INX 47
89-5825

CORPORATE FORM

WARRANTY DEED

THIS INDENTURE, made and entered into this 18th day of December 19 92, by and between

GILBERT/ROBINSON PARENT CORP. (formerly known as Gilbert/Robinson, Inc.)
a corporation organized and existing under and by virtue of the laws of the State of Delaware,
party of the first part, and

BOOK 8824 PAGE 328

GILBERT/ROBINSON, INC., a Delaware corporation

party of the second part,

WITNESSETH: That for and in consideration of Ten Dollars (10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the following described real estate, situated and being in Nashville County of Davidson, State of Tennessee:

See Exhibit A attached hereto, subject to the matters shown on Attachment A attached hereto.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, or successors and assigns in fee simple forever.

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered, , except as set forth on Attachment A attached hereto.

and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to the context of this instrument.

IN WITNESS WHEREOF, party of the first part has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

GILBERT/ROBINSON PARENT CORP.,
a Delaware corporation

ATTEST:

John P. Hawes, Secretary

By: Fred R. Hipp, President

STATE OF ~~TENNESSEE~~ MISSOURI, COUNTY OF ~~SHELBY~~ JACKSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Frederick R. Hipp with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself to be the president ~~(or other officer authorized to execute the instrument)~~ of Gilbert/Robinson Parent Corp. a Delaware corporation, the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President.

WITNESS my hand and Official Seal at office this 18th day of December, 19 92

Rachelle M. Brown
Notary Public

My Commission expires: 3/31/96

NOTARY SEAL STATE OF MISSOURI

(FOR RECORDING DATA ONLY)

Property address 4319 Sidco Drive

Mail tax bills to: (Person or Agency responsible for payment of taxes)
Gilbert/Robinson, Inc
47th and Main Streets
Kansas City, Missouri 64112

This instrument prepared by:
Smith, Gill, Fisher & Butts
1200 Main, Suite 300, Kansas City, MO 64105

State tax	$
Register's fee	.50
Recording fee	4.00
Total	

T.G. #

Return to:

Form 39 Revised 9/20/83

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $....., which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this ..... day of ....., 19.....

Notary Public

Oath of value not required pursuant to TCA 67-4-409(a)(5).

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT A

LOCATION: 4319 Sidco Drive, Nashville, Tennessee (Darryl's 1827)

Being Lot No. 2 on the Plan of South Plaza, as of record in Plat Book 5200, Page 289, R.O.D.C., Tennessee and being more particularly described as follows:

Beginning at a P.K. nail (by others) in the westerly right of way of Sidco Drive 300.19 feet northerly from Harding Place and being the most northeasterly corner of Lot No. 1, on the aforesaid plan and the southeasterly corner of the herein described tract; thence leaving said right of way and running with the northerly line of said Lot No. 1 with the following five calls S86 28'23"W, 34.97 feet to a P.K. nail (by others); thence S3 26'37"E, 30.00 feet to a P.K. nail (by others); thence N3 31'00"W, 9.02 feet to a P.K. nail (by others); thence S86 27'03"W, 35.66 feet to an iron pin (by others) located in the easterly right of way of interstate I-65, said iron pin being the northwesterly corner of aforementioned Lot No. 1 and the southwesterly corner of the herein described tract; thence continuing with the easterly right of way of I-65 N8 28'27"W, 190.90 feet to a concrete highway monument (by others) being the southwesterly corner of Lot No. 3, of the aforesaid plan and the northwesterly corner of the herein described tract; thence with the common line of said tracts N86 32'00"E, 308.09 feet to an iron pin (by others) located in the westerly right of way of Sidco Drive and being the southeasterly corner of Lot No. 3, and the northeasterly corner of the herein described tract; thence with said right of way S3 02'01"E, 168.92 feet to the point of beginning and containing 1.333 acres, more or less.

Being the same property conveyed to Gilbert/Robinson, Inc. by Deed of Record in Book 6723, Page 391, Register's Office for Davidson County, Tennessee.

Tax Parcel No: 132-15-58

7.7.2.2 I.

IDENTIFICATION REFERENCE

Dec 28 1 33 PM '92

WILLIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

5610 12/28 0101 03CHECK 12.00

J72760-2

ATTACHMENT A

On November 26, 1992, Gilbert/Robinson Holding Corp., a Delaware corporation ("G/R Holding"), Gilbert/Robinson Parent Corp., a Delaware corporation ("Old G/R") and certain affiliated corporations each filed voluntary petitions for relief under Chapter 11, Title 11, of the United States Bankruptcy Code with the United States Bankruptcy Court of the Southern District of New York.

Pursuant to the Plan or Reorganization for Old G/R and its affiliate corporations (the "Plan"), (i) G/R Holding has merged with and into Old G/R, with Old G/R as the surviving corporation; (ii) Old G/R has been renamed Gilbert/Robinson Parent Corporation, a Delaware corporation ("G/R Parent"); and (iii) G/R Parent has contributed all of its assets to Gilbert/Robinson, Inc., a Delaware corporation ("New G/R"), a newly-formed, wholly-owned subsidiary (subject to existing mortgages and all other labilities or obligations of G/R Parent (including those existing or the benefit of Caisse Naitonale de Credit Agricole, New York Branch), which liabilities and obligations have been assumed pursuant to a certain Conveyance Agreement executed by and between G/R Parent and New G/R.

This deed conveys certain assets of G/R Parent to New G/R in accordance with the Plan, and is subject to the first priority mortgage or deed of trust dated as of March 23, 1989 (the "Mortgage") in favor of Caisse Nationale de Credit Agricole, New York Branch. New G/R has, as of the date hereof, assumed the obligations of Old G/R under the Mortgage pursuant to the Conveyance Agreement described above.