2nd

# Pick Up

Davidson County DEEDWARR
Recvd: 07/25/06 11:42 4 pgs
Fees:22.00 Taxes:0.00

20060725-0089407

THIS INSTRUMENT PREPARED BY:
Laurence M. Papel, Esq.
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.
211 Commerce Street, Suite 1000
Nashville, TN 37201

| ADDRESS NEW OWNER | SEND TAX BILLS TO: | MAP PARCEL |
|---|---|---|
| Rolling Clouds, LLC<br>201 Summit View Drive<br>Suite 250<br>Brentwood, Tennessee 37027 | Same | Map 11; Parcel 44<br>(Williamson County) and<br>Map 171; Parcel 77<br>(Davidson County) |

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $700,000.00.

Affiant

Subscribed and sworn to before me this the 24th day of July, 2006.

Notary Public

PAMELA B. HAMPTON
NOTARY PUBLIC AT LARGE
CHEATHAM COUNTY, TN
My Comm Exp Oct 16, 2007

My Commission Expires: 10-16-07

## 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 other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Winn Family Partnership, L.P.**, a Tennessee limited partnership, hereinafter called "GRANTOR," has bargained and sold, and by these presents does transfer and convey unto **Rolling Clouds, LLC**, a Tennessee limited liability company, hereinafter called "GRANTEE," its successors and assigns, certain real property in Williamson County and Davidson County, State of Tennessee, described as follows (the "Property"):

**(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN)**

The Property is transferred subject to the limitations, restrictions, and encumbrances set forth on **Exhibit "B**."

This is improved property known as 563 Church Street, Brentwood, Tennessee 37027.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with said GRANTEE that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor, except as listed on **Exhibit B** and representations and limitations as expressly provided for hereby; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the Property to the said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under the GRANTOR, but not further or otherwise. 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 its hand this, the 24th day of July, 2006.

**GRANTOR:**

Winn Family Partnership, L. P., a Tennessee limited partnership

By: _____
Larry M. Winn
Managing General Partner

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, the undersigned, a Notary Public of said County and State, personally appeared Larry M. Winn, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Managing General Partner of **WINN FAMILY PARTNERSHIP, L.P.**, the within named bargainor, a Tennessee limited partnership, and that he as such Managing General Partner, 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 Managing General Partner.

Witness my hand and seal, at office in Nashville, Tennessee, this the 24th day of July, 2006.

_____
Notary Public

My Commission Expires: 1-27-2007

N MBH 587948 v1
2825784-000006 07/21/2006

DAWNELLE B. SMITH NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
AT LARGE
Dawnelle B. Smith
My Commission Expires
January 27, 2007
STATE OF TENNESSEE

**EXHIBIT "A"**

Legal Description

A parcel of land that lies partially in Davidson County, Tennessee and lying partially in the City of Brentwood, Fifteenth Civil District, Williamson County, Tennessee.

Beginning at an iron pin on the southerly margin of Church Street and the northeastern corner of the Brentwood Centre Office Park, as of record in Book 6999, page 492, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

(1) Thence along Church Street, N89°11'56"E, 75.00 feet to an iron pin;
(2) Thence with a curve to the right, having a radius of 3408.25 feet and an arc length of 124.93 feet to an iron pin;
(3) Thence along the Western property line of the Malakouti property, S00°59'49"W, 641.25 feet to an iron pin;
(4) Thence N87°23'39"W, 195.88 feet to an iron pin;
(5) Thence along the Eastern property line of the Brentwood Centre Office Park property, N00°37'41"E, 631.78 feet to the point of beginning, containing 126,058.54 square feet or 2.89 acres,

as shown on the survey made by Phillip E. Holmes, Jr., RLS No. 1728 of Volunteer Land Surveying Services, P. O. Box 100310, Nashville, Tennessee 37224, dated June 14, 2006, bearing File Number 06071.

Being part of the same property conveyed to H. Powell Winn and wife, Mary P. Winn by deed of record in Book 371, page 243, Register's Office for Williamson County, Tennessee, and of record in Book 5639, page 402, Register's Office for Davidson County, Tennessee. Mary P. Winn conveyed to H. Powell Winn by deed of record in Book 1707, page 390, Register's Office for Williamson County, Tennessee, and of record in Instrument No. 20060725-0089406 Register's Office for Davidson County, Tennessee; and H. Powell Winn subsequently conveyed to Winn Family Partnership, L. P., by deed of record in Book 1777, page 263, Register's Office for Williamson County, Tennessee, and of record in Instrument No. 20060612-0069673, Register's Office for Davidson County, Tennessee.

**EXHIBIT "B"**

Permitted Title Exceptions

THE FOREGOING DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

1. Williamson County taxes and Brentwood City taxes for the year 2006 and subsequent years.

2. Matters shown on the Survey made by Phillip E. Holmes, Jr., RLS No. 1728 of Volunteer Land Surveying Services, P. O. Box 100310, Nashville, Tennessee 37224, dated June 14, 2006, bearing File Number 06071.

BK/PG:3986/180-183

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| | |
|---|---|
| DEED | |
| 07/24/2006 | 04:13 PM |
| BATCH | 77897 |
| MTG TAX | 0.00 |
| TRN TAX | 2590.00 |
| REC FEE | 20.00 |
| DP FEE | 2.00 |
| REG FEE | 1.00 |
| TOTAL | 2613.00 |

STATE of TENNESSEE, WILLIAMSON COUNTY

SADIE WADE

REGISTER OF DEEDS