This Instrument prepared by:
N. Courtney Hollins, Esq.
Dickinson Wright, PLLC
424 Church Street, Suite 1401
Nashville, Tennessee 37219

BILL GARRETT, Davidson County
Trans:T20140097176 DEEDWARRSP
Recvd: 12/30/14 10:32 17 pgs
Fees:87.00 Taxes:0.00
20141230-0118800

SPECIAL WARRANTY DEED

EXEMPT FROM ANY STAMP TAX, REAL ESTATE TRANSFER TAX OR SIMILAR TRANSFER FEE OR TAX PURSUANT TO SECTION 1146(a) OF THE BANKRUPTCY CODE

FROM: BRUCE W. HENRY, CHAPTER 11 BANKRUPTCY TRUSTEE FOR GUNSTON HALL REALTY, INC., a Virginia corporation, Grantor

TO: BEST OPPORTUNITY FUND, INC., a Virginia corporation, Grantee

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Best Opportunity Fund, Inc. 7643 Fullerton Road Springfield, VA 22153	Same as Owner	10612001500

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $.00

Affiant

SUBSCRIBED AND SWORN TO before me, this the 23rd day of December, 2014.

ANNE SEMERJIAN
Notary Public
Commonwealth of Virginia
232197
My Commission Expires Aug 31, 2016

Notary Public
My Commission Expires: 8/31/2016

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, BRUCE W. HENRY, CHAPTER 11 BANKRUPTCY TRUSTEE FOR GUNSTON HALL REALTY, INC., a Virginia corporation

("Grantor"), has bargained and sold, and by these presents does transfer and convey unto BEST OPPORTUNITY FUND, INC., a Virginia corporation ("Grantee"), its successors and assigns, those certain tracts or parcels of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference, together with all improvements, buildings and structures located thereon (the "Property").

The Property is improved property located at 865 Easthagan Drive, Nashville, Davidson County, Tennessee.

This conveyance is expressly made subject to all matters or record including matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

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

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit B

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Witness my hand this the 23rd day of December, 2014.

GRANTOR:

BRUCE W. HENRY, CHAPTER 11 BANKRUPTCY TRUSTEE FOR GUNSTON HALL REALTY, INC., a Virginia corporation

By: _____
Bruce W. Henry,
Chapter 11 Bankruptcy Trustee

STATE OF Virginia)
City)
~~COUNTY~~ OF Alexandria)

Before me, the undersigned, a Notary Public of said County and State, personally appeared BRUCE W. HENRY, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Chapter 11 Bankruptcy Trustee for Gunston Hall Realty, Inc., the within named bargainor, and that he as such Chapter 11 Bankruptcy Trustee executed the foregoing instrument for the purposes therein contained, pursuant to that Order dated and filed December 17, 2014 in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division, Case No. 13-11553-RGM.

Witness my hand and official seal at office, this the 23rd day of December, 2014.

_____
Notary Public
My Commission Expires: 8/31/16

ANNE SEMERJIAN
Notary Public
Commonwealth of Virginia
232197
My Commission Expires Aug 31, 2016

EXHIBIT A

PROPERTY DESCRIPTION

Land in Davidson County, Tennessee, described as follows:

Land in Davidson County, Tennessee, being a tract of land to the north of and adjoining Lot No. 5 of the Murfreesboro Road Industrial Subdivision, Section Two, of record in Book 3500, page 145, Register's Office for said County, described as follows:

Beginning on the southerly margin of Easthagan Drive, the northeast corner of Lot No. 7 in said subdivision; thence along the rear lines of Lot Nos. 7 and 6, said subdivision, South 16 deg. 01 min. West 200 feet to a point in the northerly line of said Lot No. 5; thence along said northerly line south 73 deg. 59 min. East 200.33 feet to a point in the westerly margin of property belonging to the State of Tennessee; thence along said westerly margin North 16 deg. 16 min. East 157.36 feet to a point in the southerly margin of said Easthagan Drive; thence with said margin, along a curve having a radius of 495 feet a distance of 207.01 feet to the beginning.

Being the same property conveyed to GUNSTON HALL REALTY, INC., A VIRGINIA CORPORATION, by deed from LEROY J. HUMPHRIES, of record in Instrument No. 20050818-0098192, Register's Office for Davidson County, Tennessee. Gunston Hall Realty, Inc. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division, Case No. 13-11553-RGM. Title to the property is now vested in Bruce W. Henry, Chapter 11 Trustee for Gunston Hall Realty, Inc.

EXHIBIT B

ENCUMBRANCES

1. Taxes and assessments for the year 2015 and subsequent years, not yet due and payable.

2. Matters shown on the Plan of record in Book 3842, Page 170, said Register's Office.

3. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 4026, Page 571, said Register's Office.

4. Easement Agreement of record in Book 10889, Page 301, said Register's Office.

5. Easement to Southern Bell Telephone and Telegraph Company of record in Book 1066, Page 395, said Register's Office.

6. Chapter 11 Bankruptcy, Case No. 13-11553-RGM, in the Eastern District of Virginia, Alexandria Division.

7. Rights of tenants under unrecorded leases.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

In re:	)	
GUNSTON HALL REALTY, INC.	)	**Case No. 13-11553-RGM**
	)	**Chapter 11**
Debtor.	)	
In re:	)	
BEST INDUSTRIES, INC.	)	**Case No. 13-11554-RGM**
	)	**Chapter 11**
Debtor.	)	

ORDER

THIS MATTER having come before the Court on the motion of Bruce W. Henry, Chapter 11 Trustee ("Trustee") for the Debtors Gunston Hall Realty, Inc. ("Gunston") and Best Industries, Inc. ("Best", with Best and Gunston referred to collectively as the "Debtors"), seeking approval of a certain sale of real property free and clear of liens and interests pursuant to 11 U.S.C. § 363,

AND IT APPEARING that the Trustee entered into a certain Contract for Sale of Real Estate ("Contract") with Solitude Development, LLC ("Solitude"), providing for the sale of certain real property commonly referred to as Easthagen Drive which is owned by Gunston and located at 865 Easthagen Drive, Nashville, Tennessee (the "Property"),

AND IT FURTHER APPEARING that the contract for sale of the Property to Solitude calls for the sale of the Property in "as is" condition for the sales price of $750,000 with closing to occur on or before December 29, 2014,

AND IT FURTHER APPEARING that at hearing on the Trustee's motion, Krishnan Suthanthiran ("Suthanthiran") appeared personally and through counsel and made a competing

offer of $760,000.00 to purchase of the Property and that such offer constitutes a higher and better offer than the current proposed sale to Solitude,

AND IT FURTHER APPEARING that good cause exists to approve sale of the Property to Suthanthiran, subject to overbids and hearing as set forth hereinbelow, then, it is hereby

ORDERED, that sale of the Property is hereby approved to Suthanthiran, conditioned upon, and subject to, the following:

i) Suthanthiran shall post a non-refundable deposit in the amount of Two Hundred Fifty Thousand and 00/100 Dollars ($250,000.00) not later than 5:00 P.M. EDT on Monday, December, 15, 2014 with such deposit being made to the Trustee on or before that date by certified funds or wire transfer;

ii) Suthanthiran shall enter into a contract with the Trustee providing for the purchase of the Property by Suthanthiran for the purchase price of $760,000.00, that such sale be without contingencies of any kind, and that such sale close on or before December 29, 2014;

iii) That sale approved herein is expressly subject to any overbid made by Solitude at or before continued hearing on this matter which is set before this Court at 10:30 A.M. on December 17, 2014; and

iv) Any failure to timely effect the requirements of deposit shall terminate Suthanthiran's right to buy the Property and any failure to effect closing as set forth herein after posting of the deposit will constitute an immediate event of default by Suthanthiran and will result in the immediate forfeiture of the deposit as required hereinabove;

AND IT IS FURTHER ORDERED, that hearing on the Trustee's motion is continued to 10:30 A.M. on December 17, 2014,

AND IT IS FURTHER ORDERED, that in the absence of an overbid by Solitude, the current contract of Solitude providing for purchase of the Property for a sales price of $750,000.00 is approved as a back up bid, and the Trustee may sell and close on such contract in the event of any default by Suthanthiran with respect to his offer to purchase the Property herein.

Dec 16 2014

Date: _____, 2014

/s/ Robert G. Mayer
Hon. Robert G. Mayer
United States Bankruptcy Judge

Entered on Docket: December 17, 2014

I Ask For This:

/s/ Kevin M. O'Donnell
Kevin M. O'Donnell, VSB #30086
Jeffery T. Martin, Jr., VSB #71860
HENRY & O'DONNELL, P.C.
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Alexandria, VA 22314
(703) 548-2100 *telephone*
(703) 548-2105 *facsimile*

Seen:

/s/ Steven B. Ramsdell
Steven B. Ramsdell, VSB #33222
TYLER, BARTL, RAMSDELL & COUNTS
Counsel to the Debtors
300 N. Washington Street
Suite 200
Alexandria, VA 22314
(703) 549-5000

Seen and Agreed:

/s/ James M. Brady
James M. Brady
Counsel to Best Industries, Inc. and Krishnan Suthanthiran
7643 Fullerton Road
Springfield, VA 22153
james@teambest.com

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division

In re:	)	
GUNSTON HALL REALTY, INC.	)	**Case No. 13-11553-RGM**
	)	**Chapter 11**
Debtor.	)	
In re:	)	
BEST INDUSTRIES, INC.	)	**Case No. 13-11554-RGM**
	)	**Chapter 11**
Debtor.	)	

ORDER GRANTING FINAL APPROVAL OF DISCLOSURE STATEMENT, AND CONFIRMING PLAN OF REORGANIZATION

THIS MATTER having come before the Court for hearing on final approval of the proposed Joint Disclosure Statement ("Disclosure Statement") filed herein by Bruce W. Henry, Chapter 11 Trustee ("Trustee") for the Debtors Gunston Hall Realty, Inc. ("Gunston") and Best Industries, Inc. ("Best", with Best and Gunston referred to collectively as the "Debtors"), and for confirmation of the Trustee's proposed Joint Plan of Reorganization ("Plan") as the same were filed on or about November 10, 2014,

AND IT APPEARING that by order of this Court dated November 19, 2014 (Dkt. #342), this Court provisionally approved the Disclosure Statement, authorized the Trustee to solicit acceptances of the Plan, scheduled the hearing to consider approval of the Disclosure Statement and confirmation of the Plan (the "Combined Hearing"), and directed the Trustee to file a Notice of the Combined Hearing (the "Combined Hearing Notice");

AND IT FURTHER APPEARING that the Combined Hearing Notice of the Disclosure Statement and Plan, along with copies of the Disclosure Statement and Plan and ballots for acceptance or rejection of the Plan, having been properly and timely made to creditors and parties in interest as required by order of this Court and under the Bankruptcy Code and the Fed. Rules of Bankr. Procedure, and that such notice is sufficient under the circumstances and no further notice is required;

AND IT FURTHER APPEARING that based upon the Court's consideration of the entire record of these Chapter 11 Cases and the Combined Hearing, including (A) the Disclosure Statement, the Plan, and all ballots filed in connection therewith, and (B) the evidence presented at the Combined Hearing; and the Court having found the Disclosure Statement shall be approved and the Plan confirmed as reflected by the Court's rulings made herein and at the Combined Hearing; and after due deliberation and sufficient cause appearing therefore, the Court hereby FINDS, DETERMINES, AND CONCLUDES as follows:

1. Disclosure Statement. The Disclosure Statement contains adequate information within the meaning of Bankruptcy Code section 1125 and good cause exists to grant final approval to the Disclosure Statement; and

2. Good cause exists to clarify or modify the Plan as provided for hereinbelow, and that the requirements for confirmation of the Plan as set forth in 11 U.S.C. § 1129(a) and (b) have been otherwise satisfied; then, for the reasons stated herein and in open court at the Combined Hearing, it is hereby

ORDERED, that The Disclosure Statement is approved as containing adequate information within the meaning of section 1125 of the Bankruptcy Code;

AND IT IS FURTHER ORDERED, that the Response to ~~to~~ the Proposed Joint Plan of Reorganization (Doc. No. 378) filed by the Debtors and their affiliates and equity holder, is overruled;

AND IT IS FURTHER ORDERED, that the Plan is hereby modified and clarified to provide as follows:

a) Reasonable notice shall be provided to the Debtors by first class mail or electronic mail of any and all contracts providing for the sale of real property of the Debtors or of these estates;

b) The Debtors are expressly permitted to contribute funding from any external source in aid of payment of creditors under the Plan and in order to reduce the scope and amount of property sales otherwise required for proper funding under the terms of the Plan provided such funding will not cause any additional delays on the closing of such sales or otherwise render such sales less likely or feasible to close on schedule. All such contributions shall be made directly to the Trustee and shall be subject to distribution as provided for under the terms of the Plan. Nothing contained herein shall be deemed to be any consent or permission granted to the Debtors or any other person to effect any use, sale or lease of property of these estates without the express consent of the Plan Trustee which may be granted or refused in his sole and absolute discretion;

c) That certain Stipulation and Consent Order Granting Joint Motion to Approve Settlement (Dkt. #285) approving settlement of certain claims and disputes between the Debtors and Wells Fargo Bank is hereby incorporated by reference in the Plan and this confirmation order;

d) That certain Order Approving Sale of Real Property Free and Clear of Liens (Dkt. #280) approving sale of property of the estate referred to as Shannon Farm or Cedar Cove and

located in St. Mary's County, Maryland is hereby incorporated by reference in the Plan and this confirmation order;

e) The Trustee's currently proposed sale of real property located at 865 Easthagen Drive, Nashville, Tennessee, is hereby approved as part of the Plan and the transfer or conveyance of such property shall be exempt from any stamp tax, real estate transfer tax or similar transfer fee or tax pursuant to 11 U.S.C. 1146(a) and as provided for hereinbelow;

f) Any sale or other use of real property of Gunston located at 5620 Ager Road, Hyattsville, Maryland, and all proceeds generated from same, shall be expressly subject to the pre-petition judgment lien recorded against such property in favor of Wells Fargo Bank;

g) Any proceeds distributable to the Trustee or these estates from the Debtors' interests in and to D2, LLC, shall be expressly subject to the pre-petition lien evidenced by the garnishment and charging order served and recorded against such entity in favor of Wells Fargo Bank;

h) Treatment of Class 7 Secured Real Estate Tax Claims is clarified and amended to provide that all such claims i) shall be paid in full including any and all statutory interest, and ii) shall remain secured by all statutory liens for unpaid real estate taxes pending and until completion of payment of each such claim(s); and

i) The administrative real estate tax claim of Prince Georges County, Maryland in the amount of $120,255.49 as of December 1, 2014, shall be paid as required for treatment of administrative expense claims as set forth under the Plan.

AND IT IS FURTHER ORDERED, that the Plan, as modified and clarified herein, and each of its provisions shall be, and hereby are, approved and confirmed under section 1129 of the

Bankruptcy Code and that the terms of the Plan are incorporated by reference into, and are an integral part of this confirmation order;

AND IT IS FURTHER ORDERED that as of the date of and following entry of this confirmation order and subject to the occurrence of the Effective Date, the provisions of the Plan, as modified and clarified herein, shall bind the Trustee, the Debtors, all holders of claims and interests (irrespective of whether such claims or interests are impaired under the Plan or whether the holders of such claims or interests have accepted the Plan), any and all non-Debtor parties to executory contracts and unexpired leases with the Debtors or the Trustee, any other party in interest in these Chapter 11 cases, and the respective heirs, executors, administrators, successors, or assigns, if any, of any of the foregoing;

AND IT IS FURTHER ORDERED, that all fees which are owed and unpaid by the Trustee or the Debtors to the U.S. Trustee, pursuant to 28 U.S.C. § 1930(a)(6), including but not limited to those fees which have accrued for the quarter in which the Plan is confirmed, shall be paid in full, on or before a date thirty (30) days from the Effective Date of the Plan;

AND IT IS FURTHER ORDERED that pursuant to the terms and conditions of the Plan, Bruce W. Henry is hereby appointed as Plan Trustee to serve and perform all duties and actions contemplated under the Plan;

AND IT IS FURTHER ORDERED that all property of these jointly administered estates, including all real property, personalty and any avoidance actions or other choses in action available to each of the Debtors, shall vest in the Plan Trustee immediately upon confirmation of the Plan, and that the Plan Trustee shall be specifically empowered to act with respect to any and all such property, including, but not limited to: i) the power to execute, deliver and perform any contracts on behalf of these bankruptcy estates; ii) the power to execute and deliver deeds or other

documents of title conveying either of the Debtors' or estates' rights, title and interest in and to any portion of real or personal property; iii) the power to file and prosecute any lawsuit or other legal proceeding relating to any avoidance rights held by the Trustee or either of the Debtors or these estates; iv) the power to engage and retain attorneys and/or other professionals to assist the Plan Trustee in connection with his duties under the Plan, and the authority to make payment of fees and expenses of the Trustee's retained professionals from income and reserves held pursuant to the terms and conditions of the Plan; v) the power to prepare and file tax returns and to make payment of tax obligations incurred as a consequence of the Trustee's administration of these estates and/or the performance of the Plan; vi) the power to open bank account(s) and to collect, preserve and eventually distribute proceeds from the sale or liquidation of assets or property of the Debtors or these estates; and vii) the power to perform any other act or to take any other action as set forth in the Plan or as necessary to the completion of the terms and conditions of the Plan, it being the intent by appointment of the Plan Trustee to vest exclusive authority in such Plan Trustee with respect to the administration of these bankrupt estates and the performance and execution of the Plan;

AND IT IS FURTHER ORDERED that pursuant to section 1146(a) of the Bankruptcy Code, all transactions, including the sale of any real property and the delivery and recordation of any instrument, under, in furtherance of, or in connection with the Plan shall not be subject to any stamp tax, real estate transfer tax or similar transfer fee or tax;

AND IT IS FURTHER ORDERED that the stay of this confirmation order provided by any Bankruptcy Rule (including, without limitation, Bankruptcy Rules 3020(e), 6004(h), and 6006(d)), whether for fourteen (14) days or otherwise, is hereby waived, and this confirmation order shall be effective and enforceable immediately upon its entry by the Court

AND IT IS FURTHER ORDERED, that this Court shall retain jurisdiction to hear and adjudicate any and all claim objections, contested matters or adversary proceedings that may have been filed or are otherwise to be filed herein;

Dated: _____, 2014

Dec 22 2014

/s/ Robert G. Mayer
Hon. Robert G. Mayer
United States Bankruptcy Judge

Entered on Docket: December 23, 2014

I Ask For This:

/s/Kevin M. O'Donnell
Kevin M. O'Donnell (VSB No. 30086)
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Seen and Agreed:

/s/ Douglas M. Foley
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Counsel to Burke & Herbert Bank

/s/ M. Evan Meyers
M. Evan Meyers
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Counsel to Prince Georges County, MD

Seen and Agreed as to paragraphs (a) and (b) on page 3:

/s/ James M. Brady
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Counsel to Best Industries, Inc. ~~*and Krishnan Suthanthiran*~~

/s/ Lauri Luxton
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