Name of New Owner:
THE SOUTHLAND CORPORATION
P. O. Box 719
Dallas, Texas 75221

Send Tax Bills to:
SAME

Map 118-4-80
6DA-12714
Location No.
1211-22555

THIS INDENTURE, made and entered into this 13th day of November, 1980, by and between

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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 taxes for the year 1980 and 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. 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 13th 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 13th 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
Assistant Secretary

Subscribed and sworn to before me this the 13th day of November, 1980.

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

RUSH

FELIX Z. WILSON II, REGISTER
DAVIDSON COUNTY, TENN.
Dec 4 11 04 AM '80
IDENTIF. REFERENCE →
320225

SCHEDULE A TO DEED DATED
NOVEMBER 13, 1980, FROM
CHEVRON U.S.A. INC. TO
THE SOUTHLAND CORPORATION

TRACT I

Land in Davidson County, Tenneseee, being part of Lot No. 4 on the Plan of Bellshire Estates, Section II, of record in Book 2133, Page 111, Register's Office of Davidson County, Tennessee, described as follows: Beginning at an iron pin on the southerly margin of Westchester Drive, located 205.67 feet east of a concrete monument which marks the northwest corner of Tract No. 2, hereinafter described; thence with said margin South 86 degrees, 32 minutes, 00 seconds East 184.03 feet to an iron pin, marking the beginning of a 25 foot radius return; thence along said curve of return a distance of 39.27 feet to an iron pin and end of return, said point being on the westerly margin of Dickerson Road; thence along said margin of Dickerson Road, South 3 degrees, 28 minutes, 00 seconds West 184.03 feet to an iron pin; thence leaving said margin North 86 degrees, 32 minutes, 00 seconds West 209.03 feet to an iron pin; thence North 3 degrees, 28 minutes, 00 seconds East 209.03 feet to the point of beginning, said point being the northwest corner of this Tract I and containing 43,560 square feet or 1.00 acre, more or less.

TRACT II

Land in Davidson County, Tennessee, being part of Lot No. 4 on the Plan of Bellshire Estates, Section II, of record in Book 2133, Page 111, and part of Lot No. 3 on the Plan of Bellshire Estates, Section V, of record in Book 2133, Page 114, Register's Office of Davidson County, Tennessee, described as follows: Beginning at a concrete monument on the southerly margin of Westchester Drive, at the northeast corner of Lot No. 101; thence with said margin South 86 degrees, 32 minutes, 00 seconds East 205.67 feet to an iron pin marking the northwest corner of Tract I described above; thence South 3 degrees, 28 minutes, 00 seconds West 209.03 feet to an iron pin; thence South 86 degrees, 32 minutes, 00 seconds East 209.03 feet to an iron pin on the westerly margin of Dickerson Road, said pin marking the southeast corner of Tract I described above; thence with said margin South 3 degrees, 28 minutes, 00 seconds West 210.97 feet to an iron pin; thence North 86 degrees, 32 minutes, 00 seconds West 406.20 feet to an iron pin; thence North 2 degrees, 18 minutes, 26 seconds East 420.09 feet to the point of beginning, said point being the northwest corner of this Tract II and containing 128,696 square feet or 2.95 acres, more or less.

Being the same property conveyed to the aforesaid CHEVRON OIL COMPANY, a California corporation, by deed from Malcolm S. Poteet and wife, Mary Lewis Poteet, dated August 18, 1971, of record in Book 4530, Page 376, in the Register's Office of 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 13TH day of NOVEMBER, 19 80.

Assistant Secretary

CHEVRON U.S.A. INC. INCORPORATED FEBRUARY 23 1932 CALIFORNIA

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 13TH day of NOVEMBER, 1980.

Assistant Secretary

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5686 PAGE 54

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

1400[illegible].00- CO
364.00 CO TX
.50 PRFEE
15.00 WDEED
CHECK 379.50-
6099A12/04/80 BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

6 2 0 2 2 5

IDENTIF. REFERENCE

DEC 4 11 04 AM '80

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 795441