STATE OF TENNESSEE
COUNTY OF DAVIDSON

Davidson County DEEDWARR
Recvd: 06/29/06 14:51 4 pgs
Fees:23.00 Taxes:16398.40
20060629-0078135

The actual consideration or value, whichever is greater, for this transfer is $4,432,000.00.

Affiant

Subscribed and sworn to before me, this the 22nd day of June, 2006.

Notary Public
My commission expires: NOTARY PUBLIC AT LARGE Joe Vaulx Crockett, III My Commission Expires January 24, 2009 STATE OF TENNESSEE

This instrument prepared by
Joseph C.L. Wettach, Esquire
Zimmerman, Kiser & Sutcliffe, PA
P.O. Box 3000
Orlando, FL 32801

Address New Owner:
3841 Green Hills Village Dr.
Suite 400
Nashville, TN 37215
Attn: Mark Banks

Send Tax Bills To:
3841 Green Hills Village Dr.
Suite 400
Nashville, TN 37215
Attn: Mark Banks

Map/Parcel No.
104-2/361

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, RAI Restaurants, Inc., a Florida corporation ("GRANTOR") has bargained and sold, and by these presents does transfer and convey unto WPP West End, LLC, and WE Partners, LLC, both being Tennessee limited liability companies, and as to each a 50% undivided interest as tenant in common ("GRANTEES"), their successors and assigns, certain real estate in Nashville, Davidson County, Tennessee, being described more particularly in Exhibit A, attached hereto and incorporated herein by reference, together with all right, title, and interest of GRANTOR in and to any easements, alleyways, streets, and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (the "Property").

This is improved property located at 3011 West End Avenue, Nashville, Tennessee 37203.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the exceptions, limitations, restrictions, encumbrances, and other matters set forth on Exhibit B, attached hereto and incorporated herein by reference. Notwithstanding anything to the contrary contained herein or in any exhibit hereto, GRANTOR makes no warranty as to the amount of acreage contained in the Property.

TO HAVE AND TO HOLD the Property, together with all appurtenances, estate, title, and interest thereto belonging to GRANTEES, their successors and assigns, forever. GRANTOR covenants with the said GRANTEES that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out;

and GRANTOR further covenants and binds itself, its successors, representatives, and assigns to warrant specially and forever defend the title to the Property to GRANTEES, their successors and assigns, against the lawful claims of all persons claiming by, through or under GRANTOR (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

WITNESS my hand this 27 day of June, 2006.

RAI Restaurants, Inc., a Florida corporation

By: _____
Name: Curtis B. McWilliams
Title: ~~Chief Executive Officer~~ President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, Constance L. Brown, a Notary Public in and for the said County and State, personally appeared Curtis B. McWilliams, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who upon oath acknowledged himself to be President of RAI RESTAURANTS, INC., the within-named bargainor, a corporation, and that Curtis B. McWilliams as such President of RAI Restaurants, Inc., being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of said company by himself as President.

WITNESS my hand and seal in Orlando, Florida, this the 20th day of June, 2006.

Constance L Brown
Notary Public
Commission Expires: 10/28/06

CONSTANCE L. BROWN
MY COMMISSION # DD 161588
EXPIRES: October 28, 2006
Bonded Thru Notary Public Underwriters

Return Recorded Documents To:
LandAmerica National Commercial Services
450 S. Orange Avenue, Suite 170
Orlando, FL 32801
Attention: **Christi Pawlak** 06-464

Exhibit A

WPP WEST END, LLC, a Tennessee limited liability company and WE PARTNERS, LLC, a Tennessee limited liability company, as tenants in common

Exhibit A
755175
Legal Description

PARCEL 1:

All that tract or parcel of land containing 0.41 acres more or less situated, lying and being in First Civil District of Davidson County, Tennessee, and being more particularly described as follows:

Commence at a point located on the Southeast right-of-way margin of West End Avenue and the Northeast Corner of Tax Parcel 104-02-0-357.00, now or formerly owned by First American National Bank as recorded in Book 9220, Page 445, Register's Office for Davidson County, also known as Lot One on the Resubdivision Plan of record in Plat Book 4715, page 162, Register's Office for Davidson County; thence run North 42 deg. 23' 30" East along the Southeast right-of-way margin of West End Avenue for a distance of 82.68 feet to a point, said point being the True Point of Beginning; thence continue North 42 deg. 23' 30" East along said right-of-way margin for a distance of 118.67 feet to a point, said point being the point of a curve to the right having a radius of 10.00 feet and an arc distance of 18.18 feet; thence run along said curve to the right a chord bearing of South 85 deg. 32' 15" East and a chord distance of 15.78 feet to a point on the West right-of-way margin of 30th Avenue South; thence run South 33 deg. 28' 00" East along said right-of-way margin for a distance of 145.51 feet to a point in the center line of a 10.00 foot abandoned alley, (referenced Instrument Number 20060308-0027043); thence run South 57 deg. 53' 00" West along the old centerline of said abandoned 10.00 foot alley for a distance of 127.92 feet to a point; thence run North 33 deg. 18' 00" West for a distance of 123.20 feet to a point and back to the True Point of Beginning.

Containing 17936.41 sq. ft. or 0.41 acres more or less.

Being the same property conveyed to RAI Restaurants, Inc., a Florida corporation, by Deed of record in Instrument No. 200504060037808, Register's Office for Davidson County, Tennessee.

Together with Reciprocal Access Easement and Cross Parking Agreement of record in Instrument No. 200508300103664, as amended in Instrument No. 200603280035155.

EXCEPTIONS TO TITLE

The Property is conveyed subject to the following matters:

1. Taxes for the current year which have been prorated and will be paid by GRANTEES.
2. Memorandum of Lease of record in Instrument No. 20050609-0065828, with Amendment in Instrument No. 20060328-0035154.
3. Terms and Provisions set forth in Urban Renewal Plan of record in Book 10737, page 558. Also affects easement.
4. Reciprocal Access Easement & Cross Parking Agreement of record in Instrument No. 20050830-0103664, with Amendment to Reciprocal Access Easement & Cross Parking Agreement of record in Instrument No. 20060328-0035155.
5. Stormwater Detention Agreement of record in Instrument No. 20060203-0013750.
6. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Instrument No. 20060207-0015040.

EXHIBIT B