Name of new owner:
The Southland Corporation
P. O. Box 719
Dallas, Texas 75221

Send Tax Bills to:
Same

6DA-13714
118-4-80
Location #1211-22555

THIS INDENTURE, made and entered into this 10th day of November, 1980, by and between

CHEVRON U.S.A. INC., a California corporation, (successor to CHEVRON OIL COMPANY, a California corporation, by name change effective January 1, 1977), as Grantor, and

THE SOUTHLAND CORPORATION, a Texas corporation, whose mailing address is 2828 North Haskell Avenue, Dallas, Texas 75204, as Grantee;

W I T N E S S E T H:

That for the consideration hereinafter expressed, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee the real estate situated and being in the County of Davidson, State of Tennessee, more particularly described in Schedule A attached hereby and by this reference made a part hereof.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging unto Grantee, its successors and assigns, in fee simple forever.

AND Grantor does hereby covenant that it is lawfully seized in fee of the premises hereby conveyed; that it has good right to sell and convey the same; that the same is unencumbered except as to all easements and restrictions of record, zoning and building regulations applicable to said property and any state of facts that might be shown by an accurate survey and any roads or ways over and across the said property; and that the title and quiet possession thereto, subject to the foregoing, it will defend and warrant against the lawful claims of all persons.

All taxes for the year 1980 have been paid by Grantor and have been pro-rated as of date of delivery of this deed. Grantee has paid Grantor its pro rata share.

This instrument was prepared by:
J. L. BAILEY
Attorney-at-Law
1518 Starks Building
Louisville, Kentucky 40202

The consideration for this conveyance is One Hundred Forty Thousand Dollars ($140,000.00) cash, the receipt of which is hereby acknowledged.

IN WITNESS WHEREOF, CHEVRON U.S.A. INC., has executed this instrument by its Assistant Secretary who was duly authorized so to do this 10th day of November, 1980.

CHEVRON U.S.A. INC.

BY _____
Assistant Secretary

STATE OF KENTUCKY

COUNTY OF JEFFERSON

Before me, Nell A. Oldiges, a notary public in and for said State and County, personally appeared J. L. BAILEY, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be an Assistant Secretary of CHEVRON U.S.A. INC., the within named bargainor, a corporation, and that he, as such Assistant Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Assistant Secretary.

WITNESS my hand and official seal at office in Louisville, Kentucky, this the 10th day of November, 1980.

_____
Notary Public, State at Large, Kentucky
My Commission expires August 22, 1984.

STATE OF KENTUCKY

COUNTY OF JEFFERSON

CHEVRON U.S.A. INC., the Grantor herein, hereby swears or affirms that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $140,000.00 which amount is equal or greater than the amount which the property transferred would command at a fair and voluntary sale.

CHEVRON U.S.A. INC.

By _____ AFFIANT
J. L. Bailey,
Assistant Secretary

Subscribed and sworn to before me this the 10th day of November, 1980

_____
Notary Public, State at Large, Kentucky

SCHEDULE A TO DEED DATED
NOVEMBER 10, 1980, FROM
CHEVRON U.S.A. INC. TO
THE SOUTHLAND CORPORATION

TRACT I

A tract of land in the First Civil District of Davidson County, Tennessee being part of lot 1 and 2 on the Map of the Subdivision of the G.P. Rose Property as recorded in Book 547, page 74, Register's Office of Davidson County, Tennessee and being more fully described as follows:

Beginning at a tack in lead on the easterly right-of-way line of Nolensville Road at the common westerly corner of lots 2 and 3 of G.P. Rose Subdivision, thence;

1. with the easterly right-of-way line of Nolensville Road in a northerly and westerly direction with a 17,230.0 feet radius curve to the left 222.2 feet to a tack in lead, thence;
2. with a 12.43 feet radius curve to the right 25.25 feet to a R.R. spike on the southerly right-of-way line of Glenrose Avenue, thence;
3. with said line S 89° 08' 00" E 151.32 feet to an iron pin, thence;
4. severing said lots 1 and 2 S 26° 07' 42" E 241.66 feet to an iron pin on the line between lots 2 and 3 of G.P. Rose Subdivision, thence;
5. with the line between lots 2 and 3 N 89° 37' 40" W 173.50 feet to the point of beginning and containing 37,182 square feet or 0.854 Acres.

Being part of the property conveyed to Chevron Oil Company by deed recorded in Book 4474, Page 554, and Book 4477, Page 674, Register's Office for Davidson County, Tennessee.

TRACT II

A tract of land in the First Civil District of Davidson County, Tennessee being parts of lots 1 and 2 and all of lot 11 on the Map of the Subdivision of G.P. Rose Property as recorded in Book 547, page 74, Register's Office of Davidson County, Tennessee and being more fully described as follows:

Beginning at an iron pin on the common line of lots 2 and 3 of G.P. Rose Subdivision said pin being S 89° 37' 40" E 173.50 feet from the easterly right-of-way line of Nolensville Road, thence;

1. severing lots 2 and 1 of G.P. Rose Subdivision N 26° 07' 42" W 241.66 feet to an iron pin on the southerly right-of-way line of Glenrose Avenue, thence;
2. with the southerly right-of-way line of Glenrose Avenue S 89° 08' 00" E 235.88 feet to an iron pin, thence;
3. S 00° 08' 30" W 150.23 feet to an iron pin; thence;
4. N 87° 36' 00" E 59.69 feet to an iron pin on the westerly right-of-way line of Hester Avenue, thence;
5. with said line S 00° 19' 30" W 66.89 feet to an iron pin at the southeasterly corner of lot 11 of G.P. Rose Subdivision, thence;
6. N 89° 37' 40" W 188.32 feet to the point of beginning and containing 43,099 square feet or 0.989 Acres.

Being part of the property conveyed to Chevron Oil Company by deed recorded in Book 4474, Page 554, and Book 4477, Page 674, Register's Office for Davidson County, Tennessee.

RESOLVED: That the President, the Executive Vice-President, a Senior Vice-President, a Vice-President, a Regional Vice-President, The Treasurer, the Secretary, an Assistant Secretary, an Assistant Treasurer, or a duly appointed Attorney-in-Fact of this corporation, be and each of them is hereby empowered in such capacity or as Agents or as Attorneys-in-Fact for this corporation, to execute for and on behalf of this corporation (without the necessity of affixing the corporate seal) all papers requiring execution in the name of this corporation, excepting no authority is conferred by this resolution for execution of any of the following:

1. leases to others covering oil, gas or other hydrocarbon or non-hydrocarbon minerals underlying fee lands of this corporation, or deeds or conveyances to others covering fee lands of this corporation, other than rights of way and similar easements, where either book value or sale price exceeds $250,000;

2. promissory notes or notes or other documents and agreements in support of any borrowings;

3. documents of agreements establishing bank accounts in the name of this corporation, or withdrawing of funds or closing of any bank accounts of this corporation, and be it further

RESOLVED: That each party empowered by this resolution is authorized to affix the seal of this corporation to such papers as require a seal and to acknowledge and deliver any such papers as fully as if special authority were granted in each particular instance; and be it further

RESOLVED: That the President, the Executive Vice-President, or a Senior Vice-President of this corporation be and each of them is hereby empowered on behalf of this corporation to appoint any person or persons whom they or any one of them may deem proper as Attorney or Attorneys-in-Fact of this corporation for a term not to exceed one year with such powers said persons or any of them may lawfully do by virtue of the authority herein granted to them; and be it further

RESOLVED: That the resolutions granting similar authority December 30, 1976, be and the same is hereby rescinded.

I, W. L. Hadley, Assistant Secretary of CHEVRON U.S.A. INC., a California corporation, do hereby certify that the foregoing is a full, true and correct copy of certain resolutions unanimously adopted at a meeting of the Board of Directors of said corporation held at the office of said corporation in San Francisco, California, on February 10, 1977, and that said resolutions are in full force and unrevoked. I further certify that J. L. Bailey is Assistant Secretary of CHEVRON U.S.A. INC., a California corporation.

WITNESS my hand and seal of said corporation this 10th day of November, 19 80.

RUSH

Assistant Secretary

NOV 17 3 51 PM '80
SHELBY COUNTY, TENN.
REGISTER'S OFFICE

IDENTIFICATION REFERENCE

G 1 8 4 8 5

5789 11/20 379.30- CHECK

RESOLVED: That Chevron Oil Company merge, and it does hereby merge into itself, Chevron Asphalt Company, its wholly-owned subsidiary, and assumes all of its liabilities and obligations; and be it further

RESOLVED: That Chevron Oil Company merge, and it does hereby merge into itself, Chevron U.S.A. Inc., its wholly-owned subsidiary, and assumes all of its liabilities pursuant to Section 1110 of the California Corporations Code; and be it further

RESOLVED: That this corporation relinquish its corporate name and adopts in place thereof the name of Chevron U.S.A. Inc., one of the wholly-owned subsidiary corporations so merged, thereby amending Article FIRST of its Restated Articles of Incorporation to read as follows:

"FIRST: The name of this corporation is Chevron U.S.A. Inc.

I. J. L. BAILEY, Assistant Secretary of Chevron U.S.A. Inc. a California corporation, do hereby certify that the foregoing is a full, true and correct copy of certain resolutions unanimously adopted at a meeting of the Board of Directors of said corporation held at the office of said corporation in San Francisco, California, on December 3, 1976, and that said resolutions are in full force and unrevoked.

WITNESS my hand and the seal of said corporation this 10TH day of NOVEMBER, 1980.

J L Bailey
Assistant Secretary

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

BOOK 5681 PAGE 38

RECEIVED OF _____

FOR _____

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

140000.00- CO
364.00 CO TX
.50 PRFE
15.00 WDE.D
CHECK 379.50-
5769A11/20/80 BAL .0

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

G1-84885

IDENTIF. REFERENCE

Nov 20 3 51 PM '80

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY, TENN

No. 793205