This instrument prepared by:
Alfred E. Abbey
Trabue, Sturdivant & DeWitt
25th Floor, Nashville City Center
511 Union Street
Nashville, TN 37219

BOOK 7741 PAGE 757
98258

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IDENTIF REFERENCE

QUITCLAIM DE Dec 30 4 08 PM '98

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

Address of New Owner:	Send Tax Bills To:	Map/Parcel Nos.
Werthan Packaging, Inc. 1400 8th Avenue, North P. O. Box 1310 Nashville, TN 37202	(Same)	81-12-415 81-12-318 & 320 81-12-328 & 329 82-5-134 & 139 82-9-77 & 78

WHEREAS, the shareholders of Werthan Industries, Inc., a Delaware corporation, have approved and adopted a Plan of Reorganization and Agreement of Merger (the "Plan of Reorganization"), which Plan of Reorganization provides for, among other things, the transfer of the property herein described to Werthan Packaging, Inc., a Tennessee corporation.

NOW, THEREFORE, pursuant to the Plan of Reorganization, and no monetary consideration, WERTHAN INDUSTRIES, INC., a Delaware corporation (the "Grantor"), does hereby quitclaim, transfer and convey unto WERTHAN PACKAGING, INC., a Tennessee corporation (the "Grantee"), all of its right, title and interest in and to five parcels of land situated in Nashville, Davidson County, Tennessee, and described as follows, to wit:

Parcel One (Tax Map/Parcel 81-12-415):

A tract of land fronting on the easterly margin of Eighth Avenue, North, between Taylor Street and Hume Street, and also fronting on the westerly margin of Fifth Avenue, North, and more particularly described as follows:

Being bounded on the west by Eighth Avenue, North, on which it fronts approximately 765 feet, on the north by Hume Street, on which it fronts approximately 1,167 feet, on the east by Fifth Avenue, North, on which it fronts approximately 765 feet, and on the south by Taylor Street, on which it fronts approximately 1,159 feet, containing 20.5 acres, more or less.

Being part of the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation and more formerly Werthan-Morgan-Hamilton Bag Company) by deed from Morgan & Hamilton Company, of record in Book 723, page 673, Register's Office for Davidson County, Tennessee, together with the property conveyed to Werthan Industries, Inc. (formerly Werthan Bag

Corporation) by deed from the City of Nashville, of record in Book 1291, page 593, said Register's Office.

This is improved property generally known as 1400 Eighth Avenue, North, Nashville, Tennessee 37208.

Parcel Two (Tax Map/Parcels 81-12-318 & 320):

Being lots 64, 66, 68, 70 and 72 on the plan of lots of North Nashville Real Estate Company, of record in Book 21, page 105, Register's Office for Davidson County, Tennessee.

Said lots 64, 66, 68, 70 and 72 adjoin and front together approximately 269 feet on the westerly margin of Eighth Avenue, North and extend back on the northerly side, with the southerly margin of Hume Street, approximately 160 feet to an alley, and on the southerly side, with the northerly margin of Cheatham Street, approximately 160 feet to an alley, and front together on the westerly side approximately 269 feet along the easterly margin of said alley.

Being part of the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation and more formerly Werthan-Morgan-Hamilton Bag Company) by deed from Morgan & Hamilton Company, of record in Book 723, page 673, Register's Office for Davidson County, Tennessee.

This is improved property generally known as 1501 Eighth Avenue, North, Nashville, Tennessee 37208.

Parcel Three (Tax Map/Parcels 81-12-328 & 329):

Being lots 111, 112, 113, 114, 115, 116, 117 and 118, on the plan of lots of North Nashville Real Estate Company, of record in Book 21, page 105, Register's Office for Davidson County, Tennessee, together with a portion of Alley No. 515, which was closed and abandoned by ordinance adopted by the Metropolitan Government of Nashville and Davidson County, Tennessee, on December 19, 1972, approved by the Metropolitan mayor on December 29, 1972, and identified as Bill No. 72-412.

Said lots 111, 113, 115 and 117 adjoin and front together approximately 208.75 feet on the easterly margin of Eighth Avenue, North, and extend back with the northerly margin of Hume Street, and a line parallel thereto, approximately 160 feet to the westerly margin of the aforesaid closed alley. Said lots 112, 114, 116 and 118 adjoin and front together approximately 208.75 feet on the westerly margin of Seventh Avenue, North, and extend back with the northerly margin of Hume Street, and a line parallel thereto, approximately 160 feet to the easterly margin of the aforesaid closed alley.

Being part of the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation and more formerly Werthan-Morgan-Hamilton Bag Company) by deed from Morgan & Hamilton Company, of record in Book 723, page 673, Register's Office for Davidson County, Tennessee; the same property conveyed to Clarence Bernstein, Trustee, by deed from Glenn Bainbridge, Trustee, of record in Book 1142, page 432, said Register's Office; the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation) by deed from Board of Missions of The

Methodist Episcopal Church, South, of record in Book 2494, page 399, said Register's Office; the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation) by deed from Edwin B. Raskin, Trustee, of record in Book 3400, page 367, said Register's Office; and the same property conveyed to Werthan Industries, Inc. (formerly Werthan Bag Corporation) by deed from F. Clay Bailey, Jr., Successor Trustee, of record in Book 4313, page 195, said Register's Office.

This is improved property generally known as the northeast corner of Eighth Avenue, North and Hume Street, 1604-06 Eighth Avenue, North and 1601-07 Seventh Avenue, North, Nashville, Tennessee 37208.

Parcel Four (Tax Map/Parcels 82-5-134 & 139):

Being the northerly part of lots 14, 66 and 93 and all of lots 105, 106, 107 and 108 on the plan of The McGavock City Park Lots, of record in Book 57, page 101, Register's Office for Davidson County, Tennessee.

Said lot 14 fronts 50 feet on the easterly side of Third Avenue, North, and extends back between parallel lines 137.5 feet to an alley. Said lot 66 fronts 50 feet on the westerly side of Second Avenue, North, and extends back between parallel lines 137.5 feet to an alley. Said lot 93 fronts 50 feet on the easterly side of Second Avenue, North, and extends back between parallel lines 174.8 feet to an alley. The foregoing descriptions of lots 14, 66 and 93 includes, but there is excluded from this conveyance, that part of said lots lying south of the right-of-way of the Louisville and Nashville Railroad Company (as further described in the deed of record in Book 445, page 19, Register's Office for Davidson County, Tennessee). Said lots 105, 106, 107 and 108 adjoin and front together approximately 200 feet on the westerly side of First Avenue, North, and extend back between parallel lines, approximately 174.8 feet to an alley.

Being part of the same property conveyed to Werthan Industries, Inc. (formerly Werthan-Morgan-Hamilton Bag Company) by deed from Morgan & Hamilton Company, of record in Book 723, page 673, Register's Office for Davidson County, Tennessee.

This is unimproved property containing railroad right-of-ways and/or spur tracks.

Parcel Five (Tax Map/Parcels 82-9-77 & 78):

Being lots 1, 2, 3, 20, and 21, the southeasterly part of lot 19, and the northerly part of lot 45 on the plan of lots of The Nashville Horticultural Society, of record in Book 2, page 30, of the Chancery Court for Davidson County, Tennessee.

Said lot 1 fronts 75 feet on the easterly side of Fifth Avenue, North, and extends back 174 feet on its north line, and 180.7 feet on its south line with the northerly margin of Van Buren Street, to an alley on which it measures 26.5 feet. Said lots 2 and 3 adjoin and front together approximately 100 feet on the easterly side of Fifth Avenue, North, and extend back between parallel lines approximately 174 feet to an alley. Said lots 19 and 20 adjoin and front together approximately 100 feet on the westerly side of Fourth Avenue, North, and extend back between parallel lines

174 feet to an alley, except that there is excluded from this conveyance the northwesterly part of lot 19, being all that part of said lot lying north of the right-of-way of the Louisville and Nashville Railroad Company (as further described in the deed of record in Book 410, page 251, Register's Office for Davidson County, Tennessee). Said lot 21 fronts 23.5 feet on the westerly side of Fourth Avenue, North, and extends back 174 feet on its north line, and 180.7 feet on its south line with the northerly margin of Van Buren Street, to an alley on which it measures 72 feet. Said northerly part of lot 45 fronts 30 feet on the easterly side of Fourth Avenue, North, and extends back between parallel lines, with the southerly margin of an alley, 50 feet to the line of lot 44 on said plan.

Being part of the same property conveyed to Werthan Industries, Inc. (formerly Werthan-Morgan-Hamilton Bag Company) by deed from Morgan & Hamilton Company, of record in Book 723, page 673, Register's Office for Davidson County, Tennessee.

This is unimproved property containing railroad right-of-ways and/or spur tracks.

The aforesaid parcels of land are conveyed subject to the following:

1. Reservation of easement for 54-inch trunk sewer line across the former right-of-way of Sixth Avenue, North between Taylor Street and Hume Street as provided in the deed from the City of Nashville of record in Book 1291, page 593, Register's Office for Davidson County, Tennessee, which reservation provides for the use of said tract of land in such manner as will not interfere with the use of or damage to said trunk line sewer or any other easements for public use which the City may have then had over said property. (Affects Parcel One.)

2. Dedication of Easement of record in Book 4718, page 619, Register's Office for Davidson County, Tennessee, which conveys an easement to the Metropolitan Government of Nashville and Davidson County, Tennessee, for a 15-foot alley across the northerly 15 feet of lot 118 on the plan of lots of North Nashville Real Estate Company (formerly Tax Map/Parcel No. 81-12-335). (Affects Parcel Three.)

3. Railroad right-of-ways and/or spur tracks. (Affects Parcels Four and Five.)

4. Right-of-way of Eighth Avenue, North.

5. The existence of a railroad spur track which crosses Fifth Avenue, North and enters Parcel One on its easterly side.

6. Taxes for the year 1988, which have been assumed by the Grantee.

7. Deed of Trust and Security Agreement made and given by Werthan Industries, Inc. to Nedda Pollack, Trustee, for the benefit of First American National Bank, of record in Book 7741, page 730, Register's Office for Davidson County, Tennessee.

IN WITNESS WHEREOF, Werthan Industries, Inc. has caused this instrument to be executed by its duly authorized officer or officers, this 30 day of December, 1988.

WERTHAN INDUSTRIES, INC.

By: Bernard Werthan, Jr.
Title President

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Bernard Werthan, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Werthan Industries, Inc., the within named bargainor, a corporation, and that he, as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

Witness my hand and seal, at office in Nashville, Tennessee, this 30th day of December, 1988.

Rebecca A. Gibbs
Notary Public

My Commission Expires: My Commission Expires July 9, 1989

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer of property is -0-.

Bernard Werthan, Jr.
Affiant

Sworn to and subscribed before me,
this 30th day of December, 1988.

Rebecca A. Gibbs
Notary Public

My Commission Expires: My Commission Expires July 9, 1989