This instrument prepared by
MADDIN, MILLER & MCCUNE
300 James Robertson Parkway
Nashville, TN 37201-1195
Phone 615/254-8756
FAX 615/726-1735

Grantee:
Mid-South Wire Co., Inc.
1040 Visco Drive
Nashville, TN 37210

Map & Parcel:
94-6-7

Send Tax Bills to Grantee

Grantor:
G & A, Inc.
905 Visco Drive
PO Box 100300
Nashville, TN 37210

Mortgagee:
NATIONSBANK/Tennessee
Attn: Joe Dillingham
NATIONSBANK Plaza
Nashville, TN 37239-1697

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,087,757.05.

David Z. Parkin
Affiant

Sworn to and subscribed before me this 28th day of July, 1992.

Jeannie Gleaves
Notary Public

My commission expires: 3/26/94.

JEANNIE GLEAVES NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

SPECIAL WARRANTY DEED

For and in consideration of the sum of Ten Dollars ($10) and other good and valuable consideration, cash in hand paid by Mid-South Wire Co., Inc. (Grantee), a Tennessee corporation, the receipt of which is hereby acknowledged, the undersigned Grantor, G & A, Inc. (Grantor), a Tennessee corporation, has bargained and sold, and by these presents does transfer and convey unto the said Grantee, Mid-South Wire Co., Inc., its successors and assigns, certain real estate located at 1070 Visco Drive, Nashville, Davidson County, Tennessee, being more particularly described as follows:

Land in the Third Civil District of Davidson County, Tennessee, being a certain tract or parcel of land being Lot No. 33, as shown on the Revised Plan of Visco Industrial Subdivision, Section 6, of record in Book 4175, Page 39, Register's Office for Davidson County, Tennessee.

Said Lot No. 33 fronts 225.00 feet on the northerly side of Visco Drive and runs back between parallel lines 966.22 feet on its westerly line, and 910.48 feet on its easterly line, to a line in the rear on which it measures 231.80 feet, and containing 4.85 acres, more or less.

Land in Davidson County, Tennessee, being Lot no. 34 as shown on the Plan of Visco Industrial Subdivision, as revised, Section 6, of record in Book 4175, Page 39, Register's Office for Davidson County, Tennessee.

Said Lot No. 34 fronts 225.00 feet on the northerly side of Visco Drive, and runs back between parallel lines 910.48 feet on its westerly line and 854.80 feet on its easterly line to a line in the rear on which it measures

231.79 feet and contains 4.56 acres, more or less.

Being the same property conveyed to Matlock Truck Body & Trailer Corporation by deed from Vine Street Realty Company of record in Book 4281, Page 482, Register's Office for Davidson County, Tennessee.

By Articles of Amendment to Charter of Incorporation of record in Book 5319, Page 139, and Book 5833, Page 699, Register's Office for Davidson County, Tennessee, the name of Matlock Truck Body and Trailer Corporation was changed to Matlock Trailer Corp.

Being the same property conveyed by to G & A, Inc. by Special Deed by Special Warranty Deed from Matlock Trailer Corp. of record in Book 8058, Page 866, Register's Office for Davidson County, Tennessee.

The legal description contained herein has been furnished to Fred W. Beesley, Jr. and Maddin, Miller and McCune by third parties or from the record. Fred W. Beesley, Jr. and Maddin, Miller and McCune assume no liability as to the accuracy thereof.

SUBJECT TO:

1. Deed of Trust executed by G & A, Inc., a Tennessee corporation to Scott C. Williams, Trustee, of record in Book 8058, Page 870, Register's Office for Davidson County, Tennessee, dated March 6, 1990, to secure SOVRAN BANK/Central South (now NATIONSBANK/Tennessee) an indebtedness originally in the amount of $900,000.00 and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fee. Grantee has agreed to assume the obligation secured by this Deed of Trust and to obtain Grantor's release by NATIONSBANK/Tennessee from this Deed of Trust.

2. Easement conveyed to the United States of America by instrument of record in Book 2271, Page 285, being a flowage easement in connection with the Cheatham Lock and Dam Project on the Cumberland River.

3. Restrictive covenants contained in an instrument of record in Book 4218, Page 237, Register's Office for Davidson County, Tennessee.

4. All matters as shown on the Plan of record in Book 4175, Page 39, Register's Office for Davidson County, Tennessee, which includes: an owner's certificate, an easement for a sanitary sewer line along Visco Drive; a 50-foot minimum building setback line along Visco Drive; a 10-foot public utilities and drainage easement along the easterly boundary of said Lot No. 34; and a 2-1/2 x 40-foot utility anchor easement along the easterly boundary of said lot at its intersection with Visco Drive; and an easement for flowage of Cheatham Reservoir of record in Book 2271, Page 285, Register's Office for Davidson County, Tennessee (Lot 34).

5. All matters as shown on the Plan of record in Book 4175, Page 39, Register's Office for Davidson County, Tennessee, which includes: an owner's certificate, an easement for sanitary sewer along Visco Drive; a 50-foot minimum building setback line along Visco Drive; a 2-1/2 x 40-foot utility anchor easement along the westerly boundary of said Lot 33 at its intersection with Visco Drive; and an easement for flowage of Cheatham Reservoir of record in Book 2271, Page 285, Register's Office for Davidson County, Tennessee (Lot 33).

6. 1992 taxes, a lien, but not yet due and payable, which Grantor and Grantee have prorated at closing, and which Grantee agrees to assume and pay.

TO HAVE AND TO HOLD said real estate, with appurtenances, estate, title and interest thereto belonging to the said Mid-South Wire Co., Inc., a Tennessee corporation, its successors and assigns, forever.

And Grantor does covenant with the said Grantee, that Grantor is lawfully seized and possessed of said real estate in fee simple; has a good right to convey it, and the same is unencumbered except as set out herein.

And, pursuant to TCA 66-5-103(1)(B), Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said real estate to the said Mid-South Wire Co., Inc., a Tennessee corporation, its successors and assigns, against all persons claiming by, through or under Grantor, but not otherwise.

Grantee, by its acceptance of this Special Warranty Deed, agrees to take title in an "AS IS, WHERE IS" condition (understanding that there is no representation or warranty, expressed or implied, as to the condition of the said real property or any improvements thereon, or as to the fitness of the same for any use or occupation).

WITNESS my hand this 28th day of July, 1992, the corporate party having caused its name to be signed by its duly authorized officer on said day and date.

G & A, Inc., A Tennessee corporation

By: Philip B George

Its President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, Philip B. George, with whom I am personally familiar, and who acknowledged that he executed the within instrument (Special Warranty Deed) for the purposes therein contained, and who further acknowledged that he is the holder the office of President of the Grantor and is fully authorized by the Grantor to execute this instrument on behalf of the Grantor.

Witness my hand and seal, at office in Nashville, Tennessee on this 28th day of July, 1992.

Jeannie Gleaves
NOTARY PUBLIC

JEANNIE GLEAVES NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

My commission expires: 3/26/94.

DEED/SPC.WAR

31252

IDENTIF. REFERENCE

JUL 28 3 29 PM '92

FELIX [illegible] REGISTER
DAVIDSON COUNTY TN.

9737 07/28 0101 03CHECK 4037.86

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8686 PAGE 225

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT 1087757.05 CON TX 4024.86 PRFEE 1.00 WDEED 12.00 TOTAL 4037.86 CHECK 4037.86	
07/28/92	01	15:30 0001	9737	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

31252

IDENTIF. TREFERENCE

JUL 28 3 29 PM '92

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY TN.

No. 554412