BOOK 5233 PAGE 290

MAP. 101
PAR. 1

This instrument prepared by
LEITNER, WILLIAMS & JONES
ATTORNEYS AT LAW
Kingsport, Tennessee 37662

By

MAIL TAX BILLS TO:

Tennessee Eastman Company Division
Eastman Kodak Company
~~P. O. Box 511~~
Kingsport, Tennessee 37662

THIS DEED OF CONVEYANCE, executed and delivered by SPRING LAND COMPANY, INC., a Tennessee Corporation, hereinafter called the grantor, to EASTMAN KODAK COMPANY, a foreign Corporation, hereinafter called the grantee;

WHEREAS, the grantor herein is a Tennessee Corporation doing business in the State of Tennessee only;

WHEREAS, the grantee herein is the owner of all of the issued stock of the grantor corporation;

WHEREAS, the grantor corporation is in the future to be dissolved by the approval of the shareholder of said corporation;

WHEREAS, the grantor desires to convey to the grantee substantially all of its assets in the State of Tennessee;

WHEREAS, the grantee desires to have the title to said real estate hereinafter described vested in its corporate name pursuant to its dissolving the grantor corporation;

WHEREAS, pursuant to Section 3, Chapter 483, Public Acts of 1968, State of Tennessee, this transfer from the wholly owned subsidiary corporation, the grantor herein, to the parent corporation, the grantee herein, is exempt from the State of Tennessee transfer tax;

WHEREAS, the Secretary of the granting corporation has been duly authorized to execute a deed conveying all of the real estate owned by the grantor to the grantee without the joinder of any other officer of said corporation;

NOW, THEREFORE, IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, cash in hand paid by the grantee to the grantor, receipt of which is hereby acknowledged, the said grantor, SPRING LAND COMPANY, INC., has this day bargained and sold and does by these presents hereby sell, transfer and convey unto the said grantee, EASTMAN KODAK COMPANY, successor and assigns, certain real property situate in the 13th. Civil District of Davidson County, Tennessee, described more particularly as follows, to-wit:

BEGINNING at a railroad spike in the centerline of Old Hickory Boulevard or Cleeces Ferry Road, said spike being northerly along the centerline of said road a distance of 5979' more or less, from the Cumberland River and proceeding as follows: leaving the centerline of Old Hickory Boulevard or Cleeces Ferry Road and with the westerly line of McDowell Development Corporation property, South 00°-17'-40" East a distance of 3802.69' to a point at the low water edge of the Cumberland River, said line passing through a concrete monument in the westerly right-of-way of Old Hickory Boulevard or Cleeces Ferry Road at a distance of 30.46'; thence, with the low water line, North 74°-38'-21" West a distance of 1870.0' to a point; thence, continuing with the low water line, North 67°-38'-21" West a distance of 550.0' to a point; thence, continuing with the low water line, North 47°-08'-21" West a distance of 1070.0' to a point; thence, continuing with low water line, North 39°-38'-21" West a distance of 700.0' to a point; thence, continuing with the low water line, North 34°-08'-21" West a distance of 650.0' to a point; thence, continuing with the low water line, North 30°-38'-21" West a distance of 934.33' to a point; thence, continuing with the low water line, North 33°-28'-30" West a distance of 1229.38' to a point; thence, continuing withthe low water line of the Cumberland River, downstream in a northerly direction a distance of 5240', more or less, to a post, said post being in the southerly line of the Stanley Walker property; thence leaving the low water line of the Cumberland River and with the southerly line of the Stanley Walker property, South 80°-04'-39" East a distance of 4564.3' to an iron pin in the westerly right-of-way of Old Hickory Boulevard or Cleeces Ferry Road, said line passing through an iron pin at 40.0' from the low water line of the Cumberland River; thence, with the westerly line of Old Hickory Boulevard or Cleeces Ferry Road, South 18°-54' East a distance of 100.1' to an iron pin; thence, continuing with said right-of-way and a curve to the left having a radius of 1462.69' a distance of 629.18' to an iron pin; thence, continuing with said right-of-way, South 43°-32'-45" East a distance of 366.1' to an iron pin; thence, continuing with said right-of-way and a curve to the right having a radius of 1880.08' a distance of 1002.31' to an iron pin; thence, continuing with said right-of-way, South 13°-00' East a distance of 1239.56'

to a point; thence, North 77°-15'-43" East a distance of 30.0' to a point in the centerline of Old Hickory Boulevard or Cleeces Ferry Road; thence, with the centerline of said road, South 13°-00' East a distance of 755.84' to a point; thence, continuing with said centerline and with a curve to the left having a radius of 954.23' a distance of 1112.80' to a point; thence, continuing with said centerline, South 79°-49' East a distance of 11.1' to the point of beginning and containing 808.74 acres, more or less, as per survey by Turner Engineering Company, dated November 18, 1977, and being the same land conveyed to Spring Land Company, Inc., by deeds of record as follows, to-wit: a tract of 87.1 acres, more or less, conveyed by Hubbard Buchanan, by deed dated March 26, 1969, of record in Deed Book 4323, page 676, Register's Office of Davidson County, Tennessee; a tract of 82.9 acres, more or less, conveyed by T. W. Buchanan, et ux., by deed dated March 28, 1969, of record in Deed Book 4322, page 613, Register's Office, aforesaid; a tract of 131.5 acres, more or less, conveyed by Maree B. Buchanan, et als., by deed dated September 19, 1969, of record in Deed Book 4367, page 20, Register's Office, aforesaid; a tract of 77.5 acres, more or less, conveyed by Joseph Stibor, et ux., by deed dated September 19, 1969, of record in Deed Book 4367, page 29, Register's office, aforesaid; a tract of 188.64 acres, more or less, conveyed by Sadie Daly, widow, by deed dated June 11, 1970, of record in Deed Book 4425, page 37, Register's office, aforesaid; a tract of 103.39 acres, more or less, conveyed by Robert E.McClellan et ux., by deed dated November 17, 1970, of record in Deed Book 4461, page 180, Register's office, aforesaid; a tract of 43.92 acres, more or less,conveyed by Katie Vaughn, widow, by deed dated September 14, 1972, of record in Deed Book 4637, page 811, Register's office, aforesaid; and a tract of 93.79 acres, more or less, conveyed by Harry Buchanan, et als., by deed dated January 2, 1973, of record in Deed Book 4669, page 186, Register's office, aforesaid.

EASEMENT: The above described property is subject to an easemant granted United States of America for a transmission line easement, said easement having a width of 150 feet, the centerline being more particularly described as follows, to-wit:

BEGINNING at a point North 80°-04'-39" West 330.7' from the Northeast corner of Spring Land Company property, corner to Frank Walker and Old Hickory Boulevard or Cleeces Ferry Road; thence, in a westerly direction a distance of 4192', more or less, to a point in the low water line of the Cumberland River, said point being northerly 987', more or less, from the iron pin in the low water line of the Cumberland River, all as shown on the plat by Turner Engineering Company, dated November 18, 1977, and being the same easement described in the certified copy of the Final Decree being of record in Book 2480, page 483, Register's office, aforesaid.

EASEMENT: The above described property is subject to flowage easement conveyed to United States of America, which flowage easement lies between the 390 contour and the low water line of the Cumberland River, and as recorded in Book 2150, page 527, Book 2141, page 227, and Book 2141, page 223, Register's office, aforesaid, and more particularly described as follows, to-wit:

BEGINNING at an iron pin South 80°-04'-39" East 40.0' from the Northwest corner of the Spring Land Company property in the line of Stanley Walker and proceeding as follows, to-wit: South 7°-05' East a distance of 520.0' to an iron pin; thence, South 89°-35' East a distance of 350.0' to an iron pin; thence, South 37°-35' East a distance of 380.0' to an iron pin; thence, South 13°-35' East a distance of 175.0' to an iron pin; thence, North 43°-10' East a distance of 1000.0' to an iron pin; thence, South 13°-25' West a distance of 640.0' to an iron pin; thence, South 25°-55' West a distance of 400.0' to an iron pin within the right-of-way of the TVA transmission line; thence, South 81°-25' West a distance of 340.0' to an iron pin which is in the right-of-way of the TVA transmission line; thence, North 74°-35' West a distance of 320.0' to an iron pin; thence, North 10°-55' East a distance of 220.0' to an iron pin; thence, North 54°-35' West a distance of 290.0' to an iron pin; thence, North 81°-05' West a distance of 170.0' to an iron pin, said pin being easterly 40' from the low water line of the Cumberland River; thence, in a southerly direction and with the 390 contour a distance of 1640', more or less, to a point; thence, South 88°-44'-01" East a distance of 174', more or less, to an iron pin; thence, South 30°-41'-29" East a distance of 912.57' to an iron pin; thence, South 53°-16'-29" East a distance of 225.0' to an iron pin; thence, North 60°-18'-31" East a distance of 450.85' to an iron pin, passing through an iron pin at 210.0'; thence, North 18°-41'-29" West a distance of 135.0' to an iron pin; thence, North 6°-18'-31" East a distance of 380.0' to an iron pin; thence, North 47°-18'-31" East a distance of 241.20' to an iron pin; thence, South 88°-44'-01" East a distance of 157.39' to an iron pin; thence, South 51°-18'-31" West a distance of 216.58' to an iron pin; thence, South 7°-18'-31" West a distance of 125.0' to an iron pin; thence, North 85°-18'-31" East a distance of 220.0' to an iron pin; thence, South 4°-48'-31" West a distance of 765.0' to an iron pin, passing through an iron pin at 590.0'; thence, South 89°-18'-31" West a distance of 310.0' to an iron pin; thence, South 2°-48'-31" West a distance of 140.0' to an iron pin; thence, South 68°-11'-29" East a distance of 260.0' to an iron pin; thence, South 7°-18'-31" West a distance of 75.0' to an iron pin; thence, North 88°-36'-04" West a distance of 324.75' to an iron pin; thence, South 40°-41'-29" East a distance of 405.98' to an iron pin; thence, South 34°-11'-29" East a distance of 679.49' to an iron pin; thence, South 77°-15'-43" West a distance of 75', more or less, to a point; thence, continuing in a southerly direction and with the 390 contour adjacent to the Cumberland River for a distance of 8320', more or less, to a point in the Spring Land Company line, corner with McDowell Development property; thence, South 00°-17'-40" East a distance of 60', more or less, to a point in the low water line of the Cumberland River; thence, with the low water line, North 74°-38'-21" West a distance of 1870.0' to a point; thence, continuing with the low water line, North 67°-38'-21" West a distance of 550.0' to a point; thence, continuing with the low water line, North 47°-08'-21" West a distance of 1070.0' to a point; thence, continuing with the low water line, North 39°-38'-21" West a distance of 700.0' to a point; thence, continuing with the low water line, North 34°-08'-21" West a distance of 650.0' to a point;

thence, continuing with the low water line, North 30°-38'-21" West a distance of 934.33' to a point; thence, continuing with the low water line, North 33°-28'-30" West a distance of 1229.38' to a point; thence, continuing with the low water line of the Cumberland River, downstream in a northerly direction a distance of 5240', more or less, to a post, said post being in the southerly line of the Stanley Walker property; thence, with said southerly line of the Walker property, South 80°-04'-39" East a distance of 40.0' to the point of beginning, all as shown on the plat by Turner Engineering Company, dated November 18, 1977.

TO HAVE AND TO HOLD the premises aforesaid, together with all the appurtenances and immunities thereto pertaining, unto the said grantee, successor and assigns, forever.

The grantor, Spring Land Company, Inc., covenants with the grantee, successor and assigns: (1) That it is lawfully seized in fee of said premises; (2) That it has a good and perfect right to make this conveyance; (3) That said premises are unincumbered; and (4) That it will warrant and defend the title in and to said premises against the lawful claims and demands of all persons whomsoever.

IN TESTIMONY WHEREOF, said SPRING LAND COMPANY, INC., has caused these presents to be subscribed by its Secretary, Helen D. Wells, and its corporate seal to be hereunto affixed, on this the 12th day of December, 1977, at Springfield, Tennessee.

SPRING LAND COMPANY, INC.

By Helen D. Wells, Secretary
(Helen D. Wells)

STATE OF TENNESSEE,)
Robertson County.)

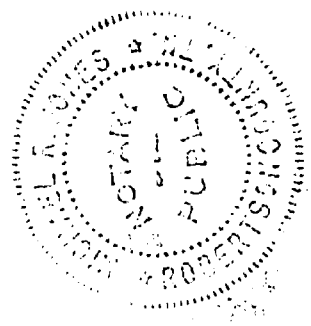
Before me, the undersigned, a Notary Public within and for the State and County aforesaid, personally appeared HELEN D. WELLS, with whom I am personally acquainted, and who, upon her oath, acknowledged herself to be the Secretary of the within named SPRING LAND COMPANY, INC., the bargainor, a corporation, and that she, as such Secretary, being authorized so to do, executed the

foregoing Deed of Conveyance for the purposes therein contained by signing the name of said corporation by the said Helen D. Wells, as Secretary, and attaching the seal thereto.

WITNESS my hand and official seal of office, this 12th day of December, 1977, at Springfield, Tennessee.

_____, NOTARY PUBLIC

My commission expires: 30 Oct 1981.



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IDENTIF. REFERENCE

DEC 14 1 41 PM '77

FELIX Z. HASSELL REGISTER
DAVIDSON COUNTY, TENN.

DEC 14 77 MISC $ 12.00 * 12.00