D&E
MH

FROM: Vadborn Realty Corp.
TO: Oak Valley Lanes

This instrument prepared by:
DEARBORN & EWING, ATTORNEYS
Suite 1200, One Commerce Place
Nashville, Tennessee 37239

| Address New Owner: | Mortgagee: | Map-Parcel No. |
|---|---|---|
| Oak Valley Lanes | First American National Bank | 86-1-93 |
| 111 Oak Valley Dr. | First American Center | |
| Nashville, TN 37207 | Nashville, Tennessee 37237-0210 | |

STATE OF ~~TENNESSEE~~ New York)
COUNTY OF ~~DAVIDSON~~ Nassau)

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The actual consideration or value, whichever is greater, for this transfer is $450,000.00.

Affiant

Subscribed and sworn to before me, this the 3rd day of August, 1989.

LINDA RAPPA
Notary Public, State of New York
No 30-4678921
Qualified in Nassau County
Commission Expires, May 31, 19 9 0

Notary Public

My Comm. Expires:

3523 08/08 0101 03CHECK 1504.00

**SPECIAL WARRANTY DEED**

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt of which is hereby acknowledged, VADBORN REALTY CORP., a Tennessee corporation, hereinafter called the GRANTOR, has bargained and sold, and by these presents does transfer and convey unto OAK VALLEY LANES, a general partnership, hereinafter called the GRANTEE, its successors, and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

See attached Exhibit A

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to GRANTEE, its successors and assigns, forever, and Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land, has a good right to convey it, and the same is unencumbered except as otherwise set out in Exhibit A.

GRANTOR further covenants and binds itself, its successors and assigns to warrant specially and forever defend the title to said real estate to GRANTEE, its heirs, successors and assigns, against the lawful claims of all persons claiming through and under GRANTOR (other than claims arising out of the matters set forth above), but not further or otherwise. 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.

IN WITNESS WHEREOF, GRANTOR has executed this Special Warranty Deed on the 3rd day of August, 1989.

VADBORN REALTY CORP.

By:

Title:

55938
IDENTIF. TREFERENCE
AUG 8 9 54 AM '89
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

STATE OF ~~TENNESSEE~~ New York)
COUNTY OF Nassau

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Todd Cooper, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Vice President of VADBORN REALTY CORP., the within named bargainor, a corporation, and that he as such Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

Witness my hand and seal, at office in Roslyn, New York ~~Tennessee~~, this the 3rd day of August, 1989.

Linda Rappa
NOTARY PUBLIC

My Commission Expires:

LINDA RAPPA
Notary Public, State of New York
No 30-4678921
Qualified in Nassau County
Commission Expires, May 31, 19 90

mrh1325
JBK003-000

EXHIBIT A

D E S C R I P T I O N

TRACT I:
Land in Davidson County, Tennessee, being Reserved Parcel "A" on the Plan of Hermitage Commercial Park, of record in Book 5210, page 279, Register's Office for Davidson County, Tennessee, more particularly described as follows:

Beginning at a concrete monument identifying the southwest corner of Hermitage Hills Subdivision and being a point in the easterly margin of Stones River Estates; thence with Hermitage Hills Subdivision, S 74° 52' E, 35.99 feet to a concrete monument; thence S 72° 44' 29" E, 294.73 feet to a point; thence S 60° 25' 50" E, 47.38 feet to a point; thence leaving said Subdivision, S 09° 38' W, 363.98 feet to a point; thence, N 80° 22' W, 192.33 feet to a point; thence N 09° 38' E, 110.00 feet to a point; thence N 80° 22' W, 168.15 feet to a point in the easterly margin of Stones River Estates; thence, with said Estates, N 07° 26' E, 312.92 feet to the point of beginning.

Being part of the same property conveyed to Vadborn Realty Corp., a Tennessee corporation by Warranty Deed from Martin Theatres, Inc., a Georgia corporation, of record in Book 5601, page 791, Register's Office for Davidson County, Tennessee.

TRACT II:
An easement upon the hereinafter described property for the purpose of parking, access, and utilities by virtue of the Declaration of Reciprocal easements, dated July 1, 1980, filed for record in Book 5667, page 351, said Register's Office, said property being further known as Lot No. 1 on the Plan of Hermitage Commercial Park, of record in Book 5210, page 279, said Register's Office described as follows:

Beginning at a concrete monument in the northwesterly margin of Lebanon Pike and being the southwest corner of Edwin S. Randall, Jr., property as recorded in Book 4267, page 218, Register's Office for Davidson County, Tennessee; thence with Lebanon Pike, S 52° 16' 10" W, 65.00 feet to a point; thence, leaving Lebanon Pike, N 37° 47' W, 45.00 feet to a point; thence, N 52° 16' 10" E, 10.00 feet to a point; thence N 37° 47' W, 127.00 feet to a point; thence S 52° 16' 10" W, 356.70 feet to a point; thence S 37° 47' E, 152.00 feet to a point; thence N 52° 16' 10" E, 10.00 feet to a point; thence S 37° 47' E, 20.00 feet to a point in the northwesterly margin of Lebanon Pike, thence with said Pike, S 52° 16' 10" W, 60.00 feet to a concrete monument; thence leaving said Pike N 37° 47' W, with the easterly line of Bascom Cooksey, Jr., 195.43 feet to a point; thence continuing with Cooksey and Freeman and Hurd and Mal Wall, N 80° 22' W, 555.67 feet to a concrete monument; thence, with the easterly margin of Stones River

Estates, N 07° 26' E, 483.36 feet to a point; thence, with the southerly line of Parcel 2, S 80° 22' E, 168.15 feet to a point; thence S 09° 38' W, 110.00 feet to a point; thence S 80° 22' E, 192.33 feet to a point; thence N 09° 38' E, 363.98 feet to a point in the southerly line of Hermitage Hills Subdivision; thence with said Subdivision, S 60° 25' 50" E, 164.62 feet to a point; thence passing the southwesterly end of Pacifica Drive and with the southwesterly line of Edwin S. Randall, Jr., S 37° 48' 32" E, 700.00 feet to the point of beginning.

TRACT III:
Rights reserved upon a portion of the hereinafter described property further known as Lot 3, for the purpose of restoring and maintaining utility lines as set forth on the Plan of record in Book 5210, page 279, Register's Office for Davidson County, Tennessee by virtue of that certain investment entitled Revocation of Declaration of Easements and Reservation of Rights of record in Book 5677, page 600, Register's Office for Davidson County, Tennessee.

Beginning at a point in the northerly margin of Lebanon Pike, said point being S 52° 16' 10" W, 65.00 feet from a concrete monument identifying the southwest corner of Edwin S. Randall, Jr., as recorded in Book 4267, page 218, R.O.D.C., Tenn.; thence, with said Pike S 52° 16' 10" W, 336.70 feet to a point; thence N 37° 47' W, 20.00 feet to a point; thence S 52° 16' 10" W, 10.00 feet to a point; thence N 37° 47' W, 152.00 feet to a point; thence N 52° 16' 10" E, 356.70 feet to a point; thence S 37° 47' E, 127.00 feet to a point; thence S 52° 16' 10" W, 10.00 feet to a point; thence, S 37° 47' E, 45.00 feet to the point of beginning.

TRACT IV:
An easement over and across the hereinafter described property for the purpose of ingress and egress by virtue of the easement grant from Freeman Hurd, Joint Venture to Vadborn Realty Corporation, a Tennessee corporation of record in Book 5628, page 748, said Register's Office, said property being described as follows:

Being a parcel of land located north of Lebanon Pike, west of State Highway 45 and east of Stones River in the 2nd, formerly the 4th Civil District, Nashville, Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point in the southerly line of Martin Theatres of Georgia, Inc., said point being N 80° 22' W, 10.21 feet from the northwesterly corner of Bascom Cooksey, Jr.; thence, in a clockwise direction severing property owned by Hurd, et al, S 09° 38' W, 231.60 feet to a point; thence S 52° 10' 42" W, 224.47 feet to a point in the northeasterly margin of Hickory Hill Lane; thence, N 37° 52' 13" W, 50.04 feet to a point; thence with the southeasterly line of Mal Wall, N 52° 10' 42" E, 205.09 feet to an existing concrete monument; thence, N 09° 38' E, 212.08 feet to a point in the southerly line of Martin Theatres of Georgia, Inc.; thence S 80° 22' E, 50.00 feet to the point of beginning.

The above description is intended to encompass a strip of land 50 feet wide and approximately 435 feet in length to serve as an ingress-egress easement between the proposed Kimco Development and Hickory Hill Lane.

Subject to the following exceptions:

(a) 1989 Metropolitan Government taxes -- a lien but not yet due and payable.

If improvements are completed after January 1 of any year, the law requires supplemental assessment for the year in which improvements are completed as defined by statute. The Company assumes no liability for taxes assessed pursuant to the provisions of TCA §67-5-603 et seq.

(b) Easement for underground water line and sewer lines fifteen feet wide, granted to Cumberland Water Company, of record in Book 3180, page 556, said Register's Office, which said easement is located on the 15 foot strip adjoining the right-of-way of Lebanon Road. (APPLIES TO TRACTS II AND III)

(c) All matters as shown on the Plan of record in Book 5210, page 279, said Register's Office. (APPLIES TO TRACTS I, II AND III)

(d) All matters as shown on the Plan of record in Book 5190, page 689, said Register's Office. (APPLIES TO TRACTS II, III AND IV)

(e) Restrictive covenants contained in deed from Martin Theatres, Inc., a Georgia corporation to Vadborn Realty Corp., a Tennessee corporation, of record in Book 5601, page 791, said Register's Office, as follows: "as part of the consideration for this conveyance, Grantee does by acceptance of this Deed, covenant, on behalf of itself, its successors and assigns that the property herein described nor any portion thereof shall be used for the purpose of motion picture exhibitions for a period of ten (10) years from the date of execution hereof. It is further agreed between the parties that this shall be a covenant running with the land." (APPLIES TO TRACTS I, II AND III)

(f) Revocation of Declaration of Easement and Reservation of rights, for the purpose of maintaining, repairing and replacing utility lines by Vadborn Realty Corp., a corporation, dated as October 27, 1980, filed for record November 13, 1980, in Book 5677, page 600, said Register's Office. (AFFECTS A PORTION OF TRACT III)

(g) Declaration of Reciprocal easements for the purpose of parking, access and utilities and the terms and conditions thereof, by Vadborn Realty Corp., a corporation, dated July 1, 1980, of record in Book

5667, page 351, said Register's Office. (APPLIES TO TRACTS I AND II)

(h) Memorandum of Lease and the terms and conditions thereof dated April 22, 1980, by and between Vadborn Realty Corp., a Tennessee corporation, Lessor and SCOA Industries, Inc., a Delaware corporation, Lessee, of record in Book 5671, page 850, said Register's Office. (APPLIES TO TRACTS I AND II)

(i) Unrecorded Lease Agreement between Vadborn Realty Corporation and Morse Shoe, Inc., dated August 20, 1980. (APPLIES TO TRACT II)

(j) A 30 foot minimum building setback line from Hickory Hill Lane as shown on the Plan of Freeman & Hurd Properties, of record in Book 5210, page 171, said Register's Office. (APPLIES TO TRACT IV)

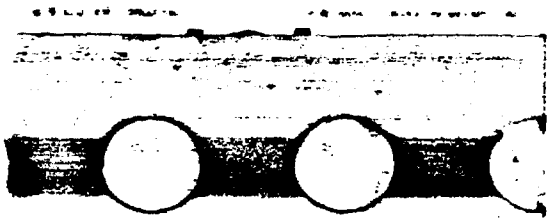
(k) An easement for overhang for electrical wires, along Hickory Hill Lane as shown on the Plan of Stones River Estates, Section One, of record in Book 2900, page 139, said Register's Office. (APPLIES TO TRACT IV)

(l) Subject to the terms, conditions and recitals as set out in easement from Freeman-Hurd joint venture to Vadborn Realty Corp., a Tennessee corporation, of record in Book 5628, page 748, said Register's Office. (APPLIES TO TRACTS I, II, III AND IV)

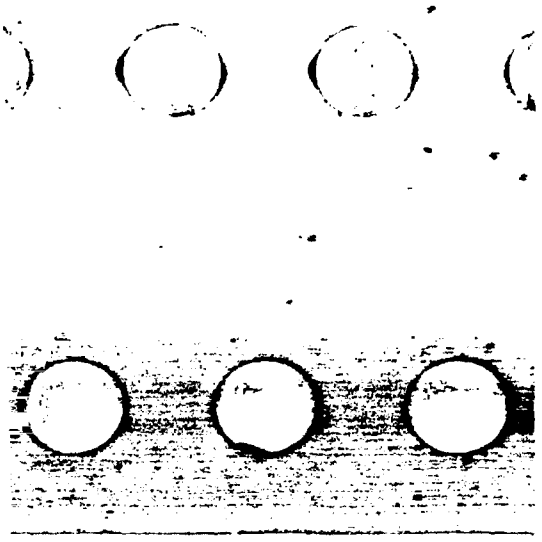
(m) The easements described as Tracts II, III and IV hereto are subject to the rights of others in and to the use thereof.

(n) Short Form Lease by and between Gould Investors Trust, "Landlord" and Pegasus 77 Associates "Tenant" dated November 11, 1983, to take effect March 1, 1984, of record in Book 6249, page 922, said Register's Office. (APPLIES TO TRACT II)

(o) Subject to state of facts as shown on the survey by Barge, Waggoner, Sumner and Cannon dated October 31, 1980, and subject to any state of facts as an accurate survey would show subsequent to October 31, 1980.







**OFFICIAL RECEIPT**

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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

450000.00

CON TX 1485.00

PRFEE 1.00

WDEED 18.00

TOTAL 1504.00

CHECK 1504.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 56 0001 3523

55938

IDENTIF. TREFERENCE

AUG 8 9 54 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No. [illegible]