SC-A
GS

This Instrument prepared by:
Stokes & Bartholomew, P.A.
424 Church Street Suite 2800
Nashville, Tennessee 37219

BK/10658PG174

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Overnite Transportion Company	Same	Map 175-00-0
P. O. Box 1216		Portion of Parcel 100.00
Richmond, Virginia 23209-1216		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **INTERCHANGE CITY ASSOCIATES, LTD., L.P., a Tennessee limited partnership** (the "**Grantor**"), has bargained and sold, and by these presents does transfer and convey unto **OVERNITE TRANSPORTATION COMPANY, a Virginia corporation** (the "**Grantee**"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

This conveyance of the property herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on EXHIBIT B attached hereto and incorporated herein by this reference.

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, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under the Grantor, but not further or otherwise.

Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 23 day of October, 1997.

INTERCHANGE CITY ASSOCIATES, LTD., L.P.

BY: AFPC EQUITY INVESTORS, LTD.,
GENERAL PARTNER

BY: W. Gerald Ezell
W. GERALD EZELL
GENERAL PARTNER

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, W. GERALD EZELL, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a GENERAL PARTNER of AFPC EQUITY INVESTORS, LTD., a Tennessee limited partnership, the general partner of Grantor and is authorized by AFPC EQUITY INVESTORS, LTD., as general partner of Grantor to execute this instrument on behalf of the Grantor.

Witness my hand, at office, this 23rd day of October, 1997.

Robert E Lehning Jr
Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

My Commission Expires: March 24, 2001

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $919,380.00.

Robert E Lehning Jr
Affiant

Subscribed and sworn to before me this 24th day of October, 1997.

Deborah Gail Johnson
Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

My Commission Expires: March 24 2001

0362601 IDENTIF. & REFERENCE

97 OCT 27 PM 4:11 FELIX Z. REGISTER DAVIDSON CNTY. TN.

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EXHIBIT "A"

A tract of land lying in the Second Civil District of Metropolitan Nashville Davidson County, Tennessee in Interchange City Industrial Park, and being the land of Interchange City Associates, Ltd., as of record in Deed Book 6381, page 227, R.O.D.C., Tennessee and being more particularly described as follows:

BEGINNING at an existing iron pin on the northerly end of the westerly terminus of Teledyne Place (a 60-foot wide right-of-way). Said pin is the southwesterly property corner of Section VII, Interchange City Industrial Park, as of record in Plat Book 4660, page 2, R.O.D.C., Tennessee, and proceeding as follows:

1. With the proposed right-of-way line of Teledyne Place North 84°15'13" West 40.61 feet to an iron pin set at the start of a curve; thence,

2. Northwestwardly with a 120.00-foot radius curve to the right for a distance of 70.28 feet to an iron pin set, a central angle of 33°33'26" and a chord bearing and distance of North 67°28'30" West 69.28 feet; thence,

3. Southwestwardly with a 60.00-foot radius curve to the left for a distance of 129.39 feet to an iron pin set, a central angle of 123°33'26" and a chord bearing and distance of South 67°31'30" West 105.74 feet; thence,

4. With the common property line of Tract 207, Interchange City Industrial Park, North 84°15'13" West 667.17 feet to an iron pin set; thence,

5. With the common property line of John H. Moore as of record in Deed Book 542, page 291, R.O.D.C., Tennessee, North 04°31'03" East 981.14 feet to an existing iron pin on the southerly right-of-way line of C.S.X. Railroad Property (a 100-foot wide right-of-way); thence,

6. With said C.S.X. right-of-way line Southeastwardly with a 2914.79-foot radius curve to the left for a distance of 381.01 feet to an existing iron pin, a central angle of 07°29'22" and a chord bearing and distance of South 70°13'38" East 381.74 feet; thence,

7. Continuing with said C.S.X. right-of-way line South 73°58'19" East 530.26 feet to an existing iron pin; thence,

8. Leaving said right-of-way line and with the common property line of Section VII, South 05°57'26" West 764.00 feet to the point of beginning and containing 17.512 acres, more or less, described according to the ALTA/ACSM Land Title Survey, dated August 15, 1997, last revised September 17, 1997, prepared by Jackie L. Dillehay, Tennessee No. 1417, Ragan Smith Associates, 315 Woodland Street, Nashville, Tennessee 37206-0070, Job No. 84-095, Wk. Order 2100.

Being part of the same property conveyed to Interchange City Associates, Ltd., a Tennessee limited partnership, by deed from McDowell Development Corporation, a Tennessee corporation, of record in Book 6381, page 227, Register's Office for Davidson County, Tennessee. Interchange City Associates, Ltd. being now known as Interchange City Associates, Ltd., L.P.

EXHIBIT B

1. Real estate taxes for 1997, a lien, now due and payable, but not yet delinquent, which have been prorated between the parties and shall be paid by Grantor.

2. Title to that portion of the premises embraced within the bounds of any graves or graveyards, with all rights of ingress and egress thereto.

3. All matters shown on the survey done by Ragan Smith Associates, dated August 15, 1997, last revised September 17, 1997, Job No. 84-095.

4. Agreement for Dedication Easement for Sanitary Sewer and/or Storm Drainage to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 7170, page 842, said Register's Office.

5. Restrictive Covenants contained in instrument of record in Book 4673, page 508, said Register's Office.

3739 10/24 0101 03CHECK 3418.71

OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 10658 PG 178

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
			CHRT	
				919380.00
			CON TX	3401.71
			PRFEE	1.00
			WDEED	16.00
			TOTAL	3418.71
			CHECK	3418.71

10/24/97 01 16:15 0001 3739

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0362607
IDENTIF. # REFERENCE

97 OCT 24 PM 4:11
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1212994