Bod 37



| Address New Owner: | Map-Parcel Numbers: | Send Tax Bills To: |
|---|---|---|
| Thornton Family Limited Partnership<br>c/o Guilford F. Thornton, Sr.<br>504 Granny White Pike<br>Brentwood, TN 37027 | 091-13-0 361.00<br>103-01-0 151.00 | The Lincoln National Life Insurance Company<br>1300 South Clinton St.<br>P. O. Box 1110<br>Fort Wayne, IN 46801 |

This instrument prepared by: Boult, Cummings, Conners & Berry (PLA)
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, FIVE H INVESTMENTS, a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to THORNTON FAMILY LIMITED PARTNERSHIP, a Tennessee limited partnership (the "Grantee"), Grantee's successors and assigns, certain land in Davidson

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 2,089,481.73 .

Thornton Family Limited Partnership

By: Guilford F. Thornton, Sr.
Guilford F. Thornton, Sr.,
General Partner

Subscribed and sworn to before me this 28th day of February, 1989.

Rosemary C. Daly
Notary Public
My Commission Expires: May 13, 1990

NOTARY PUBLIC
ROSEMARY C. KELLY
DAVIDSON COUNTY, TENNESSEE

County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property"), together with all right, title and interest of Grantor in the easements, restrictions and other matters set forth in that certain Easements, Restrictions and Option Agreement dated December 28, 1979, recorded in Book 5570, page 560, Registers Office for Davidson County, Tennessee, relating to certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit B, which is attached hereto and incorporated herein by this reference (collectively, the "Easement").

This conveyance of the Property, and all covenants and warranties contained herein relating thereto, are made expressly subject to the matters set forth in Exhibit C, which is attached hereto and incorporated herein by this reference. This conveyance of Grantor's right, title and interest in the Easement is made expressly subject to all limitations, restrictions and encumbrances as may affect the Easement.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has executed this Warranty Deed this 20th day of February, 1989.

FIVE H INVESTMENTS,
a Tennessee general partnership

By: Thomas S. Hoover
Thomas S. Hoover,
Managing Partner

By: E. H. Hoover III
E. H. Hoover, III,
Managing Partner

STATE OF TENNESSEE

COUNTY OF RUTHERFORD

Personally appeared before me, Sonya C. Fagan, Notary Public, Thomas S. Hoover, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a Managing Partner of Five H Investments, a Tennessee general partnership, and is authorized to execute this instrument on behalf of Five H Investments.

WITNESS my hand, at office, this 20th day of February, 1989.

Sonya C. Fagan
Notary Public

My Commission Expires: 10-20-91

SONYA C. FAGAN NOTARY PUBLIC - TENNESSEE

STATE OF TENNESSEE

COUNTY OF RUTHERFORD

Personally appeared before me, Sonya C. Fagan, Notary Public, E.H. Hoover, III, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a Managing Partner of Five H Investments, a Tennessee general partnership, and is authorized to execute this instrument on behalf of Five H Investments.

WITNESS my hand, at office, this 20th day of February, 1989.

Sonya C. Fagan
Notary Public

My Commission Expires: 10-01-91

EXHIBIT A

Description of the Property

Being a parcel of land in the First Civil District of Davidson County, Tennessee, being Lot No. 3 and Reserved Parcel "B", both as shown on John M. Branham's Farm, Section Two, as of record in Book 5210, Page 252, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point on the easterly margin of Lellyett Street, said point being approximately 327 feet south of the southerly margin of Charlotte Pike, and 25 feet easterly from centerline of Lellyett Street;

Thence, leaving said Lellyett Street with a line parallel to said Charlotte Pike, North 75° 45' East, 430.39 feet;

Thence, South 06° 04' East, 286.18 feet;

Thence, North 75° 46' East, 95.01 feet;

Thence, at right angles South 14° 14' East, 193.00 feet;

Thence, at right angles South 75° 46' West, 122.70 feet;

Thence, South 06° 04' East, 263.92 feet to the southeast corner of reserved Parcel "B";

Thence, with the southerly line of said Parcel "B" South 75° 19' 11" West, 198.79 feet to Thomas L. Sullivan's southeast corner of record in Book 4283, Page 779, Register's Office for Davidson County;

Thence, with Sullivan's east line North 06° 20' West, 427.00 feet to a corner post, said post being the common corner between James E. Sharp and Richard R. Hoffman;

Thence, with a fence North 06° 10' West, 94.00 feet to a post, the northeast corner of the property conveyed to Richard R. Hoffman, et ux, of record in Book 3881, Page 406, Register's Office for Davidson County;

Thence, with Hoffman's north line and a fence South 76° 36' West, 196.86 feet;

Thence, North 06° 02' West, 146.32 feet to the northeast corner of Paul R. Richardson, et ux, property of record in Book 4462, Page 714, Register's Office for Davidson County;

Thence, with Richardson's north line and a fence South 79° 43' West, 33.93 feet to a point on the easterly margin of Lellyett Street, said point being 25 feet from the centerline of said street;

Thence, with said Lellyett Street North 04° 48' West, 73.93 feet to the point of beginning.

Containing 214,839 square feet or 4.93 acres, more or less.

Being the property conveyed to Five H Investments by deeds of record in Book 5470, page 451, in Book 5470, page 455, in Book 5472, page 631, and in Book 5570, page 607, Register's Office for Davidson County, Tennessee, and being part of the property conveyed to Five H Investments by deed of record in Book 5470, page 447, said Registers Office.

EXHIBIT B

Description of Easement Property

Being a parcel of land in the First Civil District of Davidson County, Tennessee, lying on the south side of Charlotte Pike between Lellyett Street and Osceloa Avenue, being Lot No. 1 as shown on the Second Revision of the Resubdivision of Part of Lots 2 and 3, John M. Branham's Farm, of record in Book 5210, page 223, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at the point of intersection of the southerly margin of Charlotte Pike and the easterly line of the property conveyed to Herbert Page of Record in Book 3762, page 112, Register's Office for Davidson County;

Thence, with said Charlotte Pike North 75° 45' East, 68.50 feet to a point;

Thence, leaving said pike with the line between Lots Nos. 1 and 2, South 24° 23' East, 173.00 feet to a point;

Thence, continuing with said lot lines North 73° 57' East, 315.75 feet to a corner to West Nashville Heights Church of Christ of record in Book 3254, page 243, Register's Office for Davidson County;

Thence, with Church's south line North 82° 04' 38" East, 83.10 feet to a point;

Thence, continuing with said Church's line of record in Book 2544, page 28, Register's Office for Davidson County, South 06° 04' East, 765.14 feet to the northeast corner of Reserved Parcel "A";

Thence, leaving said Church's west line with the north line of Reserved Parcel "A", South 79° 26' West, 209.22 feet to a point;

Thence, North 14° 15' West 5.00 feet to a point;

Thence, South 75° 45' West, 310.00 feet to the west line of Reserved Parcel "A" and the herein described Lot No. 1;

Thence, with said west line of Lot No. 1, North 06° 04' West, 110.03 feet to the southwest corner of Reserved Parcel "B";

Thence, with Reserved Parcel "B", North 75° 46' East, 122.70 feet to a point;

Thence, North 14° 14' West, 193.00 feet to a point;

Thence, South 75° 46' West 95.01 feet to the west line of said Reserved Parcel "B" and the herein described Lot No. 1;

Thence, with said west line of Lot No. 1, North 06° 04' West, 612.84 feet to the point of beginning.

Containing 8.83 acres, more or less.

Being part of the property conveyed to Charlotte Pike Associates, a Tennessee general partnership, by deed from Kimco Properties Nashville, Inc., a Tennessee corporation, of record in Book 5532, page 535, Register's Office for Davidson County, Tennessee; and as corrected in Book 5539, page 732, Register's Office for Davidson County, Tennessee.

EXHIBIT C

Encumbrances

1. Ad valorem taxes for 1989 which shall be paid by Grantee.

2. Easement reserved in deed of record in Book 5570, page 607, Register's Office for Davidson County, Tennessee.

3. Essential Road Easement of record in Book 5570, page 553, said Register's Office.

4. Easements, Restrictions and Option Agreement of record in Book 5570, page 560, said Register's Office.

5. All matters shown on the plan of record in Book 5210, page 252, said Register's Office.

6. Lease dated October 5, 1979 by and between Five H Investments and The Kroger Co., of record in Book 5510, page 551, said Register's Office, together with Lease Agreement dated October 5, 1979 by and between Five H Investments and The Kroger Co. and Amended Lease and Lease Modification Agreement No. 1, both dated June 2, 1980 and both between Five H Investments and The Kroger Co.

7. Subordination Agreement of record in Book 5570, page 590, said Register's Office.

8. Lease dated June 2, 1980 between Five H Investments and The Kroger Co., together with Lease Agreement dated June 2, 1980 between Five H Investments and The Kroger Co.

9. License Agreement dated June 1, 1984 between Five H Investments and Alcoa Recycling Company, Inc., as extended by letter agreement dated April 15, 1987 between Five H Investments and Alcoa Recycling Company, Inc.

10. Deed of Trust dated as of July 1, 1980 from Five H Investments to James T. Gunn, Trustee, of record in Book 5619, page 483, said Register's Office, as assigned by instrument of record in Book 5787, page 404, said Register's Office.

11. Assignment of Rents and Leases dated as of July 1, 1980 from Five H Investments to The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, of record in Book 5619, page 502, said Register's Office.

12. UCC-1 Financing Statement naming Five H Investments as debtor and The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County as secured party of record in Book 5619, page 517, said Register's Office.

13. UCC-1 Financing Statement naming The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County as debtor and First American National Bank of Nashville as secured party of record in Book 5619, page 523, said Register's Office.

14. Note Purchase and Loan Agreement dated as of July 1, 1980, by and among First American National Bank of Nashville, The Lincoln National Life Insurance Company and The Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, of record in Book 5619, page 529, said Register's Office.

15. Assignment of Security Documents dated as of June 29, 1981, by and between First American National Bank of Nashville and The Lincoln National Life Insurance Company, of record in Book 5763, page 703, said Register's Office.

16. Tennessee Deed of Trust and Security Agreement dated May 26, 1981 from Five H Investments to Donald L. Smith, Trustee, of record in Book 5763, page 665, said Register's Office.

17. Assignment of Rents and Profits dated May 26, 1981 from Five H Investments to The Lincoln National Life Insurance Company, of record in Book 5763, page 692, said Register's Office.

18. Assignment of Lease dated May 26, 1981 from Five H Investments to The Lincoln National Life Insurance Company, of record in Book 5763, page 697, said Register's Office.

19. UCC-1 Financing Statement naming Five H Investments as debtor and The Lincoln National Life Insurance Company as secured party, of record in Book 5763, page 699, said Register's Office, as continued by UCC-3 of record in Book 6836, page 901, said Register's Office.

20. Easement of record in Book 5655, page 765, said Register's Office.

21. Assignment and Agreement dated December 28, 1979 between Five H Investments and Kimco Development Corporation, of record in Book 5630, page 694, said Register's Office.

22. Instrument from The Kroger Co. to Attorneys Title Company, Inc., Trustee, for the benefit of Citibank, N.A., of record in Book 7687, page 454, said Register's Office.

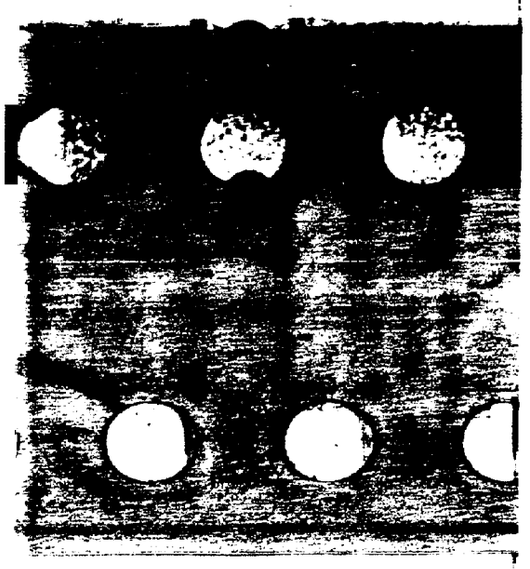
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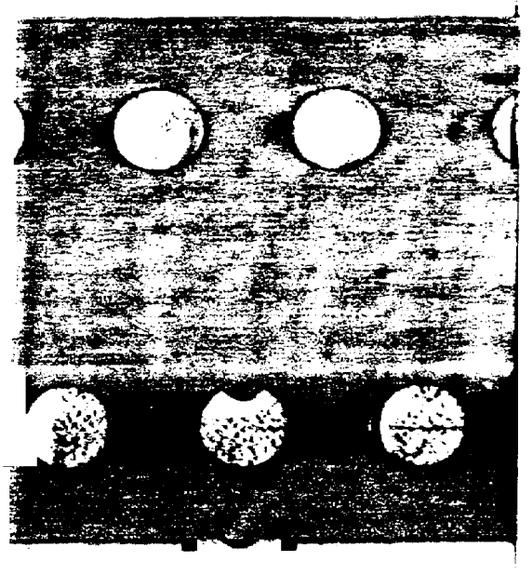
IDENTIFICATION REFERENCE

Feb 28 3 02 PM '89

FILED & WILSON LT REGISTER
DAVIDSON COUNTY, TN

1153 02/28 0101 03CHECK 6928.85





**OFFICIAL RECEIPT**

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

RECEIVED OF _____

FOR _____

BOOK 7781 PAGE 946

| | | |
|---|---|---|
| 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 |
|---|---|---|---|---|

CAMT
2089481.73
CON TX 6895.35
PRFEE 0.50
~~MTGFEE 33.00~~
~~TOTAL 6928.85~~
CHECK 6928.85

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02/28/89 01 15:05 0001 1153

123388

IDENTIFICATION REFERENCE

Feb 28 3 02 PM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TENN

No. 185574