Box 36

BK 10027 PG 428

4374 04/25 0131 03CHECK 961-21

Tax

Send Tax Bills To: GPI Properties 1995, LLC, 2635 Millbrook Road, Raleigh, NC 27604

Mail after recording to Manning, Fulton, and Skinner, P.A.
P.O. Box 20389, Raleigh, North Carolina 27619-0389
This instrument was prepared by Same

Map 43-3 Parcel 12

TENNESSEE GENERAL WARRANTY DEED

THIS DEED made this 4 day of April, 1996, by and between **PDW REAL ESTATE LIMITED PARTNERSHIP,** a North Carolina limited partnership, Grantor, having an address c/o General Parts, Inc. 2635 Millbrook Road, Raleigh , NC 27604; and **GPI PROPERTIES 1995, LLC,** a North Carolina limited liability company, Grantee; having an address c/o General Parts, Inc., 2635 Millbrook Road, Raleigh, NC 27604. Owner

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine, or neuter, as required by context.

WITNESSETH, that the Grantor, for a valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, has and by these presents does grant, bargain, sell and convey unto the Grantee in fee simple, all that real property situated in Davidson County, Tennessee and more particularly described on **Exhibit A** attached hereto and by this reference made a part hereof, and Grantor having acquired the subject premises by Deed recorded at Book 7380, page 297, Davidson County Register of Deeds.

TO HAVE AND TO HOLD the aforesaid real property and all hereditaments, privileges, and appurtenances thereto belonging to the Grantee, its heirs and assigns forever.

And the Grantor covenants with the Grantee, that Grantor is lawfully seized of the premises in fee simple, has the right to convey the same in fee simple, that title is marketable and free and clear of all encumbrances, that Grantor has good right to sell and convey the same, and that Grantor will warrant and defend the title against the lawful claims and demands of all persons whomsoever except for the exceptions hereinafter stated.

Title to the property conveyed hereby is subject to the exceptions set forth on **Exhibit B** attached hereto and, by this reference, made a part hereof.

Grantee shall be responsible for payment of property taxes and tax bills should be sent to its address as stated herein.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be duly executed under seal on the date first set forth above.

GRANTOR:
PDW REAL ESTATE LIMITED PARTNERSHIP, (SEAL)
a North Carolina limited partnership

By: VMS Properties, Inc., a North Carolina corporation,
General Partner

By: _____
John W. Gardner, Vice-President

Attest: _____
M.C. Graham, Secretary

(CORPORATE SEAL)

0175111
IDENTIFICATION REFERENCE

96 APR 25 PM 3:26

17689/DJW/TLB/09880-G23198(A)/Madison, TN/Property 89

BOOK 10027 PG 429

Tennessee Deed Acknowledgment

The State of ~~Tennessee~~ NC, County of Wake

Before me, a Notary Public in and for said State and County duly commissioned and qualified personally appeared John W. Gardner, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be Vice-President of VMS Properties, Inc., a North Carolina corporation, acting as General Partner of Grantor, the within named bargainor, and that he executed the foregoing instrument for the purposes therein contained by signing the name of the corporation, acting as General Partner of Grantor, by himself as Vice-President.

Witness my hand, at office, this 4 day of April, 1996.

Patricia D Hamrick
Notary Public
My Commission expires
5-17, 1997

I hereby swear or affirm that the execution and delivery of this Deed is pursuant to a capital contribution to the Grantee in exchange for membership interest in the ~~Grantor~~ Grantee and that no taxable consideration is being exchanged.

John W. Gardner
, Affiant

Subscribed and sworn to before me this 4 day of April, 1996.

Patricia D Hamrick
Notary Public

My commission expires: 5-17-97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value whichever is greater, for this transfer is $255,193.00.

Affiant

Subscribed and sworn to before me, this the 25 day of April, 1996.

Mary Ann Selley
Notary Public
My commission Expires:

NOTARY PUBLIC AT LARGE
Mary Ann Selley
My Commission Expires
January 24, 1998
STATE OF TENNESSEE

EXHIBIT A

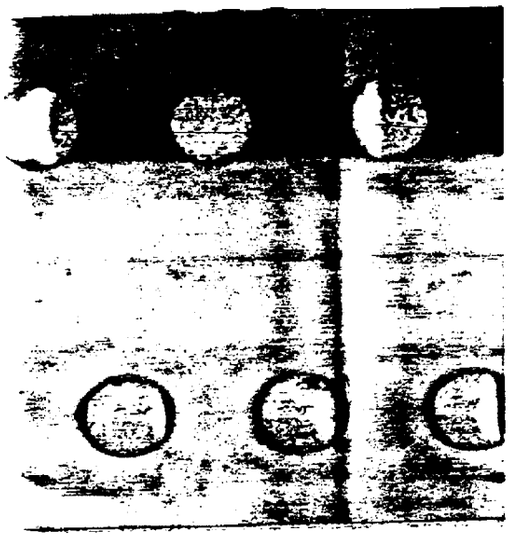
Land in Davidson County, Tennessee being Lot No. 2 on the Revised Plan of Rivergate Industrial Park, Section Three, of record in Book 6200, page 667, Register's Office for said County, to which plan reference is hereby made for a more complete description of said lot.

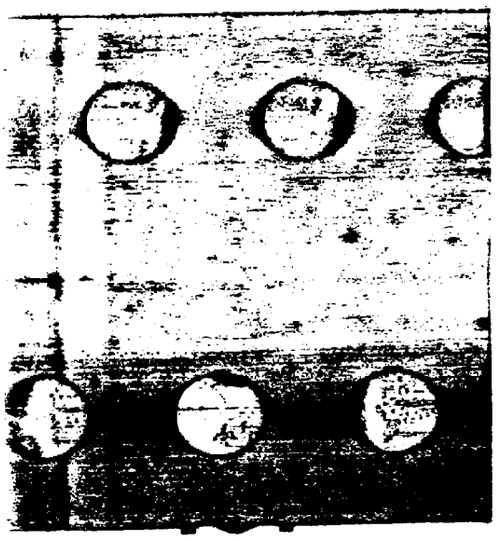
Being the same property conveyed to PDW Real Estate Limited Partnership, a North Carolina Limited Partnership by deed from Susan Hobbs, Trustee for the Richard A. Odom Real Estate Trust and the Douglas G. Odom, Jr., Real Estate Trust, and J. T. Dugger & Sons, a Tennessee proprietorship, of record in Book 7380, page 297, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Ad Valorem taxes for 1996 and subsequent years.

2. Matters as shown on Plan of record at Book 6200, page 667, Davidson County Official Records.





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

RECEIVED OF _____

FOR _____

BOOK 10027 PG 432

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
				255193.00
				CON TX 944.21
				PRFEE 1.00
				MDEED 16.00
				TOTAL 961.21
				CHECK 961.21
04/25/96	01			15:30 0001 4374

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0175111
IDENTIF. # REFERENCE

96 APR 25 PM 3:26

DAVIDSON COUNTY, TN.

No. 1032434