BOOK 9065 PAGE 777

THIS INSTRUMENT PREPARED BY:
T. Michael O'Mara, Attorney
317 West Spring Street
Cookeville, Tennessee 38501

SEND TAX NOTICES TO:
SOUTHDOWN Corp.
500 WILSON PKWY. STE 100
BRENTWOOD, TN 37027

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00), cash in hand paid and other good and valuable consideration, the receipt of all of which is hereby acknowledged,

I, Joe Wilmoth, hereinafter referred to as the Grantor, have this day bargained and sold, and do hereby transfer and convey unto Smith Foods II, Limited Partnership, a Tennessee Limited Partnership, hereinafter referred to as the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee as follows:

Lot No. 3 on the Plan of Wal-Mart Center of record in Plat Book 6900, Page 3, in the Register's Office for Davidson County, Tennessee.

Being a portion of the property conveyed to Wal-Mart Properties, Inc., a Delaware corporation, by deed from Texas Commerce Bank National Association, a national banking association, and Texas Commerce Funding Company, a Delaware corporation, of record in Book 6778, Page 799, Register's Office for Davidson County, Tennessee.

~~The land conveyed hereby shall only be used, for a period of twenty (20) years from the date hereof, for the purpose of construction and operation of a free-standing fast food restaurant and drive thru service, including signage agreeable to Grantor and off-street parking incident thereto, and no other purpose without the express written consent of Grantor, its successors or assigns.~~

This property is all or a portion of that listed on Tax Map 75, Group 10, Parcel 210.00.

Previous and last conveyance being a warranty deed to Joe Wilmoth of record in Warranty Deed Book 7141, Page 111 in the Register's Office of Davidson County, Tennessee.

0666 07/06 0101 03CHECK 2859.00

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estates, titles, and interest thereto belonging to the said Grantee, its heirs and assigns, forever. And I do covenant with the said Grantee, that I am lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered.

And I do further covenant and bind myself, my heirs and representatives, to warrant and forever defend the title to said land to the said Grantee, its heirs and assigns, against the lawful claims of all persons.

WITNESS my hand, this 30th day of June, 1993.

Joe Wilmoth

STATE OF TENNESSEE
COUNTY OF PUTNAM

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Joe Wilmoth, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged himself to be the within named bargainor and that he, as such, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official seal, at Cookeville, Tennessee, this the 30 day of June, 1993.

Notary Public

My Commission Expires: November 19, 1996

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $ 500,000.00.

E. Rhett Smith
Affiant

Subscribed and sworn to before me, this 6 day of ~~June~~ July, 1993.

Louise M. Saunders
Notary Public

My Commission Expires: 11/20/96

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The foregoing instrument and certificate were noted in Notebook _____, Page _____, at _____ o'clock ___ m. _____, 19 _____ and recorded in Warranty Deed Book _____, Page _____. State Tax Paid $_____ Fee _____ Recording Fee _____ Total $_____

Witness my hand.

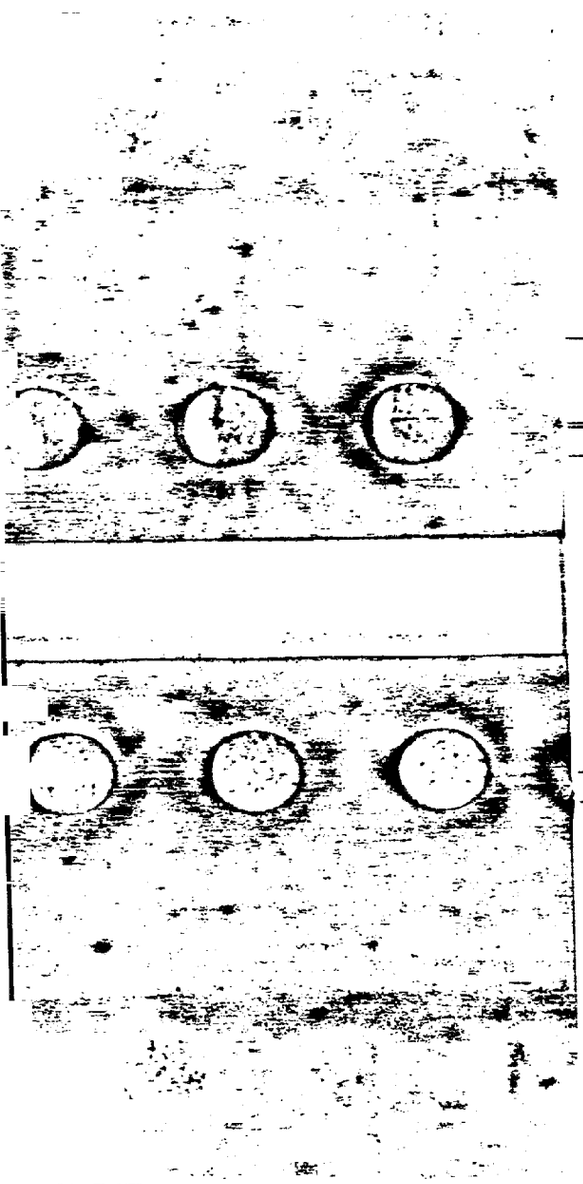
Receipt No. _____

Register

DEEDS:WD\WILMOTH.WD

38114
IDENTIF. ↑ REFERENCE

93 JUL -6 PM 4:32
CLIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9005 PAGE 779

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
500000.00
CON TX 1850.00
PRFEE 1001.00
WDEED 8.00
~~TOTAL~~ ~~2859.00~~
~~CHECK~~ ~~2859.00~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 0666

38114
IDENTIF. & REFERENCE

93 JUL -6 PM 4:32
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

VOID
PRFEE 1001.00
PRFEE 1.00
~~TOTAL~~ ~~1002.00~~
~~CHECK~~ ~~1002.00~~

07/06/93 01 16:50 0001 0692

TOTAL 1859.00

No. 671126