54962
IDENTIF. & REFERENCE

WHEN RECORDED RETURN TO:
#1478A
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

3906 08/23 0101 03CHECK 16.00

This instrument prepared by: Joanne Franzel, Esq.

BOOK 9055 PAGE 357

WARRANTY DEED

THIS INDENTURE, made and entered into this 16 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: 08312
Type: S
927 GALLATIN ROAD
NASHVILLE, TN 37206

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: 08312
Type: S

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. McGarry
Notary Public

My commission expires: 1/27/95

STATE OF NEW YORK, COUNTY OF NEW YORK,

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 $ 228,087, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale. TC Ag 7-1-1/c 4

95

Gehl P. Babinec, Assistant Secretary of Grantee

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

[Notary Seal]

Brian J. McGarry
Notary Public

My commission expires: 1/27/95

95

Number: 08312
Type: S

EXHIBIT A

A TRACT OF LAND IN THE FIRST CIVIL DISTRICT OF METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE AND ALSO BEING LOTS NOS. TWO, THREE AND THE NORTHERLY 5 FEET OF LOT NO. ONE ON THE MAP OF J. B. HANCOCK'S EAST END ADDITION, AS OF RECORD IN PLAT BOOK 57, PAGE 133, R.O.D.C., TENNESSEE AND BEING MORE FULLY DESCRIBED AS FOLLOWS:

BEGINNING AT A P.K. NAIL SET ON THE EAST RIGHT-OF-WAY LINE OF GALLATIN PIKE, U.S. 31 E, S.R. 6 (A 70-FOOT ROAD) AT THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY LINE OF GRANADA AVENUE (A 50-FOOT ROAD); THENCE,

1. WITH THE SOUTH RIGHT-OF-WAY LINE OF GRANADA AVENUE, S 78° 39'00" E, A DISTANCE OF 149.78 FEET TO A RAILROAD SPIKE SET IN THE WEST LINE OF A 15 FOOT ALLEY; THENCE,

2. LEAVING THE SOUTH RIGHT-OF-WAY LINE OF GRANADA AVENUE AND WITH THE WEST LINE OF SAID ALLEY, S 12°01'00" W, A DISTANCE OF 105.00 FEET TO AN IRON PIN SET AT THE NORTHEAST PROPERTY CORNER OF A TRACT OF LAND CONVEYED TO THE HAMILTON REALTY CORPORATION, AS OF RECORD IN DEED BOOK 4455, PAGE 133, R.O.D.C., TENNESSEE; THENCE,

3. WITH THE NORTH PROPERTY LINE OF HAMILTON REALTY CORPORATION, N 78°34'25" W, A DISTANCE OF 149.78 FEET TO AN IRON PIN SET IN THE EAST RIGHT-OF-WAY OF GALLATIN PIKE; THENCE,

4. WITH SAID EAST RIGHT-OF-WAY LINE, N 12°01'04" E, A DISTANCE OF 104.80 FEET TO THE POINT OF BEGINNING AND CONTAINING 15,711 SQUARE FEET OR 0.36 ACRES MORE OR LESS.

8312

LA930900.004 /104/S