THIS INSTRUMENT PREPARED BY: **MUDTER, MORGAN & PATTERSON.** **Attorneys at Law** **2000 Richard Jones Road** **Suite 103** **Nashville, Tennessee 37215** **(615) 383-4429**	STATE OF TENNESSEE) COUNTY OF DAVIDSON) The actual consideration or value, whichever is greater, for this transfer is: $2,500,000.00. Affiant Subscribed and sworn to before me, this 8th day of June, 2007. Notary Public My Commission Expires:

Davidson County DEEDWARR
Recvd: 06/08/07 13:52 3 pgs
Fees:18.00 Taxes:9250.00

20070608-0068982

GEORGE E. MUDTER, JR. STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.
My Commission Expires July 19, 2010

SPECIAL WARRANTY DEED

Address New Owner: Goodwill Industries of Middle Tennessee, Inc. 1015 Herman Street Nashville, TN 37208	Send Tax Bills to: Goodwill Industries of Middle Tennessee, Inc. 1015 Herman Street Nashville, TN 37208	Tax Information: Map/Parcel No.09204030100

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, ATHENS DISTRIBUTING COMPANY OF NASHVILLE, TENNESSEE, a Tennessee general partnership (a/k/a Athens Distributing Company of Nashville) ("Grantor"), has this day bargained and sold, and does hereby transfer and convey to GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., a Tennessee not-for-profit corporation ("Grantee"), its successors and assigns, all that tract or parcel of land in Davidson County, Tennessee, more particularly described on Exhibit "A" hereto.

This is improved property known as 1000 Herman Street, Nashville, Tennessee 37208.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to Grantee and its successors and assigns, forever. Grantor covenants with Grantee that Grantor is lawfully seized and possessed of said real estate in fee simple and has a good right to convey it. This conveyance and all covenants and warranties made herein are expressly subject to those matters set forth on Exhibit "A". Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate against the lawful claims of all persons claiming by, through or under it but no further or otherwise.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized partner, on this ____ day of June, 2007.

ATHENS DISTRIBUTING COMPANY
OF NASHVILLE, TENNESSEE (a/k/a Athens Distributing Company of Nashville), a Tennessee general partnership

By: _____
DONALD J. WHITE, AUTHORIZED PARTNER

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned Notary Public, in and for the said county and state, the within named DONALD J. WHITE, the bargainor, with whom I am personally acquainted (or 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 authorized partner of Athens Distributing Company of Nashville, Tennessee (a/k/a Athens Distributing Company of Nashville), a Tennessee general partnership, the maker, or a constituent of the maker and is authorized by the maker, or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and official seal at office, this 8th day of June, 2007.

_____
Notary Public

My Commission Expires: _____

GEORGE E. MUDTER, JR.
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JULY 19 2008

Schedule "A"

Land in Davidson County, Tennessee, being part of the C. M. Holt Mansion House Tract in C. M. Holt's Plan, as of record in Book 21, page 33, Register's Office for Davidson County, Tennessee, more particularly described according to a survey made by R. Scot Cherry, T.R.L.S. No. 1512, dated May 30, 2007 as follows:

Beginning at an iron rod set at the intersection of the northerly right-of-way line of Herman Street, and the easterly right-of-way line of Warren Street.

Thence leaving the northerly right-of-way line of Herman Street, with the easterly right-of-way line of Warren Street, North 28 deg. 49 min. 04 sec. West, 269.50 feet to to an existing concrete monument, at a corner common with the property of Mellamo Ventures, LLC, as of record in Instrument No. 20070110-0004327, at the Register's Office for Davidson County, Tennessee;

Thence leaving the easterly right-of-way line of Warren Street, with the southerly property line of Mellamo Ventures, LLC, North 61 deg. 31 min. 18 sec. East, 61.44 feet to an iron rod set;

Thence with the easterly property line of Mellamo Ventures, LLC, North 28 deg. 42 min. 49 sec. West, 130.17 feet to an existing concrete monument at a corner common with the property of Leslie A. Oliver, as of record in Instrument No. 20051209-0148340, at the Register's Office for Davidson County, Tennessee, and in the southerly right-of-way line of Alley Number 566;

Thence with the southerly right-of-way line of Alley Number 566, North 61 deg. 01 min. 40 sec. East, 228.57 feet to an iron rod set at the intersection with the westerly right-of-way line of Tenth Avenue North;

Thence leaving the southerly right-of-way line of Alley Number 566, with the westerly right-of-way line of Tenth Avenue North, South 28 deg. 29 min. 46 sec. East, 399.82 feet to an iron rod set at the intersection with the northerly right-of-way line of Herman Street;

Thence leaving the westerly right-of-way line of Tenth Avenue North, with the northerly right-of-way line of Herman Street, South 61 deg. 09 min. 37 sec. West, 288.00 feet to the POINT OF BEGINNING. Containing 107,500 square feet or 2.468 acres more or less.

Being the same property conveyed to Athens Distributing Company of Nashville, Tennessee, a Tennessee General Partnership, by deed dated February 21, 1992, from Edward Kaiser, Jr., of record in Book 8555, page 448, Register's Office for Davidson County, Tennessee.

Permitted Encumbrances

1. Real property taxes for 2007 which have been prorated and assumed by the Grantee.