Davidson County DEEDTRS
Recvd: 03/09/07 14:53 4 pgs
Fees:23.00 Taxes:32930.00
20070309-0029594

THIS INSTRUMENT PREPARED BY:
BAKER, DONELSON, BEARMAN CALDWELL & BERKOWITZ
1800 Republic Centre, 633 Chestnut Street
Chattanooga, Tennessee 37450

TRUSTEE'S DEED

WHEREAS, by Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing dated as of September 2, 2003, Brentwood Highlands, L.P., a Tennessee limited partnership, did convey in trust to, Charles S. Sanger, Trustee, a certain tract of land to secure payment of a debt in the original principal sum of $6,000,000.00, (the "Note") payable to General Electric Capital Corporation, said deed of trust being of record as Instrument number 20030923-0140294 in the Office of the Register of Deeds of Davidson County, Tennessee (the "Deed of Trust"). Said Deed of Trust is incorporated herein by reference;

WHEREAS, by Assignment of Leases and Rents dated September 2, 2003, of record as Instrument number 20030923-0140295, in the Office of the Register of Deeds of Davidson County, Tennessee, Brentwood Highlands, L.P. also granted to General Electric Capital Corporation a security interest in and lien on the collateral described therein;

WHEREAS, by UCC-1 filing of record as Instrument number 20030923-0140296 in the Office of the Register of Deeds of Davidson County, Tennessee, and with the Tennessee Secretary of State, as filing number 203-046818, Brentwood Highlands, L.P. also granted to General Electric Capital Corporation a security interest in and lien on the collateral described therein;

WHEREAS, Wells Fargo Bank, N.A., as trustee for the registered holders of GE Commercial Mortgage Corporation, Commercial Mortgage Pass-Through Certificates, Series 2004-C1 ("Lender") is the true and lawful owner and holder of the debt aforesaid pursuant to the Assignment of Deed of Trust, Assignment of Leases and Rents, Security Agreement, and Fixture Filing of record as Instrument number 20070213-0018263, in the Office of the Register of Deeds of Davidson County, Tennessee, which debt is secured by the Deed of Trust and other liens described aforesaid;

WHEREAS, by Appointment of Substitute Trustee recorded as Instrument number 20070213-0018264 in the Office of the Register of Deeds of Davidson County, Tennessee, Lender, exercising its authority as such owner and holder, appointed Nelwyn Inman as Substitute Trustee; and

WHEREAS, default was made, in the payment of the indebtedness secured by the Deed of Trust;

WHEREAS, the undersigned, as Substitute Trustee, did, in compliance with provisions of said Deed of Trust, advertise for sale the property to be conveyed by same, said advertisement for sale having been published in The Nashville Record, a newspaper published in Nashville, Davidson County, Tennessee, in the issues of February 15, February 22, and March 1, 2007, of said newspaper, said sale having been advertised for March 9, 2007, at 1:30 p.m. at the front entrance of the Davidson County Register of Deeds Office, 501 Broadway, Gaylord Entertainment Center, Nashville, Tennessee, at which time the same was offered for sale and sold;

WHEREAS, said sale was made subject to prior liens and encumbrances of record, including liens of real estate taxes, and any applicable restrictions, building liens, and easements;

WHEREAS, Mortgagee has complied with the notice provisions of 26 U.S.C. § 7425(c) and Reg. §§ 301.7425-1 and, T.C.A. § 67-1-1433(b)(2); and

WHEREAS, the highest and best bid for said property was then and there made by or on behalf of Brentwood Highlands Partners, LLC, a Delaware limited liability company, ("Grantee"), in the amount of Eight Million Nine Hundred Thousand & 00/100 Dollars ($8,900,000.00) for said property, which bid was then and there accepted by Nelwyn Inman as Substitute Trustee.

NOW, THEREFORE, for the consideration named, and for and in consideration of the compliance with the terms of said bid, the undersigned, Nelwyn Inman, as Substitute Trustee, has bargained and sold, and does by these presents bargain, sell and convey unto Grantee, the

property advertised and sold as hereinabove recited, and more particularly described and situated in the State of Tennessee, Davidson County, and is described as follows:

A TRACT OF LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 1 OF THE RESUBDIVISION OF SECTION 2 OF THE HIGHLANDS OF BRENTWOOD, AS OF RECORD IN PLAT BOOK 7900, PAGE 674, REGISTER'S OFFICE, DAVIDSON COUNTY, TENNESSEE, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON ROD, THE SOUTHEAST CORNER OF THIS TRACT AND A CORNER TO THE ORIGINAL TRACT; THENCE WESTERLY GENERALLY FOLLOWING AN OLD FENCE AND STONE WALL AS FOLLOWS: NORTH 87° 07' 51" WEST 414.93 FEET TO AN IRON ROD; THENCE NORTH 86° 32' 41" WEST 62.95 FEET TO AN IRON ROD; THENCE NORTH 87° 27' WEST 220.91 FEET TO AN IRON ROD; THENCE NORTH 27° 32' 27" WEST 260.04 FEET TO AN IRON ROD; THENCE NORTH 45° 12' 53" WEST 188.80 FEET TO A POINT; THENCE NORTH 55° 21' 59" WEST 117.89 FEET TO A POINT; THENCE SOUTH 87° 20' 58" WEST 108.12 FEET TO A POINT; THENCE SOUTH 74° 45' 49" WEST 266.36 FEET TO AN IRON ROD; THENCE SOUTH 48° 31' 07" WEST 218.92 FEET TO AN IRON ROD; THENCE NORTH 43° 20' WEST 9.50 FEET TO AN IRON ROD; THENCE NORTH 70° 01' WEST 96.86 FEET TO AN IRON ROD; THENCE NORTH 42° 20' WEST 110.00 FEET TO AN IRON ROD IN THE EASTERLY RIGHT OF WAY MARGIN OF STONE BROOK DRIVE; THENCE WITH THE EASTERLY RIGHT OF WAY MARGIN OF STONE BROOK DRIVE NORTH 18° 48' EAST 175.00 FEET TO AN IRON ROD; THENCE NORTHEASTERLY 39.27 FEET WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET A CENTRAL ANGLE OF 90° 00' 00" AND A CHORD OF NORTH 63° 48' 00" EAST 35.36 FEET TO AN IRON ROD IN THE SOUTHERLY RIGHT OF WAY MARGIN OF FOX RIDGE DRIVE; THENCE EASTERLY WITH THE SOUTH MARGIN OF FOX RIDGE DRIVE AS FOLLOWS; EASTERLY 228.32 FEET WITH A CURVE TO THE LEFT HAVING A RADIUS OF 301.89 FEET AND A CENTRAL ANGLE OF 43° 20' 00" AND A CHORD OF NORTH 87° 08' 00" EAST 222.92 FEET TO A POINT; THENCE NORTH 65° 28' 00" EAST 429.15 FEET TO A POINT; THENCE EASTERLY 576.18 FEET WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 463.34 FEET AND A CENTRAL ANGLE OF 71° 15' 00" AND A CHORD OF SOUTH 78° 54 ' 30" EAST 539.77 FEET TO A POINT; THENCE SOUTH 43° 17' 00" EAST 107.76 FEET TO A POINT; THENCE EASTERLY 157.85 FEET WITH A CURVE TO THE LEFT HAVING A RADIUS OF 309.20 FEET AND A CENTRAL ANGLE OF 29° 15' 00" AND A CHORD OF SOUTH 57° 54' 30" EAST 156.14 FEET TO AN IRON ROD; THENCE SOUTHEASTERLY 40.33 FEET WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 92° 25' 46" AND A CHORD OF SOUTH 26° 19' 07" EAST 36.10 FEET TO A CONCRETE MONUMENT IN THE WESTERLY RIGHT OF WAY MARGIN OF OAKES DRIVE; THENCE WITH SAID RIGHT OF WAY MARGIN SOUTHERLY 30.08 FEET WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 1204.49 FEET AND A CENTRAL ANGLE OF 1° 25' 51" AND A CHORD OF SOUTH 20° 36' 42" WEST 30.08 FEET TO AN IRON ROD; THENCE SOUTHWESTERLY 27.26 FEET WITH A CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET AND A CENTRAL ANGLE OF 62° 28' 29" AND A CHORD OF SOUTH 52° 33' 51" WEST 25.93 FEET TO AN IRON ROD; THENCE SOUTHEASTERLY 189.20 FEET WITH A CURVE TO THE LEFT HAVING A RADIUS OF 50.00 FEET AND A CENTRAL ANGLE OF 216° 48' 20" AND A CHORD OF SOUTH 24° 36' 04" EAST TO AN IRON ROD; THENCE LEAVING SAID RIGHT OF WAY S 43° 00' 14" E 422.83 FEET TO THE POINT OF BEGINNING.

CONTAINING 13.56 ACRES OR 590,654 SQUARE FEET, MORE OR LESS;

THERE IS A 50 FOOT INGRESS AND EGRESS EASEMENT LOCATED ON THE TRACT OF LAND ADJACENT TO AND SOUTH OF THE ABOVE TRACT, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON ROD IN THE EASTERN RIGHT OF WAY OF STONE BROOK DRIVE, SAID POINT ALSO BEING THE SOUTHWEST CORNER OF THE ABOVE DESCRIBED TRACT; THENCE LEAVING SAID RIGHT OF WAY ALONG THE SOUTH PROPERTY LINE OF THE PROPERTY SOUTH 42° 20' EAST 110.00 FEET TO AN IRON ROD; THENCE SOUTH 70° 01' EAST 96.86 FEET TO AN IRON ROD; THENCE SOUTH 43° 20' EAST 9.50 FEET TO AN IRON ROD; THENCE LEAVING SAID PROPERTY LINE SOUTH 48° 31' 07" WEST 52.06 FEET TO A POINT; THENCE

NORTH 70° 01' WEST 92.80 FEET TO A POINT; THENCE NORTH 42° 20' WEST 94.76 FEET TO A POINT; THENCE NORTH 18° 48' 16" EAST 57.09 FEET TO THE POINT OF BEGINNING.

Being a portion of the property conveyed to Brentwood Highlands, Ltd., a Tennessee partnership, from Treeline Associates, a Tennessee limited partnership, by Warranty Deed dated April 22, 1985, of record at Book 6542, page 456 in the Office of the Register of Deeds of Davidson County, Tennessee. See also, Affidavit of Name Change of record as Instrument No. 20030923-0140293 in the Office of the Register of Deeds of Davidson County, Tennessee.

TO HAVE AND TO HOLD, unto the said Grantee, its successors, heirs, and assigns, the same together with all hereditaments and appurtenances belonging or appertaining thereto, free from all rights of homestead, dower, equity of redemption and the statutory right of redemption in Tennessee Code Annotated §66-8-101, but each of these only to the extent that they have been waived in the Deed of Trust and further SUBJECT to the following:

1. Any unpaid taxes against the property.

2. Any recorded easements, conditions, covenants, rights-of-way or subdivision plats affecting the property; and

3. Any dedication of roads affecting the property and any governmental zoning and subdivision ordinances or regulations in effect.

4. Any prior or superior liens, judgment, deeds of trust or other interests of record.

~~5. The Right of Redemption by the United States pursuant to 26 U.S.C. §7425.~~

- The above-described property is also subject to the rights of tenants in possession under certain unrecorded residential leases.

The undersigned Grantor as Substitute Trustee believes the title hereby conveyed to be good except for prior liens of record, including those described hereinabove, and including any prior liens for taxes, and any applicable restrictions, building lines and easements, but warrants same against the lawful claims of all persons claiming by, through and under a conveyance from the undersigned as Substitute Trustee, under the provisions of the above described Deed of Trust, AND NO FURTHER OR OTHERWISE.

IN WITNESS WHEREOF, the said Nelwyn Inman, as Substitute Trustee, has hereunto set his hand as of this 9th day of March, 2007.

By: _____
Nelwyn Inman, Substitute Trustee

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before the undersigned Notary Public in and for said State and County of duly commissioned and qualified, Nelwyn Inman, Substitute Trustee, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, as of the 9th ~~day of~~ March, 2007.

_____
Notary Public

My Commission expires: 3/20/10

RACHEL WILSON
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY

PROPERTY OWNER: Brentwood Highlands Partners, LLC

MAIL TAX BILLS TO : 2002 Richard Jones Road, Suite 200C
Nashville, TN 37215
Attn: William M. Warfield

TAX ID NO.: 171-128.00

STATE OF TENNESSEE
COUNTY OF Davidson

I hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is Eight Million Nine Hundred Thousand and 00/100 Dollars ($8,900,000.00), which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

SUBSCRIBED AND SWORN to before me as of the 9th day of March, 2007.

Rachel Wilson

(Notary Public)
My Commission Expires: 3/20/10

RACHEL WILSON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

RACHEL WILSON STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY