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When recorded mail to:
LandAmerica Financial Group, Inc.
attn: Sonia Delgado
3636 N. Central Ave, Suite 350
Phoenix, AZ 85012
Escrow No. 60-21126

STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2000 059618

2000 AUG 17 PM 12: 50

MORRIS W. CARTER
RECORDER

Document is NOT OFFICIAL!
CORPORATE WARRANTY DEED
(Remainder Interest, Reserving Estate for Years and Improvements)

This Document is the property of the Lake County Recorder
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, CONVEYED AND WARRANTED and by these presents does hereby GRANT, BARGAIN, SELL, CONVEY AND WARRANT to **CS REMAINDER III, LLC**, a Delaware limited liability company, having an address of % U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, New York, New York 10019 ("Grantee"), in fee, 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 (the "Premises"); EXCEPTING, HOWEVER, that the conveyance made herein is subject to the Permitted Exceptions set forth in Exhibit B attached hereto and made a part hereof for all purposes, and does not include and is subject to the interests described in (i) through (ii) below:

(i) an estate for years in the Premises commencing on the date hereof, through and including midnight on July 31, 2021, which is conveyed by Grantor to **COUNTRY STORES PROPERTY III, LLC**, a Delaware limited liability company ("Estate for Years Owner"), by separate deed of even date herewith; and

(ii) 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 are conveyed to Estate for Years Owner by the deed described in paragraph (i) above.

DULY ENTERED FOR TAXATION SUBJECT TO
FINAL ACCEPTANCE FOR TRANSFER

The Premises, excepting the interests described in (i) through (ii) above, conveyed hereby, are hereinafter called the "Remainder Interest."

PETER BENJAMIN
LAKE COUNTY AUDITOR

01213

AUG 17 2000

01-274504.01
FFCA No. 8001-1399
Contract No. 5818
Unit No. 369
Hammond, IN

HOLD FOR MERIDIAN TITLE CORP

2200
E.P.
08-2123

Grantee, by its acceptance of this deed, for itself and its successors in title to the Remainder Interest, agrees to the foregoing exception and reservation and acknowledges that it is acquiring a remainder interest in the Premises and further acknowledges that it is acquiring no right, title or interest whatsoever in the Improvements.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Remainder Interest unto Grantee, its successors and assigns, against the lawful claims of all persons.

TO HAVE AND TO HOLD said Remainder Interest and all privileges and appurtenances, including, without limitation, all easements, thereto belonging unto Grantee and its successors and assigns forever.

The undersigned person executing this deed on behalf of Grantor represents and certifies 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 designations "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.

[Remainder of page intentionally left blank]



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.

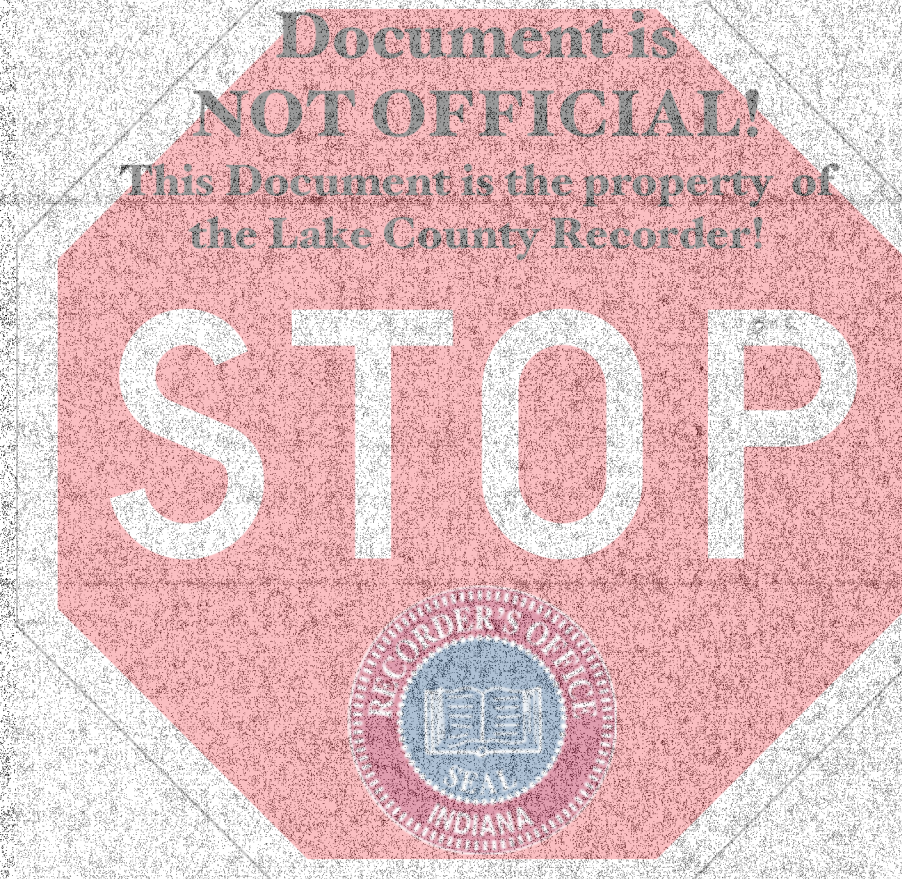


FFCA #8001-1399
Unit #369
Hammond, IN

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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