ADDRESS NEW OWNER:	MAP/PARCEL	SEND TAX BILLS TO:
Melrose Biloxi Partners, LLC 2600 Franklin Road Nashville, Tennessee 37204	118-2-260 118-2-261 118-2-262 118-2-263 118-2-268	Melrose Biloxi Partners, LLC 2600 Franklin Road Nashville, Tennessee 37204
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (BRS) 1600 Division Street, Suite 700, P.O. Box 340025, Nashville, TN 37203		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **SCENE 3, INC.**, a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to **MELROSE BILOXI PARTNERS, LLC**, a Tennessee limited liability company (the "Grantee"), Grantee's representatives, successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to ad valorem property taxes for the year 2007 and following years (the ad valorem property taxes for the year 2006 being paid concurrently herewith), and those Permitted Exceptions set forth on Exhibit B, which is attached hereto and incorporated herein by this reference.

This is improved property known as 2600, 2600B, 2604, 2608, 2610 and 2614 Franklin Road, Nashville, Davidson County, Tennessee.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Davidson County DEEDWARR
Recvd: 03/28/07 16:00 6 pg
Fees:33.00 Taxes:15540.00
20070328-0037275

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $4,200,000.00.

Affiant

Subscribed and sworn to before me this 28 day of March, 2007.

Notary Public
My Commission Expires: 11-24-2007

THERESA HOSTETLER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 24, 2007

1410069

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed this 28th day of March, 2007.

GRANTOR:

SCENE 3, INC.,
a Tennessee corporation

By: _____
Name: Marc Ball
Title: President

STATE OF TENNESSEE

COUNTY OF Davidson

Personally appeared before me, Carrie A. Bailey, Notary Public, **Marc Ball**, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence) and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of Scene 3, Inc. the within named bargainor, a Tennessee corporation, and is authorized to execute this instrument on behalf of Scene 3, Inc.

WITNESS my hand, at office, this 26th day of March, 2007.

CARRIE A. BAILEY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
JAN. 24, 2009

Carrie A. Bailey
Notary Public
My Commission Expires: 1/24/09

Exhibit A
Property

Tract 1

Being a tract of land lying in Nashville, Davidson County, Tennessee and being Lots 144 through 151 on the Plan of George I. Waddey's subdivision of Westwood as of record in Plat Book 332, page 99 and being the Edwin Raskin Property as of record in Deed Book 4457, page 957 and being bounded on the north by the south right-of-way of Biloxi Avenue, on the east by the west right-of-way of a 15 foot alley, on the south by the Ann J. Trotter, Trustee property as of record in Deed Book 6431, page 293 and on the west by the east right-of-way of Franklin Pike and being more particularly described as follows:

Beginning at an iron pin at the intersection of the east right-of-way of Franklin Pike and the south right-of-way of Biloxi Avenue;

Thence with Biloxi Avenue North 75 deg. 23 min. 00 sec. east, 265.00 feet to an iron pin at the intersection of Biloxi Avenue and the west right-of-way of a 15 foot alley;

Thence with the west right-of-way of the alley south 14 deg. 52 min. 00 sec. east, 400.00 feet to an iron pin at a corner common with the Ann J. Potter [sic], Trustee property;

Thence with Trotter south 75 deg. 23 min. 00 sec. west, 265.00 feet to an iron pin in the east right-of-way of Franklin Pike;

Thence with Franklin Pike north 14 deg. 52 min. 00 sec. west, 400.00 feet to the point of beginning.

Tract 2

Being a tract of land laying in Nashville, Davidson County, Tennessee and being part of Lots 140 through 143 on the plan of George I. Waddey's subdivision of Westwood as of record in Plat Book 332, page 99 and being part of Lot 6 on the plan of the lands of Mary R. Armistead, deceased, as of record in Plat Book 2, page 73 and being the Edwin Raskin property as of record in Deed Book 4457, page 957 and being bounded on the north by the south right-of-way of Biloxi Avenue, on the east by the west right-of-way of Interstate Highway 65, on the south by the V.M. Williams, Jr. and P.W. Charron property as of record in Deed Book 6699, page 701 and on the west by the Mabel Little Steele property as of record in Will Book 141, page 628 and the east right-of-way of a 15 foot alley;

Beginning at an iron pin at the intersection of the east right-of-way of a 15 foot alley and the south right-of-way of Biloxi Avenue;

Thence with Biloxi Avenue north 75 deg. 23 min. 00 sec. east, 134.20 feet to an iron pin;

Thence north 53 deg. 45 min. 00 sec. east, 368.50 feet to an iron pin in the west right-of-way of Interstate Highway 65;

Thence with Interstate 65 south 10 deg. 52 min. 00 sec. west, 609.90 feet to an iron pin;

Thence south 07 deg. 44 min. 00 sec. west, 233.66 feet to an iron pin;

Thence south 18 deg. 50 min. 00 sec. west, 166.10 feet to an X on concrete at a corner common with Williams and Charron;

Thence with a curve to the left, the radius of which is 1,273.24 feet, the central angle of which is 02 deg. 15 min. 53 sec., a chord of south 55 deg. 32 min. 12 sec. west, 50.33 feet, an arc length of 50.33 feet to an X on concrete at a corner common with Mabel Little Steele;

Thence with Steele north 01 deg. 48 min. 00 sec. east, 104.00 feet to a P.K. nail;

Thence south 64 deg. 38 min. 00 sec. west, 13.23 feet to a P.K. nail in the east right-of-way of a 15 foot alley;

Thence with the alley north 14 deg. 52 min. 00 sec. west, 689.15 feet to the point of beginning.

The foregoing description was taken from a survey dated June 2, 1993, prepared by Scott Cherry, Registered Land Surveyor No. 1512, Job No. 93114, whose address is Cherry Land Surveying, 622 West Iris, Nashville, Tennessee 37204.

Tract 1 and Tract 2 having originally been separated by an alleyway, which alleyway was abandoned pursuant to Ordinance No. 98-293 of the City of Berry Hill.

SUCH PROPERTY BEING THE SAME AS:

Being a tract of land lying in Nashville, Davidson County, Tennessee and being part of Lots 140 through 143 and being all of Lots 144 through 151 on the Plan of George / Waddey's Subdivision of Westwood as of record in Plat Book 332, Page 99 and being part of Lot 6 on the Plan of the Lands of Mary R. Armistead, deceased, as of record in Plat Book 2, Page 73 and being The Scene 3, Inc. property as of record in Deed Book 8986, Page 372 and being bounded on the North by the South right-of-way of Biloxi Avenue, on the East by the West right-of-way of Interstate Highway 65, on the South by the V.M. Williams, Jr. and P.W. Charron Property as of record in Deed Book 6699, Page 701, the Mabel Little Steele property as of record in Will Book 141, Page 628 and John C. Jefford Jr., as of record in Deed Instrument No. 200212190156860 and on the West by the East right-of-way of Franklin Pike and being more particularly described as follows:

Beginning at an iron rod at the intersection of the East right-of-way of Franklin Pike and the South right-of-way of Biloxi Avenue;

Thence with Biloxi Avenue North 75 deg 20 min 37 sec East, 412.33 feet to an iron rod;

Thence North 53 deg 48 min 01 sec East, 369.80 feet to an iron rod in the West right-of-way of Interstate Highway 65; thence with Interstate 65 South 10 deg 55 min 01 sec West, 609.90 feet to an iron rod;

Thence South 07 deg 47 min 01 sec West, 233.60 feet to an iron rod;

Thence South 18 deg 53 min 01 sec West, 166.10 feet to an X on concrete at a corner common with Williams and Charron;

Thence South 55 deg 35 min 13 sec West, 50.33 feet, to an X on concrete at a corner common with Mabel Little Steele;

Thence with Steele North 01 deg 52 min 16 sec East, 103.99 feet to a P.K. nail;

Thence South 64 deg 40 min 54 sec West, 12.56 feet to a P.K. nail in the East right-of-way of a 15 foot alley;

Thence with the alley North 14 deg 56 min 53 sec West, 346.49 feet to a P.K. nail set at the terminus of said 15 foot alley;

Thence with the Northerly terminus of said alley South 75 deg 03 min 07 sec West, 15.00 feet to a P.K. nail set on the Westerly right-of-way of said 15 foot alley;

Thence with the Westerly right-of-way line of said 15 foot alley, South 14 deg 56 min 53 sec East, 57.22 feet to an existing iron rod at a corner common with said John C. Jefford Jr.;

Thence with the Northerly property line of said John C. Jefford Jr., South 75 deg. 11 min 22 sec West, 265.00 feet to an existing P.K. nail on the Easterly right-of-way line of Franklin Pike;

Thence with Franklin Pike North 14 deg 43 min 46 sec West, 400.00 feet to the point of beginning containing 306,241 square feet (7.030 acres more or less).

The foregoing description was taken from a survey dated October 20, 2006, prepared by Scott Cherry, Registered Land Surveyor No. 1512, whose address is Cherry Land Surveying, 622 West Iris, Nashville, Tennessee 37204.

All of the foregoing being the same property conveyed to Scene 3, Inc., a Tennessee corporation by special warranty deed from Edwin B. Raskin, Trustee, with full power to sell, transfer and convey, without joinder of any beneficiary, of record at Book 8986 page 372, in the Office of the Register for Davidson County, Tennessee.

Exhibit B
Permitted Exceptions

1. Ad valorem property taxes for the year 2007 and following years.

2. Rights of Melrose Billiards, a Tennessee general partnership, under an unrecorded lease.

3. Easement for Sanitary Sewer granted to the City of Nashville by grant from Crescent Amusement Company, of record in Book 3098, page 596, Register's Office for Davidson County, Tennessee.

4. Easement for Sewer Line granted to Tennessee Cereal Co., by deed from Geo. King and wife, of record in Book 833, page 615, Register's Office for Davidson County, Tennessee.

5. Agreement for Dedication of Easement of record in Book 4108, page 604, Register's Office for Davidson County, Tennessee.

6. Ingress and Egress Agreement of record as Instrument No. 20051221-0153079, Register's Office for Davidson County, Tennessee.

7. 20' Sanitary Sewer Easement of record in Book 4621, page 618, Register's Office for Davidson County, Tennessee.

8. Sign Lease Agreement of record in Book 8501, page 518, Register's Office for Davidson County, Tennessee.

9. Sign Lease Agreement of record in Book 8501, page 516, Register's Office for Davidson County, Tennessee.

10. Subject to an alley closing and easements retained in Ordnance No. 98-293 filed with the City of Berry Hill Clerk's Office for Davidson County, Tennessee.