BOOK 7397 PAGE 501

This Instrument Prepared By
and Return to:
Ansel L. Davis, Esquire
2000 One Nashville Place
150 4th Avenue North
Nashville, TN 37219

Map 93-8
Par 76 Jo

WARRANTY DEED

THIS INDENTURE made and entered into this 23rd day of October, 1987, by and between WILLIAM D. BRINTON, JR. AND WIFE, GLORIA H. BRINTON, party of the first part, and SOUTHERN FOOD SUPPLIES, INC., a Tennessee corporation.

WITNESSETH: That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the real estate described in Exhibit A hereto, situated and being in Nashville, County of Davidson, State of Tennessee, being the same property conveyed to the party of the first part by Quitclaim Deed of record in Book 7318, Page 14, in the Register's Office of Davidson County, Tennessee; and being also the same real property conveyed to Thompson Foods, Inc., (formerly Thompson Fruit Company, Inc.) by Deed from Walter Knestrick Contractor, Inc.) of record in Book 4572, Page 175, Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging to in any wise appertaining unto the said party of the second part, his heirs, successors and assigns in fee simple forever.

And the said party of the first part does hereby covenant with the said party of the second part that he is lawfully seized in fee of the aforedescribed real estate; that he has a good right to sell and convey the same; that the same in unencumbered, except as noted in Exhibit B hereto, and that the title and quiet possession thereto he will warrant and forever defend against the lawful claims of all persons claiming by, through or under him.

The word "party" as used herein shall mean "parties" if more than one person or entity be referred to, and pronouns shall be construed according to their proper gender and number according to the context hereof.

WITNESS the signature of the said party of the first part the day and year first above written.

William D. Brinton, Jr.

Gloria H. Brinton

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

On this 23rd day of October, 1987, before me personally appeared William D. Brinton, Jr. and Gloria H. Brinton, to me known (or proved to me on the basis of satisfactory evidence) to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their freeact and deed.

WITNESS MY HAND AND NOTARIAL SEAL at office this 23rd day of October, 1987.

Faye S. Edwards
Notary Public

My Commission Expires: May 8, 1991

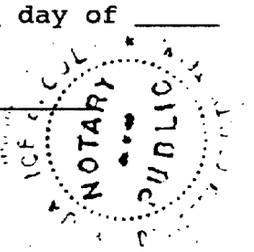
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I, or we, hereby swear or affirm that to the best of Affiant's knowledge, information and belief, the actual consideration for this transfer, or value for the property transferred, whichever is greater, is $867,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

William R. Bimbo Jr.
Affiant

Subscribed and sworn to before me this 23rd day of October, 1987.

Janice E. Cole
Notary Public



My Commission Expires:

5/13/89

PROPERTY ADDRESS:

State Tax: $2,427.60
Register's Fee: .50
Recording Fee: 12.00
Total: $2,440.10

MAIL TAX BILLS TO:

Southern Food Supplies, Inc.
2100 West End Avenue, Suite 780
Nashville, Tennessee 37203
Attn: Yousef Abbasi

038s2.bb
10/21/87

040s2.bb
10/21/87

EXHIBIT A

Being Lot No.2 on the Plan of Inner-City Industrial Park, Section II, of record in Book 4470, Page 136, Register's Office of Davidson County, Tennessee. Said Lot No.2 fronts 313.2' on the Southerly side of Davidson Street and extends back 310.52' on its Easterly line and 320.35' on its Westerly line to the Cumberland River and measures 219.35' thereon.

EXHIBIT B

1. Metro taxes for 1987.

2. DEED OF TRUST executed by WILLIAM D. BRINTON, JR. AND WIFE, GLORIA H. BRINTON, to A. STUART CAMPBELL, TRUSTEE, dated August 4, 1987, recorded August 6, 1987, of record in Book 7318, Page 16, Register's Office for Davidson County, Tennessee, given to secure the original principal sum of $867,000.00, payable to THIRD NATIONAL BANK IN NASHVILLE.

3. Contract allowing construction of a 35 foot wide private road crossing across the charter right of way of the L & N Railroad of record in Book 4640, Page 608, said Register's Office.

   An agreement between Louisville and Nashville Railroad Company and Metropolitan Government of Nashville and Davidson County, Tennessee for sewer main, may cross this right of way.

4. Restrictive covenants contained in instrument of record in Book 4570, Page 65, said Register's Office.

5. The Plan of record in Book 4470, page 136, said Register's Office, shows an owner's certificate, a 25 foot easement for the railroad and a 30 foot easement for the Colonial Pipeline.

6. Easement granted to Colonial Pipeline Company to construct, maintain, inspect, operate, protect, replace, repair, change the size of & remove said pipeline of record in Book 4579, Page 12, said Register's Office, together with possible rights of access and maintenance, specific reference to said instrument being made for the pertinent data, relating to the rights and interest therein contained.

7. Easement granted to the USA in connection with Cheatham Lock & Dam Project of record in Book 2199, Page 71, said Register's Office.

8. Title to that portion of the premises embraced within the high and low water marks of the Cumberland River.

9. UCC-1 Financing Statement filed of record in Book 7318, Page 22, Register's Office for Davidson County, Tennessee.

10. UCC-1 Financing Statement filed of record in Book 7314, Page 360, Register's Office for Davidson County, Tennessee.

11. UCC-1 Financing Statement filed of record in Book 7314, Page 357, Register's Office for Davidson County, Tennessee.

12. Lease filed of record in Book 7318, Page 27, Register's Office for Davidson County, Tennessee.

13. Collateral Assignment of Lease filed of record in Book 7318, Page 25, Register's Office for Davidson County, Tennessee.

14. Deed of Trust executed by William D. Brinton, Jr. and wife, Gloria H. Brinton to Franklin A. Berryman, Trustee, dated October 23, 1897, recorded October 26, 1987, of record in Book 7386, page 744, given to secure the original principal sum of $440,000 payable to Southern Food Supplies, Inc.

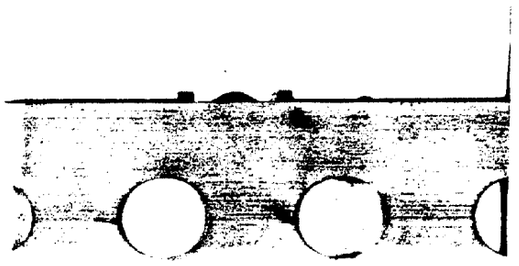
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80394

IDENTIFICATION REFERENCE

Nov 6 9 35 AM '87

DAVIDSON COUNTY, TN



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7397 PAGE 506

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

867000.00- CAMT.
2427.60 CSTAX
.50 PRFEE
15.00 WDEED
CHECK 2443.10-
0113A11/06/87 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

8039.4.

IDENTIFI REFERENCE

Nov 6 9 35 AM '87

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 33376