PICK-UP

This Instrument Prepared By:

Edward L. Galloway
ACKERSON & YANN, P.S.C.
401 W. Main Street, Suite 1200
Louisville, KY 40202
(502) 583-7400

Davidson County DEEDWARR
Recvd: 11/01/04 13:58 4pgs
Fees:23.00 Taxes:925.00
20041101-0130865

**SPECIAL WARRANTY DEED**

**THIS DEED** is made this 27th day of October, 2004, between **U.S. BANK NATIONAL ASSOCIATION**, a national banking association ("Grantor") whose tax mailing address is 4489 Emerald Avenue, Cincinnati, OH 45242, Attn: Marsha Ward, and **BR FOODS, LLC**, a Kentucky limited liability company ("Grantee") whose tax mailing address is 1999-B Brownsboro Road, Louisville, KY 40206,

WITNESSETH:

That for and in consideration of the sum of $10.00 and other good and sufficient consideration paid by Grantee, the receipt of which is hereby acknowledged by Grantor, Grantor does this date hereby grant and convey unto Grantee and Grantee's successors and assigns with covenant of special warranty that certain land located in Davidson County, Tennessee, and being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Land"), together with all structures, fixtures, buildings and improvements situated on the Land (such buildings, structures, fixtures and improvements being herein called the "Improvements"), together with all rights, privileges, easements and appurtenances thereto and all gaps, strips, hiatuses, gores and any land lying in the bed of any street, road or avenue, open or proposed, public or private, in front of or adjoining the Land or any part thereof (the Land, Improvements and other property, rights, privileges and interests described above are hereinafter collectively referred to as the "Property").

To have and to hold the Property, with all singular the rights, members and appurtenances thereof, to the same being, belonging, or in anywise appertaining thereto.

Grantor covenants that it is lawfully seized of the Property and that the Property is free from all liens and encumbrances but subject to real estate taxes thereon due and payable for 2004 and thereafter which Grantee hereby agrees to pay and subject to declarations, easements, restrictions and stipulations of record.

Prior Instrument Reference: Instrument #20030627-0089433 of the Records of Davidson County, Tennessee.

Executed on the date set forth above.

**U.S. BANK NATIONAL ASSOCIATION,**
A national banking association

By: _____
Title

MICHAEL P. RENSING

SVP CORPORATE REAL ESTATE

STATE OF OHIO )
)SS
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me, a Notary Public, this 27th day of October, 2004, by Michael P. Rensing as Senior Vice President of U.S. Bank National Association, a national banking association, on behalf of the association.

_____
Notary Public

MARSHA L. WARD
Notary Public, State of Ohio
My Commission Expires January 14, 2007

My Commission Expires: _____

NOTARIAL SEAL • STATE OF OHIO •

STATE OF TENNESSEE )
)SS
COUNTY OF SHELBY )

I hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for the transfer of the Property transferred by the foregoing Deed is $250,000.00.

Rita Bost
Affiant

Sworn to and subscribed before me this 29th day of October, 2004.

BRENDA L. WATSON NOTARY PUBLIC AT LARGE SHELBY CO. TN MY COMM. EXP. 08-03-05

Brenda L. Watson
Notary Public

My Commission Expires: 8-3-05

Property Address: 5531 Edmondson Pike, Nashville, Tennessee

Tax Parcel I.D. No.: 161-00-0-0 220.00

Mail tax bills to:
**JJRJR, Inc.**
1999-B Brownsboro Road
Louisville, KY 40206

New Owner:
BR Foods, LLC
1999-B Brownsboro Road
Louisville, KY 40206

Following recordation, please return to:
Rita Bost
6077 Primacy Parkway
Suite 121-B
Memphis, TN 38119

P:\USBank\JJRJR\NashvilleEdmonsonPike\Deed2.doc

**Exhibit "A"**

Being a parcel of land in Nashville, First Civil District, Thirty-second Councilmanic District, Davidson County, Tennessee, located on the westerly side of Edmondson Pike north of Old Hickory Boulevard, being Lot No. 2 as shown on the plat of Food Max Shopping Center as of record in Book 7900, Page 127, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

Beginning on an existing iron pin in the southwest right of way of Edmonson Pike, said point being located North 19 degrees 47 minutes 47 seconds West, 374.58 feet from the intersection of the southwestern right of way of Edmondson Pike and the northern right of way of Old Hickory Boulevard, said point being the southeast corner of the property herein described;

Thence from the POINT OF BEGINNING, leaving the southwestern right of way of Edmondson Pike South 87 degrees 50 minutes 43 seconds West 242.86 feet (South 87 degrees 45 minutes 42 seconds West 242.62 feet, of record) to an existing capped iron pin;

Thence North 27 degrees 59 minutes 02 seconds East 184.80 feet (North 27 degrees 52 minutes 37 seconds East 184.97 feet, of record) to an existing capped iron pin;

Thence North 87 degrees 46 minutes 40 seconds East 103.25 feet (North 87 degrees 45 minutes 42 seconds East 103.20 feet, of record) to an existing punch hole in concrete, said point being located in the southwestern right of way of Edmondson Pike;

Thence continuing with the Southwestern right of way of Edmondson Pike South 15 degrees 10 minutes 52 seconds East 50.69 feet (South 15 degrees 17 minutes 49 seconds East 50.76 feet, of record) to an existing capped iron pin;

Thence continuing with the Southwestern right of way of Edmondson Pike South 19 degrees 54 minutes 38 seconds East 116.08 feet (South 19 degrees 52 minutes 20 seconds East 116.00 feet, of record) to the POINT OF BEGINNING.