Davidson County DEEDWARRSP
Recvd: 12/15/16 14:48 8 pgs
Fees:43.00 Taxes:24420.00
20161215-0131750

This instrument prepared by:

Stinson Leonard Street, LLP
1201 Walnut Street, Suite 2900
Kansas City, MO 64106
Attn: Timothy Laycock, Esq.

Return Recorded Document to:

Associated Wholesale Grocers, Inc.
5000 Kansas Avenue
Kansas City, KS 66106

Name and Address of Property Owner:	Send Tax Bills To:	Map and Parcel Numbers:
Associated Wholesale Grocers, Inc. 5000 Kansas Avenue Kansass City, KS 66106	Associated Wholesale Grocers, Inc. 5000 Kansas Avenue Kansas City, KS 66106	Map 26, Parcels 86, 87, 98, 99

SPECIAL WARRANTY DEED

For and in Consideration of the sum of Ten and no/100 ($10.00) Dollars cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, K.C. INVESTORS, LLC, a Tennessee limited liability company ("**GRANTOR**"), has bargained and sold, and by these presents do transfer and convey unto ASSOCIATED WHOLESALE GROCERS, INC., a Kansas corporation ("**GRANTEE**"), its heirs and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to wit:

See **Exhibit A** attached hereto and incorporated herein by reference.

This is improved property, known as: 500 S. Cartwright Street, Goodlettsville, TN 37072.

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, its heirs and assigns, forever. GRANTOR does covenant with 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 **Exhibit B** attached hereto an incorporated herein by reference. We do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the GRANTEE, its heirs and assigns, against the lawful claims of all persons of all persons claiming by, through, or under GRANTOR, but no 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.

Witness our hands this 13th day of December, 2016.

"GRANTOR"

K.C. INVESTORS, LLC
a Tennessee limited liability company

By: _____
Dean A. Lanier, Manager

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

This instrument was acknowledged before me on December 13, 2016 by Dean A. Lanier as Manager of K.C. INVESTORS, LLC, a Tennessee limited liability company.

(SEAL)

_____
Printed Name: Sheryl A. Snook
Notary Public in and for said State
Commissioned in Platte County

My Commission Expires:
8-11-17

SHERYL A. SNOOK
Notary Public-Notary Seal
STATE OF MISSOURI
County of Platte
My Commission Expires: 08-11-2017
Commission #13464105

STATE OF Missouri }
COUNTY OF Jackson }

THE ACTUAL CONSIDERATION FOR THIS TRANSFER OR THE VALUE OF THE PROPERTY, WHICHEVER IS GREATER, IS $6,600,000.00.

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 13th DAY OF December, 2016.

NOTARY PUBLIC
Sheryl A Snook

My Commission expires: 8-11-17

SHERYL A. SNOOK
Notary Public-Notary Seal
STATE OF MISSOURI
County of Platte
My Commission Expires: 08-11-2017
Commission #13464105

EXHIBIT A

Parcel 1
A tract of land in the City of Goodlettsville, 10th Civil District of Davidson County, Tennessee, and being Lot No. 1 on the Plan of Northgate Industrial Park, Section 1, as of record in Plat Book 4660, page 111, Register's Office, Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a concrete monument at the northwest corner of the herein described property and being in the easterly right-of-way of the Louisville and Nashville Railroad Company;

Thence leaving said right-of-way, N 77° 30' E, 750.00 feet to an iron pin;

Thence N 12° 30' W, 275.00 feet to an iron pin in the southerly margin of South Cartwright Street (shown on record plat as 60 ft. private road);

Thence, with said street in a southeasterly direction and with a curve to the right having a radius of 295.00 feet and a central angle of 80° 44' 38" and a chord of S 61° 46' 09" E, 382.17 feet and an arc length of 415.73 feet to an iron pin;

Thence continuing with said street, S 21° 23' 50" E, 1,031.54 feet to a concrete monument;

Thence leaving said street, S 77° 30' W, 1,199.14 feet to a concrete monument in the easterly right-of-way of said L & N Railroad;

Thence with said right-of-way, N 12° 30' Wm 993.50 feet to the POINT OF BEGINNING.

Parcel 2
An unrestricted easement for ingress and egress over a private road shown on plat of record in Book 4660, page 111, in the Register's Office for Davidson County, Tennessee.

Parcel 3
A railroad easement from Northgate Industrial Park to 1975 Northgate Realty Investors as set forth in Book 5011, page 291, in the Register's Office for Davidson County, Tennessee.

Parcel 4
A certain tract or parcel of land in Davidson County, Tennessee, and being shown as Parcel 87 on the Revised Plan of Northgate Industrial Park, Section 1, of record in Book 4955k page 109, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a concrete monument located at the southwest corner of Lot No. 1 on the Plan of Northgate Industrial Park, Section 1, of record in Book 4660, page 111, Register's Office for Davidson County, Tennessee, said point being located North 77° 30' East 50 feet from the centerline of Louisville and Nashville Railroad Company's main tract; thence

1. North 77 deg. 30 min. East, 1199.14 feet with the southerly line of said lot No. 1 to a concrete monument in the westerly margin of proposed South Cartwright Street; thence,

2. Southwardly with the said margin of said proposed street along a curve having a radius of 600 feet, a distance of 335.13 feet, thence

3. South 77 deg. 30 min. West, 1,158.23 feet to a concrete monument, said monument being located North 77 deg. 30 min. East 50 feet from the centerline of said Louisville and Nashville Railroad Company's main tract; thence,

4. North 12 deg. 30 min. West, 328.25 feet parallel with and 50 feet easterly from said centerline of said tract to the point of beginning.

Parcel 5

A tract of land in the Second Civil District, Metropolitan Nashville, Davidson County, City of Goodlettsville, Tennessee, more particularly described as follows:

Beginning at an iron pin found on the westerly right-of-way line of South Cartwright Street at the southeasterly corner of Lot No. 1, Section 10, Northgate Park, of record in Book 6200, page 82, Register's Office for Davidson County, Tennessee; thence, with a curve to the left having a central angle of 83 deg. 54 min. 39 sec. and a radius of 305.00 feet, an arc distance of 4446.68 feet to a P.K. nail found; thence North 77 deg. 54 min. 52 sec. East 133.35 feet to an iron pin found; thence leaving said right-of-way, South 12 deg. 26 min. 40 sec. East 275.00 feet to a point; thence South 77 deg. 33 min. 20 sec. West 750.00 feet to a concrete monument found in the easterly right-of-way line of Seaboard Systems Railroad; thence with said right-of-way, North 12 deg. 26 min. 40 sec. West 531.65 feet to an iron pin found; thence North 74 deg. 09 min. 16 sec. East 315.64 feet to the point of beginning.

Being the same property conveyed to K.C. Investors, LLC from 1975 Northgate Realty Investors by deed of record in Book 10997, page 849, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

1. Taxes and assessments for the year 2016 and subsequent years, not yet due and payable.

2. All matters as shown on that certain plat of record in Plat Book 4660, Page 111 and Book 4955, page 109, in the Register's Office of Davidson County, Tennessee.

3. Easement of record in Book 722, page 40, in the Register's Office for Davidson County, Tennessee.

4. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage of record in Book 4403, page 103, in the Register's Office for Davidson County, Tennessee.

5. Agreement for Dedication of Easement for Storm Drainage Facilities and/or Sanitary Sewers of record in Book 5010, page 350, in the Register's Office for Davidson County, Tennessee.

6. Railroad Easement of record in Book 5011, page 291, in the Register's Office for Davidson County, Tennessee.

7. Terms and provisions of that certain unrecorded lease as evidenced by Memorandum of Lease from 1975 Northgate Realty Investors to Malong & Hyde, Inc., , of record in Book 5028, page 471, and as amended and restated in Book 9108, page 416, in the Register's Office of Davidson County, Tennessee.

   Memorandum of Lease Assignment and Assumption Agreement of record in Instrument No. 200309160136241, in the Register's Office for Davidson County, Tennessee.

8. Public Utility and Drainage easement reserved in deed of record in Book 5168, page 924, in the Register's Office for Davidson County, Tennessee.

9. Easement(s) reserved in deed of record in Book 8241, page 836, in the Register's Office for Davidson County, Tennessee.

10. Subject to reservations, restrictions and conditions in deed of record in Book 9108, page 408, in the Register's Office for Davidson County, Tennessee.

11. Subject to terms, provisions and conditions in Short Form of Agreement and Lien on Real Property of record in Book 9108, page 510, as assigned in Book 9171, page 441, in the Register's Office for Davidson County, Tennessee.

12. Rights of the Railroad Company to expand its right of way to its full charter width.

13. Location of railroad tracts onto subject property and the rights of the railroad company servicing the railroad siding located on the insured premises in and to the ties, rails and other properties constituting said railroad siding or in and to the use thereof.

14. The following matters disclosed by an ALTA/NSPS survey made by C&W Precision Surveys dba Crowe-Wheeler & Associates, for Bock & Clark Corporation on September 9, 2016, last revised November 18, 2016, designated Network Project No. 201602913-001:

a) Encroachment of building over drainage and utility easement recorded in Book 5168, Page 924, and railroad right-of-way in Book 8241, Page 836 and Book 4955, Page 109;
b) Location of parking spaces over spur track easement recorded in Book 5011, Page 291; and
c) Electric line encroaches over the Southern boundary line, without the benefit of an easement.

When Recorded Return To: K. Keehler
First American Title Insurance Company
National Commercial Services
1201 Walnut, Suite 700
Kansas City, MO 64106
File No: NCS 811004

True Copy Certification

I, Sheryl A. Snook, do hereby make oath that I am ~~a licensed attorney and/or~~ the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Sheryl A. Snook
Signature

State of MO

County of Jackson

Personally appeared before me, [~~Name of Notary~~ Karen L. Keehler], a notary public for this county and state, [~~name of person making certification~~ Sheryl A. Snook] who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Karen L. Keehler
Notary's Signature

Karen L. Keehler

My Commission Expires: 9-07-2018
Notary' Seal (if on paper)

KAREN L. KEEHLER
Notary Public-Notary Seal
STATE OF MISSOURI
County of Jackson
My Commission Expires: 09-07-2018
Commission #14926782