This instrument was prepared by
POWELL, GOLDSTEIN, FRAZER &
MURPHY (RNB)
1100 C&S National Bank Building
35 Broad Street, N.W.
Atlanta, Georgia 30335

SPECIAL WARRANTY DEED

BOOK 5836 PAGE 364

Address New Owner(s) As Follows	Send Tax Bills To	Map-Parcel Numbers
WAGMAR PROPERTIES OF TENNESSEE, a Tennessee general partnership having Edward E. March, Beryl M. March and Wagner Properties, Inc. as its general partners	Same	183-44; 5029985
(Name)	(Name)	
509 Old Hickory Boulevard		183-8; 5030001
(Address)		
LaVergne, Tennessee 37086		
(City) (State) (Zone)		

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Great American Properties-Tennessee, Inc., a Georgia corporation (hereinafter called "Grantor"), has this day bargained and sold, and does hereby transfer and convey unto Wagmar Properties of Tennessee, a Tennessee general partnership having Edward E. March, Beryl M. March and Wagner Properties Ltd. as its general partners (hereinafter called "Grantee", whether this deed shall be executed in favor of one or more persons), certain real estate in Davidson County, Tennessee, as more particularly described on Exhibit "A" and Exhibit "B" attached hereto and made a part hereof.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the aforesaid real estate in fee simple; that it has a good right to sell and convey the same; and that the same is unencumbered, except for and subject to those liens, exceptions and encumbrances listed and described on Exhibit "C" attached hereto and made a part hereof.

AND Grantor further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to the said Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under it, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized corporate officer, on this 31st day of December, 1981.

GREAT AMERICAN PROPERTIES-TENNESSEE, INC.

By: Wayne Godfrey
Wayne Godfrey, Vice President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,200,000.00.

Edward Emerich
Affiant

Subscribed and sworn to before me, this the 31 day of December, 1981.

Anne Marsden
Notary Public

My Commission Expires:

1-18-82

STATE OF TENNESSEE

COUNTY OF DAVIDSON

BOOK 5836 PAGE 366

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Wayne Godfrey, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be a Vice President of GREAT AMERICAN PROPERTIES-TENNESSEE, INC., a Georgia corporation, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself as such officer.

WITNESS my hand and seal, at office at Nashville, Tennessee, this 31 day of December, 1981.

Anne Marcee
Notary Public

My Commission Expires:

7-18-82

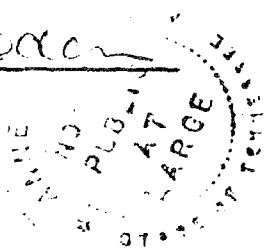


EXHIBIT A

Land in the Fifth Civil District of Davidson County, Tennessee, being Lot No. 2, of the resubdivision of Lot No. 2 of the Milmarnat Subdivision, as of record in Book 4300, page 118, Register's Office for said County, and as shown on a survey by A&A Engineers, Inc., dated November 5, 1981, as revised December 23, 1981, and being more particularly described as follows, to-wit:

BEGINNING with a concrete monument at the intersection of the northern property line and the western right-of-way line of Old Hickory Boulevard, the northeastern corner of the property; thence S 11° 13' W 45.00 feet to an iron pin; thence N 83° 03' W 200.0 feet to an iron pin; thence S 11° 13' W 200.00 feet to an iron pin; thence S 83° 03' E 200.0 feet to a concrete monument; thence S 11° 13' W 1.84 feet to a concrete monument; thence N 78° 47' W 9.28 feet to a concrete monument; thence S 11° 13' W 49.0 feet to a point; thence N 83° 03' W 200.0 feet to a point; thence S 10° 58' 49" W 279.78 feet to a point in the Eastern right-of-way margin of I-24; thence with said right-of-way N 41° 54' 39" W 785.20 feet to an iron pin; thence N 48° 17' 40" E 78.46 feet to an iron pin; thence S 82° 25' 28" E 790.55 feet to the point of beginning, being lot 2 of the MILMARNAT SUBDIVISION as of record in Book 4300, page 118 R.O.D.C. TENNESSEE.

BEING the same property conveyed to Baker Street Properties, Inc., a Georgia corporation, by Trustee's deed of record in Book 4870, page 68, Register's Office for Davidson County, Tennessee, Baker Street Properties, Inc. having since merged with Great American Properties-Tennessee, Inc., a Georgia corporation.

EXHIBIT B

Land in the Fifth Civil District of Davidson County, Tennessee, being Lot No. 3, of resubdivision of Lot No. 2 of the Milmarnat Subdivision, as of record in Book 4300, page 118, Register's Office for said County, and as shown on a survey by A&A Engineers, Inc., dated November 5, 1981, as revised December 23, 1981, and being more particularly described as follows, to-wit:

COMMENCING with a concrete monument at the intersection of the northern property line of Lot No. 2 of the resubdivision of Lot No. 2 of the Milmarnat Subdivision, of record in Book 4300, page 118, said Register's Office, and the western right-of-way line of Old Hickory Boulevard, the northeastern corner of the said property; thence S 11° 13' W 45.0 feet to an iron pin; thence N 83° 03' W 200.0 feet to an iron pin; thence S 11° 13' W 200.0 feet to an iron pin; thence S 83° 03' E 200.0 feet to a concrete monument; thence S 11° 13' W 1.84 feet to a concrete monument; thence N 78° 47' W 9.28 feet to a concrete monument; thence S 11° 13' W 49.0 feet to a point the point of beginning; thence N 83° 03' W 200.0 feet to a point; thence S 10° 58' 49" W 279.78 feet to a point in the eastern right-of-way margin of I-24; thence with said right-of-way S 41° 54' 39" E 32.68 feet to a concrete monument; thence S 84° 47' 27" E 141.44 feet to a concrete monument; thence N 29° 44' E 99.25 feet to a concrete monument; thence N 11° 13' E 199.35 feet to the point of beginning, being lot 3 of the MILMARNAT SUBDIVISION as of record in Book 4300, page 118 R.O.D.C. TENNESSEE.

BEING the same property conveyed to Great American Properties-Tennessee, Inc., a Georgia corporation, by deed from Texaco, Inc., of record in Book 5611, page 87, R.O.D.C.T.

EXHIBIT C

Permitted Encumbrances

BOOK 5836 PAGE 369

1. Taxes for the year 1982 and subsequent years.

2. The land adjoins a controlled access highway with no right of ingress or egress thereto.

3. The survey of A & A Engineers, Inc., dated November 5, 1981, shows an easement for ingress and egress to a cemetary therein and an old road bed across the property.

4. Recorded Plan of record in Book 4300, page 118, Register's Office for Davidson County, Tennessee, shows an Owner's Certificate, a 23-foot setback line from Old Hickory Boulevard, a 10-foot public utility easement and locates the access easement to the cemetary and the old road bed as set out above.

5. Rights of others in and to the cemetary located on subject property and rights of ingress and egress thereto.

6. Restrictions contained in the deed of record in Book 5611, page 87, said Register's Office, against the use of the property therein described for the sale or advertising of any motor fuels or the storage thereof for sale or wholesale distribution, or the displaying of the trademark or symbol of any motor fuels, supplies or manufactures. (Property described on Exhibit B only)

7. Easements of record in Book 2809, page 533, and Book 2878, page 440, said Register's Office.

8. Easement for American Oil Co. sign of record in Book 4309, page 814, said Register's Office.

5405 12/31 5739.50- CHECK

RUSH

DEC 31 2 45 PM '81
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

IDENTIF. REFERENCE

G. 7 3 8 4 7.

EC

OFF

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

RECEIVED OF _____

FOR _____

BOOK 5836 PAGE 370

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
	CO	3,200,000.00		
			5720.00 CO TX	
			.50 PRFEE	
			18.00 WDEED	
			CHECK 5738.50-	
5405A	12/31/81	BAL	.00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

673847

IDENTIF. REFERENCE

DEC 31 2 45 PM '81
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 860225