Bk 49
54370

This instrument prepared by:
Thomas Ice, Jr.
Middleton Reutlinger
2500 Brown & Williamson Tower
Louisville, KY 40202

Davidson County DEEDWARR
Recvd: 04/07/03 13:18 3pgs
Fees:18.00 Taxes:3330.00
20030407-0045695

WARRANTY DEED

Address of new owner and send tax bills to:
UP Properties of Tennessee, LLC
1903 Stanley Gault Parkway
Louisville, KY 40223

Map and Parcel No.
75/166

Property Address: 5002 Old Hickory Boulevard, Hermitage, TN 37076

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, **FAZ-NASH NO.1, LLC**, a Tennessee limited liability company (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said **UP PROPERTIES OF TENNESSEE, LLC**, a Tennessee limited liability company (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit "A" which is attached hereto and incorporated herein by this referenced ("the Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. Matters shown on Plan of record in Book 8250, Page 855, Register's Office for Davidson County, Tennessee.

3. Declaration of Easements, Restrictive Covenants, Conditions, and Restrictions of record in Book 10202, Page 607, in said Register's Office.

4. Easement for anchor installation and maintenance of equipment and ingress and egress to Metropolitan Government of record in Book 5647, Page 515, in said Register's Office.

5. Easement for 50 foot easement to Metropolitan Government of record in Book 3948, Page 777, in said Register's Office.

6. Reciprocal Cross Parking Easement Agreement dated December 29, 1997, between Steak n Shake, Inc., Spartan Food Group, Inc., and First Tennessee Bank National Association of record in Book 10741, page 821, in said Register's Office.

7. Deeds of Conveyance to Metropolitan Government of Nashville and Davidson County for water and/or sewer distribution system of record in book 11201, page 745.

8. Other Easements, restrictions and other matters of record.

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, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; that Grantor has a good right to convey the same; and that the Property is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, FAZ-NASH NO.1, LLC has executed this Warranty Deed this 31st day of March, 2003.

FAZ-NASH NO.1, LLC

By W Craig Barber
Printed name: W CRAIG BARBER
Title: Chief Manager

NOTARY

State of TENNESSEE

County of DAVIDSON

Before me, A Notary, of the state and county mentioned, personally appeared W. Craig Barber, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be the Chief Manager the within named grantor, a corporation, and that as such Chief Manager, executed the foregoing instrument, for the purposes therein contained, by signing the name of the corporation by himself as Chief Manager.

Witness my hand seal at office this 31st day of March, 2003.

EVA M. GRIMMETT NOTARY PUBLIC AT LARGE My Commission Expires Sept. 24, 2005 DAVIDSON CO., TENNESSEE

Eva M. Grimmett, Notary Public

My Commission expires: 09/24/05

VALUATION AFFIDAVIT

I 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 $900,000.00 which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

EVA M. GRIMMETT NOTARY PUBLIC AT LARGE My Commission Expires Sept. 24, 2005 DAVIDSON CO., TENNESSEE

W Craig Barber
Affiant Chief Manager

Subscribed and sworn to before me this 31st day of March, 2003.

Eva M Grimmett, Notary Public

My commission expires: 09/24/05

EXHIBIT "A"

Building #5131
5002 Old Hickory Boulevard
Hermitage, Davidson County, TN

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Final Plat to Hermitage Marketplace, Third Revision, as shown on plat of record in Plat Book 8250, page 855, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Together with non-exclusive easement rights as set forth in that certain Declaration of Easements, Restrictive Covenants, Restrictions and Conditions of record in Book 10202, page 607, said Register's Office and

Together with non-exclusive parking easements as set forth in that certain Reciprocal Cross Parking Easement Agreement recorded in Book 10741, page 821, said Register's Office.

BEING the same property conveyed to Faz-Nash No. I, LLC, a Tennessee limited liability company, by Deed of Record in Book 10910, page 895, Register's Office for Davidson County, Tennessee.