Box # 33

New Owner:	Send Tax Bills To:	Map-Parcel Numbers:
TOC Retail, Inc. P.O. Box 2511 Houston, TX 77252-2511	Same	See Exhibit A

BOOK 7724 PAGE 49

SPECIAL WARRANTY DEED

STATE OF TENNESSEE

COUNTY OF DAVIDSON

This indenture, made this 30th day of November, 1988, between TENNECO OIL COMPANY, a Delaware corporation, whose address is P.O. Box 2511, Houston, Harris County, Texas 77252, Grantor herein, of the one part, and TOC RETAIL, INC., a Delaware corporation, whose address is P.O. Box 2511, Houston, Harris County, Texas 77252, Grantee herein, of the other part.

WITNESSETH:

That the said TENNECO OIL COMPANY, for and in consideration of ten dollars ($10.00) to it in hand paid by the said Grantee, the receipt whereof is hereby acknowledged and subject to the reservations from and exceptions to conveyance and warranty described in Exhibit "B" attached hereto and made a part hereof, hereby grants, bargains, sells and conveys unto the said Grantee, its successors and assigns forever the certain tract of land situated and being in the County of Davidson,

State of Tennessee, described in Exhibit "A" attached hereto and made a part hereof.

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 the said Grantee, its successors and assigns forever; and the said TENNECO OIL COMPANY, does covenant and agree to and with the said Grantee that it is lawfully seized in fee of the aforesaid premises; that the same are free of all encumbrances; that it has good right to sell and convey the same to Grantee as aforesaid; and that they will warrant and defend the said land and premises against all lawful claims and demands of all persons except as to the reservations from and exceptions to conveyances and warranty claiming by, through, or under said TENNECO OIL COMPANY, but against none other.

In witness whereof, the said TENNECO OIL COMPANY, hereto set its hand and affixed its seal the day and year above written.

ATTEST:

Assistant Secretary

TENNECO OIL COMPANY

Vice President

STATE OF TEXAS

COUNTY OF HARRIS

On this 30th day of November, 1988, before me appeared S. C. Johnson and A. B. Smith, Jr., to me personally known, who being by me duly sworn, did say that they were the Vice President and Assistant Secretary of TENNECO OIL COMPANY, and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said Vice President and Assistant Secretary acknowledged said instrument to be the free act and deed of said corporation.

Carolyn Royal
Notary Public

CAROLYN ROYAL
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-19-'91

STATE OF TEXAS

COUNTY OF HARRIS

The actual consideration as reflected on the books of Tenneco Oil Company and Tenneco Oil Company Retail, Inc. is $2,888,142.75.

TENNECO OIL COMPANY

S C Johnson
Vice President

Sworn to and subscribed before me this 30th day of November, 1988.

CAROLYN ROYAL
Notary Public
STATE OF TEXAS
My Comm. Exp. 10-19-'91

Carolyn Royal
Notary Public State of Texas

THIS INSTRUMENT PREPARED BY:

Daniel Bruce Beeler
Daniel Bruce Beeler
Attorney at Law
P.O. Box 2511
Houston, TX 77252-2511
(713) 757-2993

a:81128-01

M+P
134-13-186

EXHIBIT "A"

TENNECO LOCATION NO. 15-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Land in Davidson County, Tennessee, being Lot No. 263 on the Plan of Kenilworth Estates, Section 4, as of record in Book 3300, pages 34, 35 and 36, Register's Office of Davidson County, Tennessee.

Said Lot No. 263 fronts 73.4 feet on the northerly side of Largo Drive, and extends back 129.5 feet on the easterly line and 127.88 feet on the westerly line to a dead line, measuring 69.1 feet thereon, according to a survey by Southern Land & Associates, Inc., dated September 29, 1976.

Being the same property conveyed to Direct Oil Corporation by deed from William A. King and wife, Joann King of record in Book 5102, page 105, Register's Office for Davidson County, Tennessee, the said Direct Oil Corporation having since merged into Tenneco Oil Company, a Delaware corporation, a certified copy being of record in Book 6652, page 950, Register's Office for Davidson County, Tennessee.

Land in Davidson County, Tennessee, being Lot No. 264 on the Plan of Kenilworth Estates, Section 4, as of record in Book 3300, pages 34, 35 and 36, Register's Office for Davidson County, Tennessee, and described by survey of Southern Land & Associates, inc., dated 29 September, 1976, as follows:

Said Lot 264 fronts 70 feet on the northerly side of Largo Drive and runs back between lines 127.88 feet on the easterly line and 124.71 feet on the westerly line to a line at the rear measuring 69.1 feet thereon.

Being the same property conveyed to Direct Oil Corporation by deed from Richard E. Shaw and wife, Ruth L. Shaw of record in Book 5102, page 103, Register's Office for Davidson County, Tennessee, the said Direct Oil Corporation having since merged into Tenneco Oil Company, a Delaware corporation, a certified copy being of record in Book 6652, page 950, Register's Office for Davidson County, Tennessee.

M+P
149-00-237

EXHIBIT "A"

TENNECO LOCATION NO. 16-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Kay Subdivision, of record in Book 4885, Page 107, Register's Office for said County, and being also described according to a survey by A & A Engineers, Inc., dated January 17, 1979, Job No. 1407-79, as follows:

BEGINNING at a concrete monument located in the western right-of-way margin of Murfreesboro Road; thence continuing with the right-of-way of Murfreesboro Road S 42 degrees 55 minutes 27 seconds E 194.05 feet to an iron pin; thence S 58 degrees 53 minutes 33 seconds W 263.03 feet to an iron pin in the southern ROW margin of Rural Hill Road; thence with said ROW along the chord of a curve having a radius of 914.33 feet and a length of 246.14 feet N 13 degrees 17 minutes 25 seconds East 245.40 feet to a concrete monument; thence N 43 degrees 05 minutes 33 seconds E 53.63 feet to the point of beginning. Said tract containing 0.6796 acres.

Being the same property conveyed to DIRECT OIL CORPORATION, by deed from Billy Kay, Trustee, and Billy Kay and wife, Leah N. Kay, of record in Book 5396, Page 299, Register's Office for Davidson County, Tennessee, and by merger as of record in Book 6652, Page 950, said Register's Office.

BOOK 7724 PAGE 54

M + P
146-4-162

EXHIBIT "A"

TENNECO LOCATION NO. 24-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

A tract of land in the 6th Civil District of Davidson County, Tennessee, being part of Lot No. 3 on the Map of the land owned by May Overton Estate, as of record in Book 421, page 159, Register's Office for said County and being more particularly described as follows:

Beginning at an iron pin, 9.5 feet easterly from the westerly margin of Trousdale Drive, as widened, said point being N 4 degrees 14 minutes E, 861.3 feet from the northeast corner of Lot No. 248 on the Plan of Crieve Hall Estates, Section 3, as of record in Book 2133, page 59, said Register's Office, thence, in a westerly direction with a severance line, N 86 degrees 07 minutes 30 seconds W, 210.00 feet to an iron pin, the southwest corner of herein described property; thence, in a northerly direction with a severance line, N 3 degrees 52 minutes 30 seconds E, 200.00 feet to an iron pin in the southerly line of the property conveyed to Harpeth Village Development Company by deed from Overton Development Corporation, of record in Book 4219, page 610, said Register's Office, being the northwest corner of herein described property; thence, in an easterly direction with said southerly line, S 86 degrees 07 minutes 30 seconds E, 210.00 feet to an iron pin, 10 feet easterly from the westerly margin of Trousdale Drive, being the northeast corner of herein described property; thence, in a southerly direction, S 3 degrees 52 minutes 30 seconds W, 200.00 feet to an iron pin, the point of beginning, containing 42,000 square feet or 0.96 acre, more or less.

Being the same property conveyed to Tenneco Oil Company, a Delaware corporation, its successors by deed from Dorothy R. Norton of record in Book 4442, page 149, said Register's Office.

BOOK 7724 PAGE 55

M + P

96-13-163

EXHIBIT "A"

TENNECO LOCATION NO. 25-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Being Lot No. 1 on the Plan of Tenneco Site No. 1, as of record in Book 4350, page 111, Register's Office for said County, described according to a survey thereof made by Barge, Waggoner and Sumner, Engineers, dated May 8, 1970, as follows:

Beginning at an iron pin on the north right of way of Allen Road; said point being South 86 degrees 12 minutes East, 189.77 feet from the intersection of the east right of way of Donelson Pike and the north right of way of Allen Road; thence, in a westerly direction with said north right of way of Allen Road, North 86 degrees 12 minutes West, 170.94 feet to an iron pin the beginning of a curve to the right; thence, in a northwesterly direction with said curve 31.80 feet to an iron pin in the east right of way of Donelson Pike, said curve having a radius of 23.63 feet, a delta angle of 77 degrees 05 minutes 58 seconds and a tangent distance of 18.83 feet; thence, with said east right of way of Donelson Pike with a curve to the right, 180.55 feet to an iron pin, said curve having a radius of 1,392.40 feet, a delta angle of 7 degrees 25 minutes 46 seconds and a tangent distance of 90.40 feet; thence, in a northeasterly direction and leaving said east right of way of Donelson Pike with a severance line through the property of C.E. Hooper tract of record in Deed Book 4285, page 497, R.O.D.C., North 88 degrees 00 minutes East, 223.92 feet to an iron pin; thence in a southwesterly direction, South 3 degrees 48 minutes West, 219.11 feet to an iron pin in the north right of way of Allen Road the point of beginning, containing 43,442 square feet or 1.00 acre more or less.

Being the same property conveyed to Tenneco Oil Company, a Delaware corporation by deed from C.E. Hooper and wife, Peggy K. Hooper of record in Book 4423, page 110, said Register's Office.

BOOK 7724 PAGE 56

M+P
82-6-40

EXHIBIT "A"

TENNECO LOCATION NO. 26-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Being Lots Nos. 1, 2 and 3 on the Plan of V.S. Lindlsey's Addition to Edgefield, now East Nashville, as of record in Book 57, page 25, Register's Office for said County, and described according to a survey made by Resource Development Corporation, dated August 21, 1970, as follows:

Beginning at an iron pin in the easterly right of way margin of Dickerson Pike, formerly North First Street at the point of intersection with the northerly right of way margin of Grace Street, formerly Josephine Street; thence North 3 degrees 15 minutes east with said east margin of Dickerson Pike, 150.00 feet to an iron pin; thence South 85 degrees 58 minutes East 150.00 feet to an iron pin in the westerly margin of a 20 foot alley; thence with the west margin of said alley, South 3 degrees 15 minutes west 150.00 feet to an iron pin in the northerly margin of heretofore said Grace Street; thence with said north margin of Grace Street, North 85 degrees 58 minutes west 150.00 feet to the point of beginning, and containing an area of 22,500 square feet or 0.52 acres, more or less.

Being the same property conveyed to Tennessee Production Company, a Delaware corporation by deed from Tenneco Oil Company, a Delaware corporation of record in Book 4706, page 867, Register's Office for Davidson County, Tennessee, the said Tennessee Production Company, a Delaware corporation having since merged into Tenneco Oil Company, a Delaware corporation a certified copy being of record in Book 6407, page 563, said Register's Office.

BOOK 7724 PAGE 57

M&P
61-11-239

EXHIBIT "A"

TENNECO LOCATION NO. 27-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of the Resubdivision, Part of Lot No. 2, Greenland Tract, of record in Plat Book 4470, Page 6, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to TENNECO OIL COMPANY, a Delaware corporation, by deed from Ezell Dickerson and wife, Mildred Dickerson, of record in Book 4458, Page 635, Register's Office for Davidson County, Tennessee, and being the same property conveyed to TENNECO OIL COMPANY, a Delaware corporation, by deed from William Henry Harper and wife, Ruby D. Harper, of record in Book 4458, Page 616, said Register's Office.

BOOK 7724 PAGE 58

M-P
119-12-2

EXHIBIT "A"

TENNECO LOCATION NO. 28-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

A tract of land in the 6th Civil District of Nashville, Davidson County, Tennessee, being Lot No. 1 on the Plan of Thompson Lane Park, as of record in Book 2331, Page 138, Register's Office for Davidson County, and described according to a survey of Barge, Waggoner and Sumner, Engineers, dated December 7, 1970, as follows:

BEGINNING at a point in the south right of way of Glenrose Avenue, said point being the common corner of Lot 18 and Lot 1 on the Plan of Thompson Lane Park; thence, with the south right of way of Glenrose Avenue and the arc of a curve to the left of 127.98 feet more or less, said curve having a central angle of 5 degrees 00 minutes 36 seconds a tangent distance of 63.98 feet, a radius of 1462.57 feet, and a chord of South 80 degrees 08 minutes 28 seconds east, 217.85 feet; thence, south 82 degrees 39 minutes east, 65.97 feet, continuing with the south right of way of Glenrose Avenue to an existing concrete monument; thence, continuing with the south right-of-way of Glenrose Avenue and the arc of a curve to the right of 40.41 feet, said curve having a central angle of 92 degrees 16 minutes, a tangent distance of 26.11 feet, a radius of 25.09 feet, and a chord of South 36 degrees 30 minutes 36 seconds East, 36.18 feet to an existing concrete monument in the west right of way of Thompson Lane; thence, with the west right of way of Thompson Lane, and the arc of a curve to the right of 189.8 feet, said curve having a central angle of 7 degrees 52 minutes 08 seconds, a tangent distance of 95.05 feet, a radius of 1382 feet, and a chord of South 13 degrees 33 minutes 38 seconds West 189.66 feet; thence, leaving said west right of way of Thompson Lane in a westerly direction along the common line between Lots 1 and 2, North 72 degrees 33 minutes West 229.0 feet to a concrete monument; thence, in a northerly direction along the common line between Lots 1 and 18, North 15 degrees 57 minutes East, 182.0 feet to the point of beginning, containing 44,536 square feet, or 1.02 acres, more or less.

Being the same property conveyed to TENNECO OIL COMPANY, a Delaware corporation, by deed from Dorris Brent and wife, Betty G. Brent, of record in Book 4550, Page 334, Register's Office for Davidson County, Tennessee.

m+p
91-16-169

EXHIBIT "A"

TENNECO LOCATION NO. 30-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

A tract of land in the First Civil District of Nashville, Davidson County, Tennessee, being Lots 3, 4 and the westerly 25 feet of Lot No. 2 of Block 1, as shown on the plan of Charlotte Park Company's First Addition to West Nashville, of record in Plat Book 57, page 103, Register's Office for said County, described according to a survey of Barge, Waggoner & Sumner, Engineers, dated March 5, 1971, as follows:

Beginning at an iron pin, the point of intersection of the southerly right of way of Charlotte Avenue and the easterly right of way of 43rd Avenue, North; thence, north 83 degrees 30 minutes East, 161.0 feet with the southerly right of way of Charlotte Avenue to an iron pin, the northeast corner of the tract herein being described, said point also being the northwest corner of a parcel of land conveyed to Claude A. Huddleston and wife, Maggie H. Huddleston, by C.E. Francis and wife, as recorded in Deed Book 3808, page 319; thence south 6 degrees 17 minutes 30 seconds East, 150.0 feet with the west line of the Claude A. Huddleston and Maggie H. Huddleston property to an iron pin in the north margin of a 25 foot alley; thence south 83 degrees 30 minutes West, 161.0 feet with the north margin of a 25 foot alley, to an iron pin in the easterly right of way of 43rd Avenue, North; thence North 6 degrees 17 minutes 30 seconds West, 150 feet with the easterly right of way of 43rd Avenue, North to the point of beginning, containing 24,150 more or less square feet or 0.55 acres more or less.

Being the same property conveyed to Tennessee Production Company, a Delaware corporation by deed from Tenneco Oil Company, a Delaware corporation of record in Book 4706, page 869, Register's Office for Davidson County, Tennessee, the said Tennessee Production Company having merged into Tenneco Oil Company, a Delaware Corporation a certified copy being of record in Book 6407, page 563, said Register's Office.

m+P
86-1-77

EXHIBIT "A"

TENNECO LOCATION NO. 36-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Being Lot 1 on the plan of the resubdivision Tenneco Lebanon Pike site of record in Book 4715, page 146, Register's Office for Davidson County, Tennessee, and described as follows:

Beginning at a point in the northerly margin of Lebanon Road at the intersection of the southerly margin of Bonnabrook Drive; thence with said northerly margin of Lebanon Road, S 31 degrees 50 minutes W, 15.60 feet to a point; thence, continuing with said margin with a curve to the right, 114.59 feet to a point, the southeast corner of the herein described property, said curve having a radius of 1396.96 feet, a tangent distance of 57.33 feet, and a central angle of 4 degrees 42 minutes; thence leaving said northerly margin of Lebanon Road, N 51 degrees 37 minutes W, 120.75 feet to a point the common southerly corner of Lots 1 and 2 of the herein described subdivision; thence with the line between said lots, N 33 degrees 15 minutes E, 169.02 feet to a point in the southerly margin of Bonnabrook Drive, thence, with said margin of Bonnabrook Drive, S 55 degrees 28 minutes E. 57.90 feet to a point; thence, continuing with said margin with a curve to the right, 76.18 feet to a point, said curve having a radius of 50.00 feet, a tangent distance of 47.70 feet, and a central angle of 87 degrees 18 minutes; thence, continuing with said margin S 58 degrees 10 minutes E 15.00 feet to the point of beginning.

Being part of the property conveyed to Tenneco Oil Company by deed from Robert E. Baker, Trustee, with full power, T.J. Van Patten and James P. Cella of record in Book 4561, page 461, Register's Office for Davidson County, Tennessee.

m + p
131-2-103

EXHIBIT "A"

TENNECO LOCATION NO. 306-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Being the northeastern triangular part of Lot 1 of Block 1 of the Map of Overton Hills of record in Book 843, page 66, Register's Office for said County and described according to a copy of a survey thereof made by A and A Engineers, Inc., in November 1, 1980, as follows:

Beginning at an iron pin in the southeasterly margin of Hillsboro Pike, being 460 feet northeast of the intersection of Overhill Drive, said point being 20 feet northeast from the common margin of Lots Nos. 1 and 2; thence with the margin of said Pike, North 37 degrees 55 minutes East 150 feet to an iron pin; thence South 23 degrees 33 minutes East 315 feet to an iron pin which is 20 feet from the line between Lots Nos. 1 and 2; thence North 52 degrees west 276.74 feet to the point of beginning.

Being the same property conveyed to Direct Oil Corporation by deed of record in Book 5689, page 856, Register's Office for Davidson County, Tennessee, the said Direct Oil Corporation having since merged into Tenneco Oil Company, a Delaware corporation, a certified copy being of record in Book 6652, page 950, said Register's Office.

Map
163-00-313

EXHIBIT "A"

TENNECO LOCATION NO. 504-40

A perpetual easement for ingress and egress, as described in that certain Deed of record at Book 7484, Page 619 et sec., Register's Office for Davidson County, Tennessee.

Land in Davidson County, Tennessee, being Lot No. 1, on the Plan of Subdivision for Lot 1, The Hills of Hickory Hollow Commercial P.U.D., of record in Book 6900, page 603, Register's Office for Davidson County, Tennessee, described as follows:

Being a certain tract of land located in the First Civil District of Davidson County, Tennessee, at the northwest intersection of Bell Road and Hickory Hollow Terrace and being more particularly described by metes and bounds as follows:

Beginning at an iron pin (set), said pin being the northeast corner of the herein described property and in the West right-of-way of Hickory Hollow Terrace, also being the beginning of a curve to the right, said curve having a central angle of 02 deg. 08' 54", a radius of 1175.00 feet, and arc length of 44.06 feet, and a chord of South 29 deg. 05' 43" East, 44.05 feet; thence along said right-of-way, along the arc of the above described curve 44.06 feet to an existing concrete monument; thence along said right-of-way South 24 deg. 52' 00" East, 91.09 feet to an existing concrete monument, said monument being the beginning of a curve to the right, said curve having a central angle of 89 deg. 39' 14", a radius of 25.00 feet, an arc length of 39.12 feet, and a chord of South 19 deg. 53' 02" West, 35.25 feet; thence, along said right-of-way along the arc of the above described curve 39.12 feet to an existing concrete monument, said monument being in the North right-of-way of Bell Road, also being the beginning of a curve to the right, said curve having a central angle of 05 deg. 05' 00", a radius of 1582.14 feet, an arc length of 138.60 feet, and a chord of South 65 deg. 30' 43" West 138.55 feet; thence, along said right-of-way, along the arc of the above described curve 138.60 feet to an iron pin (found); thence, along said right-of-way South 69 deg. 30' 34" West, 8.50 feet to an iron pin (set); thence, leaving said right-of-way along the East side of a joint ingress-egress easement North 25 deg. 11' 27" West, 50.88 feet to an iron pin (set), said pin being the beginning of a curve to the left, said curve having a central angle of 13 deg. 23' 13", a radius of 112.00 feet, an arc length of 26.17 feet, and a chord of North 35 deg. 02' 43" West, 26.11 feet; thence, with said easement along the arc of the above described curve 26.17 feet to an iron pin (set); thence,

EXHIBIT "A"

TENNECO LOCATION NO. 504-40 - continued

with said easement North 41 deg. 44' 20" West, 48.60 feet to an iron pin (set); thence, with said easement South 47 deg. 19' 40" West, 12.78 feet to an iron pin (set), said pin being the beginning of a curve to the right, said curve having a central angle of 88 deg. 08' 30", a radius of 88.00 feet, an arc length of 135.38 feet, and a chord of North 88 deg. 36' 05" West, 122.42; thence, with said easement along the arc of the above described curve 135.38 feet to an iron pin (set); thence, leaving said easement along the line of Robert Torch, North 67 deg. 52' 53" East, 309.90 feet to the point of beginning and containing 34,845 square feet or 0.80 acres, more or less.

m+p
119-9-196

EXHIBIT "A"

TENNECO LOCATION NO. 537-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

TRACT I: Land in Davidson County, Tennessee, being Lot No. 26 on the Plan of Parkway Subdivision, as of record in Book 974, page 62, Register's Office for said County.

Said Lot No. 26 fronts 50 feet on the easterly side of Foster, formerly Akin Avenue, and runs back 155.2 feet on the northerly line and 152 feet on the southerly line to a dead line measuring 50 feet thereon.

Being the same property conveyed to Direct Oil Corporation by deed from Lanny H. Waller and wife, Sandra R. Waller, and John E. Waller and wife, Camille C. Waller of record in Book 5206, page 654, Register's Office for Davidson County, Tennessee, the said Direct Oil Corporation having since merged into Tenneco Oil Corporation, a Delaware corporation, a certified copy being of record in Book 6652, page 950, Register's Office for Davidson County, Tennessee.

TRACT II: All of the real property situated in the 6th, formerly the 9th, Civil District of Davidson County, Tennessee, being the same property as shown on Davidson County Property Map #119-9 being parcel 196, and described according to a survey made by Chattanooga Surveying Company dated August 6, 1970, as follows:

Beginning at a point in the easterly margin of Foster Avenue, (25 feet from center line) said point being located North 00 degrees 18 minutes 00 seconds West, 94.75 feet from the beginning of a curve at the northeasterly intersection of Foster Avenue and Thompson Lane; thence leaving Foster Avenue South 87 degrees 52 minutes 00 seconds East 149.28 feet to a point; thence South 3 degrees 01 minute 00 seconds West 114.92 feet to a point in the northerly margin of Thompson Lane, (46 feet from center line); thence along the said margin of said Lane North 86 degrees 39 minutes 49 seconds West 125.90 feet to a point, the beginning of a curve to the right having a radius of 18.0 feet; thence around said curve in a northwesterly direction 27.13 feet to a point in the easterly margin of Foster Avenue, (25 feet from center line); thence along the said margin of Foster Avenue North 0 degrees 18 minutes 00 seconds West 94.75 feet to the point of beginning.

Together with non exclusive driveway easement reserved in the deed of record in Book 4482, page 262, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Direct Oil Corporation, a Delaware corporation by deed from Union Oil Company of California, a California corporation of record in Book 5207, page 408, Register's Office for Davidson County, Tennessee, the said Direct Oil Corporation having since merged into Tenneco Oil Corporation, a Delaware corporation, a certified copy being of record in Book 6652, page 950, Register's Office for Davidson County, Tennessee.

m+p
91-11-256

EXHIBIT "A"

TENNECO LOCATION NO. 547-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Being Lots Nos. 1002, 1004 and 1006 of Block 155 on the Map of West Nashville, Plan No. 1, of record in Book 57, pages 74 and 75, of the Register's Office for said County.

Said lots adjoin and front together 85 feet on the southerly side of Georgia Avenue and run back between parallel lines, Lot No. 1002 running back along the westerly margin of 51st Avenue North, 150 feet to an alley in the rear.

Being the same property conveyed to Tennessee Production Company, a Delaware corporation by deed from Tenneco Oil Company, of record in Book 4256, page 877, Register's Office for Davidson County, Tennessee, the said Tennessee Production Company, a Delaware corporation having since merged into Tenneco Oil Company, a Delaware corporation, a certified copy being of record in Book 6407, page 563, Register's Office for Davidson County, Tennessee.

M & P
161-4-61

EXHIBIT "A"

TENNECO LOCATION NO. 608-40

That certain tract or parcel of land in Davidson County, Tennessee and being described as follows:

Land in Davidson County, Tennessee, being Lot No. 20 and a tract marked RESERVED on the Plan of April Lane Subdivision, as of record in Book 2330, page 132, Register's Office for said County, said tracts are described together as follows:

Beginning at a point in the easterly margin of Nolensville Road; thence northerly along the easterly margin of said road, 150 feet to the beginning of a curve; thence around said curve 39.3 feet to a point in the southerly margin of April Lane; thence along the southerly margin of said lane, 206.38 feet to a point, being the common corner of Lots Nos. 19 and 20; thence southerly along the line between said lots, 189 feet to a point; thence westerly 174 feet to the point of beginning.

Being the same property conveyed to Quality Service Company by deed from Albert J. Gasser and wife, Margaret K. Gasser of record in Book 4703, page 430, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

TENNECO LOCATION NO. 15-40

The plan of record in Book 3300, page 34, 35 and 36, said Register's Office, shows an Owner's Certificate, and certain notes, easements and setback lines.

EXHIBIT "B"

TENNECO LOCATION NO. 16-40

The Plan of record in Book 4885, Page 107, said Register's Office, shows an owner's certificate, 15-foot building setback line from Murfreesboro Pike and Rural Hill Road, a 20-foot easement for proposed sewer across easterly line of premises.

EXHIBIT "B"

TENNECO LOCATION NO. 24-40

Easement for Trousdale Drive lying within boundaries of premises herein described, and as set out in grants to Davidson County, Tennessee by Louisville and Nashville Railroad Company, of record in Book 3286, pages 449 and 453, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

TENNECO LOCATION NO. 25-40

1. Easement for water mains and appurtenances conveyed to Metropolitan Government of Nashville, and Davidson County, Tennessee, by C.E. Hooper and wife, of record in Book 4401, page 411, said Register's Office.

2. Easement for sewer line and disposal field, of record in Book 4408, page 16, said Register's Office.

3. Easement for water line contained in the deed from Marian Henderson Craig to George E. Greer and wife, of record in Book 1760, page 419, said Register's Office.

4. Survey by Barge, Waggoner and Sumner, Engineers, dated may 8, 1970, shows a 30 foot setback line from front of lot and 15 foot set back line from side yard a easement for water line 10 feet wide along the margin of Donelson Pike.

5. Agreement for dedication of easement for sanitary sewers and/or storm drainage of record in Book 6024, page 326, said Register's Office.

EXHIBIT "B"

TENNECO LOCATION NO. 26-40

The survey of Resource Development Corporation, dated August 21, 1970, shows a 15 foot minimum pump and building setback line from Dickerson Pike; in anchor pole sign post and telephone booth near the easterly margin of Dickerson Pike just south of the dividing line between Lots 2 and 3; a sign post near the north east intersection of Dickerson Pike and Grace Street; a light pole in the northerly boundary of the property near the northeast corner and a light pole just south of north boundary near the northwest corner of the land in question.

EXHIBIT "B"

TENNECO LOCATION NO. 27-40

1. Easement for gas line running generally north and south through the property which affects Parcel "A".

2. The Plan of record in Book 4470, Page 6 and amended in Book 4501, Page 976, Register's Office for Davidson County, Tennessee, shows an owner's certificate, certain notes, easements and setback lines, and a 10 foot public utility and drainage easement along the easterly line.

EXHIBIT "B"

TENNECO LOCATION NO. 28-40

1. Survey of Barge, Waggoner and Sumner, Engineers, dated December 7, 1970, shows a gravel drive encroaches onto the land to the south and no liability will be assumed in connection therewith, and the anchor and guy wire for light pole near the northwest corner of the lot, is not within the bounds of the anchor easement.

2. The recorded plan shows an Owner's Certificate, a 100-foot setback line from Glenrose Avenue and from Thompson Lane, which has been amended to 30-feet by instrument of record in Book 4516, page 699, and by instrument of record in Book 4520, page 981, said Register's Office; and an anchor easement 2-1/2x20 feet at the northwesterly corner of the Lot, and an anchor easement 3x15 feet at Glenrose Drive at the monument of the entrance to Thompson Lane.

3. Restriction Agreement of record in Book 4559, page 37, said Register's Office.

EXHIBIT "B"

TENNECO LOCATION NO. 30-40

The survey of Barge, Waggoner and Sumner, Engineers, dated March 5, 1971, shows an overhead telephone wire crossing the northwest part of the property, and a roof on a one story garage on the land to the east overhangs on the land in question near the southeast corner.

EXHIBIT "B"

TENNECO LOCATION NO. 36-40

1. Easement for sewer line and water line, 10 feet wide, across the front of the property adjoining Lebanon Road, as created by instrument of record in Book 3180, page 556, said Register's Office.

2. The plan of record in Book 4715, page 146, said Register's Office, shows an owners certificate, a 15 foot minimum building setback line from Bonnabrook Drive, Lebanon Pike and the southerly line of said lot and locates the above easement in Book 3180, page 556, across the easterly portion of said lot.

EXHIBIT "B"

TENNECO LOCATION NO. 306-40

Assignment of all sewer rights and covenants pertaining to the sewer on the premises and the contract with reference thereto, between Emma Fly Primm and Cherokee Insurance Company, dated September 28, 1953, of record in Book 2339, page 217, Register's Office for said County.

EXHIBIT "B"

TENNECO LOCATION NO. 504-40

Subject to easements granted to FFH Properties, a Tennessee General Partnership by deed between Tenneco Oil company as Grantor and FFH properties, a Tennessee General Partnership, composed of Gerald C. Forstner, Jr., Robert R. Frost and Robert E. Hoehn, as Grantee and dated June 30, 1988.

Matters shown on Plan of record in Book 5200, page 697, Register's Office for Davidson County, Tennessee.

Matters shown on Plan of record in Book 6900, page 603, Register's Office for Davidson County, Tennessee.

Restrictive covenants, easements and agreements as contained in the deed from Hickory Hollow Mall, Inc., a Georgia corporation and Intereal Company, a Tennessee corporation, d/b/a Hickory Hollow Asscciates, a joint venture, to Bent Tree Apartments, Ltd., a Texas limited partnership, as of record in Book 6215, page 71, Register's Office for Davidson County, Tennessee.

Columbia Gulf Transmission Company easement of record in Book 5118, page 797, Register's Office for Davidson County, Tennessee.

Easement reserved by Robert Torch Investments, Inc., in Warranty Deed of record in Book 7484, page 619, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

TENNECO LOCATION NO. 537-40

Subject to those non-exclusive driveway easements reserved in Book 4482, page 262, said Register's Office.

EXHIBIT "B"

TENNECO LOCATION NO. 547-40

None.

EXHIBIT "B"

TENNECO LOCATION NO. 608-40

Ten-foot easement for public utilities along the rear of said tract and a 5 x 20 foot utility anchor easement located on the northeasterly corner of the lot, an 80 foot setback line on the lot No. 20 and conditions of owners certificate, as shown on plan of record in Book 2330, page 132, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

FOR ALL PARCELS AND LOCATIONS

Easements, rights-of way, and prescriptive rights, whether of record or not; all presently recorded restrictions, reservations, covenants, conditions, oil and gas leases, mineral severances, and other instruments, other than liens and conveyances, that affect the property; rights of adjoining owners in any walls and fences situated on a common boundary; any discrepancies, conflicts, or shortages in area or boundary lines; any encroachments or overlapping of improvements; all rights, obligations, and other matters emanating from and existing by reason of the creation, establishment, maintenance, and operation of any applicable governmental district, agency, authority, etc.; taxes for 1988, the payment of which Grantee assumes; and subsequent assessments for that and prior years due to change in land usage, ownership, or both, the payment of which Grantee assumes.

I, James Gaughan do hereby certify that I am a duly elected, qualified and acting Assistant Secretary of TENNECO OIL COMPANY, a Delaware corporation, and that as such, have the custody of the corporate records and seal of said Company; that attached hereto is a true and correct copy of certain resolutions duly adopted at a Special Meeting of the Board of Directors held on October 7, 1987, as the same appears in the minute book of said Company; that these resolutions remain in full force and effect as of the date hereof, and have not been amended, repealed, rescinded or changed in any way whatsoever.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the corporate seal of said Company, this 23rd day of November, A.D. 1988.

[SEAL]

Assistant Secretary

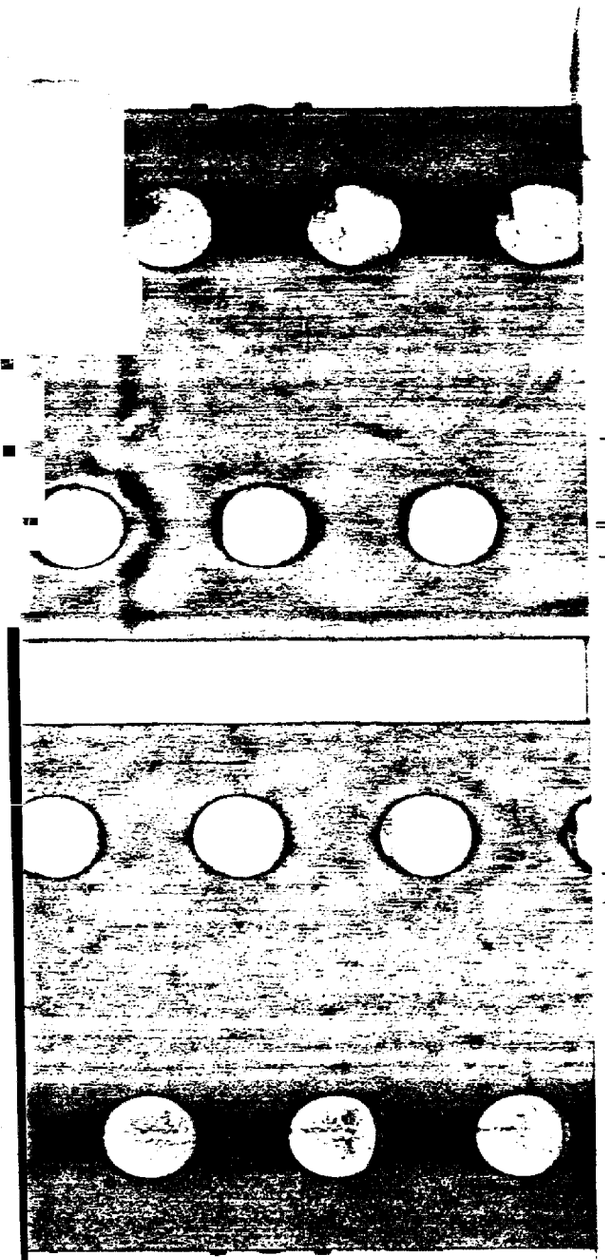
RESOLUTIONS ADOPTED AT A
SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
TENNECO OIL COMPANY
ON OCTOBER 7, 1987

RESOLVED, that the Board of Directors of the Company deems it expedient and for the best interests of the corporation, and hereby authorizes and approves the disposition of all or substantially all of the assets of the Company to such persons and for such consideration as the Board of Directors of Tenneco Corporation, a Delaware corporation and sole stockholder of the Company, shall approve; and it is further

RESOLVED, that the Secretary of the Company, be and he hereby is, directed to obtain the consent and authorization of Tenneco Corporation, the sole stockholder of the Company, for the disposition of all or substantially all of the assets of the Company in accordance with the foregoing resolution; and it is further

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered, and directed to execute and deliver, for and on behalf of the Company, all such instruments, certificates and documents, agreements and amendments to agreements, and to take such action, for and on behalf of the Company, as any such officer shall deem necessary or appropriate to enable the Company to carry out the intent and purposes of the foregoing resolution and the transactions contemplated thereby.

IDENTIFICATION REFERENCE
Dec 9 11 23 AM '88
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN
5884 12/09 0101 03CHECK 9636.23
9.22 4 5.



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

RECEIVED OF _____

FOR _____

BOOK 7724 PAGE 84

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
				CAMT 2888142.75
				CON TX 9530.73
				PRFEE 0.50
				WDEED 105.00
				TOTAL 9636.23
				CHECK 9636.23
12/09/88	01			11:22 0001 5884

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

92245

IDENTIFT REFERENCE

Dec 9 11 23 AM '88

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN

No. 162082