THIS INSTRUMENT PREPARED BY:
Louis P. Howell, Attorney
Spartan Food Systems, Inc.
600 Shell Lane
Spartanburg, S. C. 29302

WARRANTY DEED

Name and Address of New Owners; Send Tax Bills To:
Spardee's Realty, Inc.
600 Shell Lane, Spartanburg, South Carolina 29302

WHEREAS, TW SERVICES, INC. a Delaware corporation, successor corporation to Spartan Food Systems, Inc. by merger (the Articles of Merger being on file in the Office of Secretary of State of Tennessee), GRANTOR, in consideration of its corporate restructure and reorganization, such transfer herein being exempt from transfer taxes as provided for in TCA-67-4-409(e), hereby transfers and conveys to SPARDEE'S REALTY, INC., a Delaware corporation, GRANTEE, its successors and assigns, the following described property ("the Property"):

All that piece, parcel or tract of land with improvements thereon as specifically described in Exhibit A attached hereto and made a part of this Warranty Deed.

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TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to convey the same; and that the same is unencumbered, except real estate taxes which Grantee agrees to assume.

AND Grantor does further covenant and bind itself and its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this 6th day of December, 1989.

TW SERVICES, INC. (SEAL)

By: _____
Walter M. Brice, III
Its Senior Vice President

ATTEST:

_____
Louis P. Howell
Its Assistant Secretary

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STATE OF SOUTH CAROLINA)
COUNTY OF SPARTANBURG)

I hereby affirm that the actual consideration for this transfer is the corporate restructure and reorganization of the GRANTOR herein and this transfer is exempt from transfer taxes pursuant to TCA 67-4-409(e).

_____
Affiant: Walter M. Brice, III
Senior Vice President
TW Services, Inc.

Subscribed and sworn to before me this 6th day of December 1989.

_____
Notary Public for South Carolina

My commission expires:
November 7, 1995

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STATE OF SOUTH CAROLINA)
COUNTY OF SPARTANBURG)

Personally appeared before me, Mary Jane Benzon, a Notary Public in and for said County and State, Walter M. Brice, 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 the Senior Vice President of TW Services, Inc., the maker, and is authorized by the maker to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 6th day of December 1989.

_____
Notary Public for South Carolina

My commission expires:
November 7, 1995

EXHIBIT "A"

Land in Davidson County, Tennessee, within the corporate limits of the City of Goodlettsville being Lot No. 1 on the Plan of Northgate Park, Section Ten, as of record in Book 6200, page 82, Register's Office for said County, described as follows:

BEGINNING at a point in the westerly margin of South Cartwright Street, said point being the northeast corner of Parthenon, Inc.'s property of record in Book 5380, page 265, said Register's Office, and the southeast corner of the herein described property; thence with Parthenon, Inc.'s property South 74 deg. 06 min. 36 sec. West 315.63 feet to a point in the now being used northerly margin of the L & N Railroad right of way; thence North 12 deg. 30 min. 00 sec. West 208.29 feet to a point; thence North 77 deg. 30 min. 00 sec. East 20.00 feet to a point; thence North 12 deg. 30 min. 00 sec. West 28.13 feet to a point in the southerly margin of Long Hollow Pike; thence with said margin, North 77 deg. 34 min. 10 sec. East 79.78 feet to a point; thence continuing with said margin in an easterly direction along a curve having a radius of 2,306.79 feet, a distance of 173.48 feet to a point, which is located at the beginning of a curve; thence in a southeasterly direction around said curve, having a radius of 25.00 feet, a distance of 38.80 feet to a point in the westerly margin of South Cartwright Street; thence with said margin, South 16 deg. 55 min. 41 sec. East 193.25 feet to a point, which is the beginning of a curve; thence continuing with said margin along said curve, having a radius of 305.00 feet, a distance of 6.93 feet to the point of beginning, and containing 1.59 acres, more or less.

BEING the same property conveyed to SPARTAN FOOD SYSTEMS, INC. by DEED from BILLIE F. TOWNES, unmarried of record in Book 6339, page 782, Register's Office for Davidson County, Tennessee.

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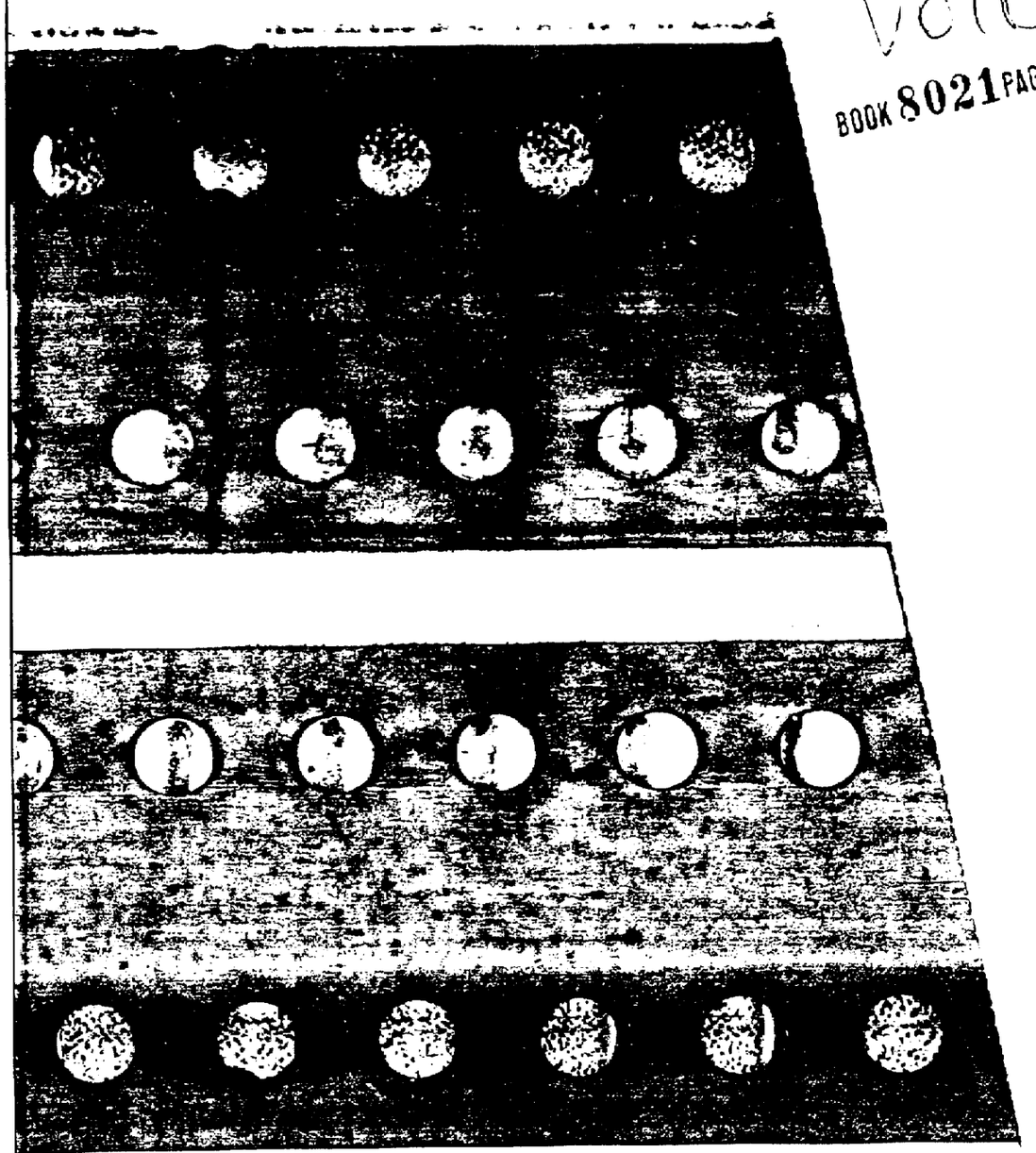
IDENTIFICATION REFERENCE

JAN 9 10 17 AM '90

DAVIDSON COUNTY, TN

MAIL ENV.

6.00



VOID

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