Prepared by:
H. Harrison Johnson, Jr.
401 Church Street, Suite 2600
Nashville, TN 37219

New Owner's Name: **Send Tax Bills to:** **Tax Map and Parcel#:**

450 Northchase Professional Park Drive LLC
C/O Chad M. Ray
307 S. Main St., Suite 2 **SAME** **Map 26-10A**
~~Nashville~~ **TN** 37072 **parcel 1**
Goodlettsville

Davidson County DEEDQC
Recvd: 11/01/06 13:54 4 pgs
Fees:23.00 Taxes:2146.00
20061101-0135790

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, is ~~$300,000.00~~ $

JANE M. WEST
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.

Affiant

Subscribed and sworn to before me this the ~~30th~~ 31st day of October, 2006.

My Commission Expires Sept. 25, 2009

Notary Public (affix seal) **My Commission expires:** Sept. 25, 2009

QUITCLAIM DEED AND ASSIGNMENT OF LEASES

THIS QUITCLAIM DEED AND ASSIGNMENT OF LEASES is made as of the date of the first notarization below, by and between INGRID KIVERNAGEL, acting by and through her duly authorized attorney in fact, Craig Redinger (the "Grantor" herein), and 450 PROFESSIONAL PARK DRIVE, LLC, a Tennessee limited liability company, and its successors and assigns (the "Grantee" herein).

WITNESSETH: THAT for and in consideration of the sum of $10.00 and other good and valuable consideration, in hand paid to the Grantor, receipt whereof is hereby acknowledged, the Grantor herein has quitclaimed and released unto the Grantee, and does hereby quitclaim and release unto 450 PROFESSIONAL PARK DRIVE, LLC, a Tennessee limited liability company, its successors and assigns, the following described "Property" located in Davidson County, Tennessee:

Being Lot No. 1 on the Plan of the First Resubdivision of Northchase Professional Park, Lot 4, Northchase at Rivergate, of record in Book 6900, page 956, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Together with all right, title and interest appurtenant to said Lot No. 1 contained in the Declaration of Easements, Restrictive Covenants and Owner's Association of

Smiley & Atchison Investments, Inc., of record in Book 7278, page 672, Register's Office for Davidson County, Tennessee, and in the Declaration of Covenants, Conditions and Restrictions for Northchase Professional Park, of record in Book 7918, page 715, said Register's Office.

Being the same property conveyed to Ingrid Kivernagel by deed from BVT Management Services, Inc., a Tennessee corporation, of record in Book 7950, page 389, said Register's Office.

Said Property is improved property, having an address at 450 Professional Park Drive, City of Goodlettsville, Tennessee 37072 (County of Davidson) (the "Property Address" herein).

TOGETHER WITH or subject to all easements, rights, hereditaments and appurtenances, now or hereafter a part of the Property, and which may burden or benefit the same. Said easements include, but are not limited to, a certain Communications Systems Right of Way and Easement Agreement conveyed to American Telephone and Telegraph Company, dated March 11, 1986, of record in Book 6806, page 843, said Register's Office.

This quitclaim deed is given subject to City of Goodlettsville municipal ordinances, rules and regulations, current taxes, any matters of survey and inspection, and all matters and encumbrances of record in the Register's Office for Davidson County, Tennessee.

And the Grantor does hereby assign, quitclaim and release unto the Grantee all of her right, title and interest in and to any leases and rents affecting the Property, without any warranties or representations affecting the same. The Grantee, as a part of the consideration for this transaction, has assumed all obligations of the lessor or landlord under such leases, and will indemnify and hold the Grantor harmless from and against any lessee or tenant claims that may arise thereunder from and after the date hereof.

The Property and all leases, rents and financial information are hereby conveyed on an "as is", "where is" and "with all faults" basis and neither Grantor, nor any agent or representative of Grantor, has made or shall be liable for or bound in any manner by any express or implied warranties, guarantees, promises, statements, inducements, representations or information pertaining to the Property or the Property owners association, including, but not limited to, its income, losses, leases, or operations or any part thereof, the physical condition, access to a public road, area and boundaries, the uses which can be made of the same, its merchantability, fitness for a particular purpose or any other matter or thing with respect thereto.

(Signature Page Follows)

IN WITNESS WHEREOF, the Grantor has executed this deed and assignment.

Ingrid Kivernagel

Ingrid Kivernagel

By: _____

Craig Redinger, her attorney in fact

****

The draftsman has not examined the title to the Property and is not familiar with the present state of title to the Property. The legal description and state of title has been furnished to him by third parties.

****

FEDERAL REPUBLIC OF GERMANY
LAND BAVARIA
CITY OF MUNICH
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA

SS

Acknowledgement Before U.S. Consular Official Having an Official Seal:

U.S. CONSUL, OF MUNICH, GERMANY OFFICE

On this the 24th **day of October, 2006, before me,** Lisa Washburn **the** Consul **(consular officer's name and office) of the United States of America, at its Munich, Germany consular office, personally appeared Craig Redinger, whose identity was proven me on the basis of satisfactory evidence, and who acknowledged that he is the attorney in fact of Ingrid Kivernagel, the maker of this instrument, and that he executed the foregoing instrument on behalf of Ingrid Kivernagel, being authorized to do so by her, and who acknowledged that he executed the same as the free act and deed of Ingrid Kivernagel, for the purposes therein contained. Witness my hand and seal at Munich, Germany, the day and year set forth above.**

_____

Consular Official's name (Affix Official Seal)

My Commission Expires: n/a **(unless commission is unlimited)-**
If commission is limited, state limitations: _____

Lisa Washburn

Lisa L. Washburn
Consul
American Consulate General Munich

FULBRIGHT & JAWORSKI L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP
PRINZREGENTENSTRASSE 48
80538 MÜNCHEN
GERMANY
WWW.FULBRIGHT.COM

CRAIG T. REDINGER
PARTNER-IN-CHARGE, MUNICH
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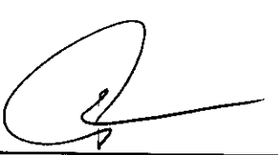
24 October 2006

To Whom It May Concern, including Chad Ray, Haynes & Freeman, any lender financing the purchase of the property located at 450 Professional Park Drive, Goodlettesville, Tennessee, and to any title company or title agency insuring the title to 450 Professional Park Drive, Goodlettesville, Tennessee:

This is our legal opinion that the Power of Attorney given to Craig Redinger, dated as of this date, copy attached for identification, is true and correct, and is good and valid according to its terms. You may rely on this opinion in closing the sale and purchase of the pending transaction between Ingrid Kivernagel (as Seller) and Mr. Ray and/or 450 Northchase Professional Park Drive, LLC (as Purchaser).

Sincerely yours,

Fulbright & Jaworski, L.L.P.



By: Craig T. Redinger