BOOK 9130 PAGE 312

This instrument prepared by:

David F. Byers, Jr., Esquire
Wallace, Jordan, Ratliff, Byers & Brandt
SouthBridge Building - Suite 525
2000 SouthBridge Parkway
Birmingham, Alabama 35209

Address of New Owner
and for Tax Bills is:

Action Nissan Realty Partners
307 Thompson Lane
Nashville, Tennessee 37211

Map 119-9
Parcels 258, 259, 260, 260.1, 263, 266, 267, 272, 275, 273, 274, 276, 282, 283 and 284

WARRANTY DEED

STATE OF TENNESSEE)
DAVIDSON COUNTY)

For and in the consideration of the sum of TEN and NO/100 DOLLARS ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, KEY-ROYAL REALTY NO. VIII, LTD. has this day bargained and sold, and does hereby transfer and convey unto the said ACTION NISSAN REALTY PARTNERS, a Tennessee general partnership, that certain real estate located in Davidson County, Tennessee which is described on Exhibit A hereto, to the said GRANTEE herein, and its successors, heirs and assigns.

To have and to hold said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said GRANTEE, its successors and assigns forever. The undersigned covenants that it is lawfully seized of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except for that mortgage in favor of SouthTrust Bank, Birmingham, Alabama, which is being expressly assumed by GRANTEE.

The undersigned further covenants and binds itself, its assigns and representatives, to warrant and forever defend the title to said real estate to said GRANTEE, its successors and assigns, against the lawful claims of all persons.

Whenever used, the singular number shall include the plural, the plural and the singular in the use of any gender shall be applicable to all genders.

79077
IDENTIF. ↑ REFERENCE

93 OCT 28 PM 2:18
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

7238 10/28 0101 03CHECK 10150.72

WITNESS our hands this 13th day of September, 1993, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

KEY-ROYAL REALTY NO. VIII, LTD.,
an Alabama limited partnership

By: Royal Automotive Group, Inc.,
a Delaware Corporation,
f/k/a/ Key Royal Automotive Company

By: David R. Belcher
David R. Belcher,
As Its Vice Chairman

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that David R. Belcher, as Vice Chairman of Royal Automotive Group, Inc., a Delaware corporation f/k/a/ Key-Royal Automotive Group, which is the general partner of Key-Royal Realty No. VIII, Ltd., whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 15th day of ~~September~~ October, 1993.

Rebecca Hoodson
NOTARY PUBLIC
My Commission Expires: Sept. 13, 1998

STATE OF TENNESSEE)
DAVIDSON COUNTY)

The actual consideration or value, whichever is greater, for this transfer is the assumption of indebtedness in the amount of $2,735,605.73

Affiant

Subscribed and sworn to before me this the 28th day of ~~September~~ OCTOBER, 1993.

M. Quinn Davis
NOTARY PUBLIC
My Commission Expires: 9/24/94

2499\waranty.ded

EXHIBIT A to Warranty Deed executed by Key-Royal Realty No. VIII, Ltd. in favor of Action Nissan Realty Partners

PARCEL A

MAP & PARCEL NO: 119-9-260
BEING Lot No. 6 on the plan of Waller's Subdivision, as of record in Book 6900, page 591, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a complete legal description.

BEING part of the same property conveyed to Raymond W. Waller, an undivided 2/3 interest and George David Waller, III, an undivided 1/3 interest by deed from Rellaw Co., a Tennessee corporation of record in Book 6921, page 277, said Register's Office; and further being part of the same property conveyed to George D. Waller and wife, Julia A. Waller by deed of record in Book 1116, page 211, said Register's Office. The said George D. Waller having predeceased his wife, Julia A. Waller, who is now deceased and whose estate is being probated in the Probate Court for Davidson County, Tennessee, under Rule No. 75877, with Raymond W. Waller and George David Waller, III named as Co-Executors.

PARCEL B

MAP & PARCEL NO: 119-9-260.1
Tract No. One:

BEING Lot No. 12, the westerly 15 feet of Lot No. 13 and that part of a 21-foot alley west of said Lot No. 12, known as Alley No. 1894, now abandoned and re-located, and part of an unnumbered tract on the plan of Tankaley Subdivision, as of record in Book 547, page 56, Register's Office for said County, described together as follows:

BEGINNING on the northerly margin of Collier Avenue at a point 15 feet east of the dividing line between Lots Nos. 12 and 13; thence with said Avenue, westwardly 103 feet to the easterly margin of Alley No. 1894, as re-located; thence with said Alley northwardly 155.5 feet, more or less, the northwest corner of said Lot No. 12; thence eastwardly 103 feet; thence southwardly 155.5 feet, more or less, to the beginning.

MAP & PARCEL NO: 119-9-276
Tract No. Two:

LAND in Davidson County, Tennessee, being the easterly 87 feet of Lot No. 13 on the Plan of Tankaley Subdivision, as of record in Book 547, page 56, Register's Office for said County. Said part of Lot No. 13 fronts 87 feet on the northerly side of Collier Avenue and extends back 155.5 feet, more or less, on the westerly line and 155.5 feet, more or less, on the easterly line to a line in the rear measuring 87 feet, thereon.

BEING part of the same property conveyed to Raymond W. Waller, an undivided 2/3 interest and George David Waller, III, an undivided 1/3 interest by deed from Rellaw Co., a Tennessee Corporation of record in Book 6921, page 277, said Register's Office.

PARCEL C

MAP & PARCEL NO: 119-9-266
Tract No. One:

BEING the west part of Lot No. 4, the East 14 feet of Lot No. 13, and all of Lot No. 14 on the Plan of Tankaley Subdivision as of record in Book 547, page 56, Register's Office for Davidson County, Tennessee.

SAID west part of Lot No. 4 fronts 100.8 feet on the South side of Thompson Lane, as widened and runs back between parallel lines 122 feet more or less to a line in the rear measuring 100.8 feet.

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

EXHIBIT A to Warranty Deed executed by Key-Royal Realty No. VIII, Ltd. in favor of Action Nissan Realty Partners (continued)

MAP & PARCEL NO: 119-9-274 & 275
SAID East 14 feet of Lot No. 13 and Lot No. 14 adjoin and together front 100 feet, more or less on the northerly margin of Collier Avenue and run back between parallel lines 155.5 to a line in the rear.

BEING part of the same property conveyed to George D. Waller and wife, Julia A. Waller, by deed from W.H. Browder and Thad W. Crandell, as of record in Book 2991, page 101, Register's Office for Davidson County, Tennessee, the said George D. Waller having predeceased his wife, Julia A. Waller, who is also deceased, and whose estate is being administered in the Probate Court for Davidson County, Tennessee, under Rule No. 75877.

MAP & PARCEL NO: 119-9-261
Tract Two:

BEING the westerly 50 feet of Lot No. 6 on the Plat of Rosa V. Tanksley's Subdivision, as of record in book 547, page 56, Register's Office for Davidson County, Tennessee.

Said part of Lot No. 6 fronts 50 feet on the southerly side of Thompson Lane and runs back between parallel lines 120 feet, more or less to a line in the rear.

BEING the same property conveyed to George D. Waller and wife, Julia A. Waller, by deed from George Lawrence Dudley and wife, Willie Mae Dudley, as of record in Book 3530, page 114, Register's Office for Davidson County, Tennessee, the said George D. Waller having predeceased his wife, Julia A. Waller, who is now deceased and whose estate is being probated in the Probate Court for Davidson County, Tennessee, under Rule No. 75877.

PARCEL C was further conveyed to Raymond W. Waller, an undivided 2/3 interest and George David Waller, III, an undivided 1/3 interest by deed from Raymond W. Waller and George David Waller, III, as Co-Executors of the Estate of Julia A. Waller, deceased by deed of record in Book 6921, page 281, said Register's Office.

PARCEL D

MAP & PARCEL NO: 119-9-267
LAND in Davidson County, Tennessee, being the easterly 4 feet of Lot No. 4 and the westerly 102.5 feet of Lot No. 3 on the Plan of Rosa V. Tanksley's Subdivision as of record in Book 547, page 56, Register's Office for said County.

SAID parts of Lots Nos. 3 and 4 front together 106.5 feet on the southerly margin of Thompson Lane and runs back between parallel lines 122.5 feet to a line in the rear.

BEING the same property conveyed to George D. Waller and wife, Julia A. Waller by deed from J.M. Tucker and wife, Sarah Tucker of record in Book 3640, page 479, said Register's Office. The said George D. Waller having predeceased his wife, Julia A. Waller, who is now deceased and whose estate is being probated in the Probate Court for Davidson County, Tennessee, under Rule No. 75877, with Raymond W. Waller and George David Waller, III named as Co-Executors.

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

RECORDER'S MEMO
LEGIBILITY OF PRINTING IN
THIS DOCUMENT WAS UNSATISFACTORY WHEN RECEIVED

PARCEL E

MAP & PARCEL NO: 119-9-282, 283 & 284
BEING Lot Nos. 23, 22 and the westerly 50 feet of Lot No. 21 on the Plan of the Tanksley Subdivision, of record in Book 547, page 56, Register's Office for Davidson County, Tennessee.

LOT No. 22 and the westerly 50 feet of Lot No. 21 front 150.0 feet on the southerly margin of Collier Avenue and runs back between parallel lines 150.5 feet, more or less to the middle line of abandoned alley No. 1896.

LOT No. 23 fronts 72.4 feet on the southerly margin of Collier Avenue and runs back between lines, 150.5 feet on the easterly line and 154 feet on the westerly line to the middle line of abandoned alley No. 1896, in the rear on which it measures 42.9 feet.

BEING part of the same property conveyed to George D. Waller and Julia A. Waller by deed from Joe Andrews, of record in Book 1261, page 616, said Register's Office. The said George D. Waller having predeceased his wife, Julia A. Waller, who is now deceased and whose estate is being probated in the Probate Court for Davidson County, Tennessee, under Rule No. 75877, with Raymond W. Waller and George David Waller, III named as Co-Executors.

PARCEL F

MAP & PARCEL NO: 119-9-259
BEING parts of Lots Nos. 9 and 10 on the Plan of Rose V. Tanksley's Subdivision as of record in Book 547, page 56, Register's Office for said County.

BEGINNING on the southerly margin of Thompson Lane, as widened at the northeast corner of the property conveyed to Ratterman's American Service Center Company, by deed from Woodbine Laundry and Cleaners Company, of record in Book 3371, page 114, said Register's Office; thence with said Service Center Company's eastern boundary line South 4 deg. 33 min. west 74.62 feet and south 24 deg. 31 min. east 47.32 feet; thence easterly 74.4 feet, more or less, to the westerly margin of a 20 foot alley; thence with same northerly 128 feet, more or less, to the southerly margin of Thompson Lane, as widened; thence with the same westerly 90 feet, more or less, to the beginning.

BEING the same property conveyed to Heritage Nissan, Inc. by deed from John Gray and wife, Joanne M. Gray of record in Book 6756, page 793, Register's Office for Davidson County, Tennessee.

PARCEL G

MAP & PARCEL NO: 119-9-258
LAND in the 6th Civil District of Davidson County, Tennessee, being a part of Lots Nos. 9, 10 and 11 and a part of an alley now closed, and a triangular parcel lying south of said alley on the easterly margin of Nolensville Pike, said lots being a part of the Tanksley Subdivision, of record in Plat Book 547, page 56, Register's Office for said County, described as follows:

BEGINNING at a point in the easterly margin of Nolensville Pike, as widened, said point being opposite center line station 501/83.6 (which center line station is South 25 degrees 13' east 240.9 feet from the intersection of the center line of the Nolensville Pike with the center line of Thompson Lane, as widened, said point being in George D. Waller's northerly line; thence North 65 degrees 42' east 77.54 feet to an iron pin; thence south 87 degrees 02' 30" east 23.0 feet to an iron pin; thence North 24 degrees 31' 20" West 47.32 feet to an iron pin; thence north 4 degrees 33' east 74.62 feet to a point in the southerly margin of Thompson Lane as widened; thence westwardly,

EXHIBIT A to Warranty Deed executed by Key-Royal Realty No. VIII, Ltd. in favor of Action Nissan Realty Partners (continued)

with said southerly margin and along a 0 degree 38.192' curve to the left 23.83 feet to a point, the point of tangency; thence continuing with said southerly margin of Thompson Lane, North 88 degrees 53' west 20.2 feet to a point at the beginning of a curve (whose included angle is 22 degrees 07' and radius of 118.0 feet); thence with said curve westwardly and southwardly 45.55 feet to a point, the beginning of a second curve (whose included angle is 72 degrees 06' and radius is 43.0 feet); thence with said curve westwardly and southwardly, 54.11 feet to a point, the beginning of a third curve (whose included angle is 22 degrees 07' and radius of 118.0 feet); thence with said curve, southwardly and eastwardly 45.55 feet to a point in the easterly margin of Nolensville Pike, as widened; thence with the said margin of Nolensville Pike, South 24 degrees 42' 30" east 60.4 feet to the beginning.

BEING the same property conveyed to Heritage Nissan, Inc. by deed from Kearney Cisco, Jr. and wife, Donna J. Cisco of record in Book 7412, page 186, Register's Office for Davidson County, Tennessee.

PARCEL H

MAP & PARCEL NO: 119-9-273
LOT No. 16 on the Plan of the Rose V. Tanksley Subdivision, as of record in Book No. 547, page 56, Register's Office for Davidson County, Tennessee.

SAID Lot No. 16 fronts 100 feet on the northerly margin of Collier Avenue and runs back between parallel lines 155.5 feet, more or less to a line in the rear.

BEING the same property conveyed to Heritage Nissan, Inc. by deed from Julia Tucker Sanders and husband, Joe M. Sanders of record in Book 7195, page 174, Register's Office for Davidson County, Tennessee.

PARCEL I

MAP & PARCEL NO: 119-9-272
LAND in Davidson County, Tennessee, being Lot No. 15 on the Plan of the Tanksley Subdivision, as of record in Book 547, page 56, Register's Office for said County, and more fully described as follows:

SAID Lot No. 15 fronts 100 feet on the northerly side of Collier Avenue and runs back between parallel lines 155.5 feet, more or less to a line in the rear.

BEING the same property conveyed to Heritage Nissan by deed from John R. Lamb and wife, Janie Elizabeth Lamb of record in Book 7403, page 157, Register's Office for Davidson County, Tennessee.

PARCELS A THROUGH E were subsequently conveyed to Key-Royal Realty No. VIII, Ltd., an Alabama Limited Partnership by deed from Raymond W. Waller and George David Waller, III, both individually and as Co-Executors of the Julia A. Waller Estate of record in Book 7567, page 637, said Register's Office.

PARCELS F THROUGH I were subsequently conveyed to Key-Royal Realty No. VIII, Ltd., an Alabama Limited Partnership by deed from Heritage Nissan, Inc. of record in Book 7567, page 643, said Register's Office.

RECORDER'S MEMO
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THIS DOCUMENT WHEN RECEIVED

EXHIBIT A to Warranty Deed executed by Key-Royal Realty No. VIII, Ltd. in favor of Action Nissan Realty Partners (continued)

EXCEPTIONS

1. Taxes for 1993, a lien, but not yet due and payable.

2. Subject to all matters shown on the Plan of record in Book 547, page 56, and in Book 6900, page 591, Register's Office for Davidson County, Tennessee.

3. Sign Lease Agreement of record in Book 5528, page 451, and in Book 8684, page 771, Register's Office for Davidson County, Tennessee.

4. Subject to terms and conditions of Council Bill Nos. 62-311, 68-675, 087-19 and 087-20, together with easements retained therein in the closing of Alley Nos. 1894 and 1895.

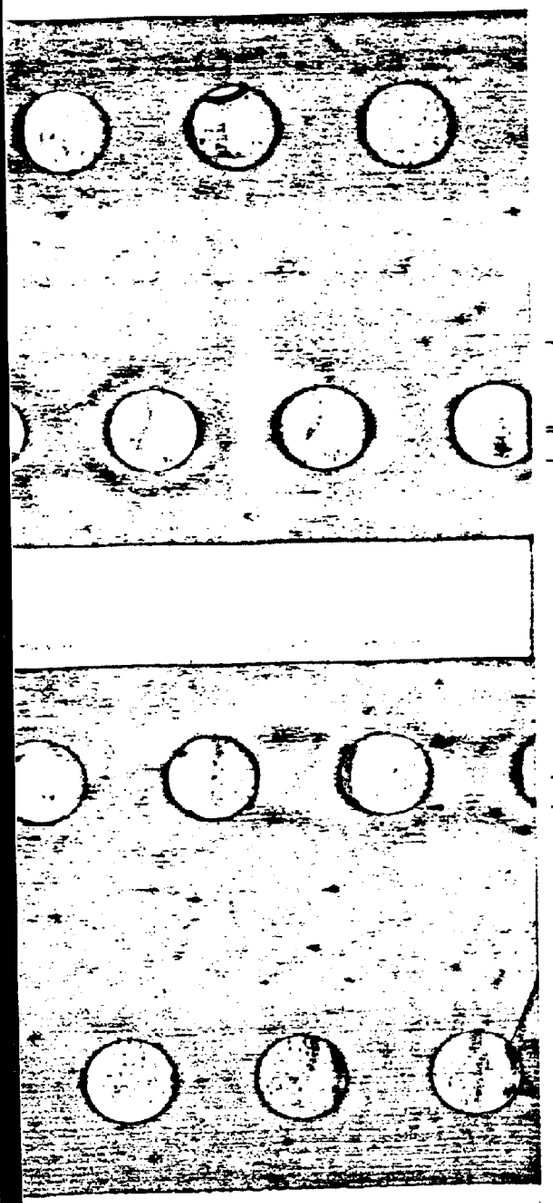
5. Subject to all matters as shown on the survey of Jerry Morrow, TRLS No. 777, dated June 29, 1988.

6. Subject to easements for and rights of others in and to 15-foot alley located as Parcels F and G.

7. Construction Deed of Trust, Assignment of Leases, and Security Agreement, executed by Key Royal Realty No. VIII, Ltd., an Alabama limited partnership, to J. Greer Cummings, Jr., Trustee, dated June 3, 1988, and recorded in Book 7567, page 648, Register's Office for Davidson County, Tennessee, in favor of SouthTrust Bank of Alabama, National Association, which states that it secures a debt in the principal sum of $3,364,000.00, payable as specified therein, together with any terms, conditions, restrictions or limitations recited therein, as amended to increase the secured indebtedness to $3,399,000.00 by Amendment to Construction Deed of Trust, Assignment of Leases, and Security Agreement of record in Book 7787, page 304, said Register's Office, and as further amended by Amendment to Promissory Note and to Construction Deed of Trust, Assignment of Leases, and Security Agreement of record in Book 9082, page 484, said Register's Office.

8. UCC-1 Financing Statement naming Key Royal Realty No. VIII, Ltd., as Debtor, and SouthTrust Bank of Alabama, National Association, as Secured Party, of record in Book 7567, page 687, Register's Office for Davidson County, Tennessee, as continued by UCC-3 Continuation Statement of record in Book 8822, page 410, said Register's Office.

wp:gcHERexcep



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

RECEIVED OF _____

FOR _____

BOOK 9130 PAGE 319

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
2735605-13
CON TX 10121.72
PRFEE 1.00
WDEED 28.00
TOTAL 10150.72
CHECK 10150.72

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/28/93 01 14:19 0001 7238

79077
IDENTIF. ↑ REFERENCE

93 OCT 28 PM 2:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 715048