Box 23
MBH

THIS INSTRUMENT PREPARED BY AND WHEN RECORDED RETURN TO:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NO.:
Mary Aronov Baker, Donelson, Bearman & Caldwell 2000 First Tennessee Bldg., 165 Madison Avenue Memphis, Tennessee 38103	QW Memphis Corp. 340 Pemberwick Road Greenwich, CT 06831	3251 Powell Avenue. Nashville, Tennessee	QW Memphis Corp.. 340 Pemberwick Road Greenwich, CT 06831 C/o Diane Sanford	132-4, parcel 001.00

WARRANTY DEED

THIS INDENTURE, made and entered into this 8 day of March, 2002, by and between WOODMEN OF THE WORLD LIFE INSURANCE AND SOCIETY AND/OR OMAHA WOODMEN LIFE INSURANCE SOCIETY, a Nebraska corporation (hereinafter "Grantor"), and QW MEMPHIS CORP., a Delaware corporation (hereinafter "Grantee");

WITNESSETH:

THAT for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in City of Nashville, County of Davidson, State of Tennessee, to-wit:

All of that certain real estate described in Exhibit "A" attached hereto and incorporated herein by this reference.

The foregoing legal description was taken from the previous deed of record, no new boundary survey having been prepared in connection with this conveyance.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, their successors and assigns in fee simple forever.

AND, Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate; that Grantor has a good right to sell and convey the same; that the same is unencumbered, except for those encumbrances as those matters set forth in Exhibit "B," attached hereto and incorporated herein by reference, to all of which this conveyance is expressly made subject, and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons.

As used herein, pronouns shall be construed according to their gender and number according to the context thereof.

Davidson County DEEDWARR
Recvd: 04/11/02 16:17 5pgs
Fees:28.00 Taxes:10175.00
20020411-0045334

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officers on this the day and year first above written.

WOODMEN OF THE WORLD LIFE INSURANCE AND SOCIETY AND/OR OMAHA WOODMEN LIFE INSURANCE SOCIETY

By: James L Mounce
Title: James L. Maunce # President

By: Danny E Cummins
Title: Danny E. Cummins # Secretary

ACKNOWLEDGMENT(S)

STATE OF Nebraska
COUNTY OF Douglas

Before me, Louise M. Monclair, a Notary Public in and for the State and County aforesaid, personally appeared James L. Mounce and Danny E. Cummins, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the President and Secretary, respectively, of WOODMEN OF THE WORLD LIFE INSURANCE AND SOCIETY AND/OR OMAHA WOODMEN LIFE INSURANCE SOCIETY, the within named bargainor, a corporation, and that they as such officers, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as such officers.

WITNESS my hand and seal at office, on this the 7th day of March, 2002.

Louise M. Monclair
Notary Public

My Commission Expires:
5-01-05

STATE OF NEBRASKA GENERAL NOTARY
LOUISE M. MONCLAIR
MY COMMISSION EXPIRES
May 1, 2005

M MLA 639810 v1
781436-021 03/05/2002
DOCS/493882.1

AFFIDAVIT OF VALUE

I, or we, hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,750,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

James L Mounce

AFFIANT
Name: James L. Mounce
Title: President

SUBSCRIBED AND SWORN TO before me this 7th day of March, 2002.

Louise M. Monclair

Notary Public

My Commission Expires:

5-01-05

#

STATE OF NEBRASKA GENERAL NOTARY

LOUISE M. MONCLAIR
MY COMMISSION EXPIRES
May 1, 2005

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EXHIBIT "A"
TO
WARRANTY DEED
FROM
Woodmen of the World Life Insurance and Society and/or Omaha Woodmen Life Insurance Society
TO
QW Memphis Corp..

Description Of Real Estate

Description of the Real Property

LOCATED IN DAVIDSON COUNTY, TENNESSEE:

A tract of land in the 6th Civil District of Davidson County, Tennessee, described according to a survey by Turner Engineering Company, made May 27, 1955, as follows:

Beginning at a concrete monument on the westerly margin of H. Avenue, formerly Powell Avenue, being the southeasterly corner of the property conveyed to Tennessee Development Co. by deed of record in Book 1561, page 117, Register's Office for said County; thence along the margin of said Avenue, southwardly along a slight curve, 728 feet to a concrete monument; thence along the southerly line of the tract herein described, South 67° 18' West 562.3 feet to an iron pin in the easterly margin of the Usage right of way of the L. & N. Railroad; thence along a fence and along said Usage right of way, North 22° 10' West 726 feet to an iron pin; thence leaving said right of way, North 67° 05' East 518.8 feet to the beginning, containing 8.8 acres, more or less, including the premises within the bounds of the charted right of way of the L. & N. Railroad, and containing 7.7 acres, more or less, exclusive of the premises within the bounds of the chartered right of way of said Railroad.

BEING the same property conveyed to Woodmen of the World Life Insurance Society, by Deed of Record in Book 2646, page 589, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"
TO
WARRANTY DEED
FROM
Woodmen of the World Life Insurance and Society and/or Omaha Woodmen Life Insurance Society
TO
QW Memphis Corp.

Encumbrances

1. Agreement of record at Book 2638, page 51 in the Davidson County Register's Office (the "Register's Office") as modified by instrument of record at Book 4526 page 248 in said Register's Office.

2. Easement of record at Book 2638, page 576 in the Register's Office

3. Easement of record at Book 1163, page 145, book 1174, page 128, and agreement affecting said easement in Book 4092, page 386 in said Register's Office,

4. Portion of the Real Property within the bounds of the chartered right-of-way of CSX Transportation Systems Railroad, as shown on survey by Thomas Miller & Partners dated April 26, 1993, is subject to rights of said Railroad company under said Charter.

5. Easements and rights of the parties with reference to the rights-of-way for tracks and to construction and maintenance of spurs of record in Book 1630, page 466, book 1723, page 371, book 1643, page 603, and Book 1813, page 205 in Register's Office

6. Reservations in Deed of record in Book 1731, page 533 in Register's Office

7. **Easement of record in Book 5969 page 4 in Register's Office**

8. **Easement of Record in Book 7444, page 912 in Register's Office**

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(For Recording Data Only)#

M MLA 639810 v1
781436-021 03/05/2002
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