoining, abutting, or benefitting the same and together with the appurtenances, hereditaments, estate, title and interest thereto appertaining (all of the foregoing being hereinafter collectively referred to as the "Property").

TO HAVE AND TO HOLD the Property to the Grantee, and the Grantee's heirs, successors and assigns, in fee simple forever; subject, however, to the matters set forth in Exhibit B which is attached hereto and made a part hereof by this reference.

The Grantor covenants that he is lawfully seized and possessed of the Property; that he has full power and lawful authority to sell and convey the Property; that the Property is free from all encumbrances made or suffered by him, except to the extent otherwise set forth in Exhibit B hereto; and the Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, through or under the Grantor, but not otherwise;

Whenever in this instrument the terms Grantor and Grantee are used, such terms will be construed to include said parties, their respective heirs, legal representatives, successors and assigns, and such terms, or pronouns therefor, will be construed to include the masculine, feminine or neuter gender and the singular number will include the plural, all as the context may require.

Diane A. Allison, the wife of the Grantor, joins in this deed for the sole purpose of relinquishing any marital rights.

IN WITNESS WHEREOF, the Grantor has executed this deed on this 3RD day of January, 2006.

Michael R Allison

Michael R. Allison

[Signatures Continued On Next Page]

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $215,000.00.

Affiant

Subscribed and sworn to before me, this the 3rd day of January, 2006.

Notary Public For The State Of Tennessee

My Commission Expires: _____

ROBERT L. SCRUGGS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN
My Commission Expires July 25, 2009

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 Michael R. Allison, 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 seal at office at Nashville, Tennessee, on this the 3rd day of January, 2006.

Notary Public For The State Of Tennessee

My Commission Expires: January 26, 2008

KENNETH L. CAMPBELL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

Exhibit A

Legal Description

Being a parcel of land lying in the Thirty-Fifth Councilmanic District of Metropolitan Nashville, Davidson County. Said parcel being Tract 3 according to an ALTA/ACSM Land Title Survey prepared by Ragan-Smith Associates, Inc. dated January 08, 2003, Job No. 2002-107\7113. Said tract being shown as Parcel 9 on Davidson County Property Map No. 140. Said tract being bounded on the East by CSX Railroad, on the South by Interstate 40, on the West by Newsom Station Road and being more particularly described as follows:

Beginning at an iron rod (new) located at the intersection of the southwest right-of-way of CSX Railroad (100 foot right-of-way) and the southeast right-of-way of Newsom Station Road (right-of-way varies); thence,

Along said railroad South 47 degrees 55 minutes 34 seconds East, 709.58 feet to an iron rod (new), said iron rod (new) lying in the northerly right-of-way line of Interstate 40; thence,

Leaving said railroad, with said Interstate 40 for the next four (4) calls;

1) South 87 degrees 21 minutes 10 seconds West, 467.30 feet to a concrete monument (old); thence,

2) North 03 degrees 42 minutes 01 seconds West, 40.17 feet to a concrete monument (old); thence,

3) South 87 degrees 21 minutes 10 seconds West, 422.23 feet to an iron rod (new); thence,

4) North 22 degrees 50 minutes 29 seconds West, 31.63 feet to an iron rod (new), said iron rod (new) lying in the southeast right-of-way line of Newsom Station Road; thence,

With said Newsom Station Road, with a curve to the left, having a central angle of 42 degrees 59 minutes 28 seconds, a radius of 598.00 feet, a tangent of 235.50 feet, an arc length of 448.70 feet, and a chord bearing and distance of North 45 degrees 39 minutes 47 seconds East, 438.25 feet to an iron rod (new); thence,

Continuing with said right-of-way, North 24 degrees 10 minutes 03 seconds East, 154.59 feet to the Point of Beginning, containing 196,619 square feet or 4.514 acres, more or less as calculated by the above described courses and distances.

Being part of the same property conveyed to Michael R. Allison by deed from Buck Allison, Inc., of record in Book 6797, Page 417, Register's Office for Davidson County, Tennessee.

This is unimproved property known as 8811 Newsom Station Road, Nashville, Tennessee 37221.

Exhibit B

Exceptions

1. Lack of direct access to Highway I-40 from the Property, such right of access having been granted as to part of the Property by John Smallman Cowden and wife, Ruby S. Cowden, to the State of Tennessee by a judgment, a certified copy of which is of record in Book 3369, Page 316, Register's Office for Davidson County, Tennessee, and a drainage easement of 0.67 acres was also granted therein to the State of Tennessee.

2. Easement for right-of-way of an electric power line granted to Tennessee Electric Power Company by James B. Ezzell and wife, Fanny M. Ezzell, of record in Book 787, Page 7, Register's Office for Davidson County, Tennessee.

3. Right-of-way of all roads of the Nashville, Chattanooga & St. Louis Railway and spur tracks, if any, lying within the boundaries of the Property, including but not limited to, right-of-way having been granted by deed from S.F. Newsom to Nashville, Chattanooga & St. Louis Railway, of record in Book 341, Page 277, Register's Office for Davidson County, Tennessee; by deed from S.F. Newsom to Nashville, Chattanooga & St. Louis Railway, of record in Book 350, Page 371, Register's Office for Davidson County, Tennessee; by deed from J.B. Ezzell and wife, Fanny M. Ezzell, to Nashville, Chattanooga & St. Louis Railway, of record in Book 362, Page 561, Register's Office for Davidson County, Tennessee; and by deed from J.B. Ezzell and wife, Fanny Moran Ezzell, to Nashville, Chattanooga & St. Louis Railway, of record in Book 513, Page 396, Register's Office for Davidson County, Tennessee. Note that the latter deed included the grant to the Railway of the perpetual right to lay and maintain a water pipe from the lot conveyed along the edge of the Harpeth River in an easterly direction to a point above the mill dam for the purpose of securing water from the mill pond.

4. Easement and right-of-way for electric power transmission lines and poles with the rights of ingress and egress and other rights and privileges as set out in grant to the United States by John Smallman Cowden and wife, Ruby S. Cowden, of record in Book 4193, Page 903, Register's Office for Davidson County, Tennessee.

5. Easement for water line granted by Rodgers Properties, Inc. (formerly J.M.R. Development Co.), to Harpeth Valley Utilities District of Davidson and Williamson Counties, of record in Book 5738, Page 832, Register's Office for Davidson County, Tennessee.

6. A 15 foot public roadway running parallel with the railroad right-of-way in the extreme eastern part of the Property comprising the tract of 38.71 acres conveyed to John Smallman Cowden, of record in Book 1237, Page 674, Register's Office for Davidson County, Tennessee, which may be part of the Property, is included in the description of such tract but expressly excluded from conveyance.

7. Subject to use as roadway of a strip of 15 feet wide along the southwesterly side of the Nashville, Chattanooga & St. Louis Railway right-of-way and along the west side of Lot No. 1 on the Plan of record in Book 1, Page 25, Register's Office for Davidson County, Tennessee, and

subject to the use for roadway a strip 12 feet wide along the line between the Dower Tract and Lot 5 according to said Plan with 6 feet thereof being on the east side of the line between said Dower Tract and said Lot 5, and 6 feet thereof being on the west side of the line between said Dower Tract and said Lot 5, all of said roadways having been established by decree entered in the Chancery Court of Davidson County, Tennessee, in the suit of R.P. Hutton et al. vs. J.B. Ezzell, Docket Nos. 25,062 and 26,939 (references thereto appear in a deed of record in Book 840, Page 540, Register's Office for Davidson County, Tennessee, and in subsequent deeds).

8. Easement for water main across the Dower Tract, a part of the Property, from the 38.71 acre tract conveyed to John Smallman Cowden, of record in Book 1237, Page 674, Register's Office for Davidson County, Tennessee, to the Big Harpeth River and privilege of building a pump house and drainage across the Dower Tract (see deed of record in Book 840, Page 540, Register's Office for Davidson County, Tennessee).

9. Title to that portion of the Property embraced with the bounds of any roads or highways.

10. Declaration of Restrictive Covenants, of record as Instrument No. 20020821-0100879, Register's Office for Davidson County, Tennessee.

11. Access Easement Agreement between Michael R. Allison and Avondale Park Partners, of record as Instrument No. 20041207-0145662, Register's Office for Davidson County, Tennessee.

12. 2006 Davidson County property taxes, which have been prorated and assumed by Grantee.