54961
IDENTIF. # REFERENCE

WHEN RECORDED RETURN TO:
#747 A
National Code Corporation
225 West 34th Street
Suite 2110
New York, NY 10122
Attn: Seth Schlussberg

93 AUG 23 PM 3:34
REGISTER
DAVIDSON COUNTY, TN.

MAIL TAX STATEMENTS TO:

CIRCLE K PROPERTIES, INC.
P.O. Box 52122
Phoenix, AZ 85072
Attn: Property Tax Department

2905 08/23 0101 03CHECK 16.00

This instrument prepared by: Joanne Franzel, Esq.

BOOK 9055 PAGE 353

WARRANTY DEED

THIS INDENTURE, made and entered into this 26 day of July, 1993 by and between CIRCLE K CONVENIENCE STORES, INC., a Texas corporation ("Grantor") and CIRCLE K PROPERTIES, INC., a Delaware corporation ("Grantee"),

WITNESSETH, that for the consideration hereinafter expressed Grantor hereby conveys, grants, bargains and sells to Grantee the real property which is situated in the County of DAVIDSON, State of TENNESSEE and more particularly described in Exhibit A hereto, together with the tenements, hereditaments and appurtenances belonging to such property (collectively, the "Property"). This conveyance is being made pursuant to Grantor's Plan of Reorganization filed January 15, 1993 in the United States Bankruptcy Court, District of Arizona, Case Nos. 90-5052-PHX-GBN to 90-5075-PHX-GBN, as amended, and confirmed by Order of the United States Bankruptcy Court, District of Arizona, dated June 16, 1993.

TO HAVE AND TO HOLD the Property unto the Grantee and Grantee's successors and assigns in fee simple forever. Grantor hereby covenants with Grantee that it is lawfully seized in fee of the Property; that it has good right to sell and convey the same; that the same is unencumbered, except for the following encumbrances (a) those disclosed in any title insurance policy issued to Grantor, or its predecessor by operation of law, (b) a lien not yet delinquent for real property taxes and general or special assessments, (c) zoning ordinances and regulations and any other laws, ordinances or governmental regulations restricting or regulating the use, occupancy or enjoyment of the Property and (d) takings by eminent domain which may have occurred between the date on which Grantor acquired title to the Property and the date hereof. Subject to the foregoing, Grantor shall warrant and defend Grantee's title and quiet possession to the Property against the lawful claims of any person or persons whomsoever. Grantor's covenants and warranties made herein shall be solely for the benefit of Grantee and its successors by operation of law, but shall not run with the land.

NO MORTGAGE TAX DUE ON INSTRUMENTS PURSUANT TO MERGERS, CONSOLIDATIONS, SALES OR TRANSFERS OF SUBSTANTIALLY ALL OF THE ASSETS PURSUANT TO PLANS OF REORGANIZATION.

TENNESSEE/DAVIDSON
Number: 08314
Type: S
2200 NOLENSVILLE ROAD
NASHVILLE, TN 37211

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

THE CONSIDERATION for this conveyance is Ten Dollars ($10.00) cash in hand paid, and other good and valuable consideration, receipt of all of which is hereby acknowledged.

IN WITNESS WHEREOF, Grantor has caused this Warranty Deed to be executed by and through its duly authorized officers the day and year first above written.

ATTEST:

Joel A. Sterrett, Secretary

CIRCLE K CONVENIENCE STORES, INC., a Texas corporation

By:
Name: Gehl P. Babinec
Title: Vice President

Number: 08314
Type: S

BOOK 9055 PAGE 355

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Before me the undersigned Notary Public in and for the said County and State personally appeared Gehl P. Babinec and Joel A. Sterrett, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledged themselves to be the Vice President and Secretary, respectively of CIRCLE K CONVENIENCE STORES, INC., the within named bargainor, a Texas corporation, and they as such Vice President and Secretary, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said Vice President and attesting the same by the Secretary.

WITNESS my hand and official seal at office this 26 day of July, 1993.

[Notary Seal]

Brian J. McGloey
Notary Public

My commission expires: 1/27/95

STATE OF NEW YORK, COUNTY OF NEW YORK,

95

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 $ 336,529, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale. TCA 67-4-409

Gehl P. Babinec, Assistant Secretary of Grantee

Subscribed and sworn to before me this 26 day of July 1993.

[Notary Seal]

Brian J. McGloey
Notary Public

My commission expires: 1/27/95

NA931320.016 /4+

95

Number: 08314
Type: S

EXHIBIT A

BOOK 9055 PAGE 356

A TRACT OF LAND IN THE FIRST CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, BEING PART OF LOTS 1 AND 2 ON THE MAP OF THE SUBDIVISION OF THE G.P. ROSE PROPERTY, AS RECORDED IN BOOK 547, PAGE 74, R.O.D.C., TENNESSEE AND BEING MORE FULLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON PIN ON THE EASTERLY RIGHT-OF-WAY LINE OF NOLENSVILLE ROAD AT THE COMMON WESTERLY CORNER OF LOTS 2 AND 3 OF G.P. ROSE SUBDIVISION; THENCE,

1. WITH THE EASTERLY RIGHT-OF-WAY LINE OF NOLENSVILLE ROAD IN A NORTHERLY AND WESTERLY DIRECTION WITH A 17,230.0-FOOT RADIUS CURVE TO THE LEFT, 222.2 FEET TO AN IRON PIN; SAID CURVE HAS A CHORD BEARING AND DISTANCE OF N 25°29'10" W, 222.20 FEET; THENCE,

2. WITH A 12.43-FOOT RADIUS CURVE TO THE RIGHT, 25.25 FEET TO A RAILROAD SPIKE ON THE SOUTHERLY RIGHT-OF-WAY LINE OF GLENROSE AVENUE; SAID CURVE HAS A CHORD BEARING AND DISTANCE OF S 32° 40'00" E, 21.13 FEET; THENCE,

3. WITH SAID LINE, S 89°08'00" E, 151.32 FEET TO AN IRON PIN; THENCE,

4. SEVERING SAID LOTS 1 AND 2, S 26°07'42" E, 241.66 FEET TO AN IRON PIN ON THE LINE BETWEEN LOTS 2 AND 3 OF G.P. ROSE SUBDIVISION; THENCE,

5. WITH THE LINE BETWEEN LOTS 2 AND 3, N 89°37'40" W, 173.50 FEET TO THE POINT OF BEGINNING AND CONTAINING 37,182 SQUARE FEET OR 0.854 ACRES.

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LA930900.004/110/S