

JD 8859

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This instrument prepared by:
Kenneth P. Ezell, Jr., Esq.
Baker, Donelson, Bearman & Caldwell
A Professional Corporation
1700 Nashville City Center
511 Union Street
Nashville, Tennessee 37219

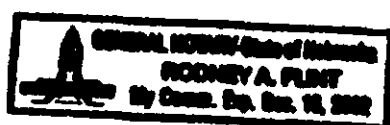
ADDRESS NEW OWNER:	SEND TAX BILLS TO:	MAP/PARCEL
Marianna Memphis, Inc., 11222 "I" Street Omaha, Nebraska 68137-1296 Attention: Mike Cosentino	Same	43-09-130 (part)

STATE OF NEBRASKA §
 §
COUNTY OF DOUGLAS §

The actual consideration or value, whichever is greater, for this transfer is \$2,000,000.00.

Bill Cosentino
AFFIANT

Subscribed and sworn to before me, this 11th day of February, 1999.



[Signature]
NOTARY PUBLIC

My Commission Expires:
Dec 16, 2002

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC., a Delaware corporation**, hereinafter called "GRANTOR", has bargained and sold, and by these presents does transfer and convey unto **MARIANNA MEMPHIS, INC., a Nebraska corporation**, herein called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Memphis, County of Shelby, State of Tennessee, described as follows:

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN.)

Said property is transferred subject to the limitations, restrictions, and encumbrances set forth on Exhibit "B".

This is improved property known as 1178 Pope Street, Memphis, Tennessee.

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 successors and assigns, forever, and GRANTOR does covenant with said GRANTEE that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor, unless otherwise herein set out; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons 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.

GRANTOR does hereby reserve unto itself and its successors and assigns, a perpetual, nonexclusive easement over the "Emergency Vehicle Easement Area" (as described in Exhibit "A"), for ingress and egress of emergency vehicles only from and between Pope Street and the property of Grantor situated at the southwesterly corner of the Property, such property of Grantor being conveyed to Plough, Inc. (now Schering-Plough Healthcare Products, Inc.) by Instrument No. EL 8920, in the Register's Office for Shelby County, Tennessee.

GRANTOR does further reserve unto itself and its successors and assigns, a perpetual, nonexclusive easement over the "Jackson Avenue Easement Area" (as described in Exhibit "A"), for ingress and egress from and between Jackson Avenue and the property of Grantor situated to the east of the Property, such property of Grantor being conveyed to Plough, Inc. (now Schering-Plough Healthcare Products, Inc.) by Instrument No. T6 2647, in the Register's Office for Shelby County, Tennessee.

GRANTOR does further reserve unto itself and its successors and assigns, a perpetual, nonexclusive easement over the "Pope Street Easement Area" (as described in Exhibit "A"), for ingress and egress from and between Pope Street and Bell Avenue and the property of Grantor situated at the southwesterly corner of the Property, such property of Grantor being conveyed to Plough, Inc. (now Schering-Plough Healthcare Products, Inc.) by Instrument No. EL 8920, in the Register's Office for Shelby County, Tennessee.

WITNESS its hand this the 19th day of February, 1999.

**SCHERING-PLOUGH HEALTHCARE
PRODUCTS, INC.,** a Delaware corporation

BY: Kenneth P. Gullif.
TITLE: Authorized Representative

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STATE OF Tennessee

§

COUNTY OF Davidson

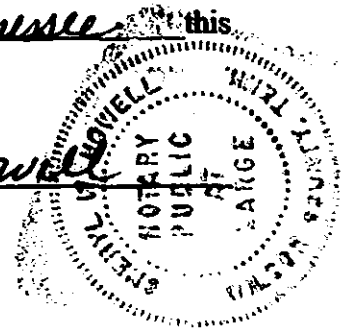
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Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Kenneth P. Ezell, Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged him self to be Authorized Representative of SCHERING-PLOUGH HEALTHCARE PRODUCTS, INC., the within named bargainer, a Delaware corporation, and that he as such Authorized Representative being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Authorized Representative

Witness my hand and seal, at office in Nashville Tennessee this the 19th day of February, 1999.

Cheryl N. Howell
NOTARY PUBLIC



My Commission Expires:

9/28/02

EXHIBIT "A"**DESCRIPTION OF THE PROPERTY**

A portion of the Schering-Plough Healthcare Products, Inc. property, as described in Instruments 4787-64 and 5281-134 in the Shelby County Register's Office and more particularly described by metes and bounds as follows:

Beginning at an iron rod (found) in the north line of Jackson Avenue (100-foot R/W), said point being 2,062.13 feet east of the tangent intersection with the east line of Warford Street (80-foot R/W), as measured along said north line; thence N 36°53'45" W, and with the east line of the Marine Corps Reserve property, a distance of 260.14 feet to a point; thence N 00°24'39" W a distance of 325.47 feet to an iron rod (found), the northeast corner of the Marine Corps Reserve property; thence S 89°45'46" W a distance of 421.79 feet to a point; thence N 00°06'50" W a distance of 81.28 feet to a point; thence N 89°48'26" W a distance of 61.25 feet to a point; thence S 89°46'42" W a distance of 119.39 feet to a point in the east line of Pope Street (R/W varies); thence N 00°06'50" W, and with said east line, a distance of 39.11 feet to a point; thence N 89°46'42" E a distance of 119.39 feet to a point; thence S 89°48'26" E a distance of 61.25 feet to a point; thence N 41°18'58" E a distance of 7.50 feet to a point; thence N 00°00'57" W a distance of 174.33 feet to a point; thence N 29°18'57" E a distance of 25.41 feet to a point; thence N 57°20'25" E a distance of 172.79 feet to a point; thence N 89°38'48" E a distance of 31.30 feet to a point; thence N 39°17'50" E a distance of 33.05 feet to a point; thence N 00°09'04" W a distance of 258.54 feet to a point; thence N 89°47'06" E a distance of 280.01 feet to a point; thence S 00°16'36" E a distance of 669.06 feet to a point; thence S 00°24'39" E a distance of 300.29 feet to a point; thence S 36°53'45" E a distance of 235.18 feet to a point in the north line of Jackson Avenue; thence along a non-tangent curve concave thru the north having a radius of 2,815.00 feet, and with said north line, an arc distance of 75.72 feet (chord = S 53°06'15" W - 75.72 feet) to the POINT OF BEGINNING and containing 7.486 acres.

DESCRIPTION OF THE EMERGENCY VEHICLE EASEMENT AREA

Beginning at the intersection of the south line of Bell Avenue (50-foot R/W) and the east line of Pope Street (R/W varies), thence N 00°06'50" W, and with said east line, a distance of 39.11 feet to a point; thence N 89°46'42" E a distance of 119.39 feet to a point; thence S 89°48'26" E a distance of 111.93 feet to a point; thence S 00°14'45" E a distance of 120.01 feet to a point; thence S 89°45'46" W a distance of 25.00 feet to a point; thence N 00°14'45" W a distance of 81.09 feet to a point; thence N 89°48'26" W a distance of 87.02 feet to a point; thence S 89°46'42" W a distance of 119.39 feet to the POINT OF BEGINNING and containing 11,073 square feet.

DESCRIPTION OF THE JACKSON AVENUE EASEMENT AREA

A certain parcel of land in the City of Memphis, County of Shelby, State of Tennessee, being part of the Plough, Inc. property as recorded in Deed Book 4787, Page 64 and Deed Book 5281, Page 134 in the Register's Office for Shelby County, Tennessee and being more particularly described as follows:

Beginning at a point in the north line of Jackson Avenue (100-foot R/W), said point being 2,062.13 feet east of the east line of Warford Street, (80-foot R/W), as measured along said north line; thence N 36° 53'45" W a distance of 260.14 feet to a point; thence N 00° 24'39" W a distance of 325.47 feet to a point; thence N 00° 16'36" W a distance of 699.09 feet to a point in the north line of this parcel;

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thence N 89° 47'06" E, and with said north line, a distance of 75.72 feet to the northeast corner of the parcel; thence S 00° 16'36" E, and with the east line of the property, a distance of 669.06 feet to a point; thence S 00° 24'39" E, and with the east line of the property, a distance of 300.29 feet to a point; thence S 36° 53'45" E, and with the east line of the property, a distance of 235.18 feet to a point in the north line of Jackson Avenue; thence along a non-tangent curve to the right having a radius of 2,815.00 feet an arc distance of 75.72 feet (chord = S 53° 06'15" W - 75.72 feet) to the POINT OF BEGINNING and containing 2.190 acres.

DESCRIPTION OF THE POPE STREET EASEMENT AREA

A certain parcel of land in the City of Memphis, County of Shelby, State of Tennessee, being part of the Plough, Inc. property as recorded in Deed Book 4787, Page 64 in the Register's Office for Shelby County, Tennessee and being more particularly described as follows:

Beginning at the intersection of the south line of Bell Avenue (50-foot R/W) and the east line of Pope Street (R/W varies); thence N 00° 06'50" W, and with said east line, a distance of 39.11 feet to a point; thence N 89° 46'42" E a distance of 119.39 feet to a point; thence S 89° 48'26" E a distance of 61.25 feet to a point; thence S 00° 06'50" E a distance of 39.11 feet to a point; thence N 89° 48'26" W a distance of 61.25 feet to a point; thence S 89° 46'42" W a distance of 119.39 feet to the POINT OF BEGINNING and containing 7,065 square feet.

The Property, the Emergency Vehicle Easement Area, the Jackson Avenue Easement Area and the Pope Street Easement Area being a portion of the land conveyed to Plough, Inc. by deeds recorded in the Register's Office for Shelby County, Tennessee in Book 4787, page 64 and Book 5281, page 134; the said Plough, Inc. having merged into Schering-Plough Healthcare Products, Inc.

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EXHIBIT "B"**THE ABOVE DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:**

1. Real property taxes for the year 1999, not yet due and payable, which will be prorated and paid by the Grantor.
2. Easements created pursuant to that certain Reciprocal Easement Agreement between the Seller, The Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, a Tennessee public not-for-profit corporation, and Witco Corporation, a Delaware corporation, to be dated as of December 31, 1997 and recorded in the Register's Office for Shelby County, Tennessee as Instrument No. JD 8858
3. 8' Electric Easement created in instrument filed of record in the Register's Office for Shelby County, Tennessee in Book 5399, page 415, as shown on the survey of the Land prepared by Fisher & Arnold, Inc., dated November 24, 1998, last revised January 26, 1999 (Job No. F3339).
4. 8' Sanitary Sewer Easement as shown on the survey of the Land prepared by Fisher & Arnold, Inc., dated November 24, 1998, last revised January 26, 1999 (Job No. F3339).
5. 8' Electric Easement created in instrument filed of record in the Register's Office for Shelby County, Tennessee in Instrument No. S5 9662, as shown on the survey of the Land prepared by Fisher & Arnold, Inc., dated November 24, 1998, last revised January 26, 1999 (Job No. F3339).
6. 5' Electric Easement created in instrument filed of record in the Register's Office for Shelby County, Tennessee in Book 5468, page 210, as shown on the survey of the Land prepared by Fisher & Arnold, Inc., dated November 24, 1998, last revised January 26, 1999 (Job No. F3339).

NNS 26459
787997-002

No.	JD 8859
D/C	DP
Pgs.	11m.
Val	2,492.00
STATE TAX	249.20
REGISTER'S FEE	124.60
RECORDING FEE	249.20
STATE FEE	2.00
WT	<input type="checkbox"/>
MISC FEE	
TOTAL	2,492.00
STATE OF TENNESSEE	
SHELBY COUNTY	
GUY B. HATES	
REGISTER	

JD8859

SHELBY COUNTY
REGISTER OF DEEDS
99 MAR -1 PM 12:51