This Instrument Prepared By:
BOTTORFF, KAVIN and COOK, (TIB)
5110 Maryland Way, Suite 200
Brentwood, Tennessee 37027
(615) 371-0800

BOOK 10577 PG 954

WARRANTY DEED

Address of New Owner:	Send Tax Bills To:	Map and Parcel No.
Frozen Foods, Inc. **3652 Trousdale Drive** **Nashville, Tennessee 37204**	**Owner**	**133-3.01**

FOR AND IN CONSIDERATION OF Ten Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Marsh-Waller Limited Partnership,** a Tennessee limited partnership, ("Grantor"), by these presents does hereby sell, transfer and convey to **Frozen Foods, Inc.,** a Tennessee corporation, ("Grantee"), its successors and assigns, a certain tract or parcel of real property located in Davidson County, Tennessee, more particularly described as follows, to wit:

Land in Davidson County, Tennessee, being Lot No. 1 as shown on the Plat of the G. P. Rose Subdivision of record in Plat Book 8250, page 783, Register's Office for Davidson County, Tennessee.

Being part of the property conveyed to Marsh-Waller Limited Partnership, a Tennessee limited partnership, by Warranty Deed from GPR Enterprises, Inc., a Tennessee corporation, of record in Book 9207, page 601, Register's Office for Davidson County, Tennessee.

This is improved property known as 3652 Trousdale Drive, Nashville, Tennessee 37204.

This conveyance is subject to: (a) Metropolitan Nashville - Davidson County, Tennessee Real Property Taxes for 1997, all of which have been assumed by the Grantee; (b) all matters shown on the aforesaid Plat; and (c) all zoning and health department ordinances and regulations effecting the property.

TO HAVE AND TO HOLD the said property, with the appurtenances, estate, title and interest thereto belonging to the Grantee, its successors and assigns forever.

The Grantor does hereby covenant with the Grantee that it is lawfully seized and possessed of the said land in fee simple, has a good right to convey it, and the same is unencumbered except for those matters hereinabove mentioned; and, the Grantor does further covenant and bind itself and its successors and assigns to warrant and forever defend the title to the said real property to the said Grantee, and its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this the 19th day of August 1997.

GRANTOR:

Marsh-Waller Limited Partnership, a Tennessee limited partnership

By: _____
Gary Waller, General Partner

03400096
IDENTIFICATION
97 AUG 21 PM 4:12
FELIX Z. REGISTER
DAVIDSON CO. TN.

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

I hereby swear or affirm that the actual consideration or true value of this transfer whichever is greater, is $ 737,591.00.

Curtis Ingram

Affiant

Sworn to and subscribed to before me, this the 19th day of August 1997.

Notary Public

My Commission Expires: March 2, 1998



STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

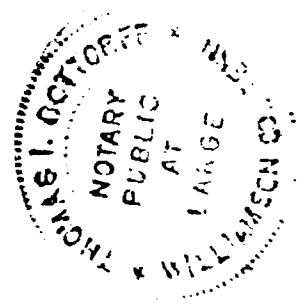
9579 08/21 0101 03CHECK 2738.0

Personally appeared before me, the undersigned, a Notary Public in and for said county and state, the within named **Gary Waller,** general partner of Marsh-Waller Limited Partnership, a Tennessee limited partnership, with whom I am personally acquainted and who, acknowledged himself to be a general partner of the within named bargainor, or a constituent of the bargainor, as the case may be, and who executed the foregoing instrument for the purpose therein contained.

Witness my hand and official seal at Brentwood, Tennessee this 19th day of August 1997.

Notary Public

My Commission Expires: March 2, 1998



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____ BOOK 10577 PG 956

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

DAMT 73759.00
CON TX 2729.04
PRFEE 1.00
WDEED 0.00
TOTAL 2730.04
CHECK 2730.04

08/21/97 01 16:21 0001 9579

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03400096

IDENTIFICATION REFERENCE

97 AUG 21 PM 4:12

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

No. 1189108