SPECIAL WARRANTY DEED

Address of New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Nashville College Investment, LLC 121 W. Trade Street, Suite 2020 Charlotte, North Carolina 28202 Aztec Holdings Tennessee, LLC 1711 Rodeo Road Arcadia, California 91006	Map-Par. 72-13-246	Same
This instrument prepared by: J. Evan Gower, Esq. Bone McAllester Norton PLLC 511 Union Street, Suite 1600, Nashville, Tennessee 37219		

FOR AND IN CONSIDERATION OF TEN DOLLARS ($10.00) cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **Douglas Avenue, LLC,** a Tennessee limited liability company (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **Nashville College Investment, LLC, a North Carolina limited liability company, a Twenty-Seven and Sixty-Two Hundredths percent (27.62%) tenancy-in-common interest, and Aztec Holdings Tennessee, LLC, a New Mexico limited liability company, a Seventy-Two and Thirty-Eight Hundredths percent (72.38%) tenancy-in-common interest,** (collectively, the "Grantee"), their successors and assigns, that certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit (the "Property"):

See Exhibit A.

This is improved property known as 1003 Douglas Avenue, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD said Property, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors, and assigns forever. Grantor does hereby release and relinquish unto Grantees, its successors and assigns forever, all of its right, title and interest in and to said Property, and does hereby covenant to and with Grantee, its successors and assigns, to defend the title to the property herein conveyed against all persons lawfully claiming the same by, through or under Grantor, but not otherwise except for those matters set forth on Exhibit B (Permitted Exceptions). 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.

Davidson County DEEDWARR
Recvd: 10/06/06 14:40 4 pg
Fees:23.00 Taxes:38591.00
20061006-0124702

In witness whereof, Grantor has caused to be executed this instrument this ____ day of October, 2006.

DOUGLAS AVENUE, LLC

By: _____
Name: Robert C. H. Matthews, III
Title: Chief Manager

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public for the state and county aforesaid, Robert C. H. Matthews, III, with whom I am personally acquainted, and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Chief Manager of Douglas Avenue, LLC, a Tennessee limited liability company, the within named bargainor, and is authorized by the limited liability company to execute this instrument on behalf of the company.

WITNESS my hand and seal at office this 4th day of October, 2006.

_____
Notary Public

My commission expires: 1/26/08

J. EVAN GOWER STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I hereby swear or affirm that the actual consideration or value, whichever is greater, for this transaction is $10,430,000.00.

_____
Affiant

Subscribed and sworn to before me,
this 4th day of October, 2006.

_____
Notary Public

J. EVAN GOWER STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My Commission Expires:
1/26/08

EXHIBIT A
(Property Description)

BEING A TRACT OF LAND LYING IN THE FIRST CIVIL DISTRICT OF NASHVILLE, DAVIDSON COUNTY, TENNESSEE. BEING LOT NO. 1 AS SHOWN ON THE PLAN OF RECORD IN PLAT BOOK 0073, PAGE 039, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE (FORMERLY LOTS 201-210 AS SHOWN ON THE PLAT OF RECORD IN PLAT BOOK 421, PAGE 72 AND 73, R.O.D.C.). SAID TRACT IS LOCATED IN THE NORTHWEST QUADRANT OF THE INTERSECTION OF DOUGLAS STREET AND TREVECCA AVENUE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE NORTHERLY MARGIN OF DOUGLAS STREET, SAID POINT BEING APPROXIMATELY 525 FEET WEST OF THE INTERSECTION OF DOUGLAS STREET AND TREVECCA AVENUE.

THENCE, LEAVING SAID MARGIN ALONG OR NEAR THE EASTERLY LINE OF SHARON T. SPARKMAN AND MILDRED V. GRISBY OF RECORD IN DEED BOOK 11110, PAGE 586, R.O.D.C., NORTH 02°47'51" EAST, 268.24 FEET TO A POINT IN THE SOUTHERLY MARGIN OF A 30 FEET ALLEY;

THENCE, WITH SAID ALLEY, SOUTH 88°07'21" EAST, 539.64 FEET TO A POINT IN THE WESTERLY MARGIN OF TREVECCA AVENUE;

THENCE, WITH SAID MARGIN WITH A CURVE CONCAVE TO THE EAST HAVING A RADIUS OF 640.00 FEET AND A CENTRAL ANGLE OF 18°40'37" AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 13°19'29" WEST 207.70 FEET FOR AN ARC LENGTH OF 208.62 FEET AND A TANGENT LENGTH OF

THENCE, SOUTH 03°59'11"WEST, 45.75 FEET TO A POINT;

THENCE, WITH A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 29.00 FEET AND A CENTRAL ANGLE OF 88°30'49", AND BEING SUBTENDED BY A CHORD WHICH BEARS SOUTH 48°14'35" WEST, 34.89 FEET FOR AN ARC LENGTH OF 38.62 FEET AND A TANGENT LENGTH OF 24.36 FEET TO A POINT IN THE NORTHERLY MARGIN OF DOUGLAS STREET, NORTH 87°30'00" WEST, 475.81 FEET TO THE POINT OF BEGINNING AND CONTAINING 138,430 SQUARE FEET OR 3.18 ACRES, MORE OR LESS.

Being the same property conveyed to DOUGLAS AVENUE, LLC, A TENNESSEE LIMITED LIABILITY COMPANY by deed of record as Instrument Number 20020621-0075195, Register's Office for Davidson County, Tennessee.

EXHIBIT B
(Permitted Exceptions)

1. Taxes for 2006.

2. All matters shown on the Plat of record as Instrument Number 20021015-0126624, Register's Office for Davidson County, Tennessee., as shown on the survey prepared by J. Alan Cummings, RLS No. 2351, Crawford Land Surveyors, P.C., dated September 20, 2006.