File # 04-7397

RETURN TO:
COMMONWEALTH TITLE AGENCY
OF NASHVILLE, INC.
333 GALLATIN RD. SOUTH
MADISON, TN 37115

THIS INSTRUMENT PREPARED BY:
Stewart & Black, Attys
333 Gallatin Rd S.
Madison, Tn 37115
615- 865-7000

ADDRESS NEW OWNER:	MAP/PARCEL NUMBER:
THOMAS E. STEWART, TRUSTEE WITH FULL POWER TO BARGAIN, SELL, CONVEY, TRANSFER, MORTGAGE, LEASE OR OTHERWISE ENCUMBER WITHOUT THE NECEESSITY OF JOINDER BY ANY BENEFICIARY	MAP 42-16, PARCELS 203 & 169
333 GALLATIN ROAD SOUTH	
MADISON, TN 37115	
SEND TAX BILLS TO:	
SAME	

Davidson County DEEDQC
Recvd: 05/14/04 09:21 7pgs
Fees:37.00 Taxes:0.00
20040514-0056604

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

THERE IS NO MONETARY CONSIDERATION WHATSOEVER FOR THIS TRANSFER, this 28 DAY OF April 2004.

Thomas E. Stewart, Tr.
AFFIANT

SWORN TO AND SUBSCRIBED BEFORE ME THIS 28 DAY OF April 2004.

Denise C. Allis
NOTARY PUBLIC

DENISE C. ALLIS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

MY COMMISSION EXPIRES: 5/30/2004

QUITCLAIM DEED

THIS DEED ENTERED INTO BY AND BETWEEN THOMAS E. STEWART, TRUSTEE , WITH FULL POWER TO SELL, MORTGAGE AND CONVEY WITHOUT THE NECESSITY OF JOINDER BY ANY BENEFICIARIES, BEING THE TRUSTEE FOR **MADISON STREET GROUP**, A PARTNERSHIP COMPOSED OF CLESTON DANIELS, JULIO PIERPAOLI, DAVID PITZER AND THOMAS E. STEWART, AND **MADISON FOOD FAIR**, A TENNESSEE GENERAL PARTNERSHIP COMPOSED OF JULIO PIERPAOLI, CLESTON DANIELS, DAVID PITZER, THOMAS E. STEWART, MRS. HERMAN (PATSY) WIND, AND DAVID WIND, AS GRANTORS, AND THOMAS E. STEWART, TRUSTEE WITH FULL POWER TO BARGAIN, SELL, CONVEY, TRANSFER, MORTGAGE, LEASE OR OTHERWISE ENCUMBER WITHOUT THE NECESSITY OF JOINDER BY ANY BENEFICIARY, AS GRANTEE.

W I T N E S S E T H:

THAT WHEREAS, PROPERTY KNOWN AS MAP 42-16, PARCEL 203 (414 GALLATIN ROAD SOUTH, MADISON, TN 37115) WAS CONVEYED TO MADISON FOOD FAIR, A TENNESSEE GENERAL PARTNERSHIP COMPOSED OF JULIO PIERPAOLI, A ONE-SIXTH INTEREST, CLESTON DANIELS, A ONE-SIXTH INTEREST, DAVID PITZER, A ONE-SIXTH INTEREST, THOMAS E. STEWART, A ONE-THIRD INTEREST, AND HERMAN WIND, A ONE-SIXTH INTEREST, BY EXECUTOR'S WARRANTY DEED FROM J. EDWIN BROWN, EXECUTOR OF THE WILL OF ANNA WHITE DOOLITTLE UNDERWOOD, OF RECORD IN BOOK 11056, PAGE 235, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; AND

WHEREAS, PROPERTY KNOWN AS MAP 42-16, PARCEL 169 (106 MADISON STREET, MADISON, TN 37115) WAS CONVEYED TO THOMAS E. STEWART, TRUSTEE WITH FULL POWER TO SELL, MORTGAGE AND CONVEY WITHOUT THE NECESSITY OF JOINDER BY ANY BENEFICIARIES, BY QUITCLAIM DEED FROM THE MADISON OFFICE BUILDING, A PARTNERSHIP, OF RECORD IN BOOK 6087, PAGE 548, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE; AND

WHEREAS, BY PARTNERSHIP MERGER DATED JUNE 1, 2000 ATTACHED HERETO AS EXHIBIT 'A', THE MADISON STREET GROUP, A PARTNERSHIP, AND MADISON FOOD FAIR, A PARTNERSHIP, MERGED TOGETHER WITH THE SURVIVING PARTNERSHP BEING MADISON FOOD FAIR, A TENNESSEE PARTNERSHIP AND ALL ASSETS OF BOTH PARTNERSHIPS INCLUDING THE ABOVE TWO PARCELS OF LAND WERE TO BE TRANSFERRED TO THE SAID SURVIVING PARTNERSHIP, THE PARTNERS OF SAID SURVIVING PARTNERSHIP BEING CLESTON DANIELS, A 16.66% INTEREST, JULIO PIERPAOLI, A 16.66% INTEREST, DAVID PITZER, A 16.66% INTEREST, THOMAS E. STEWART, A 40% INTEREST, MRS. HERMAN (PATSY) WIND, A 5% INTEREST AND DAVID WIND, A 5% INTEREST.

NOW, THEREFORE, FOR AND IN CONSIDERATION OF THE SUM OF ONE ($1.00) DOLLAR, CASH IN HAND PAID AND OTHER GOOD AND VALUABLE CONSIDERATIONS, the receipt and sufficiency of which are hereby expressly acknowledged, MADISON FOOD FAIR, A PARTNERSHIP COMPOSED OF CLESTON DANIELS, JULIO PIERPAOLI, DAVID PITZER, THOMAS E. STEWART, MRS. HERMAN (PATSY) WIND, AND DAVID WIND, AS SURVIVING PARTNERSHP TO MADISON STREET GROUP AND MADISON FOOD FAIR,

hereinafter referred to as GRANTOR, does hereby quitclaim and convey unto THOMAS E. STEWART, TRUSTEE WITH FULL POWER TO BARGAIN, SELL, CONVEY, TRANSFER, MORTGAGE, LEASE OR OTHERWISE ENCUMBER WITHOUT THE NECESSITY OF JOINDER BY ANY BENEFICIARY, his successors, heirs and assigns, hereinafter referred to as GRANTEE, all of our right, title and interest in and to certain real estate in Davidson County, Tennessee, said property being more particularly described on Exhibit "B" attached hereto and incorporated herein by reference as if fully set forth herein.

This is improved property known as 414 GALLATIN ROAD SOUTH, MADISON, TN 37115, AND 106 MADISON STREET, MADISON, TN 37115.

SAID PROPERTY is conveyed subject to such limitations, restrictions and encumbrances as may affect the premises.

WITNESS our hands and seals on this the 28 day of April, 2004.

MADISON FOOD FAIR, A PARTNERSHIP, CONSISTING OF

CLESTON DANIELS, 16.66% PARTNER

JULIO PIERPAOLI, 16.66% PARTNER

DAVID PITZER, 16.66% PARTNER

THOMAS E. STEWART, 40% PARTNER

MRS. HERMAN (PATSY) WIND, 5% PARTNER

DAVID WIND, 5% PARTNER

STATE OF TENNESSEE :
COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, CLESTON DANIELS, JULIO PIERPAOLI, DAVID PITZER, THOMAS E. STEWART, MRS. HERMAN (PATSY) WIND AND DAVID WIND, BEING ALL OF THE PARTNERS OF MADISON FOOD FAIR, A TENNESSEE GENERAL PARTNERSHIP, the within named bargainors with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the 28 day of April, 2004.

notary public

My commission expires: 5/30/2004

DENISE C. ALLIS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENNESSEE

EXHIBIT "A"

PARTNERSHIP MERGER

This merger agreement is entered into on the 1ST day of June, 2000, by and between Cleston Daniels, Julio Pierpaoli, David Pitzer and Thomas E. Stewart, d/b/a Madison Street Group, a partnership, hereinafter referred to as the "merging partnership;" and Cleston Daniels, Julio Pierpaoli, David Pitzer, Thomas E. Stewart, Mrs. Herman Wind and David Wind, d/b/a Madison Food Fair, a partnership, hereinafter referred to as the "surviving partnership."

WITNESSETH

Whereas the above two partnerships are desirous of creating a partnership merger with the above merging partnership being the partnership merging and the surviving partnership being the survivor partnership.

Therefore and for all of which the partnerships vote unanimously for the following per the signatures of the partners hereto:

1. That the Madison Street Group merge with Madison Food Fair, both being partnerships recognized under Tennessee law.

2. That the Madison Food Fair be the surviving partnership after the merger.

3. That the assets and liabilities, if any, including the property at 106 Madison Street, Madison, Davidson County, Tennessee, 37115, be transferred to the surviving partnership. The Madison Food Fair partnership employer identification number is _____.

4. That the Madison Food Fair partnership receive the assets and liabilities described in paragraph 3 above, including them as part of their assets and liabilities.

5. The surviving partnership's partners will have the following percentages of ownership:

Cleston Daniels	16.66%
Julio Pierpaoli	16.66%
David Pitzer	16.66%
Thomas E. Stewart	40.00%
Mrs. Herman Wind	05.00%
David Wind	05.00%

6. That Cleston Daniels is the accountant and CPA for the partnership and Thomas E. Stewart is the attorney for the partnership.

7. That the properties have certain leases and obligations and they are hereby assigned to the surviving partnership.

8. That this instrument shall be executed in recordable form and the accountant shall file the appropriate papers with the Internal Revenue Service per this merger.

9. That this partnership shall be governed in accordance with a two-thirds' vote and, in the event any partner decides to sell, they shall offer it first to the partnership, next to any partners and next to any third parties; however, any offer for sale to a third party shall be on the same terms and conditions as offered to the partnership and/or a partner.

10. This merger shall be effective the 1ST day of June, 2000.

11. This agreement cannot be amended, modified, or changed except in writing by the partners in accordance with Paragraph 9 above.

This 1ST day of June, 2000.

MADISON STREET GROUP
(Merging Partnership)

CLESTON DANIELS

JULIO PIERPAOLI

DAVID PITZER

THOMAS E. STEWART

MADISON FOOD FAIR
(Surviving Partnership)

CLESTON DANIELS

JULIO PIERPAOLI

DAVID PITZER

THOMAS E. STEWART

MARCIA A. LAMME
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENNESSEE

MRS. HERMAN WIND

DAVID WIND

Subscribed and sworn to before me, this 1st day of June, 2000.

Notary Public

My Commission Expires:

MY COMMISSION EXPIRES
MARCH 27, 2004

EXHIBIT "B"

TRACT NO. 1: A tract of land in the 11 h, formerly the 19th Civil District of Davidson County, Tennessee, being a part of Lot 1 on the Plan of the Douglas-Levine subdivision at Madison, Tennessee, of record in Book 547, page 44, Register's Office for Davidson County, Tennessee.

Said property being described according to a survey, not of record, by Kohl-Coode and Associates, dated February 11, 1974, file number 238, as follows:

BEGINNING at an iron pin in the westerly margin of Gallatin Pike, as widened, where said Pike, as widened, intersects the common boundary between Lots 1 and 2 on said subdivision; thence with the westerly margin of said Pike, South 11 degrees 33 minutes West 30.85 feet to a point; thence with the line of the intersection of said Pike and Madison Street around a curve to the right, 28.64 feet to a point; thence with the northerly margin of Madison Street, as widened, North 86 degrees 25 minutes West 134.43 feet to a P.K. Nail; thence with the easterly margin of a public alley (now Dulin Avenue), North 11 degrees 51 minutes East 70.08 feet to a P.K. nail; thence with the common boundary between Lots 1 and 2 on said subdivision, South 78 degrees 9 minutes East 150.00 feet to the point of beginning.

Being the same property conveyed to Madison Food Fair, a Tennessee general partnership composed of Julio Pierpaoli, a one-sixth interest, Cleston Daniels, a one-sixth interest, David Pitzer, a one-sixth interest, Thomas E. Stewart, a one-third interest and Herman Wind, a one-sixth interest, by Executor's Warranty Deed from J. Edwin Brown, Executor of the Will of Anna White Doolittle Underwood, deceased, of record in Book 11056, page 235, Register's Office for Davidson County, Tennessee.

TRACT NO. 2: Land in the 11th Civil District of Davidson County, Tennessee, being Lots Nos. 11 and 12 on the Plan of Douglas-Levine Subdivision at Madison, Tennessee, as of record in Book 547, page 44, Register's Office for Davidson County, Tennessee.

Said Lot No. 11 fronts 50.45 feet on the northerly side of an unnamed road, and runs back 222.21 feet on the east line and 228.94 feet on the west line of a dead line, showing 50 feet on said dead line.

Said Lot no. 12 fronts 50.45 feet on the northerly side of an unnamed road and runs back 228.94 feet on the east line and 235.67 feet on the west line to a dead line, and shows 50 feet on said dead line.

BEING THE SAME PROPERTY CONVEYED TO THOMAS E. STEWART, TRUSTEE WITH FULL POWER TO SELL, MORTGAGE AND CONVEY WITHOUT THE NECESSITY OF JOINDER BY ANY BENEFICIARIES, BY QUITCLAIM DEED FROM THE MADISON OFFICE BUILDING, A PARTNERSHIP, OF RECORD IN BOOK 6087, PAGE 548, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.