CORPORATE FORM

BOOK 10262 PG 601

WARRANTY DEED

THIS INDENTURE, made and entered into as of the 31st day of August, 1996, by and between

National Service Industries, Inc.,

a corporation organized and existing under and by virtue of the laws of the State of Delaware ("Grantor"), and

North Bros., Inc.,

a corporation organized and existing under the laws of the State of Delaware ("Grantee"),

WITNESSETH: That for and in consideration of TEN AND NO/100 DOLLARS ($10.00), cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, the said Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the said Grantee the real estate situated and being in the City of Nashville, County of Davidson, State of Tennessee being more particularly described on **Exhibit "A"** attached hereto and made a part hereof.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining unto the said Grantee, its heirs or successors and assigns, in fee simple forever.

The said Grantor does hereby covenant with the said Grantee that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered; and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons, subject, however, to the permitted title exceptions identified on **Exhibit "B"** attached hereto and made a part hereof.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

NATIONAL SERVICE INDUSTRIES, INC.,
a Delaware Corporation

ATTEST:

Carol Ellis Morgan

Carol Ellis Morgan, Assistant Secretary

By: .....
David Levy,
Executive Vice President,
Administration and Counsel

WITNESS:

Lila Newberry Bradley

Lila Newberry Bradley

BOOK 10262 PG 602

STATE OF GEORGIA, COUNTY OF FULTON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared David Levy, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Executive Vice President, Administration and Counsel of National Service Industries, Inc., the within named bargainor, a Delaware corporation, and he executed the foregoing instrument for the purposes therein contained.

WITNESS my hand and Official Seal as of this 31st day of August, 1996.

Carol Sowell

Carol Sowell, Notary Public

My Commission expires:

NOTARY PUBLIC, STATE OF GEORGIA
DEKALB COUNTY
MY COMMISSION EXPIRES JAN. 4, 1997

(FOR RECORDING DATA ONLY)

Property address: 1425 Cowan Court

Mail tax bills to:

Margaret Shelfer
Assistant Vice President, Taxes
National Service Industries, Inc.
1420 Peachtree Street, N.E.
Atlanta, Georgia 30309-3002

This instrument prepared by:

Al B. Hill, Senior Assistant Counsel
National Service Industries, Inc.
1420 Peachtree Street, N.E.
Atlanta, Georgia 30309-3002

State tax	$	~~1,073.00~~ 1,072.21
Register's fee		1.00
Recording fee		28.00
Total	$	~~1,102.00~~ 1,101.21

Tax Map/Parcel # 082-06-0 085.00

Return to:

Beth Barnhart
National Service Industries, Inc.
1420 Peachtree Street, N.E.
Atlanta, Georgia 30309-3002

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $289,786, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

David Levy AFFIANT

Subscribed and sworn to before me this 31st day of August, 1996

Carol Sowell

Notary Public

NOTARY PUBLIC, STATE OF GEORGIA
DEKALB COUNTY
MY COMMISSION EXPIRES JAN. 4, 1997

EXHIBIT "A"

BOOK 10262 PG 603

LAND in the 1st Civil District of Davidson County, Tennessee, being Tract No. 1 on the plan of Cowan Industrial Park, Section Five, as surveyed by South Central Engineering Co., Inc., and recorded in Book 5200, page 384, Register's Office for Davidson County, Tennessee.

Beginning at a point in the southerly margin of Cowan Court, said point being the northwesterly corner of the General Box Co., property as of record in Book 4174, page 326, said Register's Office; thence with the westerly line of said General Box Co. property, South 09° 41' 30" East 672.53 feet to a point; thence N. 83° 02' West 208.76 feet to a point; thence N. 09° 41' 30" West 440.15 feet to a point; thence N. 80° 18' 30" E. 170.00 feet to a point; thence N. 9° 41' 30" W. 192.97 feet to a point in the southerly margin of Cowan Court; thence along a curve in the margin of Cowan Court a distance of 36.88 feet to the point of beginning, and containing 2.28 acres, more or less.

Being a portion of the same property conveyed to Cowan Industrial Park, a Tennessee Limited Partnership by Deed from Hardaway Construction Company of record in Book 4666, page 863, Register's Office for Davidson County, Tennessee.

Being that property conveyed to National Service Properties, Inc. by Deed from Cowan Industrial Park of record in Book 5839, page 488, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

BOOK 10262 PG 604

1. Rights or claims of parties other than Insured in actual possession of any or all of the property.
2. Unrecorded easements, discrepancies or conflicts in boundary lines, shortage in area and encroachments which an accurate and complete survey would disclose.
3. Unfiled mechanics' or materialmen's liens.

4. Metro taxes for 1982, a lien, but not yet due and payable. Field Book No. 20W-7000, Map 82-6, Parcel 68

5. Restrictive covenants contained in instrument of record in Book 4012, page 652, dated May 3, 1966, recorded May 3, 1966.

6. The Plan of Record in Plat Book 5200, page 384, Register's Office for Davidson County, Tennessee.

7. Sanitary sewer easement reserved to Grantor, its successors or assigns, as shown on the subdivision plat of Section 5, Cowan Industrial Park, Nashville, Davidson County, Tennessee recorded on December 18, 1981 in Book 5200, page 384, with said subdivision plat being prepared by South Central Engineering Co., Inc. dated October 7, 1981.

8. Railroad easement reserved to Grantor, its successors or assigns, for the construction, reconstruction, repair, location, relocation and use of any railroad spur line built on said railroad easement by Grantee, his successors or assigns, as shown on the subdivision plat of Section 5, Cowan Industrial Park, 1st Civil District, Nashville, Davidson County, Tennessee recorded on December 18, 1981 in Book 5200, page 384.

State of Delaware

Office of the Secretary of State

BOOK 10262 PG 605

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"NATIONAL SERVICE PROPERTIES, INC.", A TENNESSEE CORPORATION,

WITH AND INTO "NATIONAL SERVICE INDUSTRIES, INC." UNDER THE NAME OF "NATIONAL SERVICE INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1990, AT 10 O'CLOCK A.M.

Edward J. Freel, Secretary of State

0241713 8100M

950301979

AUTHENTICATION: 7760788

DATE: 12-20-95

BOOK 10262 PG 606

8-27-90

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NATIONAL SERVICE PROPERTIES, INC.
(A Tennessee Corporation)

INTO

NATIONAL SERVICE INDUSTRIES, INC.
(A Delaware Corporation)

PURSUANT TO SECTION 253 OF
THE DELAWARE GENERAL CORPORATION LAW

National Service Industries, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST: That it was incorporated and duly organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: That it owns all of the outstanding shares of the capital stock of National Service Properties, Inc. ("NSP"), a corporation incorporated and duly organized pursuant to the provisions of the Tennessee Business Corporation Act.

THIRD: That, by resolutions duly adopted by its Board of Directors on June 20, 1990, the Corporation approved the merger of NSP with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware, effective as of August 31, 1990, which shall be the effective date of this Certificate of Ownership and Merger, and that said resolutions read as follows:

RESOLVED, that the Corporation merge National Service Properties, Inc. ("NSP") with and into the Corporation, by which action the separate corporate existence of NSP shall cease, and the Corporation shall succeed to the ownership of all of the assets and assume all of the obligations of NSP; and

FURTHER RESOLVED, that said merger shall become effective August 31, 1990, upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware to effect said merger on said date; and

FURTHER RESOLVED, that the Chairman of the Board and the President of the Corporation be and each is hereby authorized to execute and deliver said Certificate of Ownership and Merger and such other documents and to take such actions as either of them deems necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by its President and attested by its Secretary as of the 23 day of August, 1990.

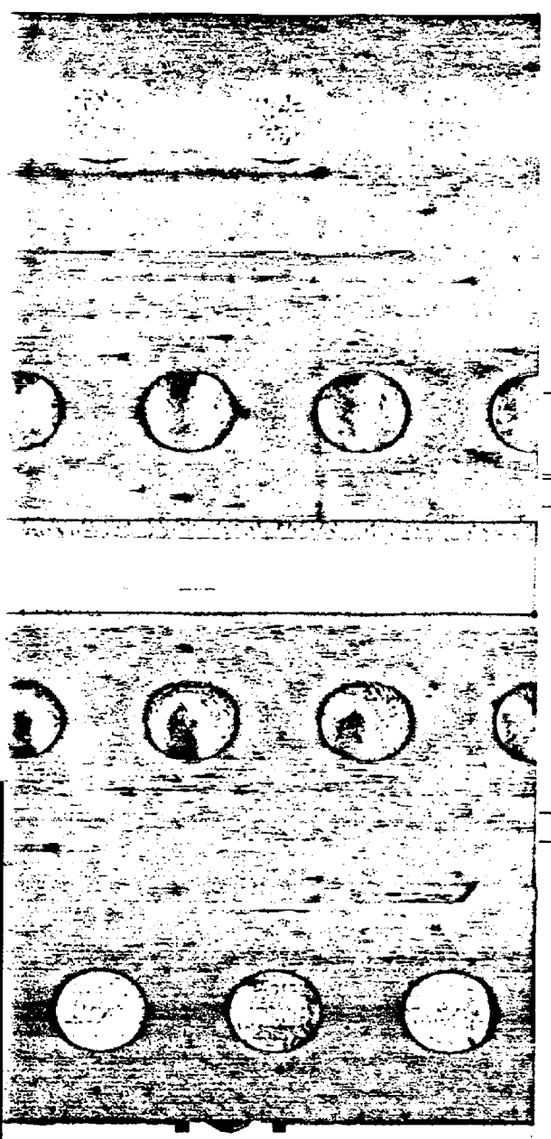
ATTEST:

NATIONAL SERVICE INDUSTRIES, INC.

Secretary

By: Sidney Kirschner, President

0247652
IDENTIF. & REFERENCE
96 NOV 19 AM 9:30
FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TN.
MAIL ENV.
6615 11/19 0101 03CHECK 1101.21



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

RECEIVED OF _____

FOR _____

BOOK 10262 PG 608

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 289786.00
CON TX 1072.21
PRFEE 1.00
WDEED 28.00
TOTAL 1101.21
CHECK 1101.21

11/19/96 01 09:31 0001 6615

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0247652
IDENTIF. & REFERENCE

96 NOV 19 AM 9:30
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1089334