PICK-UP

12

THIS INSTRUMENT PREPARED BY:
Barrett B. Sutton, Jr., Esq.
Waller Lansden Dortch & Davis,
A Professional Limited Liability Company
511 Union Street, Suite 2100
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 12/22/00 10:34 5pgs
Fees:23.00 Taxes:2960.00
20001222-0125582

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $800,000.00.

Affiant

Subscribed and sworn to before me this 22 day of December, 2000.

Notary Public
My Commission Expires: 3-23-02

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ADDRESS OF NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL NO.
Goodwill Industries of Middle Tennessee, Inc. 1015 Herman Street Nashville, Tennessee 37208-3143	SAME	Map 92-4, Parcels 326, 373 and 374

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SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, HARSCO CORPORATION, a Delaware corporation, the Grantor, which acquired Tracts I and II in the name of IKG, now known as Patent/IKG, A Division of Harsco Corporation, has bargained and sold, and by these presents does transfer and convey unto GOODWILL INDUSTRIES OF MIDDLE TENNESSEE, INC., a private, not for profit corporation organized and existing under the laws of Tennessee ("Grantee"), the representatives, successors and assigns of Grantee, certain tracts or parcels of land in Davidson County, Tennessee, described as follows, to-wit:

See attached Exhibit A

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, the representatives, successors and assigns of Grantee, forever.

Grantor further covenants and binds itself, its representatives, successors and assigns to warrant specially and forever defend the title to said real estate to Grantee, the representatives, successors and assigns of Grantee, against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising out of the matters set forth on Exhibit B attached hereto). All exhibits referred to herein are attached hereto and incorporated herein by reference. Wherever 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, Grantor has caused this Special Warranty Deed to be executed on the 20th day of December, 2000.

GRANTOR:

HARSCO CORPORATION,
a Delaware corporation

By: _____
Name: Salvatore D. Fazzolari
Title: Senior Vice President, Chief Financial Officer and Treasurer

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Cumberland)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Salvatore D Fazzolari, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Sr. VP, CFO + Treasurer of Harsco Corporation, the within named bargainor, a corporation, and that he, as such Sr. VP, CFO + Treasurer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Sr. VP, CFO + Treasurer

Witness my hand and seal, at office in Camp Hill, PA, this the 20th day of December, 2000.

_____
Notary Public

My Commission Expires: _____

NOTARIAL SEAL
PATRICIA A. RUMMEL, Notary Public
Wormleysburg, PA Cumberland County
My Commission Expires Oct. 15, 2001

PATRICIA A. RUMMEL
NOTARY PUBLIC
COMMONWEALTH OF PENNSYLVANIA
NOTARY

618414.2

EXHIBIT A

Description of the Real Property

Tract No. I:
All that certain tract of land with the improvements erected thereon situated in Davidson County, Tennessee, more particularly described in accordance with a survey by Barry Greer, Registered Land Surveyor No. 211, dated February 20, 1980, as follows:

Beginning at an iron pin set in the western right-of-way line of 11th Avenue North, said iron pin being North 28°31'23" West, a distance of 21.6 feet from the intersection of said right-of-way of 11th Avenue North and the North right-of-way of Desha Street (formerly Gleaves Street); thence, leaving said right-of-way and with a curve having a radius of 251.76 feet and a chord of South 74°32'42" West, 93.37 feet, an arc distance of 93.91 feet to an iron pin set at a point which is 15 feet in distance on a line perpendicular to the centerline of the Illinois Central Gulf Harrison Street lead track; thence, along a line parallel to and 15 feet North of said Harrison Street lead track, South 85°13'53" West, a distance of 212 feet to an iron pin which is 285 feet westerly from the Western right-of-way line of 11th Avenue North as measured parallel to Herman Street; thence, with a line parallel to 11th Avenue North, North 28°31'23" West a distance of 63.64 feet to an iron pin which is 15 feet South of the centerline of an Illinois Central Gulf spur track leading to a depot; thence, with a line parallel to and 15 feet South of said spur track, North 41°29'41" East, a distance of 74.64 feet to an iron pin marking the beginning of a curve to the right; thence, with said curve, having a radius of 355.18 feet and being 15 feet South of and concentric to the centerline of said spur track, an arc distance of 105.04 feet to an iron pin; thence, with a line parallel to and 15 feet South of the centerline of said spur track, North 58°26'18" East, a distance of 112.43 feet to an iron pin, set in said westerly right-of-way of 11th Avenue North; thence, with said right-of-way, South 28°31'23" East, a distance of 222.51 feet to a point the place of beginning. Containing 45,810 square feet, more or less.

TRACT NO. II:
All that certain tract of land with the improvements erected thereon situated in Davidson County, Tennessee, more particularly described in accordance with a survey by Barry Greer, Registered Land Surveyor No. 211, dated February 20, 1980, as follows:

Beginning at an iron pin set in the northerly right-of-way line of Desha Street, (formerly Gleaves Street), said iron pin being South 62°16'00" West, a distance of 83.44 feet from the intersection of said right-of-way of Desha Street and the westerly right-of-way line of 11th Avenue North; thence with said right-of-way of

Desha Street, South 62°16'00" West, a distance of 201.58 feet to an iron pin; thence leaving said right-of-way of Desha Street, North 28°31'23" West, a distance of 85.92 feet to an iron pin, set in a point which is 20 feet in distance along the centerline measured perpendicular to the Illinois Central Gulf Harrison Street lead track; thence along the line 20 feet South of and parallel to said Harrison Street lead track, North 85°13'53" East, a distance of 220.21 feet to a point, the place of beginning. Containing 8,658 square feet, more or less, and having been improved by construction of a one story metal clad building measuring 41.45 feet by 120.6 feet.

TRACT NOS. I and II being the same property conveyed to IKG, A Division of Harsco Corporation, by deed from Illinois Central Gulf Railroad Company, a Delaware Corporation, of record in Book 5608, page 313, Register's Office for Davidson County, Tennessee.

TRACT NO. III:
All that certain tract of land with the improvements erected thereon situate in Davidson County, Tennessee, more particularly described as follows:

Being Lots Nos. 14, 15 and 16, Stevenson & Gleaves Addition, as of record in Book 57, page 8, Register's Office for Davidson County, Tennessee, and that part of the north one-half of Gleaves Street or Desha Street adjoining said lots as closed by Bill No. 60-112 of the City of Nashville, approved July 20, 1960, entitled "An Ordinance to Amend the Official Street Name Map by Closing, Vacating and Abandoning Desha or Gleaves Street Between 10th Avenue North and 11th Avenue North in Its Entirety", described together as follows:

Said Lots Nos. 14, 15 and 16, and said part of Gleaves Street or Desha Street, as closed, adjoin and front together 240 feet on the south side of Herman Street, formerly Hamilton Street, and run back between parallel lines, Lot 16 along the easterly margin of 11th Avenue North, 329.5 feet to the centerline of Gleaves Street or Desha Street, now closed.

TRACT NO. III being part of the property conveyed to Harsco Corporation by deed from Kerrigan Iron Works Company, a Tennessee corporation, of record in Book 4012, page 299, said Register's Office.

EXHIBIT B

1. Taxes for the year 2000 and subsequent years.

2. Encroachments, including 78" storm sewer, and all other matters shown on survey prepared by Ragan-Smith-Associates, Job No. 97-034, W.O. 6548, dated October 16, 2000, last revised November 6, 2000.

3. Easement retained by the City of Nashville, as set forth in Ordinance No. 60-112.

4. Easements, rights of way, restrictions, covenants, conditions, agreements and reservations of record.