BOOK 9910 PG 750

Attn John Grant

This instrument prepared by:
Grant, Konvalinka & Harrison, P.C.
Ninth Floor - Republic Centre
633 Chestnut Street
Chattanooga, Tennessee 37450
(423) 756-8400

MG

SPECIAL WARRANTY DEED

THIS INDENTURE made this 5th day of January, 1996, by and between SATURN OF RIVERGATE, INC., a Tennessee corporation (hereinafter called "Grantor"), and C. M. GATTON, Trustee of the C. M. Gatton Trust (hereinafter called ("Grantee").

W I T N E S S E T H:

That the Grantor, for and in consideration of the sum of Ten Dollars ($10.00) in hand paid at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell and convey unto the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described on Exhibit A which is attached hereto and by reference made a part hereof.

TO HAVE AND TO HOLD said real estate unto Grantee, its sucessors and assigns in fee simple, but subject to restrictive covenants, easements and restrictions of record as shown on Exhibit B attached hereto.

Grantor, for itself and its successors and assigns, covenants, warrants and represents to and with Grantee, its successors and assigns, that Grantor is lawfully seized and possessed of the above described real estate, that it has full right and lawful authority to sell and convey the same, that it has not made, done, executed or suffered any act or thing whereby the real estate now is or at any time hereafter shall or may be imperiled, charged or encumbered except as herein set forth, that said real estate is free and clear of all

Grantee Address	Send Tax Bills To:	Map Parcel No.:
C. M. Gatton, Trustee State & 11th Streets Bristol, TN 37620	Same	34-9-174 Out of 34-9-171

LAW OFFICES
GRANT, KONVALINKA
& HARRISON, P.C.
NINTH FLOOR
REPUBLIC CENTRE
633 CHESTNUT STREET
CHATTANOOGA, TN 37450

liens and encumbrances, and that it will forever warrant and defend the title to the said real estate against all persons lawfully claiming the same from, through and under it, but not otherwise.

IN WITNESS WHEREOF, the undersigned Grantor has executed this Special Warranty Deed on the day and year first above written.

SATURN OF RIVERGATE, INC.

By: Nelson E. Bowers II

Title: Pres.

STATE OF TENNESSEE)
COUNTY OF Davidson)

Before me, a Notary Public of the State and County aforesaid, personally appeared Nelson E Bowers II, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of SATURN OF RIVERGATE, INC., the within named bargainor, a corporation, and that he as such officer executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

Witness my hand and seal this 5th day of January, 1996.

Notary Public

My commission expires:

1-21-98

STATE OF TENNESSEE
COUNTY OF Davidson

I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is $2,147,545.44, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

C. M. Patton, Trustee
Affiant-Grantee

Subscribed and sworn to before me this 5th day of January, 1996.

Notary Public

My commission expires:

1-21-98

C:\WPDATA\REALEST\SATDAV.SWD

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GRANT, KONVALINKA
& HARRISON, P.C.
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CHATTANOOGA, TN 37450

EXHIBIT A

LEGAL DESCRIPTION

Tract 1

Land in Davidson County, Tennessee, being Lot No. 7B on the Plan of the Resubdivision of Lots 7A and 7B of Rivergate Station, Section 3, of record in Plat Book 8250, Page 347, Register's Office for Davidson County, Tennessee.

For prior title, see Deed recorded in Book 8120, Page 255, and in Book 9546, Page 95, Register's Office for Davidson County, Tennessee.

Tract 2

Being a parcel of land situated in Davidson County, Tennessee, said parcel being Lot 4B as recorded on the Resubdivision of Lot 4, Rivergate Station, Section Two, Phase Five, of record in Plat Book 8250, Page 418, Register's Office for Davidson County, Tennessee.

For prior title, see Deed recorded in Book 9668, Page 841, and rerecorded in Book 9670, Page 286, Register's Office for Davidson County, Tennessee.

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EXHIBIT B

EXCEPTIONS

1. As to Tract 1, subject to all easements and matters contained on plat recorded in Plat Book 8250, Page 347, Register's Office for Davidson County, Tennessee.

2. As to Tract 1, subject to Restrictions of record in Book 7480, Page 965, as amended in Book 7537, Page 359, and in Book 8100, Page 76, Register's Office for Davidson County, Tennessee.

3. As to Tract 1, subject to Declarations of Permanent Building Restrictions of record in Book 7993, Page 619, as rerecorded in Book 7997, Page 774, Register's Office for Davidson County, Tennessee.

4. As to Tract 1, subject to Deed of Easement and Covenant Agreement by and between C. Hooper Development Company and the Armstrong Rubber Company of record in Book 7537, Page 380, Register's Office for Davidson County, Tennessee.

5. As to Tract 1, subject to an easement for water lines granted to Madison Suburban Water of record in Book 8231, Page 373, Register's Office for Davidson County, Tennessee.

6. As to Tract 1, subject to a Deed of Conveyance of Sewer Lines of record in Book 8486, Page 379, Register's Office for Davidson County, Tennessee.

7. As to both Tracts, subject to an easement for water lines granted to Madison Suburban Utility District, of record in Book 8316, Page 451, Register's Office for Davidson County, Tennessee.

8. As to Tract 2, subject to Restrictive Covenants contained in Book 7480, Page 965, and Book 8431, Page 12, Register's Office for Davidson County, Tennessee.

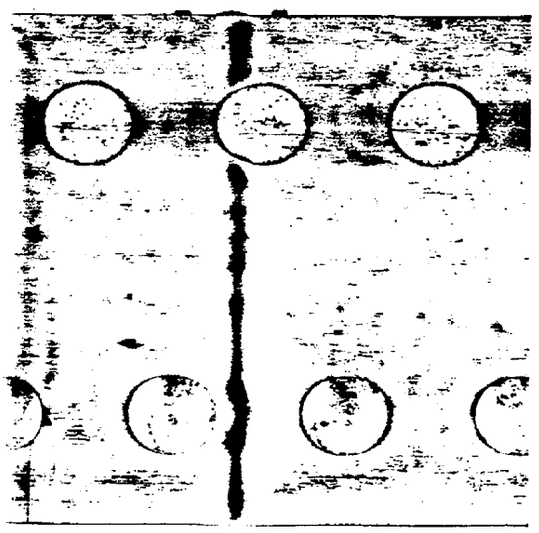
9. As to both Tracts, subject to any governmental zoning and subdivision ordinance or regulations in effect thereon.

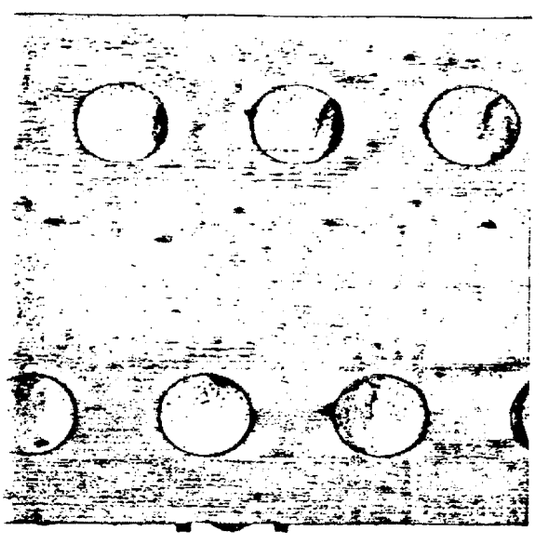
013840
IDENTIF. ↑ REFERENCE

96 JAN -5 PM 2:50

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

LAW OFFICES
GRANT, KONVALINKA
& HARRISON, P.C.
NINTH FLOOR
REPUBLIC CENTRE
633 CHESTNUT STREET
CHATTANOOGA, TN 37450





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

RECEIVED OF _____

FOR _____

BOOK 9910 PG 754

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
2147545.44
CON TX 7945.92
PRFEE 1.00
WDEED 16.00
TOTAL 7962.92
CHECK 7962.92

01/05/96 01 14:53 0001 5179

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0138440
IDENTIF. & REFERENCE

96 JAN -5 PM 2:50

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 993528