PHILLIPS PETROLEUM COMPANY
PROPERTY TAX, REAL ESTATE & CLAIMS
AMERICAN FIRST TOWER 101 N. ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102

BOOK 7843 PAGE 844

SS #18668, 20267,
20268, 21883, 22410,
22837 and 23030
Davidson County, TN

SPECIAL WARRANTY DEED

7346 05/18 0101 03CHECK 15.83

KNOW ALL MEN BY THESE PRESENTS:

THAT PHILLIPS PETROLEUM COMPANY, a Delaware Corporation with an office in Bartlesville, Oklahoma, "Grantor" in consideration of Ten Dollars ($10.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell and convey to PHILLIPS 66 COMPANY, a Delaware Corporation with an office in Bartlesville, Oklahoma, "Grantee", the real property and appurtenances described on Exhibit "A", which is attached hereto and by this reference incorporated herein, situate in the County of Davidson, State of Tennessee, together with all improvements thereon and the appurtenances thereunto belonging, and warrants the title only against the claim of every person whomsoever claiming by, through or under Grantor. This deed is subject to all taxes, questions of survey, restrictions and easements of record.

TO HAVE AND TO HOLD said described premises unto the said Grantee, its successors and assigns, forever.

EXECUTED this 9TH day of DECEMBER, 1986.

GRANTEE: PHILLIPS 66 COMPANY ADDRESS:
101 N. Robinson
Oklahoma City, Ok. 73102

PHILLIPS PETROLEUM COMPANY

Please send tax bills to
the above address.

By _____
Attorney-in-Fact

ACKNOWLEDGMENT

STATE OF Oklahoma)
)SS
COUNTY OF Washington)

Before me, the undersigned, a Notary Public in and for said County and State, on this 8th day of December, 1986, personally appeared John A. Houston to me known to be the person who subscribed the name of PHILLIPS PETROLEUM COMPANY to the foregoing instrument as its Attorney-in-Fact and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Given under my hand and seal of office this day and year last above written.

_____
Notary Public

My Commission Expires:
3-12-90

This deed prepared by:
Jim Bethea, Attorney at Law
Phillips Petroleum Company
101 N. Robinson
Oklahoma City, Ok 73102

RECEIVED FOR RECORD
MAY 18 10 48 AM '86
DAVIDSON COUNTY, TENN.

33919

EXHIBIT "A"

1. All of Grantor's property and appurtenances known as SS #18668 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

A small tract of land in the 12th Civil District of Davidson County, Tennessee, being designated a Tract No. 1 on an unrecorded survey made May 15, 1962, by James L. Murphy, Jr., being the Subdivision of the W. J. Hailey property by Suburban Properties, Inc., and described as follows:

BEGINNING at a point in the North right of way of Ewing Lane said point being located 55.03 feet from the intersection of the West right of way of Dickerson Road; thence North 81°57' West 69.97 feet to a point; thence North 02°24' West 165.57 feet to a point; thence South 83°59' East 125.00 feet to the West margin of Dickerson Road; thence following the West right of way of Dickerson Road South 02°31' West 114.97 feet to a point; beginning a curve. This curve has a delta of 95°32', a radius of 49.96 feet, a tangent of 55.03 and a length of 83.30 feet. The deeded boundary follows this curve 83.30 feet to the point of beginning. This description is according to survey by James L. Murphy, Jr. & Company, dated May 15, 1962.

Being part of the property conveyed to SUBURBAN PROPERTIES, INC., by deed from Sarah Elizabeth Hailey and husband, of record in Book 3369, Page 565, Register's Office for said County.

Map and Parcel No.: 060-08-0 004.00

2. All of Grantor's property and appurtenances known as SS #20267 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

A part of Phillips "66" Petroleum Company property as of record in Deed Book 3709, Page 405, Register's Office Davidson County, Tennessee.

BEGINNING at an iron pin at the northeast corner of Lot 1 in Phillips "66" Park and the southerly margin of Haywood Lane; thence leaving said southerly margin of Haywood Lane South 02°17' West, 163.33 feet to a concrete monument at the southeast corner of Lot 1; thence South 79°46'16" West, 200.00 feet to an iron pin at the southwest corner of Lot 1 and the easterly margin of Ezell Road; thence in a northerly direction along the easterly margin of Ezell Road and with a curve having a radius of 620.00 feet, 146.58 feet to a concrete monument; thence with said margin North 03°19' East, 51.33 feet to a concrete monument; thence in a northeasterly direction and along a curve having a radius of 25.00 feet, 39.27 feet to a concrete monument in a southerly margin of Haywood Lane; thence with said southerly margin South 86°41' East, 132.82 feet to a concrete monument; thence with said margin South 74°05' East, 52.18 feet to the point of beginning.

Map and Parcel No.: 148-10-0 137.00

3. All of Grantor's property and appurtenances known as SS #20268 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

Land in Davidson County, Tennessee, being Lots 239 and 240 on the Plan of BEL-AIR SUBDIVISION, SECTION 2, of record in Book 2900, Pages 29 to 32, inclusive, Register's Office for said County, and described according to a survey by Emergy L. Miller, Jr., Surveyor, dated January 23, 1964 as follows:

BEGINNING at a concrete monument in the southerly margin of Karen Drive, opposite a turn into Dabbs Avenue; thence along the margin of Karen Drive, easterly 34.00 feet to a concrete monument, continuing with said Drive, easterly 63.00 feet to a concrete monument, continuing with said Drive, easterly 13.50 feet to a concrete monument at the beginning of a curve; thence around said curve, southeasterly 31.00 feet to a concrete monument in the West margin of what is shown on said Plan as the proposed McGavock Pike, likewise known as Briley Parkway; thence with the margin of said Parkway southerly 91.20 feet (95.2 feet by actual measurement) to a concrete monument; thence westerly 20.00 feet to a concrete monument; thence southerly 44.50 feet to an iron pin at the common corner of Lots 238 and 239; thence with the line between said Lots, westerly 155.00 feet to the East margin of Dabbs Avenue; thence with the margin of said Dabbs Avenue, northerly 147.00 feet to a concrete monument at the beginning of a curve; thence around said curve northeasterly 31.40 feet to the point of beginning;

Being the same property conveyed to PHILLIPS PETROLEUM COMPANY, A DELAWARE CORPORATION by deed of record in Book 3702, Page 535, Register's Office for Davidson County, Tennessee.

Map and Parcel No.: 107-06-0 008.00

4. All of Grantor' property and appurtenances known as SS #21883 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

Being part of Lots Nos. 12 to 15, both inclusive, in Hobson's Addition to Edgefield, now East Nashville, as of record in Book 21, Page 72, Register's Office for Davidson County, Tennessee, and described together according to a survey made by Barge, Waggoner, and Sumner, Inc., Engineers, on March 30, 1963, and revised January 27, 1965, as follows:

BEGINNING on an iron pin in the westerly margin of a 16 foot alley, being the first alley easterly of South Tenth Street, shown on Plan above mentioned, and in the northerly margin of Shelby Avenue, as widened, North 83°06' West 173.14 feet to an iron pin in the beginning of a curve; thence with said curve, with a radius of 17.00 feet in a northwesterly direction 26.77 feet to an iron pin in the easterly margin of South Tenth Street, as widened; thence with the easterly margin of South Tenth Street, as widened, North 07°08' East, 162.93 feet to an iron pin; thence South 82°52' East 189.48 feet to an iron pin in the westerly margin of the 16 foot alley above mentioned; thence with the westerly margin of said alley, South 06°54' West 179.23 feet to the beginning.

Being the same property conveyed to PHILLIPS PETROLEUM COMPANY by the Nashville Housing Authority by deed dated February 8, 1965, and recorded in Book 3878, Page 480, in the Register's Office of Davidson County.

Map and Parcel No.: 083-13-0 073.02

5. All of Grantor's property and appurtenances known as SS #22410 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

Lying in the 9th Civil District of Bellevue, Davidson County, described according to a copy of a survey thereof made January 22, 1965, by Barge, Waggoner and Sumner, Inc., Engineers, as follows:

BEGINNING at an iron spike in the center line of Old Harding Pike, 147.00 feet East from the East ROW of the Louisville & Nashville Railroad, being the northwest corner of this tract and the northeast corner of the Depot Lot at Bellevue, Tennessee; thence with the center of said Old Harding Pike, North 49° East 171.57 feet to a point in the northwest corner of the tract that was conveyed to Aline Forehand Ethridge; thence along said Ethridge's West line, South 55°29' East a distance of 269.11 feet to the North line of the property that was conveyed to Willie M. Fussell by deed of record in Book 1302, Page 89, Register's Office for Davidson County, Tennessee; thence along Fussell's northerly line and along the northerly line of the property that was conveyed to Earl Carter and wife, by deed of record in Book 2158, Page 99, said Register's Office; thence South 46°16' West 170.66 feet to an iron pin which is 35.00 feet northeasterly from the center line of the Pavement as existing of Bellevue Road; thence South 13°16' West 19.20 feet to an iron pin in the northeasterly margin of said Bellevue Road; thence with the margin of the same, North 40°35' West 30.91 feet to an iron pin, the P. C. of a curve; thence with said curve, in a northwesterly direction, having a radius of 306.50 feet, a tangent of 39.54 feet, a distance of 78.64 feet; thence North 55°17' West a distance of 176.63 feet to the point of beginning.

Being same property conveyed by Warner Park Estates Company to PHILLIPS PETROLEUM COMPANY by deed dated February 26, 1965, recorded in Volume 111 at Pages 117 and 169 and by Louisville & Nashville Railroad Company to Phillips Petroleum Company by deed dated May 14, 1965, recorded in Volume 111 at Page 641.

Map and Parcel No.: 142-00-0 066.01

6. All of Grantor's property and appurtenances known as SS #22837 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

BEGINNING at a concrete R.O.W. monument, as established by the State Highway Department, on the northerly right of way line of Charlotte Pike (U. S. Highway 70N), said monument being 1877.00 feet, more or less, east of the easterly margin of River Road; thence South 68°39' West, a distance of 301.80 feet, to an iron pin, said pin being the point of beginning of the following described property; thence North 68°39' East, a distance of 200.00 feet to a point; thence North 21°21' West, a distance of 165.00 feet to a point; thence South 68°39' West, a distance of 219.30 feet to a point; thence South 23°43' East, a distance of 52.13 feet to an iron pin; thence South 29°59' East, a distance of 114.20 feet to an iron pin, said pin also being the point of beginning of the above described parcel.

Property situated in the 8th Civil District of Davidson County, Tennessee, together with an easement for sewage disposal field and ingress and egress thereto for maintenance, repair and servicing of same over and across the following described property being a Parcel 52 on Property Map 102 filed with the Metropolitan Government of Nashville, Davidson County, described as follows, to-wit:

Property situated in the 8th Civil District of Davidson County, Tennessee, more particularly described as follows:

BEGINNING at a concrete R.O.W. monument, as established by the State Highway Department, on the northerly R.O.W. line of Charlotte Pike (U. S. Highway 70N), said monument being 1877.00 feet, more or less, East of the easterly margin of River Road; thence North 34°22' East, a distance of 124.50 feet; thence North 34°39' West, a distance of 97.48 feet;

thence South 68°39' West, a distance of 181.82 feet; thence South 21°21' East, a distance of 165.00 feet, to a point on the northerly R.O.W. line of Charlotte Pike (U. S. Highway 70N); thence along said R.O.W. North 68°39' East, a distance of 101.38 feet to a concrete R.O.W. monument, said monument being the point of beginning of above described easement.

Map and Parcel No.: 102-00-0 061.00

7. All of Grantor's property and appurtenances known as SS #23030 located in Davidson County, Tennessee, more particularly described as follows, to-wit:

A part of Lot No. 6 on the plan of R. D. Stanford Subdivision, Davidson County, Tennessee, and being further described as follows:

BEGINNING at the northeast corner of Lebanon Road and Fairways Drive; thence with a northerly line of Lebanon Road North 79°0' East 150.00 feet to a point; thence North 07°28' West 146.70 feet to a point; thence South 80°12' West, a distance of 150.00 feet to a point in the East line of Fairways Drive; thence with the East line of Fairways Drive South 07°25' East, a distance of 150.00 feet to the point of beginning, subject to an easement to Southern Bell Telephone dated November 23, 1965 recorded in Davidson County, December 3, 1965, Book 3964, Page 901, Easement Reproco, Inc. and Phillips Petroleum Company to Jerry Franklin Agee, dated July 8, 1968, recorded in Book 4259, Page 353 on August 13, 1968, and Dedication of Easement to the Metropolitan Government of Nashville, dated July 2, 1973.

Map and Parcel No.: 095-03-0 124.00

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

OATH OF CONSIDERATION

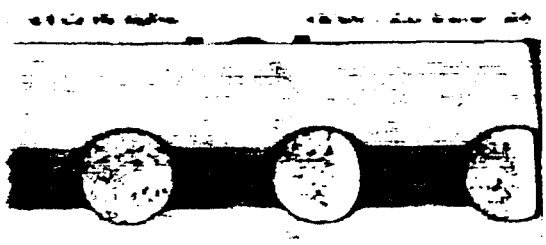
The actual consideration or value whichever is greater for the transfer witnessed by the attached Special Warranty Deed dated December 8, 1986 is $ 100.00 or less being a transfer of assets from the parent company PHILLIPS PETROLEUM COMPANY to a wholly owned subsidiary PHILLIPS 66 COMPANY as part of an internal reorganization for no value.

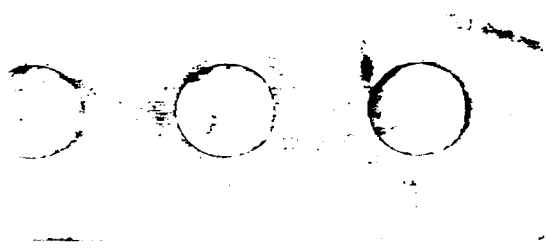
Affiant

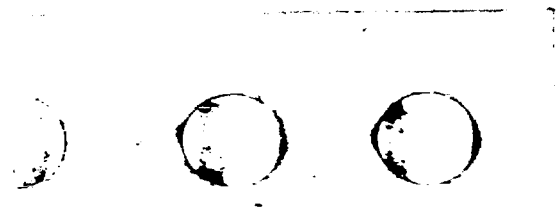
SUBSCRIBED and SWORN to before me, this 16th day of May, 1989.

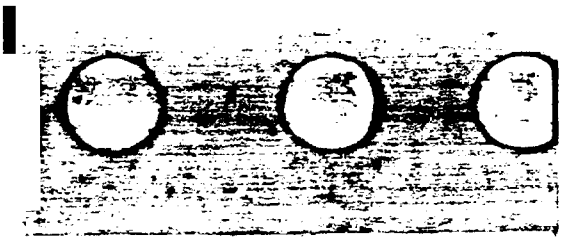
My commission expires:
10-18-90

Notary Public









OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7843 PAGE 849

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
			CAMT 100.00	
			CON TX 0.33	
			PRFEE 0.50	
			MDEED 15.00	
			TOTAL 15.83	
			CHECK 15.83	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 05/18/88 01:40:50 0001 7346

339116

TENNESSEE REFERENCE

May 18 10 48 AM '88

FELIX Z WILSON II REGISTER
DAVIDSON COUNTY TN

No. 210748