Davidson County DEEDWARR
Recvd: 01/17/06 12:34 8 pg
Fees:43.00 Taxes:3700.00
20060117-0006147

SPECIAL WARRANTY DEED

This instrument was prepared by Perrone & Young, 109 Westpark Dr., Ste. 330, Brentwood, TN 37027 (PRY)

Address New Owner	Send Tax Bills To:	Map/Parcel
Barnes Crossing, LLC 275 Robert Rose Drive Murfreesboro, TN 37129	Same	Map 173, Parcel 116; Map 173, Parcel 229; Map 173, Parcel 230; and Map 173, Parcel 164

State of Tennessee)
County of Williamson)

The actual consideration or value for this transfer, whichever is greater is $1,000,000.00.

Affiant

Sworn to and subscribed before me this 4th day of January 2006.

Notary Public

My commission expires: 2-20-06

REBECCA L. CAREY NOTARY PUBLIC AT LARGE WILLIAMSON CO. TN

For and in consideration the sum of Ten Dollars ($10) cash in hand paid by the Grantee, hereinafter name, and other good and valuable consideration, the receipt and sufficiency of which is mutually acknowledged, **CPI-Realty, L.P., a Tennessee limited partnership,** has this day bargained and sold and does hereby transfer and convey its one-half interest in and to the Property, and **Smith Realty Interests, LP, a Tennessee limited partnership**, has this day bargained and sold and does hereby transfer and convey its one-half interest in and to the Property (the "Grantors"), to the said **Barnes Crossing, LLC, a Tennessee limited liability company**, (the "Grantee"), its successors and assigns, certain Property in Nashville, Davidson County, Tennessee, as described on **"Exhibit A"** (the "Property") hereto which is incorporated herein.

To have and to hold said Property, with the appurtenances, estate, title, and interest belonging to the said Grantee, its successors and assigns forever. Grantors covenants that it is lawfully seized and possessed of the said Property in fee simple, has a good right to convey it, and that the same is unencumbered, except as shown on **Exhibit B** stated herein.

Grantors further covenant and bind themselves, their successors, assigns, and representatives to warrant and forever defend the title to said Property to said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantors, but not otherwise.

This 4th day of January 2006.

GRANTORS: **CPI-Realty, L.P., a Tennessee limited Partnership,**

By its General Partner:

Crowe Property Interests, Inc., a Tennessee corporation,

By: _____
G. NELSON CROWE II, President

AND

Smith Realty Interests, LP, a Tennessee limited partnership

By Its General Partner:

Smith Investment Corp., a Tennessee corporation

By: _____
THOMAS S. SMITH, President

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

Before me, the undersigned, a Notary Public in and or the State and County aforesaid, personally appeared **G. Nelson Crowe II**, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be President of Crowe Property Interests, Inc., the general partner of CPI-Realty, L.P., a Tennessee limited partnership, the within named bargainor, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as President of the general partner of CPI-Realty, L.P.

Witness my hand and seal, at office in Brentwood, Williamson County, Tennessee, this 4th day of January 2006.

_____
Notary Public

REBECCA L. CAREY NOTARY PUBLIC AT LARGE WILLIAMSON CO. TN

My Commission Expires:
2-20-06

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

Before me, the undersigned, a Notary Public in and or the State and County aforesaid, personally appeared **Thomas S. Smith**, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be President of Smith Investment Corp., the general partner of **Smith Realty Interests, LP**, a Tennessee limited partnership, the within named bargainor, and that he as such President being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by himself as President of the general partner of Smith Realty Interests, LP.

Witness my hand and seal, at office in Brentwood, Williamson County, Tennessee, this the 4th day of January 2006.

Rebecca L Carey
Notary Public

REBECCA L. CAREY NOTARY PUBLIC AT LARGE WILLIAMSON CO. TN

My Commission Expires:
2-20-06

EXHIBIT A

[Legal Description]

PHASE TWO:

Being a 10.726 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being a portion of the property conveyed to Vernon M. Williams III, Trustee, as evidenced by deed of record in Deed Book 8039, page 387, Register's Office Davidson County, Tennessee, and being more particularly described in two tracts, as follows:

TRACT ONE

Beginning at a point on the northerly margin of Barnes Road, said point being the most southeasterly corner of the plan of Monte Carlo, Section II-B, of record in Plat Book 5050, page 99, Register's Office Davidson County, Tennessee;

Thence North 52 Degrees 32 Minutes 25 Seconds East a distance of 4.99 feet to a concrete monument found at the Most southeasterly corner of Lot 19 on said plan of Monte Carlo, Section II-B;

Thence continuing with the easterly line of said plan of Monte Carlo, Section II-B, the following two calls: North 52 Degrees 38 Minutes 15 Seconds East a distance of 162.73 feet to a Point;

Thence North 09 Degrees 43 Minutes 43 Seconds East a distance of 367.09 feet to a concrete monument (old);

Thence with the common line of the herein-described tract and the plan of Monte Carlo, Section 5, of record in Plat Book 6250 page 383, Register's Office Davidson County, Tennessee, South 83 Degrees 17 Minutes 36 Seconds East a distance of 326.53 feet to an iron pin (new);

Thence with a new line, severing said Williams Property, the following nine calls:
South 17 Degrees 21 Minutes 50 Seconds West a distance of 96.35 feet to a Point;
Thence South 35 Degrees 48 Minutes 00 Seconds East a distance of 22.50 feet to a Point;
Thence South 07 Degrees 40 Minutes 27 Seconds West a distance of 23.21 feet to a Point;
Thence South 49 Degrees 24 Minutes 35 Seconds East a distance of 104.21 feet to a Point;
Thence South 16 Degrees 29 Minutes 05 Seconds West a distance of 200.31 feet to a Point;
Thence South 26 Degrees 08 Minutes 47 Seconds East a distance of 174.53 feet to a Point;
Thence South 25 Degrees 47 Minutes 53 Seconds West a distance of 122.49 feet to a Point;
Thence South 39 Degrees 58 Minutes 51 Seconds West a distance of 154.68 feet to a Point;
Thence South 26 Degrees 29 Minutes 20 Seconds West a distance of 140.34 feet to a Point in the northerly margin of Barnes Road;

Thence with said margin of Barnes Road, North 63 Degrees 30 Minutes 40 Seconds West a distance of 58.35 feet to a point;

Thence along a curve to the right having a radius of 383.47 feet, through a central angle of 35 Degrees 29 Minutes 59 Seconds, an arc distance of 237.59 feet, said curve having a chord direction of North 45 Degrees 45 Minutes 41 Seconds West and a chord length of 233.81 feet to a point;

Thence North 28 Degrees 00 Minutes 41 Seconds West a distance of 213.18 feet to a point;

Thence along a curve to the left having a radius of 741.21 feet through a central angle of 09 Degrees 19 Minutes 05 Seconds, an arc distance of 120.54 feet, said curve having a chord direction of North 32 Degrees 40 Minutes 14 Seconds West and a chord length of 120.41 feet to the Point of Beginning, containing 7.973 acres or 347,321 square feet, more or less.

TRACT TWO

Starting at a point on the northerly margin of Barnes Road, said point being the most southeasterly corner of the plan of Monte Carlo, Section II-B, of record in Plat Book 5050, page 99, Register's Office Davidson County, Tennessee;

Thence North 52 Degrees 32 Minutes 25 Seconds East a distance of 4.99 feet to a concrete monument found at the Most southeasterly corner of Lot 19 on said plan of Monte Carlo, Section II-B;

Thence continuing with the easterly line of said plan of Monte Carlo, Section II-B, the following two calls:
North 52 Degrees 38 Minutes 15 Seconds East a distance of 162.73 feet to a Point;

Thence North 09 Degrees 43 Minutes 43 Seconds East a distance of 367.09 feet to a concrete monument (old);

Thence with the common line of the herein-described tract and the plan of Monte Carlo, Section 5, of record in Plat Book 6250 page 383, Register's Office Davidson County, Tennessee, the following two calls:
South 83 Degrees 17 Minutes 36 Seconds East a distance of 326.53 feet to an iron pin (new);
Thence North 18 Degrees 11 Minutes 01 Seconds East a distance of 108.78 feet to the Point of Beginning;

Thence continuing with the easterly line of Monte Carlo, Section 5, the following four calls:
North 18 Degrees 11 Minutes 01 Seconds East a distance of 190.65 feet to a Point;
Thence North 35 Degrees 44 Minutes 30 Seconds East a distance of 443.00 feet to a Point;
Thence North 50 Degrees 52 Minutes 17 Seconds East a distance of 57.80 feet to a Point;
Thence North 59 Degrees 43 Minutes 07 Seconds East a distance of 118.13 feet to a Point;

Thence with the westerly line of the Link Investment Company Property of record in Deed Book 7131 page 84, Register's Office Davidson County, Tennessee,

South 08 Degrees 52 Minutes 17 Seconds West a distance of 455.24 feet to an iron pin (old);

Thence with a new line, severing said Williams Property, South 64 Degrees 40 Minutes 05 Seconds West a distance of 436.92 feet to the Point of Beginning, containing 2.753 acres or 119,933 square feet more or less.

PHASE THREE:

Being a 19.759 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being a portion of the property conveyed to Vernon M. Williams III, Trustee, as evidenced by deed of record in Deed Book 8039, page 387, Register's Office Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin set on the northerly margin of Barnes Road, said point being the most southwesterly corner of the V. Morris Williams et al Property of record in Deed Book 10076, page 870, Register's Office Davidson County, Tennessee;

Thence with said margin of Barnes Road, North 52 Degrees 40 Minutes 40 Seconds West a distance of 125.22 feet to a Point;

Thence with a new line, severing said Vernon M. Williams III, Trustee Property, the following eleven calls:
North 37 Degrees 19 Minutes 20 Seconds East a distance of 177.55 feet to a Point;
Thence North 01 Degrees 30 Minutes 24 Seconds West a distance of 138.19 feet to a Point;
Thence North 25 Degrees 47 Minutes 53 Seconds East a distance of 23.00 feet to a Point;
Thence North 24 Degrees 25 Minutes 45 Seconds West a distance of 69.88 feet to a Point;
Thence North 21 Degrees 58 Minutes 17 Seconds East a distance of 60.51 feet to a Point;
Thence South 78 Degrees 55 Minutes 31 Seconds East a distance of 144.31 feet to a Point;

Thence North 51 Degrees 50 Minutes 43 Seconds East a distance of 75.81 feet to a Point;
Thence North 11 Degrees 04 Minutes 29 Seconds East a distance of 141.78 feet to a Point;
Thence North 04 Degrees 04 Minutes 13 Seconds West a distance of 272.40 feet to a Point;
Thence North 62 Degrees 35 Minutes 12 Seconds East a distance of 350.00 feet to a Point;
Thence North 15 Degrees 37 Minutes 01 Seconds West a distance of 320.41 feet to a point in the southerly line of the Link Investment Co. Property of record in Deed Book 7131 page 84, Register's Office Davidson County, Tennessee;

Thence with the southerly line of said Link Investment Co. Property, South 81 Degrees 18 Minutes 50 Seconds East a distance of 429.54 feet to a Point;

Thence with the westerly line of the Joyce M. Frye and William L. Frye Property of record in Deed Book 9324 page 531, Register's Office Davidson County, Tennessee, South 15 Degrees 05 Minutes 05 Seconds East a distance of 763.59 feet to an iron pin (new);

Thence with the northwesterly line of the V. Morris Williams et al Property of record in Deed Book 10076 page 870, Register's Office Davidson County, Tennessee, the following seven calls:
South 34 Degrees 47 Minutes 53 Seconds West a distance of 252.66 feet to an iron pin (new);
Thence South 74 Degrees 19 Minutes 54 Seconds West a distance of 180.85 feet to an iron pin (new);
Thence South 58 Degrees 43 Minutes 23 Seconds West a distance of 177.80 feet to an iron pin (new);
Thence South 42 Degrees 36 Minutes 23 Seconds West a distance of 186.08 feet to an iron pin (new);
Thence South 57 Degrees 05 Minutes 09 Seconds West a distance of 160.43 feet to an iron pin (new);
Thence North 64 Degrees 51 Minutes 43 Seconds West a distance of 179.75 feet to an iron pin (new);
Thence South 60 Degrees 32 Minutes 25 Seconds West a distance of 196.91 feet to the Point of Beginning containing 19.759 acres or 860,705 square feet more or less.

AND

Being a 6.56 acres, more or less, tract of land, lying in the First Civil District, Davidson County, Tennessee and being a portion of the Ronald G. Gregory and Vernon M. Williams Property, as of record in Deed Book 6309, Page 864 Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron pin lying on the Northerly margin of Barnes Road, said iron pin being the most Southeasterly corner of the herein described tract and the most Southwesterly corner of the Robert L. Frye tract as of record in Book 3032, Page 431 Register's Office of Davidson County, Tennessee; thence with the said Northerly margin of Barnes Road the following calls: South 58 degrees, 09 minutes, 43 seconds West, a distance of 419.93 feet to a point; thence with a curve to the left, having a radius of 980.00 feet, and a chord bearing a South 50 degrees, 59 minutes, 43 seconds west, a chord distance of 244.52 feet to a point; thence South 43 degrees, 49 minutes, 43 seconds West, a distance of 68.77 feet, to a point; thence with a curve to the right, having a radius of 261.59 feet, and a chord bearing of South 84 degrees, 59 minutes, 42 seconds West, a chord distance of 255.00 feet, to a point; thence leaving the said Northerly margin of Barnes Road North 59 degrees, 22 minutes, 45 seconds East, a distance of 196.91 feet to a point, thence South 66 degrees, 01 minutes, 23 seconds East a distance of 179.75 feet to a point; thence North 55 degrees, 55 minutes, 29 seconds East a distance of 160.43 feet to a point; thence North 41 degrees, 26 minutes, 43 seconds East a distance of 186.08 feet to a point; thence North 57 degrees, 33 minutes, 43 seconds East a distance of 177.80 feet to a point; thence North 73 degrees, 10 minutes, 14 seconds East a distance of 180.85 feet to a point; thence North 33 degrees, 38 minutes, 13 seconds East a distance of 252.66 feet to a point on the Westerly line of the said Frye tract; thence with the said Westerly line of the Frye tract South 16 degrees, 14 minutes, 45 seconds East, a distance of 323.00 feet to the point of beginning, containing 6.56 more or less acres.

Being part of the same property conveyed to CPI-Realty, L.P., a Tennessee limited partnership, a one-half interest, and Smith Realty Interests, LP, a Tennessee limited partnership, a one-half interest, by quit claim deed of record in Instrument No. 20041230-0154786, Register's Office of Davidson County, Tennessee.

Included in the above described tracts but specifically excluded herefrom is the following property designated as Right-of-Way Dedication No. 1 and Right-of-Way Dedication No. 3:

Right-of-Way Dedication No. 1

Being a 0.072 more or less acre tract of land lying in the 31st Councilman District of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin set on the existing easterly margin of Barnes Road (25 feet east of centerline), said point being the most northwesterly corner of the proposed Barnes Crossing Residential P.U.D.;
Thence with an offset in the right-of-way of Barnes Road, North 52 Degrees 32 Minutes 25 Seconds East a distance of 5.00 feet to an existing concrete right-of-way monument found at the most southwesterly corner of Lot 29 on the plan of Section II-B, Monte Carlo, of record at Plat Book 5050, page 99, Register's Office Davidson County, Tennessee;
Thence with a new line, running parallel with and 5.0 feet east of the existing right-of-way of Barnes Road, the following four calls:
along a curve to the right having a radius of 745.21 feet, through a central angle of 09 Degrees 19 Minutes 05 Seconds, an arc distance of 121.36 feet, said curve having a chord direction of South 32 Degrees 40 Minutes 14 Seconds East, and a chord length of 121.22 feet to a point; Thence South 28 Degrees 00 Minutes 41 Seconds East a distance of 213.18 feet to a Point; Thence along a curve to the left having a radius of 378.47 feet, through a central angle of 35 Degrees 29 Minutes 59 Seconds, an arc distance of 234.49 feet, said curve having a chord direction of South 45 Degrees 45 Minutes 41 Seconds East and a chord length of 230.76 feet to a point;
Thence South 63 Degrees 30 Minutes 40 Seconds East a distance of 58.35 feet to a Point;
Thence South 26 Degrees 29 Minutes 20 Seconds West a distance of 5.00 feet to a point on the existing easterly margin of Barnes Road; Thence with the easterly margin of Barnes Road, the following four calls;
North 63 Degrees 30 Minutes 40 Seconds West a distance of 58.35 feet to an iron pin;
Thence along a curve to the right having a radius of 383.47 feet through a central angle of 35 Degrees 29 Minutes 59 Seconds, an arc distance of 237.59 feet, said curve having a chord direction of North 45 Degrees 45 Minutes 41 Seconds West a chord length of 233.81 feet to an iron pin;
Thence North 28 Degrees 00 Minutes 41 Seconds West a distance of 213.18 feet to an iron pin;
Thence along a curve to the left having a radius of 741.21 feet through a central angle of 09 Degrees 19 Minutes 05 Seconds, an arc distance of 120.54 feet, said curve having a chord direction of North 32 Degrees 40 Minutes 14 Seconds West and a chord length of 120.41 feet to the Point of Beginning, containing 0.072 acres or 3,143 square feet, more or less.

Right-of-Way Dedication No. 3

Being a 0.014 more or less acre tract of land lying in the 31st Councilmanic District of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin set on the existing easterly margin of Barnes Road (25 feet east of centerline), said point being the most northwesterly corner of the V. Morris Williams et al Property of record in Deed Book 10076, page 870, Register's Office Davidson County, Tennessee;
Thence with the existing easterly margin of Barnes Road, North 52 Degrees 40 Minutes 40 Seconds West a distance of 125.22 feet to a point;
Thence North 37 Degrees 19 Minutes 20 Seconds East a distance of 5.00 feet to a point;
Thence with a new line, running parallel with and 5.0 feet east of the existing right-of-way of Barnes Road, South 52 Degrees 40 Minutes 40 Seconds East a distance of 127.36 feet to a point in the northerly line of the afore-said Williams Property;
Thence with the northerly line of said Williams Property,
South 60 Degrees 32 Minutes 25 Seconds West a distance of 5.44 feet to the point of beginning, containing 0.014 acres or 631 square feet, more or less.

Being the same property conveyed to Metropolitan Government of Nashville and Davidson County by deed from CPI-Realty, L.P. and Smith Realty Interests, LP of record in Instrument No. 20050811-0095172, Register's Office for Davidson County, Tennessee.

EXHIBIT B

[Permitted Exceptions]

1. Taxes for the year 2006 and subsequent years, a lien, but not yet due and payable for Map 173, Parcel 116. Payment thereof expressly assumed by the Grantee.

2. Subject to all matters shown on the Plan of P.U.D. Boundary of Barnes Crossing of record as instrument No. 20050128-0010427, Register's Office of Davidson County, Tennessee.

3. Acreage content of the subject property is not hereby insured. Reference to acreage is left in the description merely for convenience in identifying the tract.