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FORM NO. WD-1

STATE OF TENNESSEE
COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $ See Attached Affidavit

Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE _____ DAY OF _____, 19___.

Notary Public

MY COMMISSION EXPIRES: _____

(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY
Barbara Krupa Woodward, Esq., Pelino & Lentz, 2300 Packard Bldg., Phila., PA 19102
NAME ADDRESS

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
NCTN Corp. (NAME)	Keystone Foods Corporation (NAME)	94-5-108
931 Haverford Road (STREET ADDRESS OR ROUTE NUMBER)	931 Haverford Road (STREET ADDRESS)	94-5-113
Bryn Mawr, PA 19010 (CITY) (STATE) (P. O. ZIP)	Bryn Mawr, PA 19010 (CITY) (STATE) (ZIP)	94-5-114

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, KFC Industries, Inc., a Delaware corporation

HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO NCTN Corp., a Delaware corporation

HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS: TO-WIT:

ALL THOSE THREE CERTAIN tracts of land in Davidson County, Tennessee as more particularly described in Exhibit "A" attached hereto and made a part hereof.

UNDER AND SUBJECT to a certain Deed of Trust dated as of December 1, 1982 and recorded in Book 5985, page 503, Register's Office for Davidson County, Tennessee, given by KFC Industries, Inc., a Delaware corporation, to Vaden M. Lackey, Jr., as deed of trust trustee, to secure the repayment of the sum of $5,000,000 plus interest, on which Deed of Trust there is now due the sum of $ 5,048,315 ; and Grantee hereby assumes and covenants to pay such deed of trust debt and interest as part of the consideration for this conveyance.

89247

IDENTIFICATION REFERENCE

FEB 2 12 21 PM '87

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

RUSH

This is improved property, known as _____
(House Number) (Street) (P. O. Address) (City or Town) State

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and we do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

Witness our hand s this 17th day of December, 1986

(CORPORATE SEAL)
Attest: _____

KFC INDUSTRIES, INC.
By: _____

(CORPORATE SEAL)
Attest _____

NCTN CORP.
By: _____

STATE OF TENNESSEE
Davidson County

Personally appeared before me, _____, a Notary Public in and for said County and State, the within named _____

_____

_____

the bargainor___, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who acknowledged that _____ executed the within instrument for the purposes therein contained.

Witness my hand and official seal at _____, Tennessee, this _____ day of _____, 19___.

_____ Notary Publi

Commission Expires _____

STATE OF PENNA.
~~STATE OF TENNESSEE~~
Davidson County
PHILA. COUNTY

Before me, Eileen Weingrad a Notary Public in and for the State and County aforesaid, personally appeared HERB LOTHAN, CHAIRMAN OF KFC II INC. and A. JOE BENJAMIN PRESIDENT OF NCTN CORP.

_____

with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged ~~himself~~ (THEMSELVES) to be the CHAIRMAN OF THE BOARD AND PRESIDENT OF KFCINNUS ~~of the~~ (RES, INC. AND NCTN CORP. RESPECTIVELY a corporation, and that ~~he~~ they as such OFFICERS, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by ~~himself~~ (THEMSELVES) as SUCH OFFICERS.

Witness my hand and official seal at PHILA., PA., this 1st day of December, 1986.

Eileen Weingrad Notary Public

Commission Expires Jan. 25, 1990

WARRANTY DEED

FROM

TO

Attorneys Title Company
Title Guaranteed
NASHVILLE, TENN

EXHIBIT "A"

TRACT 1

Land in Davidson County, Tennessee, being Lot No. 8, Section 8, on the Plan of Inner-City Industrial Park of record in Book 4715, page 140, Register's Office for Davidson County, Tennessee, to which plan reference is here made for a more complete and accurate description.

TRACT 2

Land in Davidson County, Tennessee, being Lot No. 9, Section 9, on the Plan of Inner-City Industrial Park of record in Book 5190, page 352, Register's Office for Davidson County, Tennessee to which plan reference is here made for a more complete and accurate description.

Tract 1 and Tract 2: Being the same property conveyed to Nashville Frozen Foods Corp., a Tennessee corporation, by deed from Ervin M. Entrekin, Trustee with full power, of record in Book 5586, page 654, Register's Office for said County.

TRACT 3

A parcel of land in the 1st Civil District, Nashville, Davidson County, Tennessee, being LotNo. 5 on the Plan of Inner-City Industrial Park, Section 5, as of record in Book 4715, page 97, Register's Office for said County, more particularly described as follows:

Beginning at a concrete monument in the southerly margin of Davidson Street, 230.6 feet east of the northeast corner of Lot 3, Section 3, Inner-City Industrial Park, as of record in Book 4715, page 77, said Register's Office; thence N 71° 57' E, 350.80 feet to a concrete monument, the beginning of a curve to the right; thence, with said curve having a radius of 311.3 feet, a central angle of 3° 32' and a distance of 19.20 feet to a concrete monument; thence leaving Davidson Street, S 18° 03' E, passing a witness monument at 228.00 feet and a total distance of 285.31 fee to the low water line of the Cumberland River; thence, along said river, S 61° 34' W, 42.01 feet to a point; thence S 62° 48' 07" W, 332.89 feet to a point; thence, leaving said river, N 18° 03' W, passing a witness monument at 51.4 feet and a total distance of 346.40 feet to a concrete monument, the point of beginning. Containing 2.69 acres, more or less.

Being the same property conveyed to Nashville Frozen Foods Corp., a Tennessee corporation, by deed from Property Investors, partnership, of record in Book 5531, page 101, Register's Office for said County.

AND the said Nashville Frozen Food Corp. was merged into Equity Meat Corp., a Pennsylvania corporation, effective on February 23, 1981 when the Articles of Merger were filed with the Secretaries of State of the States of Tennessee and Pennsylvania, which Articles of Merger were also recorded on March 16, 1981 in No. 97, Register's Office, in Knox County, Tennessee in Book No. 55, page 356.

AND by Certificate of Ownership and Merger dated July 14, 1982, the said Equity Meat Corp. was merged into Keystone Foods Corporation effective July 24, 1982, and said Keystone Foods Corporation changed its name to KFC Industries, Inc., and said certificate of Ownership and Merger were recorded on July 27, 1982 as No. H01421 in the Register's Office in Davidson County, Tennessee.

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Affidavit

A. JOE BENJAMIN, President of NCTN CORP., a Delaware Corporation, being duly sworn according to law deposes and says that the Deed dated December 17, 1986 from KFC Industries, Inc. to NCTN Corp. conveying those three (3) certain tracts of land situate in Davidson County, Tennessee, as more particularly described therein, transfers substantially all of the assets in Tennessee of KFC Industries, Inc., pursuant to a plan of reorganization, and therefore qualifies for exemption from realty transfer tax pursuant to Section 67-4-409(e) of the Tennessee realty transfer tax statutes.

NCTN CORP.

By: _____
A. Joe Benjamin, President

Sworn to and subscribed
before me this 19 day
of _____, 1987.

_____
Notary Public

ELIZABETH ANNE CHEVALIER, NOTARY PUBLIC
LOWER MERION TWP., DELAWARE COUNTY
MY COMMISSION EXPIRES DEC. 14, 1987
Member, Pennsylvania Association of Notaries