SPECIAL WARRANTY DEED

Map 86-1
Par 48 Ja

TEXACO INC., a Delaware corporation, authorized to do and doing business in the State of Tennessee, herein represented by its undersigned Vice-President, duly authorized by resolution of its Board of Directors, a certified copy of which is annexed hereto, and whose mailing address is P. O. Box 52332, Houston, Texas 77052, herein called "Grantor", for a good and valuable consideration, does by these presents grant, bargain, convey, sell, transfer, assign, set over, abandon and deliver with warranty of title limited to claims of persons claiming by, through or under Grantor and not otherwise, but will full substitution and subrogation in and to all rights and actions of warranty which said Grantor has or may have against all preceding owners, unto TEXACO REFINING AND MARKETING INC., a Delaware corporation, authorized to do and doing business in the State of Tennessee, herein represented by its undersigned Vice-President, duly authorized by resolution of its Board of Directors, a certified copy of which is annexed hereto, and whose mailing address is 1111 Rusk Ave., Houston, Texas 77002, herein called "Grantee" (whether one or more), the following described property in Davidson County, Tennessee; to-wit:

> Land in Metropolitan Nashville-Davidson County, Tennessee; being the southeasterly part of a tract marked "Tract C for Future Development" and shown on the plan of Section I Stones River Estates, of record in Book 2900, page 139, Register's Office for said County, and more particularly described in a survey by Howard George and Associates, Project No. 8527, dated June 1, 1985, as follows:
>
> Beginning at a railroad spike set opposite a turn into Hickory Hill Lane 15 feet North of the North right-of-way of Lebanon Road; thence S 51°32'50" W, 175.00 feet to a railroad spike set; thence N 37°45'10" W, 149.50 feet to a railroad spike set; thence N 51°24'50" E, 200.17 feet to an iron pin found on the East right-of-way of Hickory Hill Lane; thence along said right-of-way S 37°44'00" E, 124.90 feet to an iron pipe found; thence along a curve to the right 39.73 feet (Delta=91°03'20"; radius=25.00 feet; chord-S 6°54'30" W, 35.68 feet) to the beginning; containing 0.68 acres, more or less.
>
> Together with the fully right to use a 15 foot strip of ground lying between the above described property and the North right-of-way of Lebanon Road; said right of user shall be the right of ingress and egress to and from Lebanon Road to the above described property and shall continue to exist as an easement and right of user until such

times as said strip is conveyed to proper authorities for the widening of Lebanon Road.

Being the same property conveyed to Texaco Inc., a Delaware corporation, by deed from Leased Stations, Inc., a Delaware corporation, of record in Book 5669, page 357, Register's Office for Davidson County, Tennessee.

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

I am [employed by] the Grantee herein named. The value received in connection with the property transferred hereunder is $45,484.67. Conveyance is exempt from transfer tax under provisions of Tennessee Code 67-4-409, particularly subsection 67-4-409(e).

J. D. Wiesemer
Affiant

SUBSCRIBED AND SWORN TO before me on this the 26th day of August, 1985.

Robert M. Zwiebach
Notary Public

[SEAL]
My commission expires: _____

ROBERT M. ZWIEBACH
Notary Public, State of Texas
My Commission Expires June 30, 1987

Tax matters to:
Mr. L. R. Akers
Texaco Refining and Marketing Inc.
1111 Rusk Ave.
Houston, Texas 77002

TO HAVE AND TO HOLD, the aforesaid land, with all and singular the hereditaments and appurtenances of and to the same belonging or in anywise appertaining to Grantee, its successors, heirs, assigns and representatives forever.

This sale is made and accepted for and in consideration of the value received, and other good and valuable consideration and mutual benefits to be derived hereunder, the receipt and adequacy of all of which is hereby acknowledged and Grantee grants full acquittance therefor.

This conveyance is subject to:

1. Encroachments, protrusions, easements, rights-of-way and other matters that would be revealed by a current on the ground survey and inspection of the property.

2. Recorded leases, easements, rights-of-way, covenants, conditions and restrictions.

3. The lien for ad valorem taxes for 1985, and any liens for special assessments which are not yet due and payable.

It is further understood and agreed by the parties hereto that the aforementioned provisions and conditions of this conveyance shall be covenants running with the land and shall be binding upon Grantee and Grantee's executors, administrators, legal representatives, heirs, successors and assigns.

All state and city taxes up to and including the taxes due and exigible in 1984 are paid. Taxes for 1985 have been prorated between Grantor and Grantee as of the effective date hereof.

The production of mortgage, conveyance and other certificates is waived and dispensed with by the parties.

By its execution hereof Grantee expressly agrees to all of the terms, conditions and provisions set out above.

Executed this 23rd day of August, 1985, in duplicate originals, after a reading of the whole, in the presence of the undersigned competent witnesses, but effective as of December 31, 1984.

WITNESSES:

Linda Dunbauer

Betty Marshall

[SEAL]

TEXACO INC., GRANTOR

By J. M. Seamans
Vice President

Attest:

Pauline S. Casket
Assistant Secretary

Linda Dunbauer

Betty Marshall

[SEAL]

TEXACO REFINING AND MARKETING INC., GRANTEE

By
Senior Vice President

Attest:

Pauline S. Casket
Assistant Secretary

This Instrument Prepared by:
Daniel P. Hurley, Esq.
P. O. Box 60252
New Orleans, LA 70160

STATE OF TEXAS *
*
* ACKNOWLEDGMENT
COUNTY OF HARRIS *
*

BEFORE ME, a Notary Public in and for said state and county, duly commissioned and qualified, personally appeared J. M. Seamans, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be a Vice President of Texaco Inc., the within Grantor, a corporation, and that he as such Vice President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Vice President.

WITNESS MY HAND and SEAL, at office in Harris County, Texas, this 26th day of August, 1985.

Robert M. Zwiebach
NOTARY PUBLIC

My Commission Expires:

ROBERT M. ZWIEBACH
Notary Public, State of Texas
My Commission Expires June 30, 1987

STATE OF TEXAS *
*
* ACKNOWLEDGMENT
COUNTY OF HARRIS *
*

BEFORE ME, a Notary Public in and for said state and county, duly commissioned and qualified, personally appeared R. C. Dearman, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself to be a Senior Vice President of Texaco Refining and Marketing Inc., the within Grantee, a corporation, and that he as such Senior Vice President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Senior Vice President.

WITNESS MY HAND and SEAL, at office in Harris County, Texas, this 26th day of August, 1985.

Robert M. Zwiebach
NOTARY PUBLIC

My Commission Expires:

ROBERT M. ZWIEBACH
Notary Public, State of Texas
My Commission Expires June 30, 1987

LE/11

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
TEXACO INC.
SEPTEMBER 23, 1983

RESOLVED, subject to the approval of the Chairman of the Board, that the Vice Chairman of the Board, the President, all of the Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Division Presidents and Department Heads of the Company, and the General Manager, Corporate Real Estate Department are hereby severally authorized from time to time to approve the terms and conditions of the sale, exchange, donation, or other transfer of any real property or other fixed (capital) assets of the Company having a sale value not in excess of $5,000,000.00, and the Vice Chairman of the Board, the President, all of the Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Division Presidents and Department Heads of the Company, and the General Manager, Corporate Real Estate Department are hereby severally authorized to sign, and the Secretary and the Assistant Secretaries are hereby severally authorized to attest and affix the Company's seal to, such deeds, bills of sale, and other instruments, and to do such other acts, as may be necessary or proper to carry out the purpose of this resolution; and the delivery of any such deed, bill of sale, or other instrument so signed,attested and sealed shall be conclusive evidence that the transaction has the approval of the Chairman of the Board of the Company and has been executed within the authority of this resolution.

A true copy, I certify.

Pauline S. Cowart
PAULINE S. COWART
Assistant Secretary

LEGAL1/s

RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF TEXACO REFINING AND MARKETING INC. FEBRUARY 22, 1985

RESOLVE, that the President is authorized, from time-to-time, to approve the terms and conditions of the sale, exchange, donation, or other transfer of any real property or other fixed (capital) assets of the Company having a sale value not in excess of $1,000,000, and is authorized to delegate so much of such authority to other Officers and employes of the Company as he deems appropriate for operational efficiency; and

RESOLVE, FURTHER, that the President, the Executive Vice Presidents, the Senior Vice Presidents, the Vice Presidents, the General Manager-Corporate Real Estate, and the Regional Manager-Refining and Supply and Distribution (Western Region) are hereby severally authorized to sign, and the Secretary and the Assistant Secretaries are hereby severally authorized to attest and affix the Company's seal to, such deeds, bills of sale, and other instruments, and to do such other acts, as may be necessary or proper to carry out the purpose of this resolution; and

RESOLVE, FURTHER, the delivery of any such deed, bill of sale, or other instrument so signed, attested and sealed shall be conclusive evidence that the transaction has the approval of the President of the Company and has been executed within the authority of this resolution.

A true copy, I certify.

Pauline S. Cowart
Pauline S. Cowart
Assistant Secretary

320089

IDENTIFICATION REFERENCE

AUG 28 10 40 AM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN