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:
Quincy'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 QUINCY'S REALTY, INC., a Delaware corporation, GRANTEE, its successors and assigns, the following described property ("the Property"): BOOK 8022 PAGE 3

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.

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)

ATTEST:

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

_____
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 pursuent 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.

My commission expires:
November 7, 1995

_____
Notary Public for South Carolina

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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.

My commission expires:
November 7, 1995

_____
Notary Public for South Carolina

EXHIBIT "A"

Land in the 24th Councilmanic District, formerly the 8th Civil District of Davidson County, Tennessee, being Lot No. 5 on the Lion's Head Village commercial planned unit development as of record in Book 5210, Page 200, R.O.D.C., Tenn.

Beginning at a point in Carney's western property line, said point being N 11° 35' 00" E a distance of 245.00 feet from the present northern margin of Briley Parkway;

Thence, along Carney's western property line, N 11° 35' 00" E for a distance of 243.11 feet to a point;

Thence, S 80° 07' 32" E for a distance of 182.41 feet to a point;

Thence, S 9° 52' 28" W for a distance of 243.00 feet to a point;

Thence, N 80° 07' 32" W for a distance of 189.66 feet to the point of beginning.

Containing 1.04 acres, more or less.

Being the same property conveyed to Spartan Food Systems, Inc. by deed of conveyance from Cousins Properties of Tennessee, dated December 31, 1980 and recorded December 31, 1980 in Warranty Book 5695, page 961, in the Register's Office of Davidson County, Tennessee.

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IDENTIFICATION REFERENCE
JAN 9 11 13 AM '90
DAVIDSON COUNTY, TN
MAIL CHK
1406 01/09 01:01 03CHECK 6.00