Box 36

BK 10027 PG 433

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 60, Parcel 84

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)

017512
IDENTIFICATION REFERENCE

17784/DJW/KQF/09880-G23198(A)/Nashville, TN/Property 7

Tennessee Deed Acknowledgment BK/PG 10027/PG 434

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 4th day of April, 1996.

Susan C. Howard
Notary Public
My Commission expires
10/27, 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 the 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.

Susan C. Howard
Notary Public

My commission expires: 10/27/97

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $2,283,762.00.

Affiant

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

NOTARY PUBLIC AT LARGE
Mary Ann Selley
My Commission Expires

Notary Public
My Commission Expires:

EXHIBIT A

Being a parcel of land in Nashville, First Civil District, Second Conciliamonic District Davidson County, Tennessee located in the southeasterly quadrant of the intersection of the southerly side and the easterly side of Brick Church Park Drive, being lot no.14 as shown on the plan of Resubdivision of Lot 8,9 and 14, Brick Church Business Park, Phase Two, as of record in Book 8250, Page 419, R.O.D.C., and being more particularly described as follows:

BEGINNING, at an iron pin in the southerly right-of-way line of Brick Church Park Drive, said iron pin being the easterly terminus of a curve return to the easterly right-of-way line of said Brick Church Park Drive;

THENCE, with said southerly right-of-way line with a curve to the left 263.08 feet to a concrete monument; said curve having a central angle of 29 ° 33' 20", a radius of 510.00 feet, a tangent of 134.54 feet, and a chord of S 68 ° 19' 43" E, 260.17 feet;

THENCE, leaving said right-of-way line with the westerly line of lot no. 1A as shown on the plan of Resubdivision of Lot 1, Brick Church Business Park, Phase One, as of record in Book 8250, Page 144, R.O.D.C., S 06 ° 53' 37" W 73.87 feet to an iron pin;

THENCE, continuing with said line S 03 ° 32' 47" W 337.12 feet to a concrete monument;

THENCE, with the southerly line of said lot 1A S 86 ° 26' 34" E 31.95 feet to an iron pin;

THENCE, leaving said line with the westerly line of property conveyed to James Daniel Gotlin, et ux by deed of record in Book 3770, Page 545, R.O.D.C. and a portion of the westerly line of property conveyed to Holman C. Millhouse by deed of record in Book 8406, Page 6, R.O.D.C. S 01° 30' 54" W 267.12 feet to an iron pin;

THENCE, leaving the westerly line of said Millhouse property with the northerly line of lot no. 9, as shown on said plan of Resubdivision of Lot 8,9 and 14, Brick Church Business Park, Phase Two, the following calls:
N 88 ° 29' 06" W 197.70 feet to an iron pin;
N 04 ° 40' 09" E 101.42 feet to an iron pin;
N 66 ° 44' 56" W 296.64 feet to an iron pin;
N 45 ° 25' 37" W 149.61 feet to an iron pin in the easterly right-of-way line of Brick Church Park Drive;

THENCE, with said right-of-way line the following calls:
With a curve to the left 90.60 feet to an iron pin, said curve having a central angle of 16 ° 44' 41", a radius of 310.00 feet, a tangent of 45.62 feet and a chord of N 36 ° 12' 03" E 90.28 feet;
N 27 ° 49' 42" E 262.96 feet to an iron pin;
With a curve to the right 65.45 feet to an iron pin, said curve having a central angle of 15 ° 00' 00", a radius of 250.00 feet, a tangent of 32.91 feet and a chord of N 35 ° 19' 42" E 65.26 feet;
N 42 ° 49' 42" E 114.69 feet to an iron pin;
With a curve to the right 43.78 feet to the point of beginning, said curve having a central angle of 83 ° 37' 14", a radius of 30.00 feet, a tangent of 26.83 feet, and a chord of N 84 ° 38' 20" E 40.00 feet.

Containing 286,845 square feet or 6.59 Acres more or less.

The above description describes not only that property described in First American Title Insurance Company Title Insurance Commitment No. 13684 but also property of record in Book 9086, Page 65, R.O.D.C. and shown as lot No. 14 on the plan of record in Book 8250, Page 419, R.O.D.C..

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

EXHIBIT B

1. Ad Valorem Taxes for 1996 and subsequent years

2. Restrictive Covenants, of record in Book 8255, Page 536 and Book 9338, Page 19, Register's Office for Davidson County, TN

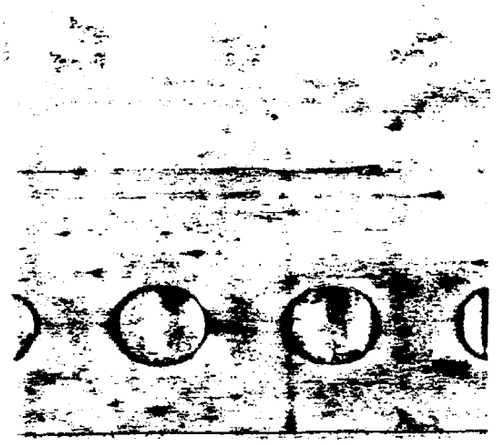
3. All matters shown on the record plan, of record in Book 8250, Page 419, Register's Office for Davidson County, TN

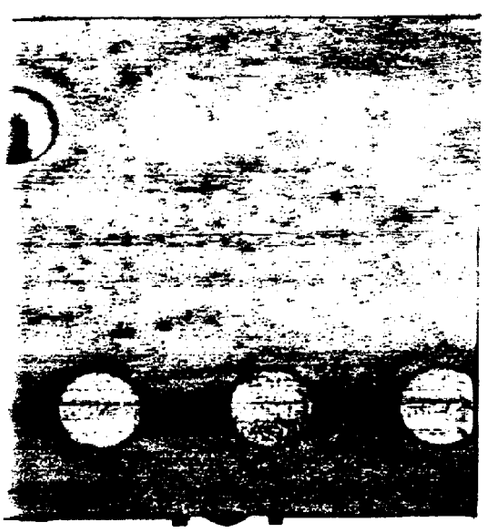
4. Easement for sanitary sewer and/or storm drainage, of record in Book 6695, Page 60, Register's Office of Davidson County, TN

5. Storm Water Detention Agreement, of record in Book 8183, Page 566, Register's Office of Davidson County, TN

6. Deeds to the Metropolitan Government of Nashville and Davidson County, TN, of record in Book 7893, Page 459; Book 8127, Page 843; and Book 2127, Page 897, Register's Office of Davidson County, TN

4375 04/25 0101 03CHECK 8466.92





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

RECEIVED OF _____

FOR _____

BOOK 10027 PG 437

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 2283762.00
				CON TX 8449.92
				PRFEE 1.00
				WDEED 16.00
				TOTAL 8466.92
				CHECK 8466.92
04/25/96	01			15:31 0001 4375

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0175112 IDENTIF. # REFERENCE

96 APR 25 PM 3:

DAVIDSON COUNTY, TN

No. 1032435