

When recorded mail to:
LandAmerica Financial Group, Inc.
attn: Sonya Delgado
3636 N. Central Ave, Suite 350
Phoenix, AZ 85012
Escrow No. 00-21126

1078

2000 059617

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2000 AUG 17 PM 12:50

MORRIS W. CARTER
RECORDER

CORPORATE WARRANTY DEED
(Estate for Years and Improvements)

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THIS INDENTURE WITNESSETH that **CRACKER BARREL OLD COUNTRY STORE, INC.**, a Tennessee corporation, whose address is 305 Hartmann Drive, P. O. Box 787, Lebanon, Tennessee 37088-0787 ("Grantor"), in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as of this 31st day of July, 2000, has GRANTED, BARGAINED, SOLD, WARRANTED AND CONVEYED and by these presents does hereby GRANT, BARGAIN, SELL, WARRANT AND CONVEY to **COUNTRY STORES PROPERTY III, LLC**, a Delaware limited liability company ("Grantee"), whose address is c/o U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, New York, New York 10019, an estate for years (the "Estate for Years") commencing on the date hereof through and including midnight on July 31, 2021, in all that certain parcel or parcels of land more particularly described in Exhibit A attached hereto and made a part hereof, for all purposes together with all of Grantor's right, title and interest, if any, in and to all streets and roads abutting the said parcel or parcels ("Premises").

TOGETHER WITH all buildings and improvements now located on the Premises, whether below or above grade level, as well as all the fixtures located therein and thereon (all such buildings, improvements, being collectively referred to as the "Improvements"), which are intended to be and remain real property and to be and remain the sole and exclusive property of Grantee and its successors and assigns. The foregoing conveyance shall include any possibility of reverter to Grantor during the term of the Estate for Years and is subject to the Permitted Exceptions set forth in Exhibit B attached hereto and made a part hereof for all purposes.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Estate for Years and fee title to the Improvements unto Grantee, its successors and assigns, against the lawful claims of all persons.

TO HAVE AND TO HOLD said Estate for Years, and all privileges and appurtenances, including, without limitation, all easements thereto belonging unto Grantee and its successors and assigns, through and including midnight on July 31, 2021, unto Grantee, its successors and assigns forever.

HOLD FOR MERIDIAN TITLE CORP

01-274489.01
FFCA No. 8001-1399
Contract No. 5818
Unit No. 369
Hammond, IN

AUG 17 2000
PETER BENJAMIN
LAKE COUNTY AUDITOR

12/12

2200
EP
08-21-23

IT BEING THE INTENT of Grantor and Grantee to convey to Grantee the Estate for Years in the Premises and the fee title in the Improvements, all as reserved in the deed from Grantor to CS Remainder III, LLC, a Delaware limited liability company, of even date and recorded contemporaneously herewith.

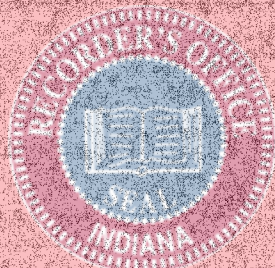
The undersigned person executing this deed on behalf of Grantor represent and certify that he is duly elected officer of Grantor and has been fully empowered, by proper resolution of the Board of Directors of Grantor, to execute and deliver this deed; that Grantor has full corporate capacity to convey the real estate described herein; and that all necessary corporate action for the making of such conveyance has been taken and done.

The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors and assigns and shall include singular, plural, masculine, feminine or neuter as required by context.

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the Lake County Recorder!

STOP



IN WITNESS WHEREOF, the Grantor has caused this deed to be executed as of July __, 2000.

GRANTOR:

CRACKER BARREL OLD COUNTRY STORE, INC., a Tennessee corporation

By [Signature]
James F. Blackstock
Senior Vice President

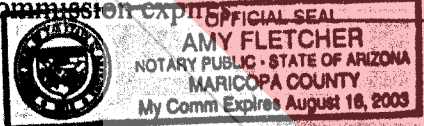
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STATE OF ARIZONA)

COUNTY OF MARICOPA)

Before me, a Notary Public in and for said County and State, personally appeared James F. Blackstock, the Senior Vice President of CRACKER BARREL OLD COUNTRY STORE, INC., a Tennessee corporation, who acknowledged the execution of the foregoing Corporate Warranty Deed for and on behalf of said Grantor, and who, having been duly sworn, stated that any representations therein contained are true.

Witness my hand and Notarial Seal this 27th day of July, 2000.

My Commission Expires 2003

OFFICIAL SEAL
AMY FLETCHER
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Comm Expires August 18, 2003

Signature [Signature]
Printed _____
Resident of Maricopa County, State of AZ

Tax bills should be sent to Grantee at %U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, New York, New York 10019

This instrument was prepared out of state by Mark R. Nethers, Esq., Kutak Rock LLP, Sixteenth Floor, Suite 300, 8601 North Scottsdale Road, Scottsdale, Arizona 85253-2742; Telephone: (480) 429-5000.

After recording return to Kenneth S. Hilton, Esq., Proskauer Rose LLP, 1585 Broadway, New York, New York 10036-8299; Telephone (212) 969-3725, Facsimile (212) 969-2900.

EXHIBIT A

LEGAL DESCRIPTION

Lot 4, Whiteco First Addition, to the City of Hammond, as shown in Plat Book 82, page 95, in Lake County, Indiana.

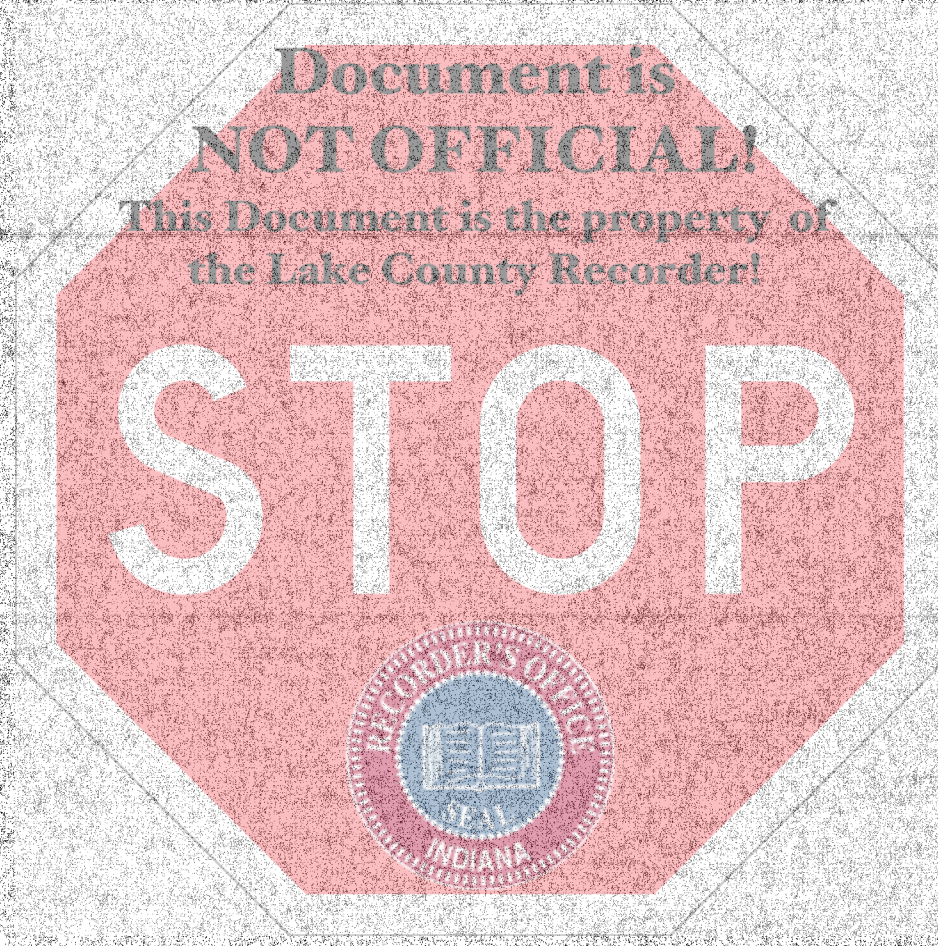


FFCA #8001-1399
Unit #369
Hammond, IN

EXHIBIT B

PERMITTED EXCEPTIONS

All those recorded easements, restrictions, liens and encumbrances set forth as exceptions in the title insurance policy issued to Grantee by Lawyers Title Insurance Corporation in connection with the conveyance hereby.



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