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 5

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)

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

ATTEST:

_____
Louis P. Howell
Its Assistant Secretary

==========

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

==========

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

A parcel of land in the First Civil District of Davidson County, Tennessee, located in the southeast quadrant of Murfreesboro Road and McGavock Pike, being Lot No. 1 shown on Seven Oaks Commercial Area, as of record in Book 5210, page 356, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a monument on the southerly margin of Murfreesboro Road (Highway 41 and 70S), said monument being 140.00 feet east of the easterly margin of McGavock Pike; thence, leaving said Murfreesboro Road with a line parallel to said McGavock Pike S 17° 30' West 400.00 feet to a point; thence, N 65° 11' W, 139.99 feet to a monument in the easterly margin of said McGavock Pike; thence, with said margin N 17° 30' E, 371.29 feet to a point; thence, with a curve to the right 42.72 feet to the southerly margin of said Murfreesboro Road, said curve having a radius of 25.00 feet, a central angle of 97° 53' 59" and a tangent distance of 28.71 feet; thence, with said margin of Murfreesboro Road with a curve to the left having a radius of 4,113.5 feet, a central angle of 1° 33' 00" and a tangent distance of 55.64 feet, 111.28 feet with the arc to the point of beginning, containing 55,313 square feet or 1.27 acres, more or less.

BEING the same property conveyed to SPARTAN FOOD SYSTEMS, INC. by DEED from VINE STREET REALTY COMPANY, of record in Book 5737, page 702, and by DEED to SPARTAN FOOD SYSTEMS, INC. of record in Book 5737, page 698, from OMAN CONSTRUCTION COMPANY, INC., Register's Office for Davidson County, Tennessee.

1407 01/09 0101 03CHECK 6.00

94945

IDENTIFICATION REFERENCE

JAN 9 10 19 AM '90

DAVIDSON COUNTY, TN

MAIL EXPL.