THIS INSTRUMENT PREPARED BY:
GIBSON & GREGORY
Suite 1900, 201 Fourth Avenue North
Nashville, TN 37219

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $1,550,000.00.

Affiant

Subscribed and sworn to before me this 8th day of October, 2002.

Notary Public
My Commission Expires: 1/29/05

CATHERINE H. GWYN
Notary Public At Large
DAVIDSON COUNTY, TENN.
My Commission Expires January 29, 2005

SPECIAL WARRANTY DEED

ADDRESS OF NEW OWNER:	SEND TAX BILLS TO:	MAP/PARCEL NOS.
SSC Rivergate LLC	New Owner	Map 34-02
11415 Cashmere Street		Parcel 106
Los Angeles, CA 90049		

For and in consideration of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid by the herein named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, NENR RIVERGATE PARTNERSHIP, a Tennessee General Partnership, hereinafter "GRANTOR", has bargained and sold, and by these presents does hereby transfer and convey unto SSC RIVERGATE, LLC, a Tennessee limited liability company, hereinafter "GRANTEE", its successors, representatives and assigns forever, that certain tract or parcel of land located in Davidson County, Tennessee, as described in Exhibit "A" attached hereto and incorporated herein by reference.

This is IMPROVED property known as 1905 Gallatin Pike North, Madison, TN 37115.

This conveyance is made subject to such limitations, restrictions and easements as may affect the premises.

To have and to hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors, representatives and assigns forever.

And GRANTOR does covenant with the said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it and warrants that the same is unencumbered, except as set forth above.

GRANTOR does further covenant and bind itself, its successors and assigns to warrant and forever defend the title to the said land to the said GRANTEE, its successors, representatives and assigns, against the lawful claims by and through the GRANTOR, but not further.

WITNESS its hand this 3rd day of October, 2002.

Davidson County DEEDWARR
Recvd: 10/08/02 14:52 3pgs
Fees:18.00 Taxes:5735.00
20021008-0122827

NENR RIVERGATE PARTNERSHIP,
a Tennessee General Partnership

By: _____
William G. Wallis, Jr., Partner

By: _____
William C. Seeley, Partner

By: _____
Stephen D. Rudd, Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, of the state and county aforesaid, personally appeared WILLIAM G. WALLIS, JR. WILLIAM C. SEELEY and STEPHEN D. RUDD, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Partners of NENR RIVERGATE PARTNERSHIP, the within named bargainor, a Tennessee General Partnership, and that they as such Partners executed the foregoing instrument for the purpose therein contained by signing the name of the Partnership by themselves as such Partners.

Witness my hand and official seal this 8th day of October, 2002.

Notary Public

My Commission Expires: 1/29/05

CATHERINE H. GWYN
Notary Public At Large
DAVIDSON COUNTY, TENN.
My Commission Expires
January 29, 2005

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Krispy Kreme, as of record in Plat Book 7900, page 790, Register's Office for said County, to which plan reference is made for a more complete description.

Being the same property conveyed to NENR Rivergate Partnership, a Tennessee general partnership, by deed from Mark Brownell of record in Instrument No. 20020514-0059396, Register's Office for Davidson County, Tennessee.

This conveyance is made subject to taxes for the year 2002, which have been prorated, such limitations, restrictions and easements as may affect the premises.