THIS INSTRUMENT PREPARED BY:	PROPERTY OWNER:	PROPERTY ADDRESS:	MAIL TAX BILLS TO:	TAX PARCEL NOS.:
Mary L. Aronov Baker, Donelson, Bearman & Caldwell 165 Madison Ave., Ste. 2000 Memphis, TN 38103 **WHEN RECORDED RETURN TO:** Joe Vaulx Crockett III Corbett, Crockett & Leckrone American Center, Suite 1050 3100 West End Ave. Nashville, TN 37203	Q Center, LLC 3201 Powell Ave. Nashville, TN 37204	3201 Powell Ave. Nashville, TN 37204	Q Center, LLC 3201 Powell Ave. Nashville, TN 37204	132-3, Parcel 13 and 132-4, Parcel 1.01

Davidson County DEEDWARR
Recvd: 06/06/02 15:07 6pgs
Fees:33.00 Taxes:3700.00

20020606-0069201

WARRANTY DEED

THIS INDENTURE, made and entered into this 3rd day of June, 2002, by and between **QW MEMPHIS CORP.**, a Delaware corporation ("Grantor"), and **Q CENTER, LLC**, a Tennessee limited liability company ("Grantee");

W I T N E S S E T H :

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 together with all right, title, and interest of Grantor in and to any easements, alleyways, sreets, and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto.

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, its 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 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.

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.

QW MEMPHIS CORP.

By: _____
Title: V.P. Opr

ACKNOWLEDGMENT(S)

STATE OF STATE OF CONNECTICUT
COUNTY OF COUNTY OF FAIRFIELD

Before me, Charlene A. Sims, a Notary Public in and for the State and County aforesaid, personally appeared Kevin Hayden, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the V.P. of **QW MEMPHIS CORP.**, the within-named bargainor, a corporation, and that he as such V.P., being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such V.P.

WITNESS my hand and seal at office, on this the 3 day of June, 2002.

Charlene A Sims
Notary Public

My Commission Expires:

_____

NOTARY PUBLIC CONNECTICUT

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 One Million Dollars ($1,000,000.00), which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

AFFIANT

SUBSCRIBED AND SWORN TO before me this 5th day of June, 2002

Notary Public

My Commission Expires:

JOE VAULX CROCKETT III
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires JAN. 29, 2005

EXHIBIT "A"
TO
WARRANTY DEED
FROM
QW MEMPHIS CORP.
TO
Q CENTER, LLC

Description Of Real Estate

LOCATED IN DAVIDSON COUNTY, TENNESSEE:

Beginning at the southwest corner of a tract of land conveyed to Tennessee Development Company by United States of America, of record in Book 1561, page 117, in the Register's Office for Davidson County, Tennessee; thence with the southerly line of said tract conveyed to Tennessee Development Company by United States of America, N. 67 deg. 5' E. 543.8 ft. to a point in the center line of a street or road known as H Avenue, said point being the southeast corner of said tract of land conveyed to Tennessee Development Company by United States of America; thence with the center line of said H Avenue, N. 21 deg. 30' W. 275.08 ft. to a point; thence S. 67 deg. 5' W. 550 ft. more or less, to a point in the westerly boundary of said tract of land conveyed to Tennessee Development Company by United States of America, said westerly line being known as the east usage line of Louisville & Nashville Railroad, and being a line parallel to, and 33 feet from, the center line of the northbound main track of said Louisville & Nashville Railroad; thence with said westerly line of Tennessee Development Company (east usage line of Louisville & Nashville Railroad) S. 22 deg. 0' E. 275.04 ft. to the point of beginning.

BEING the same property conveyed to Graphic Arts Properties, Inc., a Tennessee Corporation, by Deed of Record in Book 4651, page 569, Register's Office for Davidson County, Tennessee. Graphic Arts Properties, Inc. merged into Baird Ward Printing Company, Inc. as of record in Book 8926, page 860. Baird Ward Printing Company, Inc. changed its name to Arcata Graphics Baird Ward, Inc. as of record in Book 6706, page 701. Arcata Graphics Baird Ward, Inc. changed its name to Quebecor Printing Baird Ward, Inc. as of record in Book 8964, page 742. Quebecor Printing Baird Ward, Inc. merged into Quebecor Printing Dickson, Inc. as of record in Book 9057, page 723. The said Quebecor Printing Dickson, Inc. changed its name to Quebecor World Dickson, Inc. pursuant to Articles of Amendment filed with the Secretary of State on September 1, 2000. Quebecor World Dickson, Inc. has since merged into QW Memphis Corp. as evidenced by a Certificate of Merger filed with the Secretary of State on January 16, 2002.

LOCATED IN DAVIDSON COUNTY, TENNESSEE:

Being a tract of land lying in Nashville, Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron rod at the intersection of the westerly right-of-way line of Powell Avenue, width varies, and the southerly right-of-way line of Hardison Street, 50 feet in width, said existing iron rod being located at Northing: 644,294.36, easting: 1,743,556.65, on the State Plane coordinate system, NAD-83 (1990):

Thence leaving the southerly right-of-way line of Hardison Street with the westerly right-of-way line of Powell Avenue, south 18 deg 18 min 31 sec east, 275.02 feet to an existing iron rod at a corner common with the property of Woodmen of the World Life Insurance Co., as of record in deed book 2546, page 589, at the Register's Office for Davidson County, Tennessee;

Thence leaving the westerly right-of-way line of Powell Avenue with the northerly property line of The Woodmen of the World Life Insurance Co., south 70 deg 55 min 21 sec west, 518.52 feet to an existing iron rod in the easterly right-of-way line of CSX Transportation Railroad, 33 feet from the centerline of the easterly tract:

Thence with the easterly right-of-way line of CSX Transportation Railroad, with a curve to the left, along an arch length of 275.03 feet, the central angle of which is 02 deg 23 min 31 sec, the radius of which is 6588.10 feet, the chord of which is north 19 deg 36 min 03 sec west. 275.01 feet to an iron rod set at a corner common with the Third National Bank in Nashville, Trustee, as of record in deed book 4864, page 499, at the Register's Office for Davidson County, Tennessee;

Thence leaving the easterly right-of-way line of CSX Transportation Railroad with the southerly property line of Third National Bank in Nashville, Trustee, North 70 deg 55 min 21 sec east, 524.72 feet to the point of beginning, containing 143,179 square feet of 3.287 acres more or less.

BEING the same property conveyed to Graphic Arts Properties, Inc., a Tennessee Corporation, by Deed of Record in Book 4651, page 569, Register's Office for Davidson County, Tennessee. Graphic Arts Properties, Inc. merged into Baird Ward Printing Company, Inc. as of record in Book 8926, page 860. Baird Ward Printing Company, Inc. changed name to Arcata Graphics Baird Ward, Inc. as of record in Book 6706, page 701. Arcata Graphics Baird Ward, Inc. changed name to Quebecor Printing Baird Ward, Inc. as of record in Book 8964, page 742. Quebecor Printing Baird Ward, Inc. merged into Quebecor Printing Dickson, Inc. as of record in Book 9057, page 723. The said Quebecor Printing Dickson, Inc. changed its name to Quebecor World Dickson, Inc. pursuant to Articles of Amendment filed with the Secretary of State on September 1, 2000. Quebecor World Dickson, Inc. has since merged into QW Memphis Corp. as evidenced by a Certificate of Merger filed with the Secretary of State on January 16, 2002.

BEING the same property conveyed to Q Center, LLC by deeds of record as Instrument No.'s _____ and _____, said Register's Office.

EXHIBIT A

EXHIBIT "B"
TO
WARRANTY DEED
FROM
QW MEMPHIS CORP.
TO
Q CENTER, LLC

Encumbrances

1. Taxes for the year 2002, a lien, which are not yet due and payable.

2. T.V.A. easement granted the United States of America, of record in Book 1163, page 145, and Book 1174, page 128, and terms and provisions of agreement affecting said easement recorded in Book 4092, page 386.

3. Rights of the Railroad under a Charter Right-of-Way.

4. Easements and rights of 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.

5. Reservations and easements contained in deed from United States of American to Tennessee Development Company, of record in Book 1561, page 117.

6. Rights of others in Agreement between Tennessee Development Company and Hardmac Company of record in Book 1809, page 253.

7. Rights of others in Agreement between Baird-Ward Printing Company, Inc. and Hardmac Company, as grantors, and City of Nashville Waterworks Department, as grantee, of record in Book 2638, page 576.

8. Terms and provisions of Agreement between Hardmac Company and Baird-Ward Printing Company, Inc., as grantors, and City of Nashville Waterworks Department, as grantee, of record in Book 2638, page 589.

9. Easements to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5856, page 107; Book 2638, page 589; and Book 2638, page 576.

10. Easements to Metropolitan Government of Nashville and Davidson County, Tennessee, by deed of record in Book 6523, page 615.

11. Easements reserved in instrument of record in Book 4651, page 569 Register of Deeds office for Davidson County, Tennessee for maintenance and operation of all existing water mains, sewer lines, and electric distribution lines, as located on the property.

12. Dedication of Easement of record at Instrument No. 20020606-0069196 Register of Deeds office for Davidson County, Tennessee.