THIS INSTRUMENT PREPARED BY:
John A. Gupton, III, Esq.
BAKER, DONELSON, BEARMAN & CALDWELL
A Professional Corporation
1700 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

BOOK 9863 PG 389

FROM: **LORETTA LYNN'S WESTERN STORES, INC.,**
a Tennessee corporation

("GRANTOR")

TO: **MICHAEL COULTER SMITH, TRUSTEE OF LAND TRUST 435**

("GRANTEE")

ADDRESS NEW OWNER:

Michael Coulter Smith, Trustee of Land Trust 435
3150 Salt Creek Lane, Suite 112
Arlington Heights, IL 60005

SEND TAX BILLS:

SAME

TAX/PARCEL NUMBERS
Map 96-13, Parcel 162 and Map 96-13, Parcel 182

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and No/100 Dollars ($10.00) cash in hand paid by Michael Coulter Smith, Trustee of Land Trust 435, ("Grantees"), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Loretta Lynn's Western Stores, Inc., a Tennessee corporation ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto Grantees, his successors and assigns, all of its interest in and to certain tracts or parcels of land in Davidson County, Tennessee, as follows, to-wit:

A tract of land consisting of two parcels being Parcel 162 and 182 as shown on Davidson County Tax Map 96-13, situated in the 1st Civil District of Davidson County, Tennessee and described according to an unrecorded survey by John D. McCormick, Tennessee RLS Number 674, dated October 26, 1995, revised November 13, 1995, as follows:

Parcel 162: Beginning at an existing concrete monument in the easterly right-of-way of Donelson Pike, said point being the northwesterly corner of the Nell A. Barnes property as recorded in Deed Bk. 7923 Pg. 488 and being the southwest corner of the property herein described; thence S 86°20' E a distance of 200.00 feet to an existing iron rod; thence N 6°01'11" E a distance of 64.51 feet to a railroad spike in the pavement; thence N 83°13'05" W a distance of 200.00 feet to an existing concrete monument in the easterly right-of-way of Donelson Pike; thence along a curve to the left with a radius of

1392.40 feet, a distance of 75.3 feet to the point of beginning and containing 14,007 sq.ft. more or less.

Parcel 182: Beginning at an existing concrete monument in the easterly margin of Donelson Pike, said point being the northwesterly corner of Parcel 162 and being the south west corner of the property herein described; thence along the northerly margin of Parcel 162 S 83°13'05" E a distance of 200.00 feet to a railroad spike in the pavement; thence N 7°58'48"E a distance of 30.00 feet to a new iron rod; thence N 83°13'05" W a distance of 200.00 feet to an existing iron rod in the easterly right-of-way of Donelson Pike and being the southwest corner of the Te-Two Real Estate Limited Partnership property recorded in Deed Bk. 9637 Pg. 101; thence along a curve to the left with a radius of 1392.40 feet, a distance of 30.00 feet to the point of beginning and containing 6,001 sq.ft. more or less.

This property is known as 425 and 435 Donelson Pike, Nashville, Tennessee.

Being the same property conveyed to Loretta Lynn's Western Stores, Inc. by deed from C.E. Hooper and wife, Peggy K. Hooper of record in Book 4380, page 273, Register's Office of Davidson County, Tennessee and from C.E. Hooper, Peggy K. Hooper and Frank K. Bellar and Ruth H. Bellar of record in Book 5085, page 70, Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, his successors and assigns, forever.

And Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered with the following exceptions:

1. Matters shown on the Plan of record in Book 4350, Page 135, and of record in Book 4955, page 80, said Register's Office.

And Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantee, his successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

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WITNESS this 17th day of November, 1995.

LORETTA LYNN'S WESTERN
STORES, INC.

By: Charles H. Wiles Pres.

Its: President

STATE OF TENNESSEE
COUNTY OF Davidson

Before me, Betty B. Simmons a Notary Public in and for the State and County aforesaid, personally appeared Charles H. Wiles, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the President of **LORETTA LYNN'S WESTERN STORES, INC.**, the within named bargainor, a corporation, and that he as such President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

WITNESS my hand and seal at office, on this the 17th day of November, 1995.

Betty B. Simmons
Notary Public

My Commission Expires:

1-24-98

STATE OF TENNESSEE
COUNTY OF Davidson

The actual consideration or value, whichever is greater, for this transfer is $415,000.00.

AFFIANT

Subscribed and sworn to before me, this 17th day of November, 1995.

Betty B. Simmons
NOTARY PUBLIC

My Commission Expires: 1-24-98

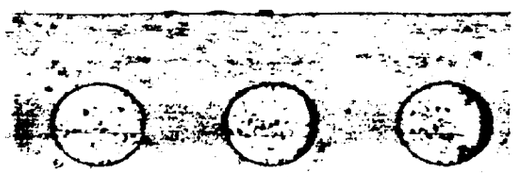
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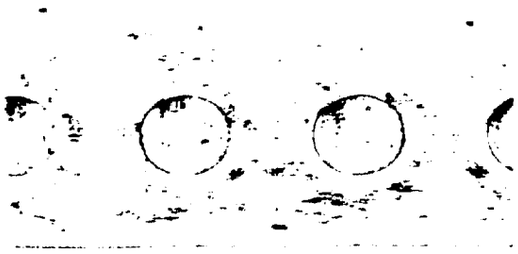
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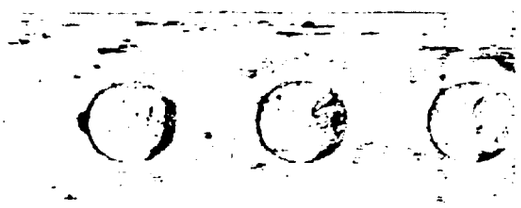
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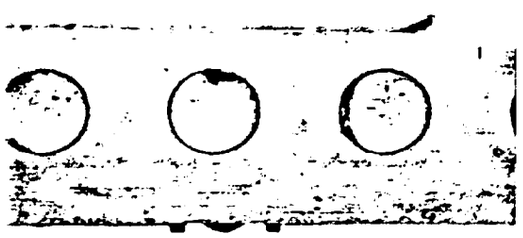
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N M_H173530 V1









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 415000.00
CON TX 1535.50
PRFEE 1.00
WDEED 12.00
TOTAL 1548.50
CHECK 1548.50

11/17/95 01 16:06 0001 9721

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0124198 IDENTIF. # REFERENCE

95 NOV 17 PM 4:05

FELIX Z. WILSON, II
DAVIDSON COUNTY, TN

No. 978270