54967
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 3:37
REGISTER
DAVIDSON COUNTY, TN.

MAIL TAX STATEMENTS TO:

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

2911 08/23 0101 03CHECK 16.00

This instrument prepared by: Joanne Franzel, Esq.

BOOK 9055 PAGE 377

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: 08317
Type: S
2002 DICKERSON
NASHVILLE, TN 37207

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: 08317
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. McGarey
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 $ 185,694.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale. TC 467-4-409

Gehl P. Babinec, Assistant Secretary of Grantee

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

[Notary Seal]

Brian J. McGarey
Notary Public

My commission expires: 1/27/95

NA931320.018/4+

95

Number: 08317
Type: S

EXHIBIT A

A TRACT OF LAND IN THE FIRST CIVIL DISTRICT OF METROPOLITAN NASHVILLE - DAVIDSON COUNTY, TENNESSEE, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A RAILROAD SPIKE SET AT THE NORTHEASTERLY END OF THE NORTHWESTERLY RETURN CURVE AT THE INTERSECTION OF WEST TRINITY LANE (65' R.O.W.) AND DICKERSON PIKE, U.S. HIGHWAY 41 AND 31-W, STATE ROUTE 11 (73' R.O.W.); THENCE,

1. SOUTHWESTWARDLY WITH THE NORTHERLY RIGHT-OF-WAY LINE OF WEST TRINITY LANE AND A 50.00-FOOT RADIUS CURVE TO THE RIGHT, A DISTANCE OF 67.63 FEET TO AN IRON PIN SET; SAID CURVE HAS A CHORD BEARING AND DISTANCE OF S 52°40'01 W, 62.59 FEET; THENCE,

2. CONTINUING WITH SAID RIGHT-OF-WAY LINE, N 88°35'00" W, A DISTANCE OF 90.14 FEET TO AN IRON PIN SET; SAID PIN BEING THE SOUTHEASTERLY PROPERTY CORNER OF LOT 1, SECTION 1, LINDA JACOB SUBDIVISION, AS OF RECORD IN PLAT BOOK 2083, PAGE 7, R.O.D.C., TENNESSEE AND ALSO BEING THE SOUTHEASTERLY PROPERTY CORNER OF WILLIAM C. JACOB, JR. AND WIFE, JO ANN HALL JACOB, AS OF RECORD IN DEED BOOK 2642, PAGE 135, R.O.D.C., TENNESSEE; THENCE,

3. LEAVING SAID RIGHT-OF-WAY LINE WITH THE EASTERLY PROPERTY LINE OF WILLIAM C. JACOB, JR. AND WIFE, JO ANN HALL JACOB AND TRACT "B", IN PART, OF THE EUN S. LIM PROPERTY, AS OF RECORD IN DEED BOOK 7168, PAGE 79, R.O.D.C., TENNESSEE, N 13°30'00" E, A DISTANCE OF 178.14 FEET TO AN EXISTING MONUMENT CAP IN A 2 1/2" STEEL PIPE; SAID CAP BEING THE SOUTHWESTERLY PROPERTY CORNER OF TRACT "A" OF THE EUN S. LIM PROPERTY, AS OF RECORD IN DEED BOOK 7168, PAGE 79, R.O.D.C., TENNESSEE; THENCE,

4. LEAVING THE EASTERLY PROPERTY LINE OF TRACT "B" WITH THE SOUTHERLY PROPERTY LINE OF TRACT "A", S 74°00'00" E, A DISTANCE OF 130.00 FEET TO A P.K. NAIL SET IN LEAD ON THE WESTERLY RIGHT-OF-WAY LINE OF DICKERSON PIKE; THENCE,

5. SOUTHWARDLY WITH THE WESTERLY RIGHT-OF-WAY LINE OF DICKERSON PIKE AND A 3853.00-FOOT RADIUS CURVE TO THE LEFT, A DISTANCE OF 105.09 FEET TO THE POINT OF BEGINNING. SAID CURVE HAS A CHORD BEARING AND DISTANCE OF S 14°41'56" W, 105.09 FEET. THIS TRACT CONTAINS 20,412 SQUARE FEET OR 0.47 OF AN ACRE, MORE OR LESS.

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