This instrument prepared by John N. Popham, Attorney, 26th Floor, First American Center, Nashville, Tennessee 37238

WARRANTY DEED

BOOK 5850 PAGE 395

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NOS.
Temphis Corporation 51 Weaver Street Greenwich Office Park 5 Greenwich, Conn. 06830	SAME	95-13 2

FOR AND IN CONSIDERATION of the sum of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt of which is hereby acknowledged,

We, R. C. MATHEWS, SR. and wife, SARAH S. MATHEWS, R. C. H. MATHEWS, JR. and wife, ALICE C. MATHEWS, and METROPOLITAN INDUSTRIAL PARK, INC., a Tennessee corporation, hereinafter called the Grantors, have this day bargained and sold and do hereby transfer and convey unto TEMPHIS CORPORATION, its successors and assigns, certain real estate in Davidson County, Tennessee, and more particularly described on the attached Exhibit "A".

This conveyance is subject to the following:

1. 1981 taxes, due and payable, which Grantees agree to pay, and 1982 taxes, not yet due and payable but a lien on the property.

2. Terms and conditions of Deed of Trust from R. C. Mathews, Sr., et al. to R. Bruce Robertson, Jr., Trustee of record in Book 4221, page 631, Register's Office for Davidson County, Tennessee.

3. Restrictive covenants of record in Book 4205, page 437 and in Book 4157, page 696 said Register's Office and restrictive covenants of record in Book 4214, page 851, said Register's Office made applicable to that portion of the property conveyed herein by Metropolitan Industrial Park, Inc. by instrument of record in Book 4396, page 862, said Register's Office.

4. Conditions of an Owner's Certificate shown on Plan of record in Book 4300, page 34, said Register's Office and all set-back lines, easements, flood lines, conditions, etc. shown on said Plan.

5. Flowage easement to United States of America of record in Book 2200, page 423 and sewer easements to the Metropolitan Government of Nashville and Davidson County of record in Book 4227, page 739 and Book 4378, page 663, said Register's Office.

6. Lease Agreement with United Parcel Service, Inc. of record in Book 4235, page 848, said Register's Office and amendments thereto, recorded or unrecorded including Third Amendment of record in Book 4406, page 686, said Register's Office and Recordable Form of Amendment of record in Book 4408, page 943, said Register's Office.

7. Assignment of Leases to Prudential Insurance Company of America of record in Book 4221, page 635 and Assignment of Lease to Prudential Insurance Company of America of record in Book 4280, page 54, said Register's Office.

8. Easement for flow of Mill Creek.

The spouses of R. C. Mathews, Sr. and R. C. H. Mathews, Jr. join in the execution of this deed solely for the purpose of releasing and quitclaiming any and all rights or interests they might have in the property conveyed herein.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantors, their representatives, heirs and assigns forever, and we, do covenant that we are lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except as otherwise indicated herein.

We do further covenant and bind ourselves, our successors and assigns to warrant and forever defend the title to said real estate to the said Temphis Corporation, its successors and assigns, against the lawful claims of all persons.

WITNESS our hands this 20th day of January, 1982.

R. C. Mathews, Sr
R. C. MATHEWS, SR.

Sarah S. Mathews
SARAH S. MATHEWS

R. C. H. Mathews, Jr.
R. C. H. MATHEWS, JR.

Alice C Mathews
ALICE C. MATHEWS

METROPOLITAN INDUSTRIAL PARK, INC.

BY: R. C. H. Mathews, Jr.
R. C. H. MATHEWS, JR.,
PRESIDENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $635,137.50.

Subscribed and sworn to before me, this the 8th day of ~~January~~ February, 1982.

W. Dick Collins
AFFIANT

Peggy S. Jones
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 21, 1984
(AFFIX SEAL)

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named R. C. H. MATHEWS, JR. and wife, ALICE C. MATHEWS, the bargainors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 20th day of January, 1982.

Ellen M McBride
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-21-85.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 5850 PAGE 397

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named R. C. MATHEWS, SR. and wife SARAH S. MATHEWS, the bargainors, with whom I am personally acquainted, and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 20th day of January, 1982.

Ellen W. McCurdie
NOTARY PUBLIC

ELLEN W. McCURDIE NOTARY PUBLIC DAVIDSON CO. TENN.

MY COMMISSION EXPIRES: 4-21-85.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, pesonally appeared R. C. H. MATHEWS, JR., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be President of METROPOLITAN INDUSTRIAL PARK, INC., the within named bargainor, a corporation, and that he as such President being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in Nashville, Tennessee this 20th day of January, 1982.

Ellen W. McCurdie
NOTARY PUBLIC

ELLEN W. McCURDIE NOTARY PUBLIC DAVIDSON CO. TENN.

MY COMMISSION EXPIRES: 4-21-85.

DESCRIPTION: BOOK 5850 PAGE 398

Land situated in the Third (3rd) Civil District of Davidson County, Tennessee, being Lot No. 4, on the Resubdivision of Lot 4, Metropolitan Industrial Park, Section 4, of record in Book 4300, page 34, Register's Office for said County, and bounded on the northwest by Mill Creek and on the southeast by Massman Drive, and more particularly described as follows:

BEGINNING at a concrete witness monument on the northerly margin of Massman Drive; thence north 24 deg. 07 min. west passing a concrete witness monument at 583.60 feet, a total distance of 712.94 feet to a point in the center of Mill Creek; thence with the center of said Creek, North 38 deg. 30 min. East 628.54 feet to a point; thence running with said creek North 62 deg. 02 min. east 266.53 feet to a point; thence continuing with said creek North 52 deg. 0 min. east 206.63 feet to a point; thence leaving Mill Creek, South 27 deg. 58 min. east passing a concrete witness monument at 196.70 feet, a total distance of 726 feet to a concrete witness monument; thence south 62 deg. 02 min. west parallel with and 260 feet from the north right of way of Massman Drive, 300 feet to a concrete witness monument; thence south 27 deg. 58 min. east 260 feet to a concrete witness monument on the north right of way of Massman Drive; thence with said right of way of Massman Drive, South 62 deg. 02 min. west 650 feet to a concrete witness monument; thence continuing with the northern right of way of Massman Drive, South 62 deg. 02 min. West 10.92 feet to a concrete witness monument to the beginning of a curve to the left; thence with said curve having a radius of 730.00 feet and a central angle of 10 deg. 31 min. a curve length of 134.08 feet back to the point of beginning, containing 19.87 acres, more or less.

Being the same property conveyed to R. C. Mathews, Sr., and R. C. H. Mathews, Jr., by deeds from Metropolitan Industrial Park, Inc., of record in Book 4187, page 164, and Book 4205, page 443, and being part of the same property conveyed to Metropolitan Industrial Park, Inc., by deed from Ervin M. Entrekin, Trustee, of record in Book 4391, page 647, Register's Office for Davidson County, Tennessee.

Together with the buildings and improvements thereon, all rights and easements appurtenant thereto, and all fixtures, apparatus, equipment and improvements provided by Grantors and located therein or thereon.

EXHIBIT A

RUSH

FEB 9 12 13 PM '82

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

IDENTIF. REFERENCE

G 79178

1891 02/09 1983.76- CHECK

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5850 PAGE 399

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
			635137.50- CO	
			1651.26 CO TX	
			.50 PRFEE	
			12.00 WDEED	
			CHECK 1663.76-	
1891	A02/09/82	BAL	.00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G 79178

IDENTIFICATION REFERENCE

FEB 9 12 13 PM '82

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 866455