(1)

WHEN RECORDED RETURN TO:
KAREN KIRSPEL/NTS NO. 06-1992
FIDELITY NATIONAL TITLE
1800 PARKWAY PLACE, STE 700
MARIETTA, GA 30067

This instrument prepared by:
Sheley & Hall, P.C.
303 Peachtree Street, Ste. 4440
Atlanta, Georgia 30308
Attn.: Eric L. Peterson, Esq.

New owner is
Send Tax Bills to:
Heritage Place Partners, LLC
c/o Research Management Corp.
901 Ponce de Leon Blvd. Suite 505
Coral Gables, FL 33134

Tax Map Parcel No.
07016000700

Davidson County DEEDWARR
Recvd: 11/20/06 11:41 5 pg
Fees:28.00 Taxes:37740.00
20061120-0143623

STATE OF TENNESSEE

COUNTY OF DAVIDSON

SPECIAL WARRANTY DEED

THIS INDENTURE, made this 14th day of November, 2006, by and between **MHP ASSOCIATES, LLC**, whose mailig address is 300 Broadway, Nashville, TN 37201 a Tennessee limited liability company, as party of the first part (hereinafter called "Grantor"), and **HERITAGE PLACE PARTNERS, LLC**, a Georgia limited liability company, whose mailing address is 160 Powder Point Avenue, Duxburg, MA 02332, as party of the second part (hereinafter called "Grantee") (the words "Grantor" and "Grantee" to include their respective successors and assigns where the context requires or permits);

WITNESSETH, That:

GRANTOR, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) in hand paid at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, aliened, conveyed and confirmed and by these presents does grant, bargain, sell, alien, convey and confirm unto said Grantee, all that tract or parcel of land lying and being in the City of Nashville, Davidson County, Tennessee, being more particularly described on Exhibit A attached hereto and by this reference made a part hereof, together with any and all plants, trees, timber, shrubbery, improvements, and fixtures located thereon or attached thereto, and all rights, easements, licenses and benefits appurtenant thereto (hereinafter referred to as the "Property")

The Property was acquired by Grantor by instrument recorded as Instrument No. 20040213-0017648 Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property with all and singular the rights, members and appurtenances thereof, to the same being, belonging, or in anyway appertaining, to the only proper use, benefit and behoof of the Grantee forever in FEE SIMPLE.

1992 - GK

AND GRANTOR will warrant and forever defend the right and title to the Property unto Grantee against the claims of all persons claiming by, under, or through Grantor, subject to those Permitted Title Exceptions set forth on Exhibit B attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be signed on its behalf by its duly authorized officers the day and year first above written.

MHP ASSOCIATES, LLC, a Tennessee limited liability company

By: _____

Name: Robert C.H. Mathews, III

Title: Chief Manager

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, Yvonne Norman, of the State and County aforesaid, personally appeared **Robert C. H. Mathews, III**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be a chief manager of MHP Associates, LLC, a limited liability company and that he on its behalf executed the foregoing instrument for the purposes therein contained, by signing as chief manager of MHP Associates, LLC.

Witness my hand and official seal, this the 14 day of November, 2006.

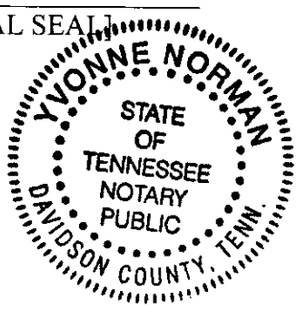
_____

Notary Public

My Commission Expires:

7-25-09

[NOTARIAL SEAL]



STATE OF TENNESSEE
COUNTY OF DAVIDSON

The attached consideration for this transfer is $10,200,000.00

AFFIANT

Sworn to and subscribed before me this 14 day of November, 2006.

NOTARY PUBLIC

My Commission expires:

7-25-09

[Notarial Seal]

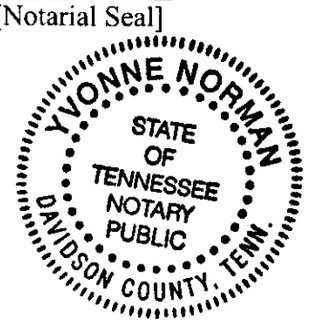


EXHIBIT A

Legal Description of the Land

Being a parcel of land in Nashville, First Civil District, Second Councilmanic District, Davidson County, Tennessee, located on the easterly side of French Landing Drive, north of Vantage Way; being Lot No. 6C as shown on the plan of Section 14, Metrocenter, as of record in Book 5190, Page 491, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the easterly right-of-way line of French Landing Drive, said point being northerly 535 feet, more or less, from the centerline of Vantage Way.

THENCE, with said right-of-way line with a curve to the left 435.53 feet to a point, said curve having a central angle of 22° 04' 59", a radius of 1130.00 feet, a tangent of 220.50 feet and a chord of N 04° 53' 09" E, 432.84 feet;

THENCE, leaving said right-of-way line, with the southerly line of Lot no. 7A, as shown on the plan of First Revision, Resubdivision of part of Block G , Metrocenter, Section One as of record in Book 4885, Page 12, R.O.D.C., Lot no. 7B, as shown on the plan of Section Twenty-Two, Metrocenter, as of record in Book 6050, Page 230, R.O.D.C., and Lot no. 7C as shown on the plan of Section Fifteen, Metrocenter, as of record in Book 5190, Page 490, R.O.D.C., N 83° 50' 39" E, 432.11 feet to a point;

THENCE, leaving said line with a westerly line of Lot no. 6B, as shown on the plan of Metrocenter, Tract 6B as of record in Book 5190, Page 42, R.O.D.C., S 22° 44' 13" E, 355.63 feet to a point;

THENCE, with a northerly line of said Lot no. 6B, S 67° 15' 47" W, 380.75 feet to a point;

THENCE, with the northerly line of Lot no. 6A as shown on the plan of Metrocenter, Tract 6A as of record in Book 5190, Page 305, R.O.D.C. S 86° 25' 00" W, 214.73 feet to a point;

THENCE, continuing with the northerly line of said Lot no. 6A, N 74° 04' 22" W, 40.00 feet to the point of beginning.

Containing 214.667 square feet or 4.93 acres, more or less.

Being the same property conveyed to MHP Associates by Deed recorded under instrument # 20040213-0017648 R O D C T

EXHIBIT B

Permitted Title Exceptions

1. 2006 Real Estate Taxes and Taxes assessed subsequent to the effective date of this policy. Tax Parcel #07016000700.

2. 40 minimum building setback line, 15' public utility and drainage easement, 10' public utility and drainage easement along with subdivision limitations as set forth in Owner Certificate, all shown on the Plat of record in Book 5190, Page 491, as recorded in the Register's Office for Davidson County, Tennessee.

3. Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park made by MetroCenter Properties, a Tennessee general partnership, recorded on March 9, 1988 in Book 7487, Page 952, as amended by Amendment to Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park, recorded September 9, 1997 in Book 10602 Page 499, aforesaid records.

4. Restrictions of records as set forth in that certain document entitled Restrictive Covenants made by Mat-Nel Company, recorded January 31, 1974 in Book 4784, page 659, as corrected by Restrictive Covenants Correction recorded February 24, 1981 in Book 5713, page 511 as modified by Modification to Restrictive Covenants recorded September 9, 1981 in Book 5792, page 787, as modified by Declaration recorded October 16, 1986 in Book 7012, page 61 and amended by Amendment to Protective Covenants and Waiver of Repurchase Rights for MetroCenter Tracts recorded June 1, 1999 in Book 11503, page 607, aforesaid records.

5. Non-exclusive utility easement granted to Metropolitan Government set forth in that certain Underground Utility Easement recorded August 13, 1980 in Book 5636, page 388, aforesaid records.

6. Non-exclusive public utility and drainage easement set forth in that certain Declaration of Easement recorded August 13, 1980 in Book 5636, page 384, aforesaid records.

7. Terms and Provisions of Lease in favor of State of Tennessee made by Nashville Heritage LLC, as recorded under Instrument Number 20030424-0055681, aforesaid records.

8. Terms and Provisions of Lease in favor of State of Tennessee made by MHP Associates, LLC, as recorded under Instrument Number 20050720-0084392 and 20051004-0119368 as amended by Amendment No. One to the Lease between the State of Tennessee and MHP Associates, LLC, as recorded under instrument Number 20060814-0100027, aforesaid records.