(3)

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OWNER/RESPONSIBLE TAXPAYER:
NABISCO, INC.
7 Campus Drive
Parsippany, NJ 07054
Map 107, Parcel 1-10

THIS INSTRUMENT PREPARED BY:
SIMPSON THACHER & BARTLETT
425 Lexington Avenue
New York, New York 10017

WARRANTY DEED

THIS INDENTURE made this 27 day of August, 1998, between NAB PROPERTIES, INC., a corporation organized and existing under the laws of the State of Delaware, with its principal place of business in NEW YORK County, NEW YORK, First Party, and NABISCO, INC., of MORRIS County, NEW JERSEY, Second Parties:

W I T N E S S E T H :

THAT SAID FIRST PARTY, for and in consideration of the sum of ONE AND NO/100 ($1.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Parties, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Parties, the real property described as follows:

LAND in Davidson County, Tennessee, being Lot No. 8, on the Plan of Metropolitan Industrial Park, Section 6, as shown on plat of record in Plat Book 3842, page 178, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Nab Properties, Inc., by Deed of Record in Book 4614, page 350, Register's Office for Davidson County, Tennessee.

THIS CONVEYANCE is made subject to any and all applicable restrictions, easements and building setback lines as are shown in the records of the Davidson County Register's Office, and further to any matter and/or condition which would be disclosed by a current, accurate survey or inspection of the property herein described.

with the hereditaments and appurtenances thereto appertaining, hereby releasing all claims to homestead and dower therein. TO HAVE AND TO HOLD the same unto the Second Parties, their heirs and assigns forever.

AND said First Party, for itself and its successors and assigns, does hereby covenant with said Second Parties, their heirs and assigns, that it is lawfully seized in fee simple of the premises above conveyed and has full power, authority and right to convey the same, and that said premises are free from all encumbrances except 19__ taxes, which shall be prorated as of the date of closing and which Second Parties assume and agree to pay, and the matters herein recited, and that it will forever warrant and defend the said premises and the title thereto against the lawful claims of all persons whomsoever.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

98 OCT -7 AM 10:01
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.

0497276
IDENTIF. & REFERENCE

10/07 0101 03CHECK 443.65

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

IN WITNESS WHEREOF, the said First Party has caused this instrument to be executed the day and year first above written.

NAB PROPERTIES, INC.

BY: Antonia G. Iriani

Title: ASSIST. SECRETARY

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

PERSONALLY appeared before me, the undersigned authority, a Notary Public in and for said County and State, ANTONIA G. IRIGIANI, with whom I am personally acquainted, and who, upon oath, acknowledged her self to be the ASSIST. SECRETARY of NAB PROPERTIES, INC., the within named bargainor, a corporation, and that ___ as such _____, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by ___self as _____.

WITNESS my hand and official seal at office this 27th day of August, 1998.

My Commission Expires:

Notary Public

JEANNETTE S. KIM.
NOTARY PUBLIC, State of New York
No. 01KI6001903
Qualified in New York County
Commission Expires Jan. 26, 2000

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $ 116,932.00

Affiant ANTONIA G. IRIGIANI.

Subscribed and sworn to before me this 27 day of AUGUST, 19 98.

My Commission Expires:

Notary Public

JEANNETTE S. KIM.
NOTARY PUBLIC, State of New York
No. 01KI6001903
Qualified in New York County
Commission Expires Jan. 26, 2000

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

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

RECEIVED OF _____

FOR _____

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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	
				116932.00
			CON TX	432.65
			PRFEE	1.00
			WDEED	8.00
			CFEE	2.00
			TOTAL	443.65
			CHECK	443.65
		10/07/98	01	10:03 0001 0777

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0497276
IDENTIF. & REFERENCE

98 OCT -7 AM 10:01

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

No. 1356033