



Joan B. Sasine  
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January 14, 2013

**VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED**  
**ARTICLE NO. 7002 2410 0004 4190 7733**



Mr. Tony Duque  
Brownfields Project Manager  
Superfund Branch, DWM  
Department of Environment and Natural Resources  
1646 Mail Center  
Raleigh, North Carolina 27699-1646

**Bryan Cave LLP**  
One Atlantic Center  
Fourteenth Floor  
1201 W. Peachtree St., NW  
Atlanta, GA 30309  
Phone (404) 572-6600  
Fax (404) 572-6999  
www.bryancave.com

Re: Burkhart Carolina  
1703 Dabney Drive, Henderson, Vance County, North Carolina  
Brownfields Project Number: 06015-02-91

**Bryan Cave Offices**  
Atlanta  
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Charlotte  
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Colorado Springs  
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Frankfurt  
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Hong Kong  
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Kansas City  
London  
Los Angeles  
New York  
Paris  
Phoenix  
San Francisco  
Shanghai  
Singapore  
St. Louis  
Washington, DC

Dear Mr. Duque:

This letter is written on behalf of my client, Ruby Tuesday, Inc., to inform you that Ruby Tuesday, Inc. is no longer the property owner of the above referenced site. On June 29, 2012, the property was transferred by Ruby Tuesday, Inc. to RT Henderson, LLC, a Florida limited liability company located at 1200 Duda Trail, Oviedo, Florida 32765. In accordance with Paragraph 13 of the Brownfields Agreement, attached is a copy of the Special Warranty Deed and the Quitclaim Deed. Both deeds contain the required notice of the Brownfields Agreement.

Please let me know if you have any questions.

Very truly yours,

Joan B. Sasine

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JBS/cl  
Attachment(s)

cc: David Peacock (via electronic mail)  
Mr. C. Grey Poole, IV (via certified mail article no. 7002 2410 0004 4190 7740)

FILED FOR RECORD  
VANCE COUNTY, N.C.  
CAROLYN R. PECORA  
REGISTER OF DEEDS

RECORDED Jul 05, 2012  
AT 12:37 pm  
BOOK 01246  
START PAGE 1132  
END PAGE 1137  
INSTRUMENT # 02596  
EXCISE TAX \$4,880.00

This certifies that there are no delinquent ad valorem real estate taxes, which the Vance County Tax Collector is charged with collecting, that are a lien on:

Pin Number: 0012-1-39  
This is not a certification that this Vance County Tax Department Pin Number matches this Deed description.

[Signature] Date: 7-5-12  
Vance County Tax Office

THIS DEED PREPARED BY AND RETURN TO:

KEVIN REEVE, ESQUIRE  
RUBY TUESDAY, INC.  
150 WEST CHURCH AVENUE  
MARYVILLE, TENNESSEE 37801  
865-379-5700  
514 768

Excise Tax: \$4,880.00  
Parcel IN No.: 001201039

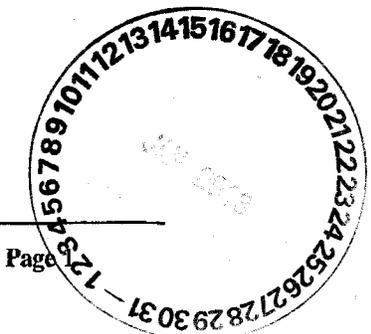
**SPECIAL WARRANTY DEED**

THIS DEED made this 29 day of JUNE, 2012, between RUBY TUESDAY, INC., a Georgia corporation ((Grantor)), with an address of 150 West Church Avenue, Maryville, Tennessee 37801, and RT HENDERSON, LLC, a Florida limited liability company ("Grantee"), with an address of 1200 Duda Trail, Oviedo, Florida 32765, (the terms Grantor and Grantee to include their respective heirs, successors and assigns, where the context hereof requires or permits).

WITNESSETH THAT: Grantor, for and in consideration of the sum of TEN AND 00/100THS DOLLARS (\$10.00) and other good and valuable consideration, in hand paid at and before the sealing and delivery of these presents, the receipt, adequacy and sufficiency of which being hereby acknowledged by Grantor, has granted, bargained, sold and conveyed, and by these presents does hereby grant, bargain, sell, convey and specially warrant unto Grantee, the following described real property, to wit:

ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN THE CITY OF HENDERSON, VANCE COUNTY, NORTH CAROLINA, AND BEING MORE PARTICULARLY DESCRIBED ON THE ATTACHED EXHIBIT "A", WHICH BY REFERENCE IS INCORPORATED HEREIN IN ITS ENTIRETY.

The property hereinabove described was acquired by Grantor via instrument recorded in Book 1028, Page 728 in the Vance County, North Carolina, Public Registry.



**TO HAVE AND TO HOLD** the above described tract or parcel of land, together with all and singular the rights, members and appurtenances thereof, to the same being, belonging, or in anywise appertaining, to the only benefit and behoof of Grantee, forever, in **FEE SIMPLE**.

Grantor will warrant and forever defend the right and title to the above-described tract or parcel of land unto the Grantee against the claims of any and all persons claiming by, through or under Grantor.

**The property which is the subject of this instrument is subject to the Brownfields Agreement attached as Exhibit A to the Notice of Brownsfields Property recorded in the Vance County land records, at Book 988, Page 788.**

The conveyance of the property herein described is made subject to the matters, encumbrances and exceptions listed on Exhibit B attached hereto.

**SIGNATURE ON NEXT PAGE**

IN WITNESS WHEREOF, Grantor has caused this document to be executed by its duly authorized officer the day and year first above written, after it has been duly authorized to do so.

RUBY TUESDAY, INC.,  
a Georgia corporation

By: [Signature] (Seal)  
Print name: Samuel E. Beall, III  
Its: Chief Executive Officer



STATE OF TENNESSEE  
COUNTY OF BLOUNT

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Samuel E. Beall, III.

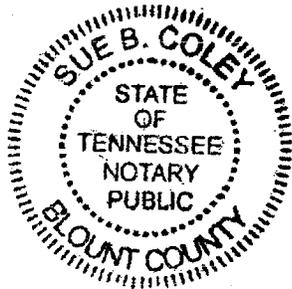
Date: June 27, 2012

[Signature: Sue B. Coley]  
Official Signature of Notary Public

Sue B. Coley  
Notary printed or typed name

[OFFICIAL SEAL]

My commission expires: 10/17/2012



**EXHIBIT "A"**  
**LEGAL DESCRIPTION**

Real property in the City of Henderson, County of Vance, State of North Carolina, described as follows:

Commencing at NCGS Grid Monument "Pickles", having grid coordinates of N=941174.0559 feet, and E=2165795.7666 feet NAD 83, and a combined scale factor of 1.0000310; thence N 52-20-28 West, a distance of 256.74 feet to an existing iron pipe lying at the intersection of the northeasterly right-of-way of Dabney Drive (SR 1162 - a variable width public right-of-way), and the northwesterly right-of-way of Exchange Street (a 50 foot wide public right-of-way), to the point of beginning;

Thence following the northeasterly right-of-way of Dabney Drive N 45-48-46 West, a distance of 234.36 feet to an existing iron pipe lying on the northeasterly right-of-way of Dabney Drive, and point being the southeasternmost boundary corner of "Lot 3" as shown on plat recorded in Plat Book W, Page 776, and as conveyed to Dabney Exchange LLC, recorded in Deed Book 993, Page 329, Vance County, North Carolina Register of Deeds;

Thence leaving the northeasterly right-of-way of Dabney Drive, and following the southeasterly boundary line of the aforesaid "Lot 3" N 44-57-05 East, a distance of 358.86 feet to an existing iron pipe lying on the southwesterly right-of-way of Prosperity Drive (a 60 foot wide public right-of-way), said point being the northeasternmost boundary corner of the aforesaid "Lot 3";

Thence following the southwesterly right-of-way of Prosperity Drive along the following two (2) calls:

- 1) thence following a curve to the left, said curve having a radius of 633.11 feet, and an arc length of 220.70 feet, a chord bearing of South 30-14-40 East, and a chord length of 219.59 feet to an existing iron pipe; and
- 2) thence following a curve to the right, said curve having a radius of 20.00 feet, an arc length of 29.39 feet, a chord bearing of S 01-56-44 West, and a chord length of 26.81 feet to an existing iron pipe lying on the northwesterly right-of-way of Exchange Street;

thence following the northwesterly right-of-way of Exchange Street S 44-11-03 West, a distance of 280.04 feet to an existing iron pipe, to the point of beginning, containing 74,446 square feet, or 1.71 acres of land, more or less, and being all of "Lot 4" as shown on plat recorded in Plat Book W, Page 776, and as conveyed to Dabney Exchange, LLC, recorded in Deed Book 993, Page 329, aforesaid records.

**EXHIBIT A**

File No.: **NCS-514768-SA1**

Commencing at NCGS Grid Monument "Pickles", having grid coordinates of N=941174.0559 feet, and E=2165795.7666 feet NAD 83, and a combined scale factor of 1.0000310; thence N 52-20-28 West, a distance of 256.74 feet to an existing iron pipe lying at the intersection of the northeasterly right-of-way of Dabney Drive (SR 1162 - a variable width public right-of-way), and the northwesterly right-of-way of Exchange Street (a 50 foot wide public right-of-way), to the point of beginning;

Thence following the northeasterly right-of-way of Dabney Drive N 45-48-46 West, a distance of 234.36 feet to an existing iron pipe lying on the northeasterly right-of-way of Dabney Drive, and point being the southeasternmost boundary corner of "Lot 3" as shown on plat recorded in Plat Book W, Page 776, and as conveyed to Dabney Exchange LLC, recorded in Deed Book 993, Page 329, Vance County, North Carolina Register of Deeds;

Thence leaving the northeasterly right-of-way of Dabney Drive, and following the southeasterly boundary line of the aforesaid "Lot 3" N 44-57-05 East, a distance of 358.86 feet to an existing iron pipe lying on the southwesterly right-of-way of Prosperity Drive (a 60 foot wide public right-of-way), said point being the northeasternmost boundary corner of the aforesaid "Lot 3";

Thence following the southwesterly right-of-way of Prosperity Drive along the following two (2) calls:

- 1) thence following a curve to the left, said curve having a radius of 633.11 feet, and an arc length of 220.70 feet, a chord bearing of South 30-14-40 East, and a chord length of 219.59 feet to an existing iron pipe; and
- 2) thence following a curve to the right, said curve having a radius of 20.00 feet, an arc length of 29.39 feet, a chord bearing of S 01-56-44 West, and a chord length of 26.81 feet to an existing iron pipe lying on the northwesterly right-of-way of Exchange Street;

thence following the northwesterly right-of-way of Exchange Street S 44-11-03 West, a distance of 280.04 feet to an existing iron pipe, to the point of beginning, containing 74,446 square feet, or 1.71 acres of land, more or less, and being all of "Lot 4" as shown on plat recorded in Plat Book W, Page 776, and as conveyed to Dabney Exchange, LLC, recorded in Deed Book 993, Page 329, aforesaid records.

**EXHIBIT "B"**  
**PERMITTED EXCEPTIONS**

1. Taxes for the year 2012, which are a lien, but not yet due and payable, and all subsequent years.
2. Abandoned Southern Railroad Right of Way and any other facts as shown in Plat Book K, Page 42; Plat Book S, Page 26; Plat Book W, Page 857; and Plat Book W, Page 892, Vance County Registry and as shown on the survey prepared by Johnny W. Nobles and Associates c/o Commercial Due Diligence Services, dated December 16, 2011, last revised June 18, 2012, Job Number 11-11-00098.
3. Carolina Telephone & Telegraph easements of record in Book 337, Page 221 and Book 358, Page 1, Vance County Registry.
4. Carolina Power and Light easements of record in Book 310, Page 471; Book 355, Page 52; Book 310, Page 347; Book 261, Page 393; Book 230, Page 633; Book 230, Page 632; and Book 355, Page 374, Vance County Registry.
5. Notice of Brownfields Property by Dabney Exchange, LLC, recorded on March 7, 2003 at 12:13 p.m., in Book 988, Page 788, Vance County Registry.
6. Easement and Restriction Agreement between Dabney Exchange, LLC and Henderson Retail Investors, LLC recorded on April 11, 2003 at 4:38 p.m., in Book 993, Page 341 and amended in First Amendment to Easement and Restriction Agreement recorded on December 4, 2003 in Book 1027, Page 351, Vance County Registry, as shown on the survey dated August 30, 2003, by Bradley L. Hunter, P.L.S.
7. Easement(s) to Progress Energy Carolina, Inc. recorded in Book 1013, Page 453, Vance County Registry.
8. Easement(s) to Carolina Telephone and Telegraph Company recorded in Book 1011, Page 23, Vance County Registry.

FILED FOR RECORD  
VANCE COUNTY, N.C.  
CAROLYN R. PECORA  
REGISTER OF DEEDS

RECORDED Jul 05, 2012  
AT 12:40 pm  
BOOK 01246  
START PAGE 1138  
END PAGE 1140  
INSTRUMENT # 02597  
EXCISE TAX (None)

This certifies that there are no delinquent ad valorem real estate taxes, which the Vance County Tax Collector is charged with collecting, that are a lien on:

Pin Number: 0012-01-39  
This is not a certification that this Vance County Tax Department Pin Number matches this Deed description.

[Signature] Date: 7-5-12  
Vance County Tax Office

THIS DEED PREPARED BY AND RETURN TO:

KEVIN REEVE, ESQUIRE  
RUBY TUESDAY, INC.  
150 WEST CHURCH AVENUE  
MARYVILLE, TENNESSEE 37801  
865-379-5700

514768

Excise Tax: \$0  
Parcel ID No.: 00120139

**QUITCLAIM DEED**

THIS DEED made this 29 day of JUNE, 2012, between RUBY TUESDAY, INC., a Georgia corporation ((Grantor)), with an address of 150 West Church Avenue, Maryville, Tennessee 37801 with a phone number of 865-379-5700, and RT HENDERSON, LLC, a Florida limited liability company ("Grantee"), with an address of 1200 Duda Trail, Oviedo, Florida 32765, with a phone number of 407-365-2111, (the terms Grantor and Grantee to include their respective heirs, successors and assigns, where the context hereof requires or permits).

WITNESSETH THAT: Grantor, for and in consideration of the sum of Ten and No/100ths Dollars (\$10.00), and other good and valuable considerations, in hand paid at and before the sealing and delivery of these presents, the receipt, adequacy and sufficiency of which being hereby acknowledged by Grantor, has bargained, sold and conveyed, and by these presents does hereby bargain, sell, remise, release, and forever quit-claim unto Grantee all the right, title, interests, claim or demand which the said Grantor has, or may have had, in and to the following described property, to-wit:

**ALL THAT TRACT OR PARCEL OF LAND LYING AND BEING IN THE CITY OF HENDERSON, VANCE COUNTY, NORTH CAROLINA, AND BEING MORE PARTICULARLY DESCRIBED ON THE ATTACHED EXHIBIT "A", WHICH BY REFERENCE IS INCORPORATED HEREIN IN ITS ENTIRETY.**

Together with all the rights, members and appurtenances to the said described premises in anywise appertaining or belonging.

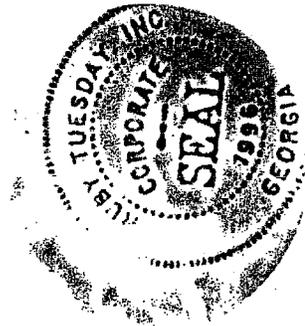
The property which is the subject of this instrument is subject to the Brownfields Agreement attached as Exhibit A to the Notice of Brownsfields Property recorded in the Vance County land records, at Book 988, Page 788.

TO HAVE AND TO HOLD the said described premises unto the said Grantee, so that neither the said Grantor, nor any other person or persons claiming under Grantor shall at any time, claim or demand any right, title or interest to the aforesaid described premises or its appurtenances.

IN WITNESS WHEREOF, Grantor has caused this document to be executed by its duly authorized officer the day and year first above written, after it has been duly authorized to do so.

RUBY TUESDAY, INC.,  
a Georgia corporation

By: [Signature] (Seal)  
Print name: Samuel E. Beall, III  
Its: Chief Executive Officer



STATE OF TENNESSEE

COUNTY OF BLOUNT

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Samuel E. Beall, III

Date: June 27, 2012

[Signature: Sue B. Coley]  
Official Signature of Notary Public

Sue B. Coley  
Notary printed or typed name

[OFFICIAL SEAL]

My commission expires: 10/17/2012



**EXHIBIT "A"**  
**LEGAL DESCRIPTION**

Ruby Tuesday Henderson, NC  
As Surveyed Description

Lying and being situate in Vance County, North Carolina, and being more particularly described as follows;

COMMENCING at a nail set in the centerline of the asphalts of Prosperity Drive and Exchange Street, the POINT OF COMMENCEMENT and runs thence S68°45'50"W 56.72' to an iron pipe found (Bent) in the northerly right of way line of Exchange Street, the POINT OF BEGINNING and runs thence with the northerly right of way line of Exchange Street S44°09'05"W 279.71' to an iron pipe found (Bent) in the northerly right of way line of Exchange Street at its intersection with the easterly right of way line of Dabney Drive; thence with the easterly right of way line of Dabney Drive N45°59'06"W 234.36' to an iron pipe found in the easterly right of way line of Dabney Street; thence N44°52'41"E 358.99' to N iron pipe found in the southerly right of way line of Prosperity Drive; thence with the southerly right of way line of Prosperity Drive and a curve to the left having a Radius of 633.11', a Length of 220.70' and a chord bearing and distance of S30°19'32"E 219.85' to an iron pipe found; thence continuing with the southerly right of way line of Prosperity Drive, with a curve to the left having a Radius of 20.00', a Length of 29.34' and a chord bearing and distance of S02°00'29"W 26.78' to the point of beginning.

This Description is the same property as described in the title commitment from First American Title Insurance Company, Commitment No. NCS-514768-SA1, Dated May 07, 2012 at 8:00 a.m.