File Box (1)
24-B

This Instrument Prepared By:
John T. Cook, P.C.
2927 Berry Hill Drive
Nashville, Tennessee 37204-3126

File No. 17000-3
Davidson County Box 14-A
Map 094-05-0
Parcel 113.00

ADDRESS NEW OWNER AS FOLLOWS:
NOLAN MCKENZIE PROPERTIES, LLC
Attention: David A. Carver
2513 Bransford Avenue
Nashville, TN 37204-2809

SEND TAX BILLS TO:
New Owner

Davidson County DEEDWARR
Recvd: 05/24/04 10:01 5pgs
Fees:28.00 Taxes:2608.50
20040524-0060419

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named "Grantees", and other good and valuable consideration, the receipt and sufficiency all of which is hereby acknowledged, **KEYSTONE FOODS LLC, a Delaware limited liability company**, hereinafter called the "Grantor", has bargained and sold, and by these presents does transfer and convey unto **NOLAN MCKENZIE PROPERTIES, LLC, a Tennessee limited liability company**, hereinafter called the "Grantee", its successors and/or assigns, certain tracts or parcels of land in Davidson County, Tennessee, described as follows, to-wit:

SEE ATTACHED EXHIBIT "A" FOR COMPLETE LEGAL DESCRIPTION

THIS is improved property, known as: 1400 Davidson Street, Nashville, Tennessee 37206.

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, and its successors and assigns, forever; and, the Grantor further covenants with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it; and the same is unencumbered, except as set forth on the attached **Exhibit "B"**. Grantor does further covenant and bind itself and its successors and/or assigns, to warrant and forever defend the title to the said Grantee, its successors and/or assigns, against the lawful claims of all persons claiming the same by, through, or under the Grantor.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized officer on this 19th day of May, 2004.

KEYSTONE FOODS LLC
a Delaware limited liability company

By: _____
John J. Coggins, Executive Vice President
& Chief Financial Officer

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF MONTGOMERY)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared John J. Coggins, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon his oath, acknowledged himself to be the Executive Vice President and Chief Financial Officer of Keystone Foods LLC, the within named bargainor, a Delaware limited liability company, and that he, as such Executive Vice President and Chief Financial Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Executive Vice President and Chief Financial Officer.

Witness my hand and official on this the 19th day of May 2004.

EUGENIA STEFANOU COMMONWEALTH OF PENNSYLVANIA NOTARY PUBLIC

_____
Notary Public
My Commission Expires: 11/21/05

Notarial Seal
Eugenia Stefanou, Notary Public
West Conshohocken Boro, Montgomery County
My Commission Expires Nov. 21, 2005
Member, Pennsylvania Association of Notaries

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 705,000.00.

_____
Affiant

Subscribed and sworn to before me this the 19th day of May 2004.

_____
Notary Public
My Commission Expires: 11/24/07

KeystoneFoodsWarrantyDeed

EXHIBIT "A"

TO

SPECIAL WARRANTY DEED

Legal Description

TRACT ONE:

LAND in Davidson County, Tennessee, being Lot No. 8 on the Plan of Inner-City Industrial Park, Section 8, of record in Plat Book 4715, Page 140, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete and accurate description thereof.

TRACT TWO:

LAND in Davidson County, Tennessee, being Lot No. 9 on the Plan of Inner-City Industrial Park, Section 9, of record in Plat Book 5190, Page 352, Register's Office for Davidson County, Tennessee, to which reference is hereby made for a more complete and accurate legal description thereof.

TRACT THREE:

LAND in Davidson County, Tennessee, being Lot No. 5 on the Plan of Inner-City Industrial Park, Section 5, as of record in Book 4715, Page 97, Register's Office for Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a concrete monument in the southerly margin of Davidson Street, 230.6 feet east of the of the northeast corner of Lot 3, Section 3, Inner-City Industrial Park, as of record in Book 4715, Page 77, said Register's Office; thence, North 71 degrees 57 minutes East, 350.80 feet to a concrete monument, the beginning of a curve to the right; thence, with said curve having a radius of 311.3 feet, a central angle of 3 degrees 32 minutes and a distance of 19.20 feet to a concrete monument; thence, leaving Davidson Street, South 18 degrees 3 minutes East, passing a witness monument at 228.00 feet and a total distance of 285.3 feet to the low water line of the Cumberland River; thence, along said river, South 61 degrees 3 minutes West, 42.01 feet to a point; thence, South 62 degrees 48 minutes 7 seconds West, 332.89 feet to a point; thence, leaving said river, North 18 degrees 3 minutes West, passing a witness monument at 51.4 feet and a total distance of 346.40 feet to a concrete monument, the point of beginning. Containing 2.69 acres, more of less.

TRACT ONE and TRACT TWO being part of the same property conveyed to NCTN Corp. by Deed from KFC Industries, Inc., a Delaware corporation of record in Book 7124, Page 50, Register's Office for Davidson County, Tennessee. The said NCTN Corp. merged into Keystone Foods Corporation as evidenced by a Certificate of Merger of record in Book 7466, Page 180, Register's Office for Davidson County, Tennessee. The said Keystone Foods Corporation subsequently merged into Keystone Foods LLC as evidenced by a Certificate of Merger of record in Instrument No. 20040513-0055854, said Register's Office.

TRACT THREE: Being part of the same property conveyed to NCTN Corporation by deed from KFC Industries, Inc. of record in Book 7124, Page 50, Register's Office for Davidson County, Tennessee. The said NCTN Corp. merged into Keystone Foods Corporation as evidenced by a Certificate of Merger of record in Book 7466, Page 180, Register's Office for Davidson County, Tennessee. The said Keystone Foods Corporation subsequently merged into Keystone Foods LLC as evidenced by a Certificate of Merger of record in Instrument No. 20040513-0055854, said Register's Office.

This conveyance is subject to any and all zoning regulations, building restrictions and setback lines, if any, and easements and rights for public utilities applicable to this property; and taxes for the current year which have been prorated and assumed by the Grantee(s) herein.

EXHIBIT "B"

TO

SPECIAL WARRANTY DEED

Permitted Encumbrances

1. Taxes for the year 2004 and subsequent years, not yet due and payable; said taxes have been pro-rated and assumed by the Grantee. Map 094-05-0, Parcels 113.0

2. The Plan of record in Book 4715, Page 140, Register's Office for Davidson County, Tennessee, shows an Owner's Certificate, and is subject to all matters as set forth therein (as to Tract One).

3. The Plan of record in Book 5190, Page 352, said Register's Office, shows an Owner's Certificate, and is subject to all matters as set forth therein (as to Tract Two).

4. The Plan of record in Book 4715, Page 97, said Register's Office, shows an Owner's Certificate, and is subject to all matters as set forth therein (as to Tract Three).

5. Restrictive Covenants contained in instrument of record in Book 4821, Page 421, said Register's Office.

6. Certificate of Merger and Charter of Keystone Foods of record in Book 7466, Page 180, said Register's Office.

7. Easements conveyed to the City of Nashville of record in Book 2806, Page 536 and Book 2297, Page 185, said Register's Office (as to Tracts 1, 2 and 3).

8. Deed of Flowage Easement conveyed to the United States of America of record in Book 2199, Page 71, said Register's Office (as to Tracts 1, 2 and 3).

9. Subject to bounds of high and low water mark of the Cumberland River (as to Tracts 1, 2 and 3).