This instrument prepared by:
Hugh W. Entrekin
21st Floor, First American Center
Nashville, Tennessee 37238-0091

Box 58

BOOK 10137 PG 757

WARRANTY DEED

Address New Owners As Follows:	Send Tax Bills To:	Map Parcel No.
S & D Properties, LLC 1926 Elm Tree Drive Nashville, Tennessee 37210 Attention: Thomas W. Slowey	Owner	Map 93-13 Parcel 40

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged,

Walter G. Knestrick (the "Grantor"), does hereby bargain, sell, transfer and convey unto S & D Properties, LLC, a Tennessee liability company (the "Grantee") its successors and assigns, all his right title and interest in and to property located in Davidson County, Tennessee, more particularly described on attached Exhibit A.

Being the same property conveyed to Walter G. Knestrick by deed from Martha White Foods, Inc. of record in Book 4952, page 895, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said S & D Properties, LLC, its successors and assigns, forever.

AND Walter G. Knestrick does covenant with the said S & D Properties, LLC that he is lawfully seized and possessed of said land in fee simple, has a good right to convey it and that the same is unencumbered, except for current years taxes which are being prorated and assumed by Grantee, matters shown on plan of record in Book 4955, page 104, said Register's office, and to that portion of the premises within the charter right of way of the L & N Railroad.

AND Walter G. Knestrick does further covenant and bind himself, his successors and assigns to warrant and forever defend the title to said land to the said S & D Properties, LLC, its successors and assigns against the lawful claims of all persons whomsoever other than matters to which the conveyance is made subject.

Anne Knestrick, spouse of Walter G. Knestrick joins in this conveyance for the sole purpose of quitclaim any and all interest she may have in the subject property.

IN WITNESS WHEREOF, this Warranty Deed has been executed this 30 day of July, 1996.

Walter G. Knestrick
WALTER G. KNESTRICK

Anne H. Knestrick
ANNE H. KNESTRICK

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public of this county, WALTER G. KNESTRICK and ANNE H. KNESTRICK, the within named bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand, at office, this 30th day of July, 1996.

Patty J. Weiss
NOTARY PUBLIC

My Commission Expires: 11/22/97

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater for this transfer is $548,000.00.

0971 07/30 0101 03CHECK 2040.60

Thomas C. Conway
AFFIANT

Ann B. Waddell
NOTARY PUBLIC

My Commission Expires: 1/29/2000.

EXHIBIT "A"

A tract or parcel of land located in Davidson County, Tennessee, being Lot No. 2 on the Resubdivision of Lot 19C, Section 13, Metropolitan Industrial Park of record in Book 4955, page 104, Register's Office for Davidson County, Tennessee, which tract is more particularly described as follows:

Beginning at an iron rod situated in the northerly margin of Elm Tree Drive, said point being the southwest corner of the W. W. Grainger, Inc. property of record in Deed Book 5001, page 96, R.O.D.C., TN, said point also being the southeast corner of the herein described tract of land;

Thence, along said road, along a curve to the left having a central angle of 04 deg. 05' 41", a radius of 1748.01 feet, a tangen of 62.49 feet, a length of 124.92 feet, and having a chord which bears S 67 deg. 46' 59" W, a distance of 124.89 feet to an iron rod;

Thence, leaving said road, N 24 deg. 10' 25" W, a distance of 270.89 feet to an iron rod;

Thence, along a curve to the right, having a central angle of 04 deg. 01' 15", a radius of 2285.92 feet, a tangent of 80.24 feet, a length of 160.42 feet, and having a chord which bears N 67 deg. 02' 53" E, a distance of 160.39 feet to an iron rod;

Thence, S 15 deg. 01' 59" E, a distance of 186.17 feet to an iron rod;

Thence, S 20 deg. 17' 54" E, a distance of 88.13 feet to the point of beginning.

Being part of the same property conveyed to Walter G. Knestrick by deed from Martha White Foods, Inc. of record in Book 4952, page 895, Register's Office for Davidson County, Tennessee.

The above legal description is according to a survey prepared by Allen R. Trumbo, Registered Land Surveyor, Tenneesse No. 1127, dated July 10, 1996, Job No. 96065.

0208891
IDENTIF. ↑ REFERENCE

96 JUL 30 PM 2:52
FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT "B"

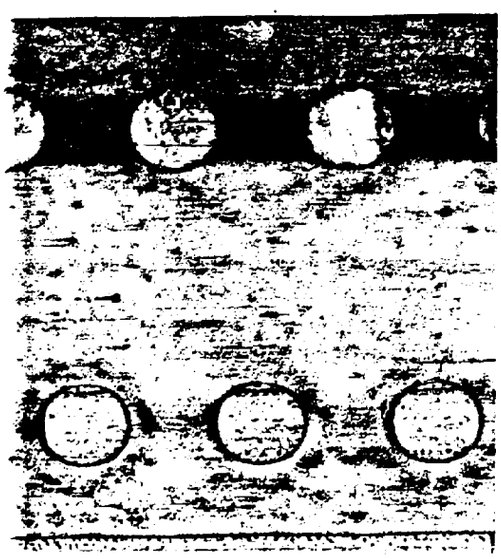
Taxes for the year 1996 and subsequent years, a lien but not yet due and payable.

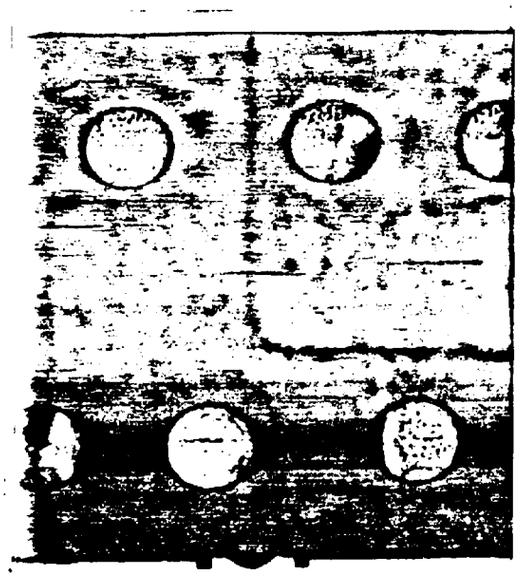
Subject to all matters as shown on the Plan of record in Book 4470, page 154 and resubdivided in Book 4955, page 104, Register's Office for said County.

Subject to the right-of-way of the L & N Railroad.

Subject to the rights and claims of parties in possession.

Subject to any and all leases not of public record.





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

RECEIVED OF _____

FOR _____

BOOK 10137 PG 760

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 548000.00
CON TX 2027.60
PRFEE 1.00
WDEED 12.00
TOTAL 2040.60
CHECK 2040.60

07/30/96 01 14:54 0001 0971

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0208891
IDENTIF. ↑ REFERENCE

96 JUL 30 PM 2:52
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1068567