Box 36

THIS INSTRUMENT PREPARED BY:

BOOK 10602 PG 489

J. Michael Nordin
McAfee & Taft
A Professional Corporation
Tenth Floor, Two Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102

97 SEP -9 PM 3:28

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

0346821

IDENTIFICATION REFERENCE

WARRANTY DEED

Name and Address of New Owner:

Royce E. McClintock
559 Midway Circle
Brentwood, Tennessee 37027

Send Tax Bills To:

Royce E. McClintock
559 Midway Circle
Brentwood, Tennessee 37027

Map/Parcel: 93-09-106.00

Street Address of Subject Property:
121 12th Avenue, North
(on south side of Grundy Street,
160 ft. west of 12th Ave. N. and
100 ft. east of 13th Ave. N.)

FOR AND IN CONSIDERATION of Ten Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, FLEMING COMPANIES, INC., an Oklahoma corporation and successor by merger to Malone & Hyde, Inc., "Grantor," has bargained and sold, and by these presents does transfer and convey unto ROYCE E. McCLINTOCK, "Grantee," a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit "A" hereto.

The conveyance of the above described parcel of land is subject to the following:

1. Taxes and assessments for 1997 and subsequent years, a lien, but not yet due and payable.

2. Easements, rights of way, covenants, and restrictions of record.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever, and Grantor does covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and Grantor does further covenant and bind itself, its successors, assigns and representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS its hand this 8th day of August, 1997.

FLEMING COMPANIES, INC., an Oklahoma corporation

By Kevin Twomey
Kevin J. Twomey
Vice President

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Kevin J. Twomey, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath acknowledged himself to be a Vice President of Fleming Companies, Inc., an Oklahoma corporation, the within named bargainor, and that as such Vice President, being authorized to do so, executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and official seal at Oklahoma City, Oklahoma this 4th day of September, 1997.

Barbara A. Basgall
Notary Public
My commission expires Jan 3, 2001

[SEAL]

NOTARY SEAL PUBLIC
BARBARA A. BASGALL
Cleveland County
Notary Public in and for
State of Oklahoma
My commission expires Jan. 3, 2001.

STATE OF OKLAHOMA)
) ss.
COUNTY OF OKLAHOMA)

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The actual consideration or value, whichever is greater, for this transfer is $200,000.

FLEMING COMPANIES, INC., an Oklahoma corporation

By Kevin Twomey
Kevin J. Twomey
Vice President
Affiant

Subscribed and sworn to before me, this the 4th day of September, 1997.

Barbara A. Basgall
Notary Public
My commission expires: Jan 3, 2001

[SEAL]

BARBARA A. BASGALL
Cleveland County
Notary Public in and for
State of Oklahoma
My commission expires Jan. 3, 2001.

EXHIBIT "A"

BOOK 10602 PG 492

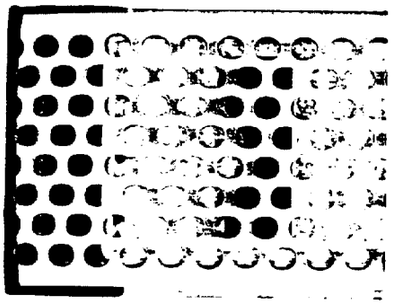
Legal Description

Land in Davidson County, Tennessee, being Lots Nos. 233, 234 and 235 in McNairy's West Nashville Plan, as recorded in Minute Book "C", pages 136 and 137, of the Chancery Court at Nashville, Tennessee, fronting about 138 feet on the southerly side of Grundy Street and running back between parallel lines with the west margin of an alley (being the first alley west of McNairy Street) to an alley in the rear, as indicated by the plan of said lots.

Being a portion of the property conveyed to Malone & Hyde, Inc., a Tennessee corporation, by Limited Warranty Deed from Kraft, Inc., a Delaware corporation, of record in Book 6109, page 528, Register's Office for Davidson County, Tennessee; said Malone & Hyde, Inc., a Tennessee corporation, having merged with M & H Food Companies, Inc., a Delaware corporation, evidenced by Certificate of Merger of record in Book 7419, page 293, in said Register's Office. Malone & Hyde Food Companies, Inc., a Delaware corporation, merged into Malone & Hyde, Inc., a Delaware corporation by Certificate of Ownership and Merger of record in Book 9108, page 406, in said Register's Office; said Malone & Hyde, Inc. now being known as Fleming Companies, Inc., an Oklahoma corporation, by Articles of Merger of record in Book 10566, page 651, in said Register's Office.

6766 09/09 0101 03CHECK 757.00

/nord/flm/nash_deed



OFFICIAL RECEIPT

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

RECEIVED OF _____

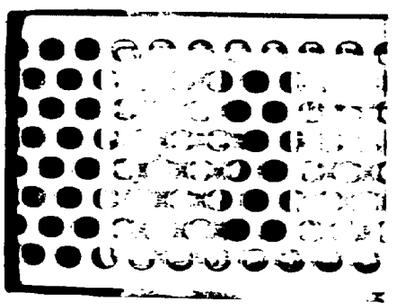
FOR _____ BOOK 10602 PG 493

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
200000.00
CON TX 740.00
PRFEE 1.00
WDEED 16.00
TOTAL 757.00
CHECK 757.00
09/09/97 01 15:28 0001 6766

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0346821
IDENTIFICATION REFERENCE

97 SEP -9 PM 3:28
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1196226