Prepared by:
Robert J. Eagan, Attorney
Patterson, Belknap, Webb & Tyler
30 Rockefeller Plaza
New York, New York 10020

Address of New Owner:
USI Properties Corp.
529 Fifth Avenue
New York, New York

Mail Tax Bills to Same.

Map and Parcels 163-75
163-72
163-73

EXHIBIT II
(Tennessee)

BOOK 5455 PAGE 303

DEED ABSOLUTE

WALTER KASSUBA REALTY CORPORATION, a Wisconsin corporation and WALTER J. KASSUBA and CHRISTINA A. KASSUBA, his wife, each individually and on behalf of each of the Debtors in Proceedings for Arrangements (under Chapter XI of the Bankruptcy Act) Nos. 73 B 6938 through 73 B 6979 inclusive in the Bankruptcy Court of the United States District Court for the Northern District of Illinois, Eastern Division (collectively, including said Debtors, the "Grantors"), for good and valuable contion, the receipt, adequacy and fairness of which are hereby acknowledged, hereby release, convey, sell, remise and grant to USI PROPERTIES CORP., a Delaware corporation having its principal place of business at 529 Fifth Avenue, New York, New York ("USIPROP"), and USIPROP's successors and assigns forever, the real property situated in the Fifth Civil District of the County of Davidson, State of Tennessee, including all improvements thereon and all easements, privileges and appurtenances pertaining thereto, described by metes and bounds as follows (collcetively, the "Premises"):

> BEGINNING at a point on the northerly margin of Bell Road said point also being a common corner between the aforesaid and Attorney's Title Property, thence with said margin in a westerly direction with a 2842.00 foot radius curve to the left a distance of 50.0 feet to an iron pin and continuing 311.87 feet for a total of 361.87 feet to a point, thence S 81° 56' W, a distance of 451.09 feet to a point, thence leaving said margin N 19° 49' W, a distance of 95.0 feet to a point, thence N 37° 48' W, a distance of 109.6 feet to a point; thence N 24° 23' W, a distance of 200.0 feet to a point; thence with a 600.62 foot radius curve to the right a distance of 312.74 feet to a

point; thence N 5° 27' E, a distance of 89.0 feet to a point; thence with a 371.18 foot radius curve to the right a distance of 492.35 feet to a point; thence N 10° 57' E, a distance of 180.0 feet to a point; thence S 79° 33' E, a distance of 175.0 feet to a point; thence N 18° 27' E, a distance of 110.0 feet to a point; thence N 23° 33' W, a distance of 400.0 feet to a point on the southerly margin of I-24; thence with the southerly margin of I-24 in a easterly direction S 58° 03' E, a distance of 639.12 feet to a highway monument; thence leaving said margin S 31° 57' W, a distance of 85.00 feet to a point; thence S 58° 03' E, a distance of 45.52 feet to a point; thence S 02° 54' W, a distance of 56.04 feet to a point; thence S 41° 52' E, a distance of 91.00 feet to a point; thence S 00° 51' E, a distance of 325.00 feet to a fence post; thence S 23° 06' E, a distance of 29.00 feet to a planted stone; thence S 00° 39' W, a distance of 374.6 feet to a point, thence; S 87° 16' E, a distance of 50.0 feet to a point; thence S 03° 31' W, a distance of 322.2 feet to the point of beginning and containing 27.38 acres.

Being part of the same property conveyed to Walter J. Kassuba by deed from Christine M. Snyder and husband, W. W. Snyder and Connie O. Snyder and wife, Hazel Howard Snyder, of record in Book 4671, page 848, and being part of the same property conveyed to Walter Kassuba Realty Corporation, a Wisconsin Corporation, by deed from McDowell Development Corporation, a Tennessee corporation of record in Book 4671, page 857, and being part of the same property conveyed to Walter Kassuba Realty Corporation, a Wisconsin Corporation, by deed from Battle Ground Academy of record in Book 4671, page 861, Register's Office for said County.

TOGETHER WITH all right, title and interest of Grantors in and to (i) any easements, privileges, rights and appurtenances benefiting the Premises and (ii) any streets abutting the Premises.

TO HAVE AND TO HOLD the Premises with all easements, privileges, appurtenances and rights thereunto pertaining unto USIPROP and its successors and assigns forever.

THIS DEED is an absolute conveyance, Grantors having hereby sold and conveyed the Premises to USIPROP for a fair and adequate consideration, such consideration including, without limitation, the full satisfaction and release of all obligations and liabilities secured by or arising under that certain deed of trust, dated July 7, 1976, executed by Grantors to Pioneer National Title Insurance Company, as trustee for USIPROP, and recorded in Book 5044 at page 248 in Office of the Register for Davidson County, Tennessee. The note and all other indebtedness secured by said deed of trust is hereby cancelled. Solely to the extent, if any, that there may be third-party interests or claims heretofore subordinate to said deed of trust, said deed of trust (including the indebtedness secured thereby) and the superiority thereof are preserved with respect to any such third-party interests and claims and, to such extent, there shall be no merger of the right, title and interest of USIPROP under this Deed and such deed of trust.

Grantors declare and warrant that this conveyance and Deed (A) are freely and fairly made and that there are no oral agreements or understandings with USIPROP with respect to the Premises, (B) have been duly approved by all the shareholders of said Walter Kassuba Realty Corporation (said Walter J. Kassuba and Christina A. Kassuba being the sole owners of all issued and outstanding stock) and that all requisite corporate action has been taken with respect thereto, (C) have been duly approved by a final order of the aforesaid Bankruptcy Court, a certified copy of which is intended to be recorded simultaneously herewith, and (D) are fully binding and effective so as to convey to USIPROP the entire right, title and interest in the Premises of Grantors.

The words of conveyance utilized in this deed (including the words "release(s), convey(s), Sell(s), remise(s) and grant(s)") shall not be construed as expressing or implying any warranty of title whatsoever except that Grantor has not, since acquisition of title to the Premises, in any manner encumbered or suffered any encumbrance in respect of the Premises (other than encumbrances in favor of USIPROP or known to USIPROP).

IN WITNESS WHEREOF, Grantors have each signed, executed, acknowledged, sealed and delivered this Deed, all by authority duly given, on the 2nd day of April, 1979.

[Corporate Seal]

WALTER KASSUBA REALTY CORPORATION

By: _____
Walter J Kassuba, President

Attest: By: _____
Art Kedroski, Vice President

_____
Secretary

Witnesses:

_____

_____

_____
WALTER J. KASSUBA, individually and on behalf of each of the Debtors in Proceedings for Arrangements (under Chapter XI of the Bankruptcy Act) Nos. 73 B 6938 through 73 B 6979 inclusive in the Bankruptcy Court of the United States District Court for the Northern District of Illinois, Eastern Division

Witnesses:

_____

_____

_____
CHRISTINA A. KASSUBA, individually and on behalf of the Debtors as aforesaid

F. 36462

IDENTIF. REFERENCE

JUN 26 8 22 AM '79

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TENN.

STATE OF TEXAS)
) SS.
COUNTY OF HARRIS)

BOOK 5455 PAGE 307

Before Me KATHY EVANS, a Notary Public in and for the County and State aforesaid, on this day personally appeared WALTER J. KASSUBA personally known to me to be the person whose name is subscribed to the foregoing instrument, and personally known to me to be the President of WALTER KASSUBA REALTY CORPORATION, a Wisconsin corporation, and acknowledged that he executed said instrument for the purposes and consideration therein expressed, and as the act of said corporation.

GIVEN under my hand and official seal this 20 day of April, 1979.

Kathy Evans
NOTARY PUBLIC

My commission expires: 8-5-80

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

Before Me MICHELLE FISHER, a Notary Public in and for the County and State aforesaid, on this day personally appeared ARTHUR KEDROSKI personally known to me to be the person whose name is subscribed to the foregoing instrument, and personally known to me to be the Vice-President of WALTER KASSUBA REALTY CORPORATION, a Wisconsin corporation, and acknowledged that he executed said instrument for the purposes and consideration therein expressed, and as the act of said corporation.

GIVEN under my hand and official seal this 17th day of April, 1979.

Michelle R. Fisher
NOTARY PUBLIC

My commission expires: Aug 4, 1982

STATE OF TEXAS)
) SS.
COUNTY OF HARRIS)

Before Me KATHY EVANS, a Notary Public in and for the County and State aforesaid, on this day personally appeared WALTER J. KASSUBA and CHRISTINA A. KASSUBA personally known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and official seal this 20 day of April, 1979.

Kathy Evans
NOTARY PUBLIC

My commission expires: 8-5-80

STATE OF NEW YORK)
; ss.:
COUNTY OF NEW YORK)

BOOK 5455 PAGE 308

The undersigned, ALFONSE FANTUZZO, as Vice President-Controller of and on behalf of USI Properties Corp., being duly sworn, hereby affirms that the actual consideration for the transfer of the property described in the Deed Absolute dated April 20, 1979 made by Walter J. Kassuba Realty Corporation, Walter J. Kassuba and Christina A. Kassuba to USI Properties Corp., a copy of which is attached hereto, or the value of said property, whichever is greater, is $850,000.00. Such sum is equal to or greater than the price at which the property would sell at a fair and voluntary sale.

Alfonse Fantuzzo

Sworn to and subscribed before
me this 14th day of June, 1979.

Dorothy Goldman
Notary Public

DOROTHY GOLDMAN
Notary Public, State of New York
No. 03-6566930 Qualified in Bronx Co.
Certificate filed in New York County
Commission Expires March 30, 1980

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

BOOK 5455 PAGE 309

RECEIVED OF _____

FOR _____

CO - CONVEYANCE	CC - CERTIFIED COPY	MS - MISCELLANEOUS
MO - MORTGAGE	MR - RELEASE	ST - STATE TAX CONVEY.
WD - WARRANTY DEED	UC - UNIFORM COMMERCIAL CODE	ST - STATE TAX MORT.
TD - TRUST & DEED		PF - PROBATE FEES

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			850000.00- CO 2210.00 CO TX .50 PRFEE 12.00 WDEED CHECK 2222.50-	
1920A06/26/79			BAL .0	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F 364662

IDENTIF. REFERENCE

JUN 26 8 22 AM '79

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 692775