THE W.E. SHERIFF FAMILY LIMITED PARTNERSHIP

TO: DEED

Instr:200001250008033 Page: 1 OF 3
REC'D FOR REC 01/25/2000 9:12:34AM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $462.50

NCW - NATIONAL CAR WASH LLC

THIS DEED OF REALTY, executed as of the 4th day of January, 2000, by Grantor, **THE W. E. SHERIFF FAMILY LIMITED PARTNERSHIP, SUCCESSOR TO FLATT, SHERIFF, and SHERIFF, a Tennessee General Partnership, d/b/a EAGLE II PARTNERSHIP**, to Grantee, **NCW - NATIONAL CAR WASH, LLC, a Tennessee Limited Liability Company**, Witnesseth:

That Grantor, for a valuable consideration, receipt whereof is acknowledged, has this day bargained and sold and does hereby transfer and convey unto Grantee, to have and to hold to it, and to its successors and assigns forever, in fee simple, certain realty situated in the Davidson County, Tennessee, and bounded and described as follows:

> LAND in Davidson County, Tennessee, being Lots Nos. 2, 3, and 4, identified on Tax Map 81-2, Parcels 195, 196 and 197, of the E.B. Smith Subdivision of record in Book 6200, Page 704, RODC.
>
> SAID Lot No. 2 fronts 50 feet on Clarksville Highway and runs back 185.99 feet on the westerly line, 189.03 feet on the Easterly line to a line in the rear measuring 50 feet thereon.
>
> SAID Lot No. 3 fronts 50 feet on Clarksville Highway and runs back 189.03 feet on the Westerly line and 189.66 feet on the Easterly line to a line in the rear measuring 50 feet thereon.
>
> SAID Lot No. 4 fronts 50 feet on Clarksville Highway and runs back 189.66 feet on the Westerly line and 190.72 feet on the Easterly line to a line in the rear measuring 50 feet thereon.
>
> This being the same realty conveyed to Flatt, Sheriff, and Sheriff, a Tennessee General Partnership, by deed from E. B. Smith, Jr., unmarried, of record in Book 7502, Page 733, in the Register's Office for Davidson County, Tennessee.

That Grantor (1) covenants that it is lawfully seized and possessed of and has a perfect right to convey such realty and that it is unencumbered except for (a) 2000

Prepared by:
John R. Brice
BATSON, NOLAN, BRICE, HARVEY & WILLIAMSON
622 Madison Street
Clarksville, TN 37040

taxes which are prorated and Grantee assumes; and (b) building setback lines, utility and drainage easements and all other matters as shown by plat of record; (2) will forever warrant and defend the title unto Grantee and to its successors and assigns against all lawful claims; subject, however, to Memorandum of Lease by and between Flatt, Sheriff, and Sheriff, a Tennessee General Partnership ("Lessor") and Powertel/Memphis, Inc. ("Lessee") of record in Book 10723, Page 607, in the Register's Office for Davidson County, Tennessee; and (3) will give possession of said property with deed.

IN WITNESS WHEREOF, Grantor has executed this deed as of the date written first herein.

THE W.E. SHERIFF FAMILY LIMITED PARTNERSHIP

SUCCESSOR TO:

FLATT, SHERIFF, and SHERIFF
a Tennessee General Partnership
d/b/a EAGLE II PARTNERSHIP

by: _____
W. E. SHERIFF, General Partner

GRANTOR

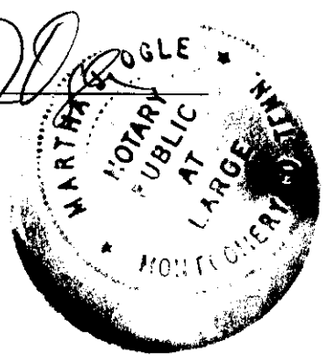
STATE OF TENNESSEE)
)
COUNTY OF MONTGOMERY)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared **W. E. SHERIFF**, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the General Partner of **THE W.E. SHERIFF FAMILY LIMITED PARTNERSHIP, SUCCESSOR TO FLATT, SHERIFF, and SHERIFF, Tennessee General Partnership d/b/a EAGLE II PARTNERSHIP**, the within named bargainor, a partnership, and that he as General Partner, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as General Partner.

Witness my hand and seal at office this the 4th day of January, 2000.

My Commission Expires: 8-22-2001

_____
Notary Public



Property Owners Name
and Address:

NCW-National Car Wash, LLC
P.O. Box 423
Joelton, TN 37080

Person or Entity Responsible for
Payment of Property Taxes:

Same/Owner

STATE OF TENNESSEE, MONTGOMERY COUNTY
I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is **$125,000.00**, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

Johnny L. Jones
Affiant

Subscribed and sworn to before me this the 4th day of January, 2000.

Martha J. Ogle
Notary Public (Register of
Davidson County, Tennessee)

MARTHA J. OGLE NOTARY PUBLIC AT LARGE MONTGOMERY CO. TENN.

My Commission Expires: 8-22-2001.

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