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THIS INSTRUMENT PREPARED BY:
James R. Cheshire, III, Attorney
511 Union Street, Suite 2100
Nashville, Tennessee 37219

BOOK 11048 PAGE 67

STATE OF TENNESSEE
COUNTY OF TENNESSE

The actual consideration or value, whichever is greater, for this transfer is $8,400,000.00.

Jeanette Z. Rimer
Affiant

Subscribed and sworn to before me, this the 31st day of July, 1998.

Katherine L. Gordon
NOTARY PUBLIC

My commission expires: 11-28-98

04 70026
IDENTIF. & REFERENCE

98 AUG -3 PM 3:02
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

GENERAL WARRANTY DEED

Name & Address of Property Owner:	Send Tax Bills To:	Map/Parcel Nos.
C.N.N. ASSOCIATES, L.L.C. % Blackford Development, Ltd. 1819 Santa Barbara Drive, Suite 202 Lancaster, PA 17601	Capitol Chevrolet Company 600 Murfreesboro Road Nashville, TN 37210	Map #106-6, Parcels 83 & 87 Map #106-2, Parcel 29

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 of which are hereby acknowledged, I **WILLIAM E. POWELL, SR.**, hereinafter called the Grantor, have bargained and sold, and by these presents do transfer and convey unto **C.N.N. ASSOCIATES, L.L.C.**, a Tennessee limited liability company, its successors and assigns, certain tracts or parcels of land in Davidson County, State of Tennessee, as specifically described on Exhibit A attached hereto and made a part hereof. This is improved property known as 600 Murfreesboro Road, Nashville, Tennessee 37210, and 911 Elm Hill Pike, Nashville, Tennessee 37210.

TO HAVE AND TO HOLD the said tracts or parcels of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; I do covenant with the said Grantee that I am lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, except as set forth on Exhibit B attached hereto and made a part hereof.

And I do further covenant and bind myself, my heirs 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, other than claims arising out of matters set forth on Schedule B hereto.

WITNESS my hand as of the 31st day of July, 1998.

William E. Powell Sr.
WILLIAM E. POWELL, SR.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, James R. Cheshire, III, a Notary Public in and for said County and State, the within named **WILLIAM E. POWELL, SR.**, the bargainors, 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.

Witness my hand and official seal at Nashville, Tennessee, this 31st day of July, 1998.

James R. Cheshire III
NOTARY PUBLIC

My commission expires: 3/23/02

EXHIBIT A

TRACT NO. I:

Being Lot No. 1 of P'Pool Heights, Section I, of record in Book 3842, page 120 at the Register's Office of Davidson County, Tennessee, and more particularly described according to a survey made by Charles E. Moseley, Jr., Registered Land Surveyor No. 778, dated July 24, 1998, as follows:

Beginning at an iron pin in the north right-of-way of Murfreesboro Road, same being the southeast corner of the Rock City Realty Company tract of record in Book 3617, page 457, and being the southwest corner of the herein described tract, thence with the Rock City Realty Company tract for the next two calls, N 13°41'32" E, 332.49 feet to a point, thence N 71°23'00" W, 193.20 feet to a point, thence N 01°50'00" E, 44.30 feet to a point, thence N 08°07'00" E, 108.50 feet to a point, thence N 50°10'00" E, 87.50 feet to a point in the south right-of-way of P'Pool Avenue, thence with said right-of-way for the next two calls, along a curve to the left having a radius of 474.70 feet, a central angle of 25°56'00", a chord of S 59°32'00" E, 213.03 feet, for a length of 214.86 feet to a point, thence S 72°30'00" E, 455.00 feet to a point, thence with the west boundaries of Reserved Parcel "C" of record in Plat Bock 3842, page 241, and the D. B. P'Pool, Jr. and Third National Bank tract of record in Book 7742, page 498, S 19°12'00" W, 524.75 feet to a point in the north right-of-way of Murfreesboro Road, thence with said right-of-way for the next two calls, along a curve to the right having a radius of 11,449.20 feet, a central angle of 00°52'50", a chord of N 71°03'18" W, 175.95 feet, for a length of 175.96 feet to a point, thence N 70°36'53" W, 273.62 feet to the point of beginning, containing 285,891 square feet or 6.563 acres.

Tract No. I being the same property conveyed to William E. Powell, Sr. by deed from David Bruce P'Pool, Jr. and Charlotte Gibson P'Pool, of record in Book 6948, page 848, said Register's Office.

TRACT NO. II:

A tract of land being the westerly portions of Reserved Parcel "C" of Section One of P'Pool Commercial Subdivision, of record in Book 3842, page 241, and of the D. B. P'Pool, Jr. and Third National Bank tract of record in Book 7742, page 498, at the Register's Office of Davidson County, Tennessee, and more particularly described according to a survey made by Charles E. Moseley, Jr., Registered Land Surveyor No. 778, dated July 24, 1998, as follows:

Beginning at a point on the north right-of-way of Murfreesboro Road, same being the southeast corner of Lot 1 of P'Pool Heights, Section I of record in Book 3842, page 120, and being the southwest corner of the herein described tract, thence with the east boundary of said Lot 1, N 19°12'00" E, 524.75 feet to a point on the south right-of-way of P'Pool Avenue, thence with said right-of-way S 72°30'00" E, 110.47 feet to a point, thence with a new line S 18°17'00" W, 526.28 feet to a point on the north right-of-way of Murfreesboro Road, thence with said right-of-way for the next two calls, N 71°43'00" W, 74.61 feet to a point, thence along a curve to the right having a radius of 11,449.20 feet, a central angle of 00°13'17", a chord of N 71°36'21" W, 44.24 feet, for a length of 44.24 feet to the point of beginning, containing 60,250 square feet or 1.383 acres.

Tract No. II being the same property conveyed to William E. Powell, Sr. by deed from David Bruce P'Pool, Jr., individually and David Bruce P'Pool, Jr. and Third National Bank in Nashville, as Co-Trustees under Agreement with Stella Mai P'Pool dated May 26, 1982, with full power to sell and convey without the joinder of any beneficiary, of record in Book 6948, page 843, said Register's Office, and by deed from Stella Mai P'Pool, unmarried, of record in Book 8114, page 104, said Register's Office.

EXHIBIT A (continued)

TRACT NO. III:

A tract of land being Reserved Parcel "D" of Section I of P'Pool Heights of record in Book 3500, page 55 at the Register's Office of Davidson County, Tennessee, and more particularly described according to a survey made by Charles E. Moseley, Jr., Registered Land Surveyor No. 778, dated July 24, 1998, as follows:

Beginning at an iron pin on the south right-of-way of Elm Hill Pike where said right-of-way intersects with the west right-of-way of Interstate Route 40, thence with said Interstate right-of-way for the next two calls, S 53°05'06" E, 274.10 feet to a right-of-way monument, thence S 59°41'03" E, 13.42 feet to a point in the north boundary of Lot 21 of Section I of P'Pool Heights, thence with the north and west boundaries of said Lot 21 for the next two calls, S 87°54'14" W, 110.50 feet to an iron pin, thence S 17°30'00" W, 230.00 feet to a point on the north right-of-way of P'Pool Avenue, thence with P'Pool Avenue the next four calls, N 72°30'00" W, 322.00 feet to a point, thence along a curve to the right having a radius of 424.70 feet, a central angle of 34°24'00", a chord of N 55°18'00" W, 251.17 feet, for a length of 254.99 feet to a point, thence N 38°06'00" W, 44.50 feet to a point, thence along a curve to the right having a radius of 186.10 feet, a central angle of 41°25'00", a chord of N 17°23'30" W, 131.61 feet, for a length of 134.52 feet to a point, thence along a turnout curve to the right having a radius of 25.00 feet, a central angle of 90°00'00", a chord of N 48°19'00" E, 35.36, for a length of 39.27 feet, feet to a point on the south right-of-way of Elm Hill Pike, thence with said right-of-way S 86°41'00" E, 503.69 feet to the point of beginning, containing 190,273 square feet or 4.368 acres.

Tract No. III being the same property conveyed to William E. Powell, Sr. by deeds from Stella Mai P'Pool, of record in Book 6948, page 852, and Book 8241, page 567, said Register's Office.

EXHIBIT B BOOK 11048 PAGE 71

PERMITTED ENCUMBRANCES

1. 1998 Metropolitan Government taxes. (Field Book No. 2DA 50380; Map 106-6, Parcel 83, Field Book No. 2DA 69182; Map 106-6, Parcel 87, and Field Book No. 2DA 62850; Map 106-2, Parcel 29)

2. The following matters shown on the plan of record in Book 3842, page 120, said Register's Office, including an owner's certificate, a 15 foot minimum building setback line from Murfreesboro Road, a 50 foot minimum building setback line from P'Pool Avenue, a 2 inch gas line to be relocated, 2.5' x 40' utility anchor easement located in the northwesterly corner of said property, and two 5' x 40' utility anchor easements located along P'Pool Avenue. (Tract No. I)

3. Easement for sanitary sewers and/or storm drainage conveyed to Metropolitan Government of Nashville and Davidson County, of record in Book 4264, page 199, said Register's Office, and as located in the survey made by Charles E. Moseley, Registered Land Surveyor No. 778, dated July 24, 1998. (Tract No. I)

4. The following matters shown on the plan of record in Book 3842, page 241, said Register's Office, including an owner's certificate and a note stating Reserved Parcel C not to be used as a building site until approved by the Metropolitan Planning Commission. (Tract No. II)

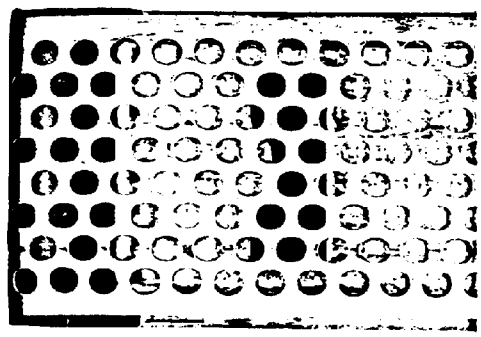
5. The following matters shown on the plan of record in Book 3500, page 55, said Register's Office, including an owner's certificate, a 10 foot utility easement along the northeasterly line of said property, a 2.5' x 40' utility anchor easement located in the southeastern corner of said property; and a note stating: Not to be used as a building site until approved by the Metropolitan Planning Commission. (Tract No. III)

6. Rights, if any, of White Advertising International, a division of Whiteco Industries, Inc., pursuant to an unrecorded sign location lease, and the implied easement, if any, of said lessee for ingress and egress from the 540 square feet occupied by it pursuant to said lease, and the easement of said lessee pursuant to said lease for utilities to service said sign. (Tract No. III)

7. Subject to all matters appearing on the Boundary Survey prepared by Charles E. Moseley, Registered Land Surveyor No. 778, dated July 24, 1998.

8. The land in question abuts Interstate Route 40, which is a controlled access highway and has no right of ingress or egress to said highway. (Tract No. III)

1646 08/03 0101 02:CHECK 31103.00



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

RECEIVED OF _____

FOR _____

BOOK 11048 PAGE 72

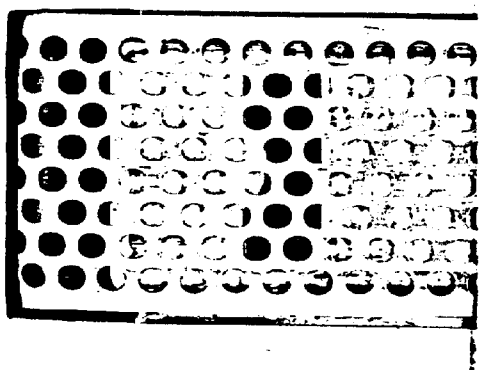
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 8400000.00
CON TX 31080.00
PRFEE 1.00
WDEED 20.00
CFEE 2.00
TOTAL 31103.00
CHECK 31103.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/03/98 01 15:03 0001 1646



0470026
IDENTIF. # REFERENCE

98 AUG -3 PM 3:02
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No.1327250