This instrument prepared
by Cornelius J. Sullivan,
Attorney-at-Law
111 West Monroe Street
Chicago, Illinois 60603

BOOK 4661 PAGE 458

DEED OF EXCHANGE
(Warranty Deed)

H-216268

Address New Owner(s) as follows:

Mat-Nel Company
(name)

P.O. Box 7235
(street add. or route number)

Nashville, Tennessee 37210
(city) (P.O. zone) (state)

Send Tax Bills to:

Same
(name)

(street add. or route number)

(city) (P.O. zone) (state)

Map-Parcel Numbers

Map. 81 - parcel 40 (P/O)
Map 81 - parcel 41
Map 81 - parcel 42

PW

FOR AND IN CONSIDERATION of the exchange of certain land, evidenced by a Deed of Exchange (Warranty Deed) of even date herewith, executed by MAT-NEL COMPANY, a partnership by and through its partners and ROBERT C. H. MATHEWS, JR., Trustee with full power to transfer, sell, mortgage, lease or otherwise convey (as Grantors therein) in favor of MARQUETTE CEMENT MANUFACTURING COMPANY, an Illinois corporation (as Grantee therein), being recorded simultaneously herewith in book ___, page ___ in the Register's Office for Davidson County, Tennessee, the said MARQUETTE CEMENT MANUFACTURING COMPANY, an Illinois corporation, (as Grantor herein) has bargained and sold, and by these presents does transfer and convey unto the said MAT-NEL COMPANY, a partnership composed of ROBERT C. H. MATHEWS, JR., and PATHFINDER RESOURCES, INCORP. (as Grantee herein) its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee described as follows, to-wit:

See Exhibit A attached hereto

TO HAVE AND TO HOLD the said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said MAT-NEL COMPANY, its successors and assigns forever. And it does covenant with the said Grantee herein that it is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and the same is unencumbered except as follows and is subject to:

1. Taxes for 1972.

2. Portions of the subject property were demised to Nat-

tional Advertising Company for the term of 10 years for the purpose of erecting and maintaining certain advertising displays, as shown by leases of record in Book 4349, page 432, and Book 4349, page 434, Register's Office for Davidson County, Tennessee.

3. Easement for a right-of-way not to exceed fifty feet in width granted by the Hermitage Portland Cement Company to W. G. Bush and Company by an instrument of record in Book 635, page 604, Register's Office for Davidson County, Tennessee.

4. An easement for a large gas main of about fourteen inches in diameter for the Nashville Gas and Heating Company.

5. Easements for road purposes granted Joseph W. Bush, Trustee, Joseph W. Bush and H. C. Bush, by instrument of record in Book 1853, page 61, Register's Office for Davidson County, Tennessee.

6. Easement for construction and maintenance of a sewer line granted the City of Nashville by instrument of record in Book 2634, page 124, Register's Office for Davidson County, Tennessee.

7. Easement for construction and maintenance of a sewer line granted City of Nashville by instrument of record in Book 3400, page 76, Register's Office for Davidson County, Tennessee.

8. Easement for construction and maintenance of a sewer line granted the City of Nashville by instrument of record in Book 3464, page 302, Register's Office for Davidson County, Tennessee.

9. Right-of-way easement for construction and maintenance of pipeline granted Colonial Pipeline Company, of record in Book 3649, page 94, Register's Office for Davidson County, Tennessee.

10. Easement 25 feet in width granted W. G. Bush and Company for railroad spur track purposes of record in Book 3902, page 105, Register's Office for Davidson County, Tennessee.

11. Lack of direct access to Interstate Highway I-265 from the premises in question, such right of access having been granted the State of Tennessee by instrument of record in Book 4234, page 632, Register's Office for Davidson County, Tennessee. Exception is also made for that certain drainage easement also granted under the foregoing instrument.

12. Easement for constructing and maintaining a pipeline easement was granted Nashville Gas and Heating Company by instrument of record in Book 1450, page 550, Register's Office for Davidson County, Tennessee.

13. Certain existing highway monuments apparently incorrectly

placed and by those recorded easements and leases depicted on the survey of Barge, Waggoner, Sumner, and Cannon, Job No. 3554-02, dated February 14, 1972.

14. Leases in favor of National Advertising Company of record in Book 4349, Page 432 and Book 4349, Page 434, Register's Office for Davidson County, Tennessee.

15. A non-exclusive easement, for a period of three years from the date of recording of this deed, is reserved herein by Grantor over and upon that part of the above described land as is described in Exhibit B attached hereto for location and use of railroad trackage and for the loading, unloading and storing of coal, stone and other materials used in the manufacture of cement.

16. A perpetual, exclusive easement is reserved herein by Grantor over and upon that part of the above described land as is described in Exhibit C attached hereto for the construction and use of railroad trackage.

Grantee acknowledges that it has made certain covenants and agreements contained in its Exchange Agreement dated May 31, 1972 with Marquette Manufacturing Cement Company and Grantee agrees that it will continue to be bound by the terms and conditions thereof, which survive this deed, and Grantee agrees to indemnify Grantor and hold Grantor harmless for any loss or damage which Grantor might suffer as a result of Grantee's, its successors' or assigns' failure to perform thereunder or failure to allow Grantor to exercise its rights accruing under such Exchange Agreement.

And it does further covenant and bind itself and its successors and representatives to warrant and forever defend the title to the said land to the said MAT-NEL COMPANY, its successors and assigns, against the lawful claims of all persons whomsoever.

WITNESS our hands this 10th day of November, 1972.

MARQUETTE CEMENT MANUFACTURING COMPANY,
an Illinois corporation

By: Paul Duncan
Paul Duncan, Senior Vice President

Attest: David D. Kennedy
David D. Kennedy,
Vice President and Secretary

BOOK 4661 PAGE 461

STATE OF ILLINOIS }
} SS.
COUNTY OF C O O K }

Before me, Cornelius V. Sullivan, a Notary Public of the State and County aforesaid, personally appeared PAUL DUNCAN and DAVID D. KENNEDY, with whom I am personally acquainted, and who upon oath acknowledged that they are the Senior Vice President and Vice President and Secretary, respectively, of MARQUETTE CEMENT MANUFACTURING COMPANY, the within named bargainor, a corporation, and that they, as such Senior Vice President and Vice President and Secretary, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by themselves as Senior Vice President and Vice President and Secretary, respectively.

Witness my hand and seal at 111 West Monroe, Chicago, Illinois this 1st day of November, 1972.

Cornelius V. Sullivan
Notary Public

My Commission expires Oct 2, 1973

B8639 0

IDENTIF. REFERENCE

DEC 4 2 07 PM '72

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $107,580.00.

Affiant.

Subscribed and sworn to before me,
this 1st day of Dec., 1972.

Mary Ensey
Notary Public.

My commission expires: 4/25/76

DEC-4 72	CONV	90,000.00			
DEC-4 72	CONV	17,580.00			
DEC-4 72	S'TAX		A*	279.76	
DEC-4 72	PR'FEE		A*	.50	
DEC-4 72	W'DEED		A*	14.00	* 294.26

EXHIBIT A

Two tracts of land in Davidson County, Tennessee, described as follows:

TRACT I: A tract of land in the 1st, formerly the 8th, Civil District of Davidson County, Tennessee, including part of lots Nos. 5, 6, 7, 8 and 9 on the Plan of H. W. McGavock's Estate as of record in Book 21, page 32, Register's Office for said County; being part of lot No. 4 on the Plan of D. T. McGavock's Lands, as of record in Book 57, page 10, said Register's Office, and part of lots 53 to 71, inclusive on the Mount Vernon Plan of lots, as of record in Book 21, page 149, said Register's Office, and part of a certain tract of land on the east side of College Street, known as Adam Coe's Slaughtor House Property, all being described according to a survey made by Barge, Waggoner, Sumner & Cannon, Job No. 3554-02, dated February 14, 1972, as follows:

Beginning at a point in the Northeasterly margin of 3rd Avenue North, said point being the Southwest corner of property conveyed to Robert C. H. Matthews, Jr., by deed of record in Book 4515, page 335, said Register's Office; thence leaving said margin of 3rd Avenue North, running along the Matthews' Trustee, westerly line North 47° 05' 30" east 173.88 feet to an iron pin; thence South 44° 13' 30" east 538.20 feet to an iron pin in the Northwesterly right-of-way of Interstate I-265; thence continuing with said right-of-way of Interstate I-265 as follows: North 39° 50' 38" east 145.87 feet, North 46° 35' 59" east 308.26 feet, North 52° 15' 52" east 462.29 feet, North 55° 54' 25" east 168.49 feet and North 56° 39' 00" east 17.75 feet to an iron pin; thence leaving said margin of Interstate I-265, North 54° 25' 00" west 128.90 feet to an iron pin; thence North 41° 06' 39" west 614.05 feet to a concrete monument; thence South 64° 05' 38" 934 feet to a concrete monument; thence North 13° 10' 50" west 728.59 feet to an iron pin; thence South 77° 13' 28" west 914.93 feet to an iron pin; thence South 45° 02' 57" east 914.38 feet to a point in the northeasterly margin of 3rd Avenue North; thence continuing with said margin of 3rd Avenue North, South 76° 07' 16" west 2.30 feet to a point; thence with same South 44° 13' 30" east 604.77 feet to the point of beginning. Containing 35.64 acres, more or less.

TRACT II: A tract of land in the 1st, formerly the 8th, Civil District of said county, being lots Nos. 43 and 44 of J. W. Jackson's Addition to North Nashville, a plan of which is of record in Book 195, page 106, Register's Office for said County, described as follows according to a survey by Barge, Waggoner, Sumner & Cannon, Job No. 3554-02, dated February 14, 1972:

Beginning at a point in the Southeast margin of an intersection between 3rd Avenue North and 4th Avenue North, said point being the northwest corner of said lot No. 43; thence along 3rd Avenue North, South 44° 13' 30" east 163 feet to an alley; thence running with the westerly line of said alley South 45° 31' 30" west 66 feet to a point; thence North 44° 13' 30" west 130.12 feet to a point in the southerly margin of Fourth Avenue North; thence with same North 19° 05' 39" east 73.86 feet to the point of beginning. Containing 0.22 acres, more or less.

Being part of the property conveyed to Marquette Cement Manufacturing Company, by deeds from Hermitage Portland Cement Company, of record in Book 1489, page 539, and Book 1451, page 583, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Existing Railroad Easement

The center line of the easement is described as follows:

In the Eighth Civil District of Davison County, Tennessee, beginning at a point on the north 44°-40' east line between points "L" and "M" shown as Tract No. 7, Book 502, page 79, Register's Office for Davidson County, Tennessee, on the plans of the W. G. Bush & Company property as surveyed by J. R. Wauford & Company, Consulting Engineers, October 12, 1962, Sheet 5 of 10, said point being 17.67 feet and north 44°-40' east of point "L"; thence with a curve to the right having a radius of 804.41 feet, a distance of 55.46 feet to the end of said curve; said curve having a long chord with a length of 55.21 feet and a bearing of north 56°-16' west; thence north 54°-17' west, 57.30 feet to the beginning of a curve to the left having a radius of 3,320.44 feet; thence with said curve, a distance of 396.01 feet to the end of said curve; thence north 61°-07' west, 70.00 feet to the beginning of a curve to the right having a radius of 3,706.76 feet; thence with said curve a distance of 129.39 feet to the end of said curve; thence north 59°-07' west, 400.00 feet to the beginning of a curve to the right having a radius of 1,909.13 feet; thence with said curve 99.96 feet to the end of said curve; thence north 56°-07' west, 52.00 feet to the beginning of a curve to the left having a radius of 2,391.63 feet; thence with said curve 96.00 feet to the end of said curve; thence north 58°-25' west, 40.11 feet to the beginning of a curve to the left having a radius of 657.00 feet; thence with said curve a distance of 443.19 feet to the end of said curve; thence south 82°-56' west, 250.00 feet to the beginning of a curve to the right having a radius of 3,619.25 feet; thence with said curve 100.00 feet to the end of said curve; thence south 84°-31' west, 400.00 feet to the beginning of a curve to the right having a radius of 1,291.96 feet; thence with said curve a distance of 707.66 feet to the end of said curve; thence north 64°-06' west, 655.21 feet to the beginning of a curve to the left having a radius of 2,042.50 feet; thence with said curve a distance of 65.36 feet to the end of said curve; thence north 65°-56' west, 41.48 feet to the beginning of a curve to the right having a radius of 9,266.07 feet; thence with said curve a distance of 207.54 feet to the end of said curve; thence north 64°-39' west, 73.70 feet to the beginning of a curve to the left having a radius of 2,211.29 feet; thence with said curve a distance of 104.20 feet to the end of said curve; thence north 67°-21' west.

EXHIBIT C

SURVEYOR'S DESCRIPTION

Easement to be retained by Marquette Cement Manufacturing Company extending along the southerly side of a 35.64 acre tract, lying east of Third Avenue, North, and north of and adjacent to Interstate I-265, beginning at a point in the northerly margin of I-265, 175.00 ft. easterly from 3rd Avenue, North;

Thence, along the rear line of properties fronting 3rd Avenue, North, N 44° 13' 30" W, 141 ft., more or less, to a point;

Thence, N 52° 15' 52" E, 726 ft., more or less, to a point;

Thence, with a curve to the right having a central angle of 32° 58' 37", a radius of 450.00 ft., 259.00 ft. to a point in the northerly margin of I-265;

Thence, S 55° 54' 25" W, 41 ft., more or less, to a point;

Thence, S 52° 15' 52" W, 462.29 ft. to a point;

Thence, S 46° 35' 59" W, 308.26 ft. to a point;

Thence, S 39° 50' 38" W, 145.87 ft. to the point of beginning.

Containing 1.9 acres, more or less.