54970
IDENTIF. ↑ REFERENCE

WHEN RECORDED RETURN TO:
476A
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:

BOOK 9055 PAGE 389

0914 08/23 0101 03CHECK 16.00

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

This instrument prepared by: Joanne Franzel, Esq.

WARRANTY DEED

THIS INDENTURE, made and entered into this ___ day of _____, 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, CONSULIDATIONS, SALES OR TRANSFERS OF SUBSTANTIALLY ALL OF THE ASSETS PURSUANT TO PLANS OF REORGANIZATION.

TENNESSEE/DAVIDSON
Number: 08319
Type: S
4199 NOLENSVILLE RD.
NASHVILLE, TN 57211

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: 08319
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. McAvoy
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 $ 212,352.00, 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. McAvoy
Notary Public

My commission expires: 1/27/95

NA931320.018 14+

95

Number: 08319
Type: S

CONT'D NEXT PAGE

BOOK 9055 PAGE 392

EXHIBIT A

(PAGE 1 OF 2)

A PORTION OF LOT 6, J. A. PATTERSON'S LAND, AS OF RECORD IN BOOK 421, PAGE 8, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

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

BEGINNING AT AN EXISTING IRON PIN ON THE NORTHERLY RIGHT-OF-WAY LINE OF EDMONSON PIKE, THAT IS S 61° 37' 40" W, 150.00 FEET FROM THE WESTERLY RIGHT-OF-WAY LINE OF NOLENSVILLE ROAD, U.S. 31-A, S.R. 12, AND PROCEEDING AS FOLLOWS:

1. WITH THE COMMON LINE OF THE HEREIN DESCRIBED TRACT AND A TRACT CONVEYED TO W. B. POND, BY DEED RECORDED IN BOOK 6054, PAGE 636 AND BOOK 4153, PAGE 798, R.O.D.C., TENNESSEE, N 13° 55'00" W, 150.00 FEET TO AN EXISTING IRON PIN; THENCE,

2. WITH THE SOUTH LINE OF N.C. BILL REALTY COMPANY, BY DEED RECORDED IN BOOK 6238, PAGE 768 AND BOOK 6103, PAGE 191, R.O.D.C., TENNESSEE, N 61°37'40" E, 150.00 FEET TO AN IRON PIN SET ON THE WESTERLY RIGHT-OF-WAY LINE OF NOLENSVILLE ROAD; THENCE,

3. WITH SAID LINE, S 13°55'00" E, 139.00 FEET TO AN IRON PIN SET; THENCE,

4. WITH A 39-FOOT RADIUS CURVE TO THE RIGHT, SOUTHWESTERLY A DISTANCE OF 25.57 FEET TO AN IRON PIN SET ON THE NORTHERLY RIGHT-OF-WAY LINE OF EDMONSON PIKE, SAID CURVE HAS A CHORD BEARING AND DISTANCE OF S 36°32'04" W, 25.116 FEET; THENCE,

5. WITH THE NORTHERLY RIGHT-OF-WAY LINE OF EDMONSON PIKE, S 61°37'40' W, 130.00 FEET TO THE POINT OF BEGINNING AND CONTAINING 21,716 SQUARE FEET OR 0.30 OF AN ACRE, MORE OR LESS.

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LA931080.008 /62/S

EXHIBIT A

(PAGE 2 OF 2)

LESS AND EXCEPT THE FOLLOWING:

LAND CONVEYED TO METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE, BY DEED OF RECORD IN BOOK 6151, PAGE 623, AS FOLLOWS:

LAND IN THE 6TH CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE, BEING A PART OF LOT NO. 6 ON THE PLAN OF A SUBDIVISION OF J. A. PATTERSON'S LAND, AS OF RECORD IN BOOK 421, PAGE 8, REGISTER'S OFFICE FOR SAID COUNTY, DESCRIBED ACCORDING TO A SURVEY MADE BY JAMES A. HAMILTON, JR., SURVEYOR, FEBRUARY 16, 1963, AS FOLLOWS:

BEGINNING AT A POINT LYING ON THE EXISTING NORTHERLY MARGIN OF EDMONSON PIKE, SAID POINT BEING THE COMMON CORNER OF PARCELS 6.1 AND 30 AS SHOWN ON PROPERTY MAP SHEET #147; THENCE ALONG THE NORTHERLY MARGIN OF EDMONSON PIKE NORTH 61°37'40" EAST FOR A DISTANCE OF 130 FEET TO A POINT, SAID POINT BEING THE BEGINNING OF A CURVE WITH A RADIUS OF 39 FEET; THENCE ALONG THE CURVE BEARING THE NORTHWEST FOR A DISTANCE OF 25.57 FEET TO A POINT, SAID POINT BEING ON THE WESTERLY MARGIN OF NOLENSVILLE PIKE; THENCE ALONG THE WESTERLY MARGIN OF NOLENSVILLE PIKE NORTH 13°55' WEST FOR A DISTANCE OF 21.03 FEET TO A POINT, SAID POINT BEING THE BEGINNING OF A CURVE WITH A RADIUS OF 30 FEET FOR THE PROPOSED NEW RIGHT-OF-WAY; THENCE ALONG THE CURVE BEARING TO A SOUTHWESTERLY DIRECTION FOR A DISTANCE OF 39.55 FEET TO A POINT, SAID POINT BEING ON THE PROPOSED NEW NORTHERLY MARGIN OF EDMONSON PIKE; THENCE ALONG THE PROPOSED NORTHERLY MARGIN OF EDMONSON PIKE 126.75 FEET TO A POINT; SAID POINT LYING ON THE COMMON LINE BETWEEN PARCELS 6.1 AND 30 AS SHOWN ON PROPERTY MAP #147; THENCE ALONG THE SAID COMMON LINE SOUTH 13°55' EAST 8.7 FEET TO THE POINT OF BEGINNING CONTAINING 1,308 SQUARE FEET.

BEING A PORTION OF THE SAME PROPERTY CONVEYED TO GRANTOR BY DEED RECORDED IN DEED BOOK 5971, PAGE 877, OFFICE OF THE REGISTER, DAVIDSON COUNTY, TENNESSEE.

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LA931080.008 /63/S