1st A

Davidson County DEEDWARR
Recvd: 07/21/08 15:52 6 pg
Fees:33.00 Taxes:1942.50
20080721-0074839

THIS INSTRUMENT PREPARED BY:
Waller Lansden Dortch & Davis LLP (RRC)
511 Union Street, Suite 2700
Nashville, Tennessee 37219

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL:
AutoZone Development Corporation	AutoZone Department Corporation	Map 72-10
c/o AutoZone, Inc.	c/o AutoZone, Inc.	Parcel 150
Department 8341	Department 8700	
123 South Front Street, 3rd Floor	P.O .Box 2198	
Memphis, Tennessee 38103-2198	Memphis, Tennessee 38101-2198	

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **H.G. Hill REALTY COMPANY, LLC**, a Tennessee limited liability company (formerly known as H.G. Hill Realty Company, a Tennessee corporation) (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **AUTOZONE DEVELOPMENT CORPORATION**, a Nevada corporation (the "Grantee"), its successors, heirs and assigns, a certain tract or parcel of land located in Davidson County, State of Tennessee, described as follows:

See Exhibit A, attached hereto and incorporated herein by this reference.

This is improved property located at 2800 Gallatin Road, Nashville, Tennessee.

This conveyance of the property herein, and all covenants and warranties of Grantor contained herein are made expressly subject to those matters set forth on Exhibit B, attached hereto and incorporated herein by this reference.

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 Grantee's successors, heirs and assigns forever.

Grantor conveys to Grantee any and all easements and appurtenances to the property, including (expressly) but not limited to: a quitclaim of any and all right, title and interest Grantor may have in and to any land lying in the right of way of any and all streets, alleys and ways adjoining the Property to the center line thereof.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors, heirs and assigns, against the lawful claims of all parties claiming by, through or under the Grantor, but not further or otherwise.

Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 11th day of July, 2008.

H.G. Hill REALTY COMPANY, LLC, a Tennessee limited liability company

By:_____
Celeste Patterson, Chief Financial Officer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Celeste Patterson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Chief Financial Officer of **H.G. Hill REALTY COMPANY, LLC**, the within named bargainor, a Tennessee limited liability company, and that she as such Chief Financial Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company by herself as Chief Financial Officer.

WITNESS my hand and official seal at Nashville, Davidson County, Tennessee, this 10th day of July, 2008.

_____
Notary Public

My Commission Expires: 5-22-10

LINDA J. BOGGESS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 22, 2010

2143349.1

STATE OF Tennessee)
COUNTY OF Shelby)

APPROVED, VERIFIED AND PASSED FOR SIGNING

The actual consideration or value, whichever is greater, for this transfer is $525,000.00.

Affiant

Subscribed and sworn to before me this 11th day of July, 2008.

Notary Public

STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY MICHELLE E. MANN MY COMM. EXP. FEB. 23, 2009

My Commission Expires: 2-23-2009

RETURN TO:

NU 507081

Metropolitan Title Company
NATIONAL SERVICES DIVISION
7891 Lochlin Drive
Brighton, MI 48116
Commercial: (877) 514-6266
Residential: (877) 387-2533

2143349.1

EXHIBIT A

Legal Description of Property

TRACT 1

A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS, TO WIT:

A TRACT OF LAND IN THE 11TH FORMERLY THE 18TH CIVIL DISTRICT OF SAID COUNTY, BEING PART OF LOT NO. 4 ON THE MAP SHOWING THE DIVISION OF MRS. LUCINDA LITTION'S LAND, AS OF RECORD IN BOOK 421, PAGE 108, REGISTER'S OFFICE FOR SAID COUNTY, AND BEING PART OF AN UNNUMBERED LOT ON THE PLAN OF EASTMOOR, AS OF RECORD IN BOOK 547, PAGE 177 AND 178, SAID REGISTER'S OFFICE, DESCRIBED ACCORDING TO A SURVEY MADE BY Z.J. WILKINSON, SURVEYOR, OCTOBER 12, 1940, AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF DELMAS AVENUE AND THE GALLATIN PIKE AS WIDENED; THENCE EASTWARDLY WITH THE NORTHERLY MARGIN OF SAID EAST DELMAS AVENUE, 270 FEET, MORE OR LESS TO THE SOUTHWEST CORNER OF LOT NO. 1 ON THE PLAN OF EASTMOOR; THENCE NORTHWARDLY, WITH THE WESTERN LINE OF SAID LOT NO. 1, 234.8 FEET TO THE NORTHWEST CORNER OF SAID LOT NO. 1; THENCE WESTWARDLY, WITH THE NORTHERN BOUNDARY LINE OF SAID EASTMOOR SUBDIVISION, 80.6 FEET TO AN IRON PIPE; THENCE SOUTHWARDLY 66.7 FEET TO THE NORTHEAST CORNER OF A 5 FOOT STRIP OF LAND SHOWN ON SAID SURVEY, THENCE SOUTHWARDLY WITH THE EASTERN LINE OF SAID 5-FOOT STRIP, 5 FEET TO AN IRON PIPE, THE SOUTHEAST CORNER OF SAID STRIP; THENCE WESTWARDLY, WITH THE SOUTHERN LINE OF SAID STRIP, 208 FEET TO AN IRON PIPE IN THE EASTERLY MARGIN OF SAID GALLATIN PIKE; THENCE SOUTHWARDLY, WITH THE EASTERLY MARGIN OF SAID PIKE, 161.8 FEET TO THE BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO H.G. HILL REALTY COMPANY BY DEED FROM W.P. AUSBROOKS AND WIFE, ETHEL V. AUSBROOKS OF RECORD IN BOOK 1389, PAGE 227, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TRACT 2

BEING PART OF LOT NO. 4 ON THE MAP SHOWING THE DIVISION OF MRS. LUCINDA LITTON'S LAND, AS OF RECORD IN BOOK 421, PAGE 108, REGISTER'S OFFICE FOR SAID COUNTY, ALSO BEING A PART OF AN UNNUMBERED LOT ON THE PLAN OF EASTMOOR, AS OF RECORD IN BOOK 547, PAGE 177 AND 178, SAID REGISTER'S OFFICE,

DESCRIBED ACCORDING TO A SURVEY MADE BY Z.J. WILKINSON, SURVEYOR, OCTOBER 12, 1940, AS FOLLOWS:

BEGINNING AT AN IRON PIN ON THE EASTERLY MARGIN OF GALLATIN PIKE, AS WIDENED, AT THE NORTHWEST CORNER OF THE PROPERTY CONVEYED TO OGLE JONES BY DEED FROM W.A. BENSON, ET AL, OF RECORD IN BOOK 1142, PAGE 340, SAID REGISTER'S OFFICE; THENCE WITH THE NORTHERLY LINE OF SAID JONES PROPERTY, EASTWARDLY 208 FEET TO AN IRON PIPE; THENCE NORTHWARDLY 71.7 FEET TO AN IRON PIPE; THENCE WESTWARDLY 288.6 FEET TO THE EASTERLY MARGIN OF SAID GALLATIN PIKE; THENCE WITH SAID PIKE, SOUTHWARDLY 73 FEET TO THE BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO H.G. HILL REALTY COMPANY BY WARRANTY DEED FROM DORA BENSON AUGHEY OF RECORD IN BOOK 2136, PAGE 631, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

Permitted Encumbrances

1. Davidson County taxes for 2008, a lien, but not yet due and payable, which have been prorated between the parties.

2. All matters shown on the Plat of Division of Mrs. Lincoln Litton's Land of record in Plat Book 421, Page 108, Register's Office for Davidson County, Tennessee.

3. All matters shown on the Plat of Eastmoor Place of record in Plat Book 547, Pages 177 and 178, said Register's Office.

4. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage granted to the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 3761, Page 396, said Register's Office.

5. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, Water Mains, Pumps and Appurtenances granted to the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Instrument No. 20050831-0104433, said Register's Office.

6. Stormwater Detention Agreement by and between H.G. Hill Realty Company and the Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Instrument No. 20050831-0104432, said Register's Office.

7. Application to Combine Parcels as it pertains the property map for said property as owned by H.G. Hill Realty Company of record in Instrument No. 20050509-0052080, said Register's Office.

8. Rights of tenants under unrecorded leases.

9. All matters contained in the survey prepared by Frank Neeley, RLS No. 1493, with Pickering Firm, Inc., dated July 8, 2008, Job No. 23005.