Filed in U.S. Bankruptcy Court
Atlanta, Georgia
DEC 10 1985
Johnny L. Press, Clerk
By: _____ Deputy Clerk

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

BOOK 6738 PAGE 67

IN RE:	)	CHAPTER 11
	)	
PUBLIX OIL COMPANY, INC.,	)	CASE NO. 83-03876A
	)	
Debtor.	)	[HONORABLE HUGH ROBINSON]

ORDER APPROVING PRIVATE SALE
OF REAL PROPERTY FREE AND CLEAR OF LIENS,
WITH LIENS TO ATTACH TO PROCEEDS

Publix Oil Company, Inc. ("Publix") having moved this Court for approval of a private sale of real property together with certain improvements, equipment, and fixtures thereon (the "Property") to Welton-McKnight Land Enterprises ("Welton-McKnight"), as set forth in Publix's Motion with respect thereto filed with the Court on August 22, 1985 (the "Motion"), and further pursuant to those certain amendments to the Motion filed with the Court, respectively, on September 10, 1985 and November 4, 1985 (collectively referred to as the "Amendments"); the Motion and the Amendments having been served on all parties known by Publix to claim a lien or encumbrance on the Property; due notice of the Motion and the Amendments having been given to all creditors and parties in interest in the captioned Chapter 11 Case; no creditor or party in interest having objected to the Motion or the Amendments within the respective time periods set by the Court pursuant to the Bankruptcy Rules; and the Court having

read and considered the Motion and the Amendments, and good cause appearing therefor, it is hereby ORDERED as follows:

1.

The sale of the Property, as set forth in the Motion and the Agreement attached thereto (the "Agreement"), the Amendments, and as further described in collective Exhibits "A" and "B" hereto, to Welton-McKnight, together with certain other transactions between or among Publix, Welton-McKnight, and Jim Dandy Mkt., Inc. pursuant to the Agreement, are hereby APPROVED.

2.

The sale of the Property to Welton-McKnight shall be free and clear of any and all liens and encumbrances, whether known or unknown, including but not limited to any and all liens described or otherwise identified in collective Exhibit "C" attached hereto, and specifically including but not limited to liens or encumbrances on the Property in favor of or held by any of the following:

(a) All taxing authorities, including but not limited to Wilson County, Tennessee, and the Metropolitan Government of Nashville and Davidson County, Tennessee;

(b) The Federal Deposit Insurance Corporation, in any capacity, and including but not limited to the Federal

Deposit Insurance Corporation as successor in interest to, or assignee of, United American Bank in Knoxville;

(c) Marine Midland Bank, N.A.; and

(d) The Bank of Commerce.

(All such persons or entities claiming a lien or encumbrance on any of the Property, whether specifically identified hereinabove or otherwise, are hereinafter collectively referred to as the "Lien Claimants").

3.

Any and all liens or encumbrances in favor of any of the Lien Claimants shall attach to the proceeds of the sale of the Property, which shall be placed and held by Publix in an interest-bearing account until further Order of the Court.

4.

All persons or entities known to Publix who claim an interest in any of the Property, including but not limited to the Lien Claimants specifically identified in Paragraph 3 of this Order, have received due notice of the sale of the Property by Publix to Welton-McKnight, in accordance with the requirements of Title 11 U.S.C. and the Bankruptcy Rules.

5.

Publix is hereby authorized to execute and deliver to

Welton-McKnight, in addition to any and all instruments, agreements, or other documents necessary or desirable in consummating the transactions and transfers set forth in the Agreement and authorized and approved in this Order (collectively the "Transaction Documents"), Limited Warranty Deeds with respect to the descriptions of the Property set forth in collective Exhibit "A" hereto subject to the Permitted Exceptions set forth in collective Exhibit "D" hereto, and Quitclaim Deeds with respect to the descriptions of the Property set forth in collective Exhibit "B" hereto, all of which transfers shall be free and clear of all liens and encumbrances including but not limited to the liens and encumbrances set forth in collective Exhibit "C" hereto.

6.

Lionel B. Wilde, as President of Publix, and such officer(s) of Publix (if any) as he, in his capacity as sole member of the Board of Directors of Publix, may designate, are hereby authorized to execute and deliver any and all Transaction Documents. The entry of this Order shall vest in Publix all necessary power and authority to conduct its business as contemplated by the Transaction Documents to which it is a party and to enter into and perform its obligations thereunder. The Transaction Documents, as executed and delivered in accordance with their terms and the provisions

of this Order, shall be valid and binding obligations of Publix.

7.

This Order shall replace and supersede the Order of the Court entered in the captioned Chapter 11 Case on October 17, 1985 with respect to the subject matter hereof.

SO ORDERED, this 9 day of December, 1985.

Hugh Robinson

HUGH ROBINSON
UNITED STATES BANKRUPTCY JUDGE

Parcel 1:

Land in Davidson County, Tennessee, being Lot No. 1 on the plan of Sinclair Park, as of record in Book 4060, page 134, Register's Office, Davidson County, Tennessee, described as follows:

Beginning at a point which is a concrete monument in the south right-of-way line of Charlotte Pike, said point being in the turnout of Davidson, formerly Willianne Drive, and being approximately 40 feet from the centerline of Charlotte Pike, and proceeding as follows: North 72 degrees 26 minutes east, a distance of 100.0 feet to a point in the south right-of-way line of Charlotte Pike; thence south 17 degrees 34 minutes east, a distance of 150.0 feet to a point; thence south 72 degrees 26 minutes West, a distance of 153.2 feet to a point in the east right-of-way line of Davidson Drive, said point being approximately 30 feet from the center line of Davidson Drive, thence in a northerly direction around a 891.80 foot radius curve to the left, said curve being in the east right-of-way line of Davidson Drive, a distance of 74.97 feet to a concrete monument; thence north 17 degrees 34 minutes west along the east right-of-way line of Davidson Drive, a distance of 25.0 feet to a concrete monument; thence around a 50-foot radius curve to the right along the east right-of-way line of Davidson Drive, a distance of 78.52 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Eilde and wife Anne B. Wilde of record in Book 5930, page 362, Register's Office for Davidson County, Tennessee.

EXHIBIT "A"
Page 1 of 6

Parcel 2:
Land in the 6th Civil District of Davidson County, Tennessee, at the northwesterly corner of Nolensville Road (U.S. 31-A and U.S. 41-A) and Elysian Fields Road, described as follows:

Beginning at a mark in concrete at a point where the Southwest margin of Nolensville Road intersects the Northwest margin of Elysian Fields Road; thence with said Southwest margin of Nolensville Road , North 43 degrees 9 minutes West 150.0 feet to an iron pin, thence with a southeasterly line of the property conveyed to Franklin L. Turner, Trustee, by deed from Ruth M. Loftin, as of record in Book 3888, page 878, Register's Office for said County, South 53 degrees 00 minutes West 150.0 feet to an iron pin in the northerly corner of the property conveyed to John L. Hendry, III and Robert L. Merritt by deed from Franklin L. Turner, Trustee as of record in Book 3990, page 425, Register's Office for said County; thence with said Hendry & Merritt's northeasterly line, South 43 degrees 9 minutes East 150.0 feet to an iron pin in the northwesterly margin of Elysian Fields Road; thence with said margin of Elysian Fields Road, North 53 degrees 00 minutes East 150.0 feet to the beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Eilde and wife Anne B. Wilde of record in Book 5930, page 370, Register's Office for Davidson County, Tennessee.

Parcel 3:
Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of The Lewis Property, Resubdivision of Lots Nos. 1 and 2, as recorded in Book 4470, page 103, Register's Office Davidson County, Tennessee, described as follows:

Beginning at a concrete highway marker at the intersection of the South margin of Rundle Road and the West margin of Fesslers Lane, said point being the northeast corner of said Lot No. 1; thence with the westerly margin of Fesslers Lane, South 10 degrees 59 minutes West 172.40 feet to an iron pin; thence leaving said margin of Fesslers Lane, North 79 degrees 19 minutes 48 seconds West 144.93 feet to an iron pin; thence North 11 degress 00 minutes east 212.10 feet to a concrete monument in the South margin of Rundle Road; thence with the South margin of Rundle Road, South 63 degrees 59 minytes East 150 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Eilde and wife Anne B. Wilde of record in Book 5930, page 374, Register's Office for Davidson County, Tennessee.

Parcel 4:
Land in Wilson County, Tennessee, being more particularly described as follows:

Beginning at a concrete right-of-way monument at the intersection of the South right-of-way line of Interstate Highway 40 and the East right-of-way line of relocated State Route 109; thence with the South right-of-way line of Interstate Highway 40, North 70 degrees 15 minutes East 200.00 feet to a survey stake and tack; thence South 23 degrees 30 minutes East 200.00 feet to an iron pin; thence South 70 degrees 15 minutes West 200.00 feet to a survey stake and tack in the East right-of-way line of relocated State Route 109; thence with said right-of-way line relocated State Route 109, North 23 degrees 30 minutes West 200.00 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc., by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 385, page 745, Register's Office for Wilson County, Tennessee.

TOGETHER WITH

PARCEL 6

Land situated in the 22nd Civil District of Wilson County, Tennessee, described by metes and bounds as follows:

Being in the southeast quadrant of the intersection of the interchange of Interstate Highway I-40 and Tennessee State Highway 109, beginning at a point 60 feet to the left of centerline survey station 215+42.0 of State Highway 109; said point being in the east margin of said highway; thence in a northerly direction with said margin North 22° 50' West, a distance of 1264.5 feet to a point in the south margin of Interstate Highway I-40; thence in an easterly direction with said margin, North 70° 55' east a distance of 766.1 feet to a Type "C" Highway right-of-way marker; thence south 87° 53' east, a distance of 184.2 feet to a fence; thence leaving the south margin of Interstate Highway I-40, south 9° 20' west, a distance of 800.0 feet to a break in the fence; thence South 8° 40' West a distance of 299.9 feet to a break in the fence; thence south 5° 05' West a distance of 199.5 feet to a break in the fence; thence south 8° 52' west, a distance of 156.7 feet to a corner post; thence North 81° 37' west, a distance of 203.1 feet to the point of beginning, containing 17.31 acres, more or less, as per survey by Turner Engineering Company, Inc., dated July 26, 1966.

INCLUDED but expressly EXCLUDED therefrom is that property conveyed to Sinclair Refining Company, of record in Book 177, page 575, Register's Office for said County, described as follows:

Beginning at a concrete right-of-way monument at the intersection of the south right-of-way line of Interstate Highway 40 and the east right-of-way line of the right-of-way for presently unopened relocated State Route 109; thence with the South right-of-way line of Interstate Highway 40, North 70° 15' East 200.00 feet to a survey stake and tack; thence South 23° 30' East 200.00 feet to an iron pin; thence South 70° 15' West 200.00 feet to a survey stake and tack in the east right-of-way line of the right-of-way for presently unopened relocated State Route 109; thence with said right-of-way line of the right-of-way of presently unopened relocated State Route 109, North 23° 30' West 200.00 feet to the point of beginning, and containing 0.92 acres, more or less.

BEING the same property conveyed to Publix Oil Company, Inc., a Tennessee Corporation, by deed from Robert A. McDowell and wife, Patricia McDowell, of record in Book 329, page 177, Register's Office for Wilson County, Tennessee.

Parcel 5:
Land in Wilson County, Tennessee, being more particularly described as follows:

Beginning at the southwest corner of this tract on a concrete monument of the State of Tennessee, said monument being just North of the Westerly end of Control of Access Fence at Exit Ramp from Interstate I-40, said concrete monument being in the Easterly margin of Mt. Juliet Road as widened, and running thence with the Easterly margin of said Mt. Juliet Road (as widened) North 0 degrees 18 minutes West 200 feet to an iron pin; thence South 89 degrees 32 minutes East 200 feet to an iron pin; thence South 0 degrees 18 minutes East 200 feet to an iron pin; said iron pin being 1.1 feet North of Control of Access fence at Exit Ramp from Interstate I-40; thence North 89 degrees 32 minutes West 200 feet to a concrete monument, the same being 1.5 feet North of the West end of the Control of Access fence at Exit Ramp from Interstate I-40, the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 385, page 744, Register's Office for Wilson County, Tennessee.

EXHIBIT "A"
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PARCEL I:
Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Sinclair Park as of record in Book 4060, page 134, Register's Office for Davidson County, Tennessee, described according to a survey by Alley, Young &Baumgartner, Inc. of Brentwood, Tn., Job No.8596, dated July 24, 1985, as follows:

Beginning at a iron pin in the South right of way of Charlotte Pike runs thence South 17 degrees 34 minutes East a distance of 150 feet to iron pin; runs thence South 72 degrees 26 minutes West a distance of 153.16 feet to iron pin in the east margin of Davidson Road (formerly Willianne Pike); then with a curve with an angle of 4 degrees 49 minutes 27 seconds having a radius of 891.80 feet; a tangent of 37.57 feet and a length of 75.09 feet; thence with the east margin of Davidson Road North 17 degrees 34 minutes West a distance of 25 feet to a 50 foot radius curve to the right along the east right-of-way of Davidson Road; said curve having a tangent of 50 feet, a distance of 78.54 feet; thence with southern margin of Charlotte Pike, North 72 degrees 26 minutes East a distance of 100 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc., by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 5930, page 362, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"
Page 1 of 6

PARCEL 2
Land in the 6th Civil District of Davidson County, Tennessee, at the northwesterly corner of Nolensville Road (U.S.31-A and U.S. 41-A) and Elysian Fields Road, described by survey of Alley, Young & Baumgartner, Inc., Job No. 8596, dated July 24, 1985, as follows:

Beginning at a point where the southeast margin of Nolensville Road intersects with Elysian Fields Road, thence with said Southwest margin of Nolensville Road, North 43 degrees 9 minutes West 150.0 feet to an iron pin; thence with a southeasterly line of the property conveyed to First American National Bank of record in Book 4231, page 827, Register's Office for said County, South 53 degrees 00 minutes West 150.0 feet to an iron pin in the northerly corner of the property conveyed to Lewis F. & Mildred P. Wood, Sr. as of record in Book 4240, page 892, Register's Officefor said County; thence with said Woods northeasterly line, South 43 degrees 9 minutes East 150.0 feet to an iron pin in the northwesterly margin of Elysian Fields Road; thence with said margin of Elysian Fields Road, North 53 degrees 00 minutes East 150.0 feet to the beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 5930, page 370, Register's Office for Davidson County, Tennessee.

PARCEL 3
Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of The Lewis Property, Resubdivision of Lots Nos. 1 and 2, as recorded in Book 4470, page 103, Register's Office for Davidson County, Tennessee, as described by survey of Alley, Young & Baumgartner, Inc. of Brentwood, Tn, Job No. 8595, dated July 30, 1985, as follows:

Beginning at an iron pin in the west margin of Fesslers Lane and the south margin of Rundle Road & I-40 Fesslers Lane Exit Ramp, said point being the northeast corner of said Lot No. 1; thence with the westerly margin of Fesslers Lane, south 10 degrees 59 minutes West 172.40 feet to an iron pin; thence leaving said margin of Fesslers Lane, North 79 degrees 19 minutes 48 seconds West 144.93 feet to an iron pin; thence North 11 degrees 00 minutes east 212.10 feet to a concrete monument in the South margin of Rundle Road; thence with the south margin of Rundle Road, South 63 degrees 59 minutes east 150 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 5930, page 374, Register's Office for Davidson County, Tennessee.

PARCEL 4
Land in Wilson County, Tennessee, being more particularly described according to a survey by Alley, Young & Baumgartner, Inc., of Brentwood, Tn., Job No. 8597, dated October 22, 1985, as follows:

Beginning at an iron pin in East right-of-way of future relocation State Route 109; and in the southwest corner of tract hereinafter described, thence north 70 degrees 55 minutes East a distance of 200 feet to an iron pin; thence South 22 degrees 42 minutes 23 seconds East a distance of 200 feet to an iron pin; thence South 70 degrees 55 minutes west a distance of 200 feet to an iron pin in South right-of-way of Future relocation of State Route 109; thence North 22 degrees 42 minutes, 23 seconds, West a distance of 200 feet, to the point of beginning.

Being the same property conveyed to Publix Oil Company, a Tennessee Corporation Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 385, page 745, Register's Office for Wilson County, Tennessee.

TOGETHER WITH

PARCEL 6
Land in Wilson County, Tennessee, being more particularly described according to a survey by Alley, Young & Baumgartner, Inc., of Brentwood, Tn., Job No. 8597, dated October 22, 1985, as follows:

Beginning at an iron pin in the east margin of Future Relocation State Route 109; runs thence North 70 degrees 55 minutes East a distance of 766.10 feet to a Type "C" Highway right-Of-way marker; thence from said marker South 87 degrees 53 minutes East a distance of 182.37 feet to a Type "A" Highway right-of-way marker and a fence; thence from said marker South 9 deg. 38 minutes 51 seconds West a distance of 800 feet to a break in the fence; thence South 8 degrees 19 minutes 37 seconds West 299.90 feet to a break in the fence; thence South 4 degrees 11 minutes 43 seconds West 199.50 feet to a break in fence; thence South 9 degrees 13 minutes 23 seconds West 156.44 feet to an iron pin; thence North 81 degrees 51 minutes 12 seconds West a distance of 203.10 feet to iron pin; thence North 22 degrees 43 minutes 23 seconds West 1264.27 feet to point of beginning.

Included but expressly Excluded therefrom is that property conveyed to Publix Oil Company, a Tennessee Corporation, Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 385, page 745, Register's Office for Wilson County, Tennessee, described as follows:

Land in Wilson County, Tennessee, being more particularly described according to a survey by Alley, Young & Baumgartner, Inc., of Brentwood, Tn., Job No. 8597, dated October 22, 1985, as follows:

Beginning at an iron pin in East right-of-way of future relocation State Route 109; and in the southwest corner of tract hereinafter described, thence north 70 degrees 55 minutes East a distance of 200 feet to an iron pin; thence South 22 degrees 42 minutes 23 seconds East a distance of 200 feet to an iron pin; thence South 70 degrees 55 minutes west a distance of 200 feet to an iron pin in south right-of-way of Future relocation of State Route 109; thence North 22 degrees 42 minutes, 23 seconds, West a distance of 200 feet, to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc., a Tennessee Corporation, by deed from Robert A. McDowell and wife Patricia McDowell of record in Book 329, page 177, Register's Office for Wilson County, Tennessee.

PARCEL 5
Land in Wilson County, Tennessee, being more particularly described according to a survey by Alley, Young & Baumgartner, Inc., of Brentwood, TN. Job No. 8598, dated August 20, 1985, as described as follows:

Beginning at the southwest corner of this tract at an iron pin just North of the westerly end of Control Access Fence, at exit Ramp from Interstate 40; said iron pin being in the east margin of Mt. Juliet Road runs thence with the east margin of Mt. Juliet Road North 2 degrees 40 minutes 57 seconds West a distance of 200 feet to a point, thence South 87 degrees 52 minutes 1 seconds east along the southern line of a tract conveyed to Humble Oil & Refining Co. of record in Deed Book 206, page 313 R.O.W.C. a distance of 200 feet to a point; thence south 2 degrees 40 minutes 57 seconds East with the west line of a tract conveyed to Harold G. Taylor, et ux, of record in Deed Book 383, page 560, R.O.W.C. a distance of 200 feet to a point; said point being on the Control Access fence at Exit Ramp from Interstate I-40; thence North 87 degrees 52 minutes, 1 seconds West a distance of 200 feet to the point of beginning.

Being the same property conveyed to Publix Oil Company, Inc. by deed from Lionel B. Wilde and wife Anne B. Wilde of record in Book 385, page 744, Register's Office for Wilson County, Tennessee.

(No. 19 - Parcel 1)

1. Taxes for 1985.

2. Metro taxes for 1983.

3. Deed of Trust executed by Lionel B. Wilde and wife, Anne B. Wilde, to W. F. Shumate, Jr., Trustee, of record in Book 5111, page 722, Register's Office, Davidson County, Tennessee, dated November 1, 1976, to secure to United American Bank in Knoxville, an indebtedness in the amount of $43,364.40, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

4. Modification Agreement of record in Book 5591, page 462, Register's Office, Davidson County, Tennessee, modifying Deed of Trust filed in Book 5111, page 722.

(No. 17 - Parcel 2)

1. Taxes for 1985.

2. Metro taxes for 1983.

3. Deed of Trust executed by Lionel B. Wilde and wife Anne B. Wilde, to W. F. Shumate, Jr., Trustee, of record in Book 5111, page 706, Register's Office, Davidson County, Tennessee, dated November 1, 1976, to secure to United American Bank in Knoxville, an indebtedness in the amount of $56,256.40, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

(No. 15 - Parcel 3)

1. Taxes for 1985.

2. Metro taxes for 1983.

3. Deed of Trust executed by Lionel B. Wilde and wife, Anne B. Wilde, to W. F. Shumate, Jr., Trustee, of record in Book 5111, page 702, Register's Office, Davidson County, Tennessee, dated November 1, 1976, to secure to United American Bank in Knoxville, an indebtedness in the amount of $58,600.60, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

4. Modification Agreement of record in Book 5591, page 462, Register's Office, Davidson County, Tennessee, modifying Deed of Trust filed in Book 5111, page 702.

(No. 20 - Parcels 4 and 6)

1. State and county taxes for 1983, 1984 and 1985.

2. Deed of Trust executed by Lionel B. Wilde and wife, Anne B. Wilde, to W. F. Shumate, Jr., Trustee, of record in Book 397, page 266, Register's Office, Wilson County, Tennessee, dated November 1, 1976, to secure to United American Bank in Knoxville, an indebtedness in the amount of $30,081.60, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

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3. Modification Agreements of record in Book 494, page 278, and Book 510, page 573, Register's Office, Wilson County, Tennessee, modifying Deed of Trust filed in Book 397, page 266.

4. Deed of Trust executed by Publix Oil Company, Inc., to H. Scott Reams, Trustee, of record in Book 494, page 207, Register's Office, Wilson County, Tennessee, dated March 16, 1980, to secure The Bank of Commerce, an indebtedness in the amount of $440,000.00, and any other sums which may be and become payable under the terms thereof, including, but not limited to, interest and service fee.

(No. 22 - Parcel 5)

1. Taxes for 1985.

2. State and county taxes for 1983.

3. Deed of Trust executed by Lionel B. Wilde and wife, Anne B. Wilde, to W. F. Shumate, Jr., Trustee, of record in Book 397, page 270, Register's Office, Wilson County, Tennessee, dated November 1, 1976, to secure to United American Bank in Knoxville, an indebtedness in the amount of $39,067.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee.

4. Modification Agreements of record in Book 494, page 278, and Book 510, page 573, Register's Office, Wilson County, Tennessee, modifying Deed of Trust filed in Book 397, page 270.

(No. 19 - Parcel 1)

1. Taxes for 1986 and subsequent years.

2. Ten-foot public utility easement along rear line of premises, 15-foot minimum setback line from Charlotte Pike and Davidson Drive, and conditions of owner's certificate, as shown on plan of record in Book 4060, page 134, Register's Office for Davidson County, Tennessee.

3. The survey made by Alley, Young & Baumgartner, Inc., Job No. 8596, dated July 24, 1985 shows the following: (1) Four asphalt driveways, two off of Charlotte Pike and two off of Davidson Road; (2) Power pole located along the south property line which supplies overhead electric service to building. Assume underground water service to building from water meter (not able to determine where water line enters the building), also power pole located at the northeast corner of property; (3) Walls are independent. A 10-foot utility easement runs along the south property line; (4) Pay telephone on the southwest corner of the tract; (5) A sign on the southwest corner of the tract; and (6) A sign on the northwest corner.

(No. 17 - Parcel 2)

1. Taxes for 1986 and subsequent years.

2. Any liability arising out of the Agreement between the Board of Zoning Appeals, Sinclair Refining Company and H. W. Loftin, dated December 8, 1958, in Book 2857, page 400, having to do with the location of certain improvements being built.

3. Permit was granted to Southern Bell Telephone and Telegraph Company by Harry W. Loftin and wife as of record in Book 2878, page 136, Register's Office, Davidson County, Tennessee, being the right to maintain one stub pole, certain guy wires and guy wire easement on the property in question.

4. Easement of record in Book 4207, page 325, Register's Office, Davidson County, Tennessee.

5. Easement of record in Book 4217, page 472, Register's Office, Davidson County, Tennessee.

6. The survey made by Alley, Young & Baumgartner, Inc., Job No. 8594, dated August 1, 1985 shows the following: (1) Four concrete driveways, two off of Nolensville Road and two off of Elysian Fields. Underground storm sewer pipe across the southeast corner of property; (2) Traffic light control pole located at southeast corner of property. Overhead electric service from power pole to existing building. Underground gas service from main gas line to building. Assumed underground water service from water meter to building (not able to determine where water line enters the building); (3) Water meter on the southwest corner.

(No. 15 - Parcel 3)

1. Taxes for 1986 and subsequent years.

2. Plan of record in Book 4470, page 103, said Register's Office for Davidson County, Tennessee, shows an Owner's certificate, a 10-foot public utility and drainage easement along the westerly line of premises, a 15-foot minimum building setback line from Rundle Road, a 15-foot minimum building setback line from Fesslers Lane and an easement for ingress and egress described as follows: Beginning at the southeast corner of Lot 1; thence North 79 degrees 19 minutes West, a distance of 67 feet; thence North 47 degrees 45 minutes East, a distance of 38 feet; thence North 61 degrees 55 minutes East, a distance of 57 feet; thence South 10 degrees 59 minutes West, a distance of 66.0 feet to the point of beginning, containing 2476 square feet or 0.057 acres, more or less.

3. Easements for construction of sanitary sewers and/or storm drainage granted Metropolitan Government of Nashville and Davidson County, Tennessee by grant from Sinclair Refining Company of record in Book 4145, pages 443 and 449, Register's Office for Davidson County, Tennessee.

4. Non-exclusive right of ingress and egress across premises granted Tom James of America, Inc. by deed from Atlantic Richfield Company of record in Book 4779, page 979, Register's Office for Davidson County, Tennessee.

5. The survey made by Alley, Young & Baumgartner, Inc., Job No. 8595, dated July 30, 1985 shows the following: (1) Four concrete driveways, two off of Rundle Road and two off of Fesslers Lane. A sanitary sewer line running along the north and west property lines, with manholes; (2) Power pole located at the southwest corner of building. Overhead electric service from power pole to existing building. Assume underground water service from main water meter to building (not able to determine how water line runs under property); (3) Walls are independent. Ingress and egress easement of the southeast corner of property. A 10-foot utility and drainage easement along west property line; (4) Sign on the northwest corner; (5) Manholes in the northwesterly side of the tract.

1. Taxes for 1986 and subsequent years.

2. Easement agreement granted to Atlantic Richfield Company, of record in Book 227, page 407, Register's Office, Wilson County, Tennessee.

3. The survey made by Alley, Young & Baumgartner, Inc., Job No. 8597, dated October 22, 1985 shows the following: (1) Three asphalt driveways, two off of S.R. 109 and one off of Leeville Road; (2) Power pole located on property to supply overhead electric service to building. Not able to locate water service to building; (3) Walls are independent. Water line easement across property as described in Deed Book 209, page 407, R.O.W.C.; (4) Sign on the southwest corner; (5) Two state right-of-way markers; (6) Pond located on property (in Parcel 62) Pond is old rock quarry excavation which has filled up with water; (7) Fence along the east property line meanders back and forth across property line; (8) Telephone pole near the northern boundary line; (9) State Route 109 dead ends and a grass lane starts at the dead end and meanders along the west property line.

4. Lack of direct access to and from controlled access highway.

(No. 22 - Parcel 5)

1. Taxes for 1986 and subsequent years. BOOK 6738 PAGE 94

2. The survey made by Alley, Young & Baumgartner, Inc., Job No. 8598, dated August 20, 1985 shows the following: (1) Two asphalt driveways off of Mt. Juliet Road; (2) Three power poles located on property, one of poles supply overhead electric service to building. Not able to locate water service to building; (3) Drainage ditch bordering on South property line; (4) State of Tennessee is presenting widening Mt. Juliet Road and they are reworking the storm sewer along the west property line; (5) Signs on the southwest corner; (6) Sign near south property line.

3. Lack of direct access to and from controlled access highway.

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IDENTIFICATION REFERENCE

Dec 17 2 40 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

Filed in Clerk's Office
and a true copy certified
this 10 day of December, 19 85
JOHNNY L. PRESSLEY, CLERK
BY: Janet A. Perry
Deputy Clerk

EXHIBIT "D"
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