This instrument prepared by:
Robert C. Goodrich, Jr.
FARRIS, WARFIELD & KANADAY
Suite 1900 SunTrust Center
424 Church Street
Nashville, Tennessee 37219

BOOK 10117 PG 105

Address New Owner as Follows:	Send Tax Bills To:	Map-Parcel Numbers:
Kenneth E. Cantrell and Charles T. Cantrell c/o Charles T. Cantrell 1208 Norton Court Brentwood, TN 37207	Charles T. Cantrell 1208 Norton Court Brentood, TN 37027	134-280.00 134-117.00 134-120.00

DEBTOR IN POSSESSION'S DEED

This instrument is made and entered into on this 21 day of June, 1996, by RED ARROW DELIVERY SERVICE COMPANY, INC., as debtor in possession, bankruptcy case number A96-63170-ADK, United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division (hereinafter referred to as "Grantor").

WHEREAS, Red Arrow Delivery Service Company, Inc., a Tennessee corporation, filed a voluntary petition under title 11, chapter 11, of the United States Code in the United States Bankruptcy Court for the Northern District of Georgia (the "Court"), bankruptcy case number A96-63170-ADK, and thereby became a debtor in possession in bankruptcy; and

WHEREAS, at the time of the filing of the bankruptcy, Red Arrow Delivery Service Company, Inc. was the owner in fee simple of the Property (hereinafter defined); and

WHEREAS, at the time of the filing of the bankruptcy the Property was subject to a first priority deed of trust lien in favor of SunTrust Bank, Nashville, N.A. (formerly Third National Bank in Nashville), of record in Book 8773, page 43, Register's Office for Davidson County, Tennessee (herein, the "SunTrust Deed of Trust"); and a second priority deed of trust lien in favor of Kenneth E. Cantrell and Charles T. Cantrell (herein "Grantees") of record in Book 8776, page 61, Register's Office for Davidson County, Tennessee (herein the "Cantrell Deed of Trust"); and

WHEREAS, under a Loan and Collateral Purchase Agreement dated March 27, 1996, and under Order Approving Motion to Transfer Property to a Secured Creditor Pursuant to 11 U.S.C. § 363 and for Authority to Enter Into Mutual Release, entered by the Court on May 28, 1996 (herein, the "Order"), the Grantor was authorized and directed to transfer the Property to the Grantees on the terms herein set forth;

NOW, THEREFORE, GRANTOR, in consideration of these premises and a credit of Two Hundred Fifty Thousand Dollars and no/100 ($250,000.00) against the claim secured by the Cantrell Deed of Trust, does transfer and convey unto Grantees as tenants in common, their heirs, successors and assigns, the following described real estate and improvements located thereon, located in Davidson County, Tennessee, and more particularly described as follows, to wit (herein, the "Property"):

PARCEL I

Land situated in the 5th, formerly 7th. Civil District of Davidson County, State of Tennessee, and legally described as follows:

TRACT I:

Described according to a survey made September 16, 1929 by John Wilkes, Civil Engineer, as follows:

Beginning in the center of the Mill Creek Valley Road at the southeast corner of the School lot; running thence with the center of said road South 45 deg. East 159 feet; South 53 deg. East 350 feet; thence leaving said road and running North 10 1/2 deg. East 208 feet; thence South 79 1/2 deg. East 9 feet; thence North 10 1/2 deg. East, passing through a well, 20 feet; thence North 79 1/2 deg. West 9 feet; thence North 10 1/2 deg. East 408 feet to the center of the right-of-way of the N.C. & St. L. Railway; thence with the center of said right-of-way North 55 deg. West 289 feet; thence South 40 deg. West 320 feet to the northerly line of said School lot; thence with the northerly line of said lot, South 45 deg. East 89 feet to the northeast corner thereof, thence with the east line of said lot, South 40 deg. West 241 feet to the beginning, containing 5 1/4 acres, more or less.

TRACT II:

A strip of land three by twenty feet, described partly according to a survey made June 10, 1935, by Erle Drake, County Surveyor, for said county as follows:

Beginning at a point North 10 deg. 30' East 208 feet from the center of Mill Creek Valley Road in the southwest corner of a tract of land conveyed to Clarence B. Turner and wife, Ethel J. Turner by deed from Mrs. Gertrude Gay, et al, of record in Book 794, page 209, Register's Office for said County; and running thence North 10 deg. 30' East 20 feet; thence South 79 deg. 30' East 3 feet; thence South 10 deg. 30' West 20 feet; thence North 79 deg. 30' West 3 feet to the point of beginning.

Less and except the following:

Beginning at a point, said point being identified by an iron pin in the northerly margin of the 50 foot right-of-way of Antioch Pike approximately 672 feet west of the intersection of Candy Lane and Antioch Pike, and being the southwest corner of a parcel of land conveyed to B.W. Vaughan et ux by deed from Helen Mae Sims of record in Book 4442, page 641, Register of Deeds office for said county, and being the southeast corner of the TSC property described above; thence North 11 degrees 40 minutes 27 seconds East 173.61 feet to a concrete monument being the Northwest corner of said B.W. Vaughan et ux property and the Southwest corner of a parcel of land conveyed to Howard Steven George, et ux, by deed from Howard F. George and Mary T. George of record in Book 5690, page 651, Register of Deeds Office for said county; thence north 11 degrees 40 minutes 27 seconds East 9.0 Feet; thence South 78 degrees 19 minutes 33 seconds East 9.0 feet; North 11 degrees 40 minutes 27 seconds East 20 feet; thence North 78 degrees 19 minutes 33 seconds West 9.0 feet; thence North 11 degrees 40 minutes 27 seconds East 290.41 feet to an iron pin in the southern boundary of the 200 foot right-of-way of the CSX Transportation Company railroad, being the northerlymost point of the subject parcel and the northeast corner of the Theatre Services Company parcel and the northwest corner of the Howard Steven George parcel; thence south 38 degrees 03 minutes 03 seconds West 441.75 feet to an iron pin in the northerly margin of the 50 foot right-of-way of Antioch Pike; thence with the said Northerly margin of Antioch Pike South 51 degrees 57 minutes 38

seconds East 219.04 feet to the point of beginning, containing 1.11 acres, more or less. Being the same property as described according to a survey made March 6, 1986 by Tidwell Associates, Inc.

Being the same property conveyed to Red Arrow Delivery Service Co., Inc., a Tennessee corporation, by deed from Harding & Ogborn, a Nebraska partnership made up of professional corporations, of record in Book 8396, page 7, Register's Office for Davidson County, Tennessee.

PARCEL II

Land in Davidson County, Tennessee, being Lot No. 1 on the final plat of George Subdivision of record in Book 8250, page 44, Register's Office for Davidson County, Tennessee, to which plan reference is made for a more complete description.

Being the same property conveyed to Red Arrow Delivery Service Co., Inc. by deed from H. Steven George, being one and same person as Howard Steven George, and wife Carolyn Kay George recorded in Book 8443, page 574, Register's Office for Davidson County, Tennessee.

This is improved property.

The street address of the property is 1230 Antioch Pike, Nashville, Tennessee.

Pursuant to the terms of the Order and 11 U.S.C. § 363, GRANTOR transfers and conveys the property to Grantees free and clear of all liens, claims, and encumbrances, except as follows:

(i) matters shown on the plans of record in Book 8250, page 44, and Book 8250, page 71, Register's Office for Davidson County, Tennessee;

(ii) Right of way easement of record in Book 2547, Page 203, Register's Office for Davidson County, Tennessee;

(iii) any rights in favor of N.C. & St. Louis Railway;

(iv) the SunTrust Deed of Trust, of record in Book 8773, page 43, Register's Office for Davidson County, Tennessee; and

(v) outstanding property taxes or liens therefor on the Property.

WITNESS the signature of the GRANTOR on this the day and date first above written.

RED ARROW DELIVERY SERVICE COMPANY, INC.,
Debtor in Possession

By: _____
HOYT M. SAGGUS, JR., President

STATE OF GEORGIA)
COUNTY OF GEORGIA)

Before me, CHARLES M OTKA, a Notary Public of said County and State, personally appeared HOYT M. SAGGUS, JR., 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 (or other officer authorized to execute the instrument) of RED ARROW DELIVERY SERVICE COMPANY, INC., the within-named bargainor, a corporation, and that he as such president executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as president.

Witness my hand and seal, at Office in COLLEGE PARK, GA this 21ST day of JUNE, 1996.

Notary Public

My Commission Expires: MAY 14 2000

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AFFIDAVIT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $700,000.00.

AFFIANT

Sworn to and subscribed before me this 3rd day of July, 1996.

Notary Public

My Commission Expires: 5-23-98

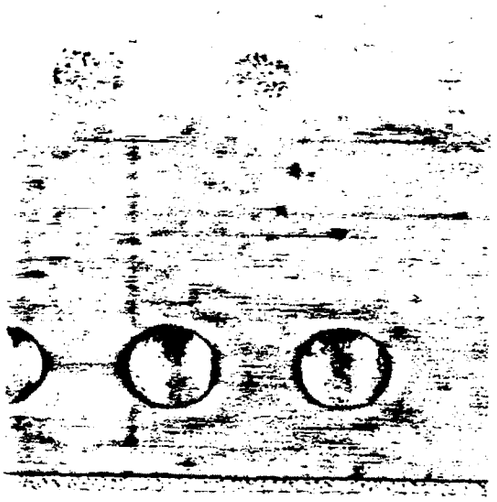
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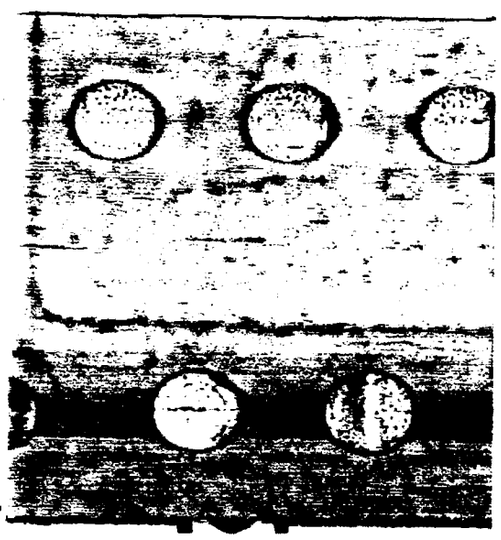
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0202170

IDENTIFICATION REFERENCE

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





RECEIVED OF _____

FOR _____

BOOK 10117 PG 109

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 700000.00
CON TX 2590.00
PRFEE 1.00
MDEED 16.00
TOTAL 2607.00
CHECK 2607.00

07/10/96 01 15:06 0007 3666

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0202170
IDENTIF. ↑ REFERENCE

96 JUL 10 PM 2:57

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TENN.

No. 1061369