THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (JSL)
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

AFTER RECORDIING, RETURN TO:
Church of Scientology Religious Trust
6331 Hollywood Boulevard,
Suite 1011, Los Angeles, CA 90028

Davidson County DEEDWARR
Recvd: 06/26/08 13:36 5 pg
Fees:28.00 Taxes:22200.00
20080626-0065987

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Church of Scientology Religious Trust 6331 Hollywood Boulevard, Suite 1011, Los Angeles, CA 90028	Same	105-6/97 105-2/375 105-2/376

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, FALL SCHOOL ASSOCIATES, a Tennessee general partnership ("Grantor"), has this day bargained and sold, and does hereby bargain, sell, transfer and convey unto CHURCH OF SCIENTOLOGY RELIGIOUS TRUST, a charitable religious trust ("Grantee"), its successors and assigns, certain tracts or parcels of land in Davidson County, Tennessee, described on Exhibit A attached hereto.

This is improved property known as 1112, 1114 and 1130 8th Avenue South, Nashville, Davidson County, Tennessee.

Said property is conveyed subject to the matters described on Exhibit B attached hereto.

TO HAVE AND TO HOLD said land with the appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever.

Grantor covenants and binds itself and its representatives to warrant and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through and under Grantor (other than claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 26th day of June, 2008.

FALL SCHOOL ASSOCIATES, a Tennessee general partnership

By: Gary R. Haynes
Name: Gary R. Haynes
Title: Managing Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Gary R. Haynes, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the managing partner of Fall School Associates, a general partnership, and is authorized by the general partnership to execute this instrument on behalf of the general partnership.

WITNESS my hand, at office, this 26th day of June, 2008.

Kim Whitfield
Notary Public

KIM WHITFIELD
Notary Public At Large
Davidson County, Tennessee

My Commission Expires:

May 8, 2012

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value (whichever is greater) for this transfer is $6,000,000.00.

Affiant

Subscribed and sworn to before me, this ____ day of June, 2008.

Notary Public

My Commission Expires:

_____

IN WITNESS WHEREOF, Grantor has executed this instrument on this ___ day of June, 2008.

FALL SCHOOL ASSOCIATES, a Tennessee general partnership

By: _____
Name: Gary R. Haynes
Title: Managing Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public, Gary R. Haynes, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the managing partner of Fall School Associates, a general partnership, and is authorized by the general partnership to execute this instrument on behalf of the general partnership.

WITNESS my hand, at office, this _____ day of June, 2008.

_____
Notary Public

My Commission Expires:

_____

STATE OF Florida
COUNTY OF Pinellas

The actual consideration or value (whichever is greater) for this transfer is $6,000,000.00.

_____
Affiant

Subscribed and sworn to before me, this 25th day of June, 2008.

_____
Notary Public

My Commission Expires:
10/04/08

BRIAN A. ASAY
Notary Public - State of Florida
My Commission Expires Oct 4, 2008
Commission # DD 3[illegible]
Bonded By National Notary Assn.

EXHIBIT A

Property Description

Parcel 1

A tract of land in the 1st Civil District of Davidson County, Tennessee, being all or part of Lots 1, 2, 3, 4, 12, 13, 14 and 15 on the Plan of Franklin Square, of record in Book 57, page 163, Register's Office for Davidson County, Tennessee, and as described according to a survey by Kevin Tucker and Associates, P.C., dated October 15, 1981, as follows:

Beginning at a point in the East margin of 8th Avenue South, said point being the NW corner of the property conveyed in the deed of record in Book 5806, page 263, Register's Office for Davidson County, Tennessee; thence, North 88 degrees 30' East, 306.8 feet to a point in the West margin of Cherry Avenue; thence, South 5 degrees 00' East, 180.00 feet to a point in the North margin of Chestnut Street; thence, South 83 degrees 30' West 274.0 feet to a point the beginning of a curve to the right having a radius of 25.00 feet; thence around said curve a distance of 39.27 feet to a point in the East margin of 8th Avenue South; thence, North 6 degrees 30' West, 198.00 feet to the point of beginning.

Parcel 2

Tract 1:

Land in Davidson County, Tennessee, being Lot No. 6 on the Plan of Franklin Square, of record in Book 57, page 163, Register's Office for said County.

Said Lot No. 6 fronts 50 feet on the easterly side of 8th Avenue, South, as now widened, and runs back between parallel lines 141½ feet, more or less, to an alley.

Tract 2:

Being Lot No. 1 on the Plat of Edgehill Estates, Section 113, of record in Plat Book 4885, page 112, Register's Office for said County, described as follows:

Said Lot No. 1 fronts 50.00 feet on the easterly margin of 8th Avenue South and extends back 142.31 feet on the northerly line, and 144.27 feet on the southerly line to an alley in the rear on which it measures 64.45 feet.

Being the same property conveyed to Fall School Associates, a Tennessee General Partnership, by two deeds, one from Cooper Holt and wife, Beulah B. Holt, of record in Book 7398, page 455, Register's Office for Davidson County, Tennessee, and the other from Farris and Smith, a joint venture, of record in Book 6285, page 994, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Taxes for the year 2008, a lien, which are not yet due and payable. Tax Parcel No. 105-6/97, 105-2/375, 105-2/376.

2. All matters shown on Plat recorded in Book 57, page 163, in the Register's Office for Davidson County, Tennessee.

3. All matters shown on Plat recorded in Book 4885, page 112, said Register's Office.

4. Restrictive Covenants pertaining to the Edgehill Urban Renewal Project of record in Book 4220, page 723 and Book 6236, page 263, both in said Register's Office.

5. Certificate of Compliance of record in Book 5062, page 551.

6. Easement rights as retained in Metro Council Bill No. 082-828 regarding closure of Public Alley No. 802, said Ordinance being referenced on Survey Number 1195, dated 04-20-84, revised 03-05-87, prepared by Barry Greer & Associate, Surveyors.

7. Matters shown on Survey Number 1195, dated 04-20-84, revised 03-05-87, prepared by Barry Greer & Associates, Surveyors, indicating the following:

   (a) stone wall encroaches into right of way of Chestnut Street along southerly boundary of property;

   (b) planter and pavement encroach into public alley at northwest corner of property; and

   (c) fence and curb encroach into public alley at northeast corner of property;

All as more particularly shown on said survey.