This Instrument Prepared By:
State of Tennessee
Suite 500
Nashville City Center
511 Union Street
Nashville, Tennessee 37243

Part of Map 80 Parcel 4

State of Tennessee
County of DAvidson
The actual consideration for this transfer is $214,600.00.

Sworn to and Subscribed before me this 27th day of Sept. 1994

Notary Public
COMM Exp: 3-22-97

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

QUITCLAIM DEED

FOR AND IN CONSIDERATION OF the sum of Two Hundred Fourteen Thousand Six Hundred ($214,600) Dollars the receipt of which is hereby acknowledged, the State of Tennessee ("State"), acting by the Commissioner, Department of Finance and Administration, with the approval of the Governor and the Attorney General, acting under the authority of Tennessee Code Annotated, Section 12-2-116 does hereby bargain, sell, remise, release, quitclaim and convey unto Cumberland Bend Associates, L.P., a Tennessee limited partnership, ("Grantee") in and to the following described real estate located in the First Civil District of Nashville, and Davidson County, Tennessee ("Property") and being more particularly described as follows:

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See Exhibit A

This conveyance is made and accepted subject to the following conditions which will be binding upon the Grantee, its successors and assigns, and run with the land in perpetuity:

1) This property is conveyed to Grantee for development of a food production facility and shall be used exclusively for that purpose.

2) The Grantee acknowledges that the State has an option to purchase the Property as provided in the Lease Agreement between the Grantee, as lessor, and the State, as lessee, of even date herewith ("Lease").

3) In accordance with T.C.A. Section 12-2-116, the Grantee acknowledges that the State has the first right of purchase with respect to any impending sale of the Property. Should the State elect to purchase the Property under this provision, the purchase price will be no more than "Fair Market Value". The Grantee agrees to give the State timely notice in writing of Grantee's intent to sell the premises and the State shall have ninety (90) calendar days to respond to such notice. "Fair Market Value" shall be established by appraisal in the amount determined by the State utilizing opinions of value as provided from three (3) independent appraisers. The State, at its sole expense, shall employ two (2) appraisers, selected from the State of Tennessee Real Estate Management Office's list of approved appraisers, and the Grantee, at the Grantee's sole expense, shall employ one (1) appraiser selected from said approved appraiser list. Said list shall contain no less than six (6) names. The value of the premises so derived shall be subject to approval of the State Building Commission. The Grantee agrees and acknowledges Grantee's acceptance of the State's determination of value as set forth hereinabove to be "Fair Market Value" for the purposes of any impending sale of the Property. The provisions

of this paragraph shall be in addition to the State's option to purchase described above in paragraph (2).

IN WITNESS WHEREOF, the signature of the State of Tennessee has been hereunto affixed by the Commissioner of Finance and Administration with the approval of the Governor and of the Attorney General as evidenced by their signatures hereunto affixed this the 19th day of September, 1994.

STATE OF TENNESSEE

Commissioner
Finance and Administration

APPROVED:

Attorney General

Governor

ACCEPTED BY GRANTEE:

CUMBERLAND BEND ASSOCIATES, L.P.
a Tennessee limited partnership
By:
Its: MANAGING GEN. PARTNER

PICK-UP

94 SEP 27 PM 4:18
REGISTER
DAVIDSON COUNTY, TN.

94478
IDENTIF. & REFERENCE

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Stan H. Hardaway, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged himself/herself to be the Managing G.P. of Cumberland Bend Associates, L.P., the within named bargainor(s), and that he/she as such officer being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited partnership by himself/herself as such officer.

Witness my hand and seal at office, this 19th day of September, 19 94

Harold L. Cobb
Notary Public

HAROLD L. COBB ★ NOTARY PUBLIC AT LARGE ★ STATE OF TENNESSEE

My Commission Expires:

1-22-95

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned Notary Public for Davidson County, David L. Manning, Commissioner of Finance and Administration with whom I am personally acquainted and who, upon oath, acknowledged that he is the Commissioner of Finance and Administration and that he as Commissioner, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the State of Tennessee by himself as Commissioner.

Witness my hand and seal at office, this 19th day of September, 1994

Harold L. Cobb
Notary Public

HAROLD L. COBB ★ NOTARY PUBLIC AT LARGE ★ STATE OF TENNESSEE

My Commission Expires:

1-22-95

Send tax bill to State of Tennessee
Suite 500
Nashville City Center
511 Union Street
Nashville, TN 37243-0300

New Owner
Cumberland Bend Associates L.P.[3]
615 Main Street
Nashville, TN 37206

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EXHIBIT A

PROPERTY DESCRIPTION

Land being in the Eighth Civil District of Nashville, Davidson County, Tennessee and being a portion of the former Main State Penitentiary site of record in Deed Book 448 - Page 250, Register's Office of Davidson County, Tennessee more particularly described as follows:

Commencing at an iron pin (new) at the northerly right-of-way of the CSX Transportation Railroad, said pin being the most southerly corner of the former State Penitentiary site and being in the northwesterly common line of the Laroche Industrial Park Plat Book 7900, Page 128; and having a north coordinate of 670386.2925 and easting of 1713845.5764 on the Tennessee State Plane Coordinate System, NAD 83.

Thence, North 45 degrees 35 minutes 26 seconds East 60.24 feet to an iron pin (new);

Thence North 10 degrees 30 minutes 56 seconds West 254.32 feet to an iron pin (new);

Thence, North 08 degrees 38 minutes 49 seconds East 411.14 feet to an iron pin (new) said pin being the southwesterly corner of the herein described tract and being the TRUE POINT OF BEGINNING for this property description;

Thence, with a new line severing the subject former Main State Penitentiary North 08 degrees 38 minutes 49 seconds East 537.54 feet to an iron pin (new);

Thence, North 26 degrees 34 minutes 08 seconds West 321.45 feet to an iron pin (new);

Thence, North 60 degrees 17 minutes 55 seconds East 436.00 feet to a point on the low water mark of the Cumberland River;

Thence, with the low water mark of the Cumberland River, South 29 degrees 42 minutes 05 seconds East 124.59 feet to a point;

Thence, with said low water mark South 40 degrees 53 minutes 58 seconds East 328.36 feet to a point;

Thence, South 41 degrees 07 minutes 33 seconds West 900.81 feet to the TRUE POINT OF BEGINNING and containing 7.06 acres more or less, according to a survey made by Thomas, Miller and Partners, Kevin A. Edmonson, RLS #1515, dated 9-28-93.

BEING part of the same property conveyed to the State of Tennessee by deed of record in Book 448, page 250, said Register's Office.

2321 09/27 0101 03CHECK 815.02

EASEMENT DESCRIPTION

Being a strip of land varying in width lying in the Eighth Civil District of Nashville, Davidson County, Tennessee and being a portion of the former Main State Penitentiary site of record in Deed Book 448, Page 250, Register's Office of Davidson County, Tennessee to be used as a joint use ingress/egress and utility easement, being more particularly described as follows:

Beginning at an iron pin (new) at the northerly right-of-way of the CSX Transportation Railroad, said pin being the most southerly corner of the above mentioned former Main State penitentiary site and having a north coordinate of 670386.2925 and easting of 1713845.5764 on the Tennessee State Plane Coordinate system, NAD 83.

Thence, North 10 degrees 30 minutes 56 seconds West - 296.35 feet to point;

Thence, North 08 degrees 38 minutes 49 seconds East - 435.57 feet to a point;

Thence, North 02 degrees 30 minutes 08 seconds East - 373.70 feet to a point;

Thence, North 09 degrees 25 minutes 54 seconds West - 237.65 feet to a point;

Thence, North 22 degrees 57 minutes 50 seconds West - 160.95 feet to a point;

Thence, North 60 degrees 17 minutes 55 seconds East - 80.00 feet to an iron pin (new) at the northwest corner of the subject 7.06 Acre tract described hereon;

Thence, with the westerly line of said tract for the next two calls:

South 26 degrees 34 minutes 08 seconds East - 321.45 feet to an iron pin (new),

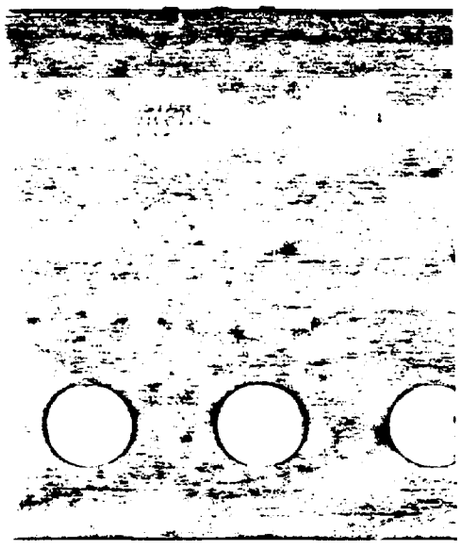
South 08 degrees 38 minutes 49 seconds West - 537.54 feet to an iron pin (new) at the southwest corner of said tract;

Thence, South 08 degrees 38 minutes 49 seconds West - 411.14 feet to an iron pin (new);

Thence, South 10 degrees 30 minutes 56 seconds East - 254.32 feet to an iron pin (new), said pin being in the southeasterly line of the above mentioned former Main State Penitentiary Site;

Thence, with said southeasterly line South 45 degrees 35 minutes 26 seconds West 60.24 feet to the Point of Beginning and containing 2.40 Acres more or less, according to a survey made by Thomas, Miller and Partners, Kevin A. Edmonson, RLS, #1515, Dated 9-28-93.

BEING part of the same property conveyed to the State of Tennessee by deed of record in Book 448, page 250, said Register's Office.



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

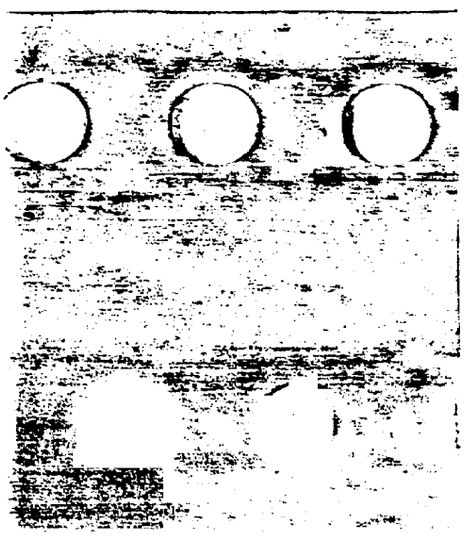
RECEIVED OF _____

FOR _____

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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 214600.00
CON TX 794.02
PRFEE 1.00
WDEED 20.00
TOTAL 815.02
BANK 815.02

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

09/27/94 01 16:17 0001 2321

94478
IDENTIF. & REFERENCE

94 SEP 27 PM 4:18
REGISTER
DAVIDSON COUNTY, TN.

No. 838588