

PREPARED BY:

Michael L. Womack
Williams, McDaniel, Wolfe & Womack, P.C.
5521 Murray Avenue
Memphis, Tennessee 38119

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten (\$10.00) Dollars, cash in hand paid by the hereinafter named grantee and other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged, VIRGINIA F. WINFIELD, a single woman, hereinafter referred to as Grantor, has bargained, sold and by these presents does sell, transfer and convey unto BELZ INVESTCO GP, a Tennessee General Partnership, hereinafter called the Grantee, its successors, heirs and assigns, a certain tract or parcel of land together with all improvements thereon and appurtenances thereto, in Civil District No. 11, Fayette County, State of Tennessee, and described as follows:

BEGINNING at an iron (found - rebar; iron - set as guard) in the west line of the Gil Ryan 134.00 acre tract (Deed Book 470, Page 386), this point being an external corner of the URCO, Inc. 129.516 acre tract (Deed Book 470, Page 390) and being the northeast corner of the tract herein described: FROM SAID POINT OF BEGINNING South 00 degrees 54 minutes 49 seconds East 2,658.52 feet (fence not on line) to an iron (found - steel fence post - silver), the southwest corner of the said Ryan tract; THENCE South 89 degrees 33 minutes 37 seconds East 170.10 feet (fence generally on line) to an iron (set) in the south line of the said Ryan tract, this point being the northwest corner of the Clara McFerrin 1.0 acre tract (Deed Book 211, Page 352); THENCE South 00 degrees 42 minutes 40 seconds East 319.57 feet (fence generally on line) to an iron (found - rebar; iron - set as guard) in the north margin of State Highway No. 193 (Macon Drive - 50 feet wide), the southwest corner of the said McFerrin tract; THENCE in a southwestwardly direction along the north margin of said highway the following courses (2 calls): South 81 degrees 02 minutes 52 seconds West 188.93 feet and South 76 degrees 59 minutes 56 seconds West 173.53 feet to an iron (found - rebar; iron - set as guard), this point being the southeast corner of the Shelby Land Associates, LLC, et al 31.96 acre tract (Deed Book 558, Page 288); THENCE North 10 degrees 16 minutes 44 seconds West 3,110.14 feet to an iron (found - rebar; iron - set as guard) in a south line of the said URCO, Inc. tract, this point being the northeast corner of the Shelby Land Associates, LLC, et al tract; THENCE South 88 degrees 56 minutes 50 seconds East 694.35 feet (fence generally on line except at east end of call) to the point of beginning.

This property is vacant land on State Highway #193, Fayette County, Tennessee.

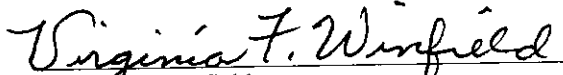
Said property being all of the property conveyed by Deed of record at Deed Book 260, Page 363 in the Register's Office of Fayette County, Tennessee.

This property is being conveyed subject to any rollback taxes due to Greenbelt Assessment as shown in Greenbelt Book 5, Page 3, of the Register's Office of Fayette County, Tennessee. This property is unencumbered except for 2001 Fayette County Real Estate Taxes and is being conveyed subject to those taxes and real estate taxes and assessments for all subsequent years for which Grantee assumes and shall pay.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the Grantee, its successors, heirs and assigns forever; and I do covenant with the said Grantee that I am lawfully seized and possessed of said land in fee simple, have a good right to convey it and the same is unencumbered, unless otherwise herein set out; and I do further covenant and bind myself, my heirs and representatives, to warrant and forever defend the title to the said land to the said Grantee, its successors, heirs and assigns, against the lawful claims of all persons whomsoever. 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 my hand this 7th day of November, 2001.

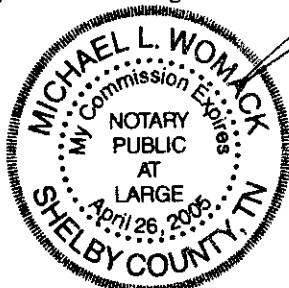
GRANTOR:

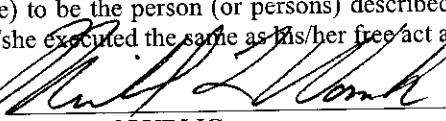

Virginia F. Winfield

STATE OF TENNESSEE
COUNTY OF SHELBY

On this the 7th day of November, 2001, before me personally appeared Virginia F. Winfield, to me known (or proved to me on the basis of satisfactory evidence) to be the person (or persons) described in and who executed the foregoing instrument, and acknowledged that he/she executed the same as his/her free act and deed.

My Commission Expires:




NOTARY PUBLIC

BK D599 PG 922

New Owner & Mail Tax Bills To:

Belz Investco GP

100 Pembury Place, Suite 1400
Memphis, Tenn. 38103

Property Address:

Vacant Land

Fayette County, Tennessee

Tax Parcel ID Number: Map 127, District 11,
Parcel 001.03

Return To:

Neil Harkavy

Armstrong Allen, PLLC

6060 Poplar Avenue, Suite 140

Memphis, TN 38119

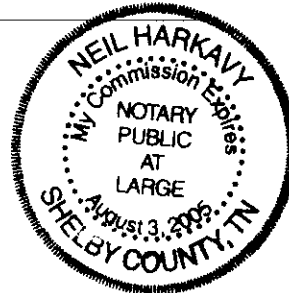
I, or we, hereby swear or affirm that to the best of
affiant's knowledge, information and belief, the actual
consideration for this transfer is \$128,320.00.

Neil Harkavy
AFFLIANT

November 13, 2001. Subscribed and sworn to before me this 9th day of

Neil Harkavy
NOTARY PUBLIC

Commission expires: _____



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NO.	<u>24854</u>
PGS.	<u>2</u>
TAX	<u>475.08</u>
REC. FEE	<u>10.00</u>
REG. FEE	<u>1.00</u>
D P FEE	<u>2.00</u>
TOTAL	<u>488.08</u>
FAYETTE COUNTY EDWARD PATTAT REGISTER	

State of Tennessee, County of FAYETTE
Received for record the 13 day of
NOVEMBER 2001 at 9:00 AM. (RECH 24854)
Recorded in official records
Book D599 Pages 922- 923
State Tax \$ 475.08 Clerks Fee \$ 1.00,
Recording \$ 12.00, Total \$ 488.08.
Register of Deeds EDWARD PATTAT
Deputy Register JOYCE

FAYETTE COUNTY
TRANSFER

NOV 13 2001

MARK WARD
ASSESSOR OF PROPERTY
BY Carol Canady

BK D599 PG 923