THE SOUTHLAND CORPORATION
Property No. 27088
Case No. 88-3868

SPECIAL WARRANTY DEED
(Tennessee--Non-restrict) BOOK 7541 PAGE 146

THE SOUTHLAND CORPORATION, a Texas Corporation, having its principal office and mailing address at 2828 N. Haskell Avenue, Dallas, Texas 75204 (the "Grantor"), for good, valuable and sufficient consideration received, has and by these presents does grant, convey, sell, bargain, assign, transfer, deliver and set over unto CHIEF AUTO PARTS INC., a Delaware corporation, having its principal office and mailing address at 301 Neal Street, Seagoville, Texas 75159 (the "Grantee") (a) that certain tract or parcel of land situated in the County and State described on Exhibit A attached hereto and incorporated herein by reference, which tract or parcel is more particularly described in such Exhibit A, together with all improvements and fixtures located thereon or affixed thereto and together with all and singular the rights, benefits, privileges, easements, tenements, hereditaments and appurtenances thereon or appertaining thereto, and (b) all of Grantor's right, title and interest in and to appurtenant easements, rights of way and strips, if any, abutting, adjacent to, contiguous or adjoining the premises described in clause (a) preceding (hereinafter collectively referred to as the "Subject Property").

TO HAVE AND TO HOLD the Subject Property, together with all and singular the rights and appurtenances thereto and in anywise belonging unto Grantee, its successors and assigns, forever; and Grantor does hereby bind itself, its successors and assigns, to warrant and forever defend the title of the Subject Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through or under Grantor, but not otherwise, subject to, to the extent the same are valid and enforceable and do in fact cover or affect the Subject Property, (i) those easements and other title exceptions and encumbrances described on Exhibit B attached hereto and incorporated herein by reference and (ii) all other encumbrances on or exceptions to Grantor's title to the Subject Property (other than liens securing the payment of borrowed monies and other liens arising by, through or under Grantor) which do not, individually or in the aggregate, substantially impair or adversely affect the use to which the Subject Property is subject as of the date hereof. This conveyance is made with full substitution and subrogation of the Grantee, its successors and assigns, in, to, and under all covenants and warranties by others (excluding Grantor, The Southland

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This Deed was prepared by:

John O. Cunningham
2828 N. Haskell Avenue
Dallas, TX 75204

The address of this property is:

2609 Gallatin Rd.
Nashville, TN

Tax Parcel
72-13-29

JOCMISC1510

Employees' Trust or any affiliate of either) heretofore given or made in respect of the title to the Subject Property.

It is acknowledged that all taxes and assessments relating to the Subject Property for the year 1988 have been prorated among Grantor and Grantee as of the date hereof, and Grantee hereby assumes liability for such taxes and assessments to the extent the same have not heretofore been paid.

IN WITNESS WHEREOF this instrument is executed as of May 10, 1988, the conveyance of the Subject Property being effective as of April 29, 1988.

THE SOUTHLAND CORPORATION

Attest:

By: Carol S. Hilburn
Assistant Secretary

By: John H. Rodgers
Senior Vice President

RETURN RECORDED ORIGINAL TO:

Chief Auto Parts Inc.
c/o Lawyers Title Insurance Corporation
One Main Place, Suite 250
Dallas, Texas 75250

MAIL PROPERTY TAX NOTICES TO GRANTEE AT:

Chief Auto Parts Inc.
301 Neal Street
Seagoville, Texas 75159

STATE OF TEXAS §
§
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared John H. Rodgers and Carol Hilburn, known to me to be the Senior Vice President and Assistant Secretary, respectively, of The Southland Corporation, and acknowledged to me that the foregoing instrument was the act of the said corporation and that they executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacities therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 10th day of May, 1988.

NOTARY PUBLIC (SEAL) STATE OF TEXAS

JCCMESC1510

Penny Tywater
Notary Public Penny Tywater
My Commission Exp: 7-3-89

I hereby swear or affirm that to the best of affiant's knowledge, information and belief, the actual consideration for this transfer, or value of the property or interest in property transferred, whichever is greater, is $324,394.00 which amount is equal to or greater than the amount which the property or interest in property transferred would command at a fair and voluntary sale.

CHIEF AUTO PARTS INC.

By: M. L. Shannon
President

Subscribed and sworn to before me, this the 6th day of May, 1988.

Carol L. Browning
Notary Public

(SEAL) NOTARY PUBLIC STATE OF TEXAS
CAROL L. BROWNING
Notary Public, State of Texas
My Commission Expires 7/16/90

JOCMISC1511

Location # 27088

SCHEDULE A

BOOK 7541 PAGE 149

LAND in Davidson County, Tennessee, being Lot No. 45 and part of Lot 46, on the Plan of Irvington, as shown on plat of record in Plat Book 843, Page 60 in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description and being described as follows:

BEGINNING at an iron pin in the westerly right-of-way of Gallatin Road (US #31E) at the intersection of Carolyn Avenue, thence along the northerly right-of-way of Carolyn Avenue, North 68 Deg. 33' 30" West a distance of 170.00 feet to an iron pin; thence North 21 Deg. 56' 00" East a distance of 117.00 feet to an iron pin; thence South 68 deg. 33' 30 " East a distance of 170.00 feet to an iron pin in the westerly right-of-way of Gallatin Road; thence along the westerly right-of-way of Gallatin Road South 21 Deg. 56' 00" West a distance of 117.00 feet to the point of beginning and containing 0.457 acres, more or less.

BEING the property conveyed to The Southland Corporation, a Texas corporation by Deed of Record in Book 6738, page 968, Register's Office for Davidson County, Tennessee.

SOUTHLAND PROPERTY NO. 27088

BEING AND INTENDED TO be the property conveyed to Grantor by Warranty Deed, dated November 22, 1985, recorded December 18, 1985, in Book 6738, Page 968, in the Official Records of Davidson County, Tennessee.

das/05431/0002.docs/xxxEx.B
Mon Apr 25 12:23:32 1988

BOOK 7541 PAGE 150

Exhibit "B"

Specific Permitted Title Exceptions

Property No: 27088 - Nashville, Davidson County, TN

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1. Restrictions contained in Book 6738, Page 968.

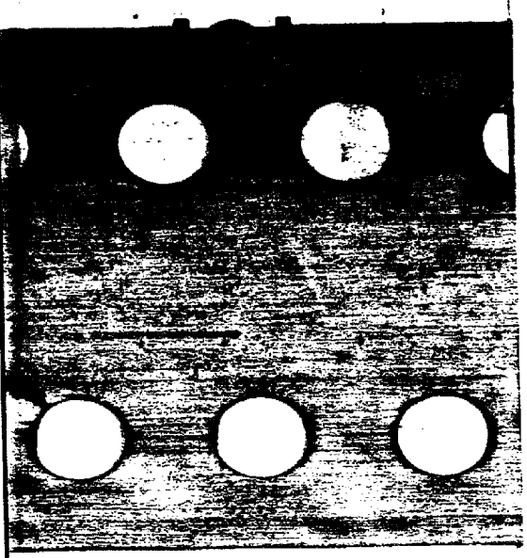
29552

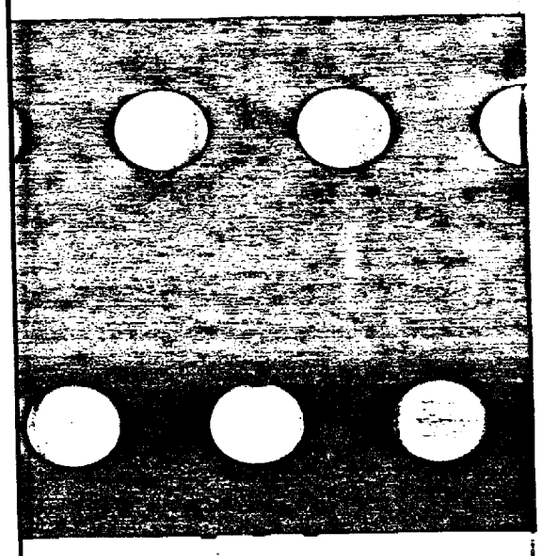
IDENTIFICATION REFERENCE

MAY 11 1 52 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

das/05431/0002.docs/xxxEx.B





OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7541 PAGE 151

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

32437N-00

CON TX	908.32
PRFEE	0.50
WDEED	15.00
TOTAL	923.82
CHECK	923.82

29552

IDENTIFI REFERENCE

MAY 11 1 52 PM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

05/11/88 01 13:52 0001 5977

No. 90203