Prepared by and return to:
Clifford A. Barshay, Esq.
127 Peachtree Street, NE
Suite 1600
Atlanta, Georgia 30303

BOOK 11248 PAGE 940

Person or agency responsible
for payment of taxes:

Name: Outdoor Systems, Inc.
Address: 3745 Atlanta Industrial Drive
Atlanta, Georgia 30331-1094

Map and Parcel Number:
Portion only of
34-1, Parcel 4
34-1, Parcel 82

WARRANTY DEED

Tommie H. Williams and Bessie J. Williams (collectively "Grantor"), the address of which is 101 Bonaire Drive, Panama City, Beach Florida 32413, in consideration of the sum of TEN DOLLARS ($10.00) and other good and valuable consideration paid to Grantor by the Grantee named herein, the receipt and adequacy of which are hereby acknowledged, has GRANTED and CONVEYED, and by these presents does GRANT and CONVEY, unto **Outdoor Systems, Inc., a Delaware Corporation** ("Grantee"), whose address is 3745 Atlanta Industrial Drive, Atlanta, Georgia 30331, certain real property situated in Davidson County, Tennessee (the "Property"), and described as follows:

See Exhibit "A" attached hereto and incorporated herein by this reference.

Said Property shall be subject to liens securing the payment of ad valorem taxes for the current and all subsequent years.

TO HAVE AND TO HOLD the Property, together with all and singular, the rights and appurtenances thereto and in anywise belonging (including certain easements granted by Grantor to Grantee on even date herewith as appurtenances to the Property pursuant to an Easement Agreement by and between Grantor and Grantee recorded in the deed records of Davidson County, Tennessee immediately following this Deed),, unto the said Grantee, its successors and assigns, forever; and Grantor does hereby bind itself, its successors and assigns, to Warrant and Forever Defend all and singular the Property unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXECUTED this 23 day of November, 1998.

Witness
Printed Name: Catrina Whitcomb

Tommie H. Williams (SEAL)
TOMMIE H. WILLIAMS

Witness
Printed Name: Amber Armstrong

Bessie J. Williams (SEAL)
BESSIE J. WILLIAMS

9287 12/11 0101 03CHECK 1229.50

98 DEC 11 AM 10:45
BILL GARNETT REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. + REFERENCE
052413

STATE OF Florida
COUNTY OF Bay

BOOK 11248 PAGE 941

On November 23, 1998 before me, the undersigned, a Notary Public in and for said state, personally appeared Tommie H. Williams and Bessie J. Williams personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as then free act and deed are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the Person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

LaReina Whitcomb

LA REINA WHITCOMB
MY COMMISSION # CC 612751
EXPIRES: January 12, 2001
Bonded Thru Notary Public Underwriters

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

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I, Randall F. Romig, Director of Real Estate for Outdoor Systems, Inc., hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer or value of the property or interest in property transferred, whichever is greater, is $325,000.00, which amount is equal to or greater than the amount which the property or interest in property transferred would command at a fair and voluntary sale.

Subscribed and sworn to before me this 24th day of November, 1998.

Randall F. Romig
Affiant-Grantee

Notary Public
My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires March 23, 1999

CLIFFORD MAY NOTARY PUBLIC FULTON COUNTY, GEORGIA

\\BAILIFF\CLIENTS\3005\1\warranty deed.doc

Fee Simple Parcel No. 1

Commencing at a point situated in the westerly margin of Interstate 65, said point being the southwest corner of the Tommie H. & Bessie J. Williams property of record in Book 6519, Page 390, R.O.D.C., Tn.;

Thence, along said interstate, N 35deg46'42" E, a distance of 293.70 feet to the point of beginning of said easement;

Thence, along said interstate, N 35deg46'42" E, a distance of 50.00 feet to a point;

Thence, leaving said interstate, S 54deg13'18" E, a distance of 70.00 feet to a point,

Thence, S 35deg46'42" W, a distance of 50.00 feet to a point;

Thence, N 54deg13'18" W, a distance of 70.00 feet to the point of beginning and containing 3500 square feet or 0.80 acres of land more or less.

Being a portion of the same property conveyed Tommie H. & Bessie J. Williams of record in Book 6519, Page 390, in the Register's Office for Davidson County, Tennessee.

EXHIBIT A

Fee Simple Parcel No. 2

Commencing at a point situated in the westerly margin of Interstate 65, said point being the southwest corner of the Tommie H. & Bessie J. Williams property of record in Book 6519, Page 390, R.O.D.C., Tn.,

Thence, along said interstate, N 35deg46'42" E, a distance of 1011.57 feet to the point of beginning of said easement;

Thence, along said interstate, N 35deg46'42" E, a distance of 50.00 feet to a point;

Thence, leaving said interstate, S 54deg13'18" E, a distance of 70.00 feet to a point;

Thence, S 35deg46'42" W, a distance of 50.00 feet to a point;

Thence, N 54deg13'18" W, a distance of 70.00 feet to the point of beginning and containing 3500 square feet or 0.80 acres of land more or less.

Being a portion of the same property conveyed to Tommie H. & Bessie J. Williams of record in Book 6519, Page 390, in the Register's Office for Davidson County, Tennessee.

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

Fee Simple Parcel No. 3

Commencing at a point situated in the westerly margin of Interstate 65, said point being the southwest corner of the Tommie H. & Bessie J. Williams property of record in Book 6519, Page 390, R.O.D.C., Tn.,

Thence, along said interstate, N35deg46'42" E, a distance of 1223.05 feet to a point;

Thence, along said interstate, N 43deg44'16" E, a distance of 112.17 feet to a point;

Thence, along said interstate, N 39deg07'07" E, a distance of 307.94 feet to the point of beginning of said easement;

Thence, along said interstate, N 39deg07'07" E, a distance of 50.00 feet to a point;

Thence, leaving said interstate, S 50deg52'53" E, a distance of 70.00 feet to a point;

Thence, S 39deg07'07" W, a distance of 50.00 feet to a point;

Thence, N 50deg52'53" W, a distance of 70.00 feet to the point of beginning and containing 3500 square feet or 0.80 acres of land more or less.

Being a portion of the same property conveyed to Tommie H. & Bessie J. Williams of record in Book 6519, Page 390, in the Register's Office for Davidson County, Tennessee.

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

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11248 PAGE 946

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

CAMT	
	325000.00
CON TX	1202.50
PRFEE	1.00
WDEED	24.00
CFEE	2.00
TOTAL	1229.50
CHECK	1229.50

12/11/98 01 10:46 0001 9287

05241.13
IDENTIF. # REFERENCE

98 DEC 11 AM 10:45

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1398762