WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of *TWO HUNDRED THIRTY THOUSAND and NO/100 DOLLARS ($230,000.00)*, cash in hand paid, the receipt of which is hereby acknowledged, We, **MICHAEL H. PENWELL** and **CANDACE PENWELL EISCHEN**, have bargained and sold, and by these presents do transfer and convey unto **MASON-GRAVLEE ENTERPRISES, INC.**, a one-half (1/2) undivided interest; and **WILLIAM G. WEST** and wife, **EDNA C. WEST**, a one-half (1/2) undivided interest, their heirs and assigns, the following described tract or parcel of land located in the Davidson County, Tennessee, as follows:

BEING *Lot #C9*, on the plan of Hermitage Estates, "Parcel B", as recorded in Book 3842, Page 135, Register's Office for Davidson County, Tennessee.

Said Lot No C9 fronts 100.00 feet on the southeasterly margin of Lebanon Road and extends back 199.55 feet on the Southwesterly line and 199.46 feet on the northeasterly line to a line in the rear on which it measures 100.00 feet thereon.

BEING the same property conveyed to **Kathryn E. Earls**, by deed from **Sonic Industries, Inc.**, of record in Book 5092, Page 147, Register's Office for Davidson County, Tennessee. Kathryn E. Earls died testate in Pottawatomie County, Oklahoma, leaving a will which vested a 2/3 interest in said property to Michael H. Penwell; and 1/3 interest in said property in trust to Candace Penwell Kolb, now known as Candace Penwell Eischen. See Affidavit of Heirship, of record in Book 10482, Page 668, R.O.D.C.T. Said trust had since been terminated and by deed of record in Book 9875, Page 794, Register's Office for Davidson County, Tennessee, Candace Penwell Eischen was vested with her interest in said property.

Possession with Deed.
1997 property taxes paid by Buyer.
1997 rent prorated at date of closing.
Map: & Parcel: 75-10-196
Field Book No.: 4D - 08125

This is improved property located at 4219 Lebanon Road, Hermitage, TN 37076.

Included in the above description but specifically excluded from conveyance is 60 square feet conveyed to the State of Tennessee, of record in Book 6453, Page 420, R.O.D.C.T., to which reference is hereby made and incorporated herein.

Said property is subject to an easement for water and sewer lines along the front 15 feet of subject premises, as recorded in Book 3463, Page 91, R.O.D.C.T.; setback line as shown on said plat of record, and 10 foot public utility and drainage easement as shown on an unrecorded survey by David Johnson, Surveyor, dated May 28, 1997.

PREPARED BY:
BASS AND BASS
ATTORNEYS AT LAW
CARTHAGE, TENNESSEE

TO HAVE AND TO HOLD the said tract or parcel of land with the appurtenances, estate, title and interest thereto belonging to the said **MASON-GRAVLEE ENTERPRISES, INC.** and **WILLIAM G. WEST** and wife, **EDNA C. WEST**, their heirs and assigns, forever. We covenant that we are lawfully seized and possessed of said land in fee simple; have a good and lawful right to sell and convey it, and same is unencumbered, except as stated above.

WE FURTHER COVENANT and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said tract or parcel of land to the said **MASON-GRAVLEE ENTERPRISES, INC.**; and **WILLIAM G. WEST** and wife, **EDNA C. WEST**, their heirs and assigns, against the lawful claims of all persons, whomsoever.

WITNESS OUR HANDS on this the 2nd day of June, 1997.

Michael H. Penwell
MICHAEL H. PENWELL

Candace Penwell Eischen
CANDACE PENWELL EISCHEN

ACKNOWLEDGEMENT

STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

Personally appeared before me, the undersigned authority, a Notary Public in and for the County and State aforesaid, **MICHAEL H. PENWELL** and **CANDACE PENWELL EISCHEN**, *f/n/a CANDACE PENWELL KOLB*, the bargainors, with whom I am personally acquainted or proven to be on the basis of satisfactory evidence and who acknowledged that they executed the foregoing instrument for the purposes therein contained.

WITNESS MY HAND and official seal at Offices, OKLAHOMA County, Oklahoma, on this the 2nd day of June, 1997.

Ruth A. Taylor
NOTARY PUBLIC

My Commission expires: 10/10/97

Name & Address of new property owner: BILL & EDNA WEST
272 MESA TRAIL
SPARTA, TN 38583

BOOK 10482 PG 671

AFFIDAVIT

STATE OF OKLAHOMA

COUNTY OF OKLAHOMA

I hereby swear of affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $230,000.00, which amount is equal to or greater than the amount which the property transferred would command as a fair voluntary sale.

Vice President Mason Grocery Co., Inc.
AFFIANT

Subscribed and sworn to before me this 2nd day of June, 1997.

RUTH A. TAYLOR NOTARY PUBLIC IN AND FOR STATE OF OKLAHOMA OKLAHOMA COUNTY

Ruth A. Taylor
NOTARY PUBLIC

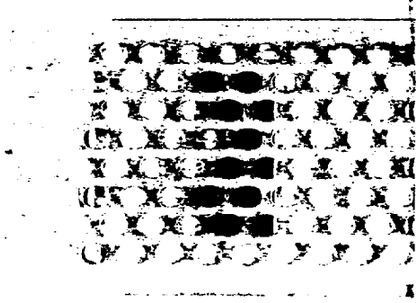
My Commission Expires: 10/10/97

MAIL ENV.

97 JUN -5 PM 1:58
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. ↑ REFERENCE
03127 69

95B2 06/05 0101 03CHECK B64.00



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

RECEIVED OF _____

FOR _____

BOOK 10482 PG 672

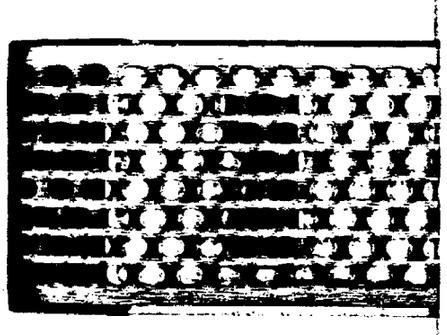
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 230000.00
CDN TX 851.00
PRFEE 1.00
WDEED 12.00
TOTAL 864.00
CHECK 864.00

06/05/97 01 14:07 0001 9582

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03127763
IDENTIF. ↑ REFERENCE

97 JUN -5 PM 1:58
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1159502