83447 BOOK 7987 PAGE 908

WHEN RECORDED MAIL TO:
Service Station Holdings Inc.
Real Estate Department
200 Public Square
Cleveland, OH 44114-2375

MAIL ENV.

IDENTIF. REFERENCE

MAIL TAX STATEMENT TO:
BP Oil Company
Attention: Property Tax Dept.
P. O. Box 94563
Cleveland, OH 44101

NOV 20 2 30 PM '88

SPECIAL WARRANTY DEED

43-13 Par 19 Jc

KNOW ALL MEN BY THESE PRESENTS:

That, BP OIL COMPANY, (formerly Sohio Oil Company, formerly BP Oil Inc.) an Ohio Corporation, with its principal office at 200 Public Square, Cleveland, Ohio 44114-2375, Grantor, for Ten Dollars ($10.00) and other good and valuable consideration received to its full satisfaction of SERVICE STATION HOLDINGS INC., (formerly known as Kennecott Corporation) with its principal office at 200 Public Square, Cleveland, OH 44114-2375, Grantee, does grant, bargain, sell and convey unto Grantee and the successors and assigns of Grantee, the premises (hereinafter called the "Premises") described in Exhibit "A" attached hereto and made a part hereof.

Executing therefrom and reserving unto Grantor, its successors and assigns, all buildings, structures and improvements of any kind (whether or not classified as real property) and all property of whatsoever nature located on the Premises.

TO HAVE AND TO HOLD the above granted and bargained Premises with the appurtenances thereunto belonging to Grantee, and the successors and assigns of Grantee, as the case may be, forever, subject, however, to all legal highways, and to the conditions and restrictions herein contained.

And Grantor does for itself, its successors and assigns, covenant with the Grantee, and the successors and assigns of Grantee, that at and until the ensealing of these presents, Grantor is well seized of the Premises as a good and indefeasible estate in FEE SIMPLE, and has a good right to bargain and sell the same in manner and form as above written, but subject to all liens, encumbrances and claims of every kind and nature caused, created or suffered to exist or be attached upon, against or to the Premises by anyone other than the Grantor, and subject to: (a) taxes and assessments (both general and special), not yet due and payable; (b) building and zoning ordinances, laws, regulations and restrictions applicable to and enforceable against the Premises; (c) any and all leases, easements and rights of way, and to all valid and existing encumbrances, conditions, covenants, restrictions, reservations and exceptions record; and (d) any state of facts that an accurate survey and independent inspection of the Premises by Grantee or its agents would disclose.

And Grantor, for itself, its successors and assigns will warrant and defend the Premises, with the appurtenances thereunto belonging, to Grantee, and the successors and assigns of Grantee, against all lawful claims and demands of all persons claiming by, from, through or under Grantor, except as above noted.

Sohio Oil Company became the successor to BP Oil Inc. by Agreement of Merger dated July 25, 1986 and qualified to transact business in the State of Tennessee on August 12, 1986.

Sohio Oil Company changed its name to BP Oil Company by Amendment to its Articles of Incorporation on January 31, 1989.

IN WITNESS WHEREOF, BP OIL COMPANY has hereunto set its hand and corporate seal, buy its duly authorized officers, this 30th day of June, 1989.

Signed and Acknowledged
in the presence of:

BP OIL COMPANY

By _____
B. T. Werner, Mgr. of Real Estate

And _____
M. J. Wright, Assistant Secretary

STATE OF OHIO)
)SS:
CUYAHOGA COUNTY)

BEFORE ME, a Notary Public in and for said County and State, personally appeared the above-named BP OIL COMPANY by B. T. Werner its Manager of Real Estate and M. J. Wright its Assistant Secretary, who are personally known to me and who acknowledge that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 30th day of June, 1989.

_____
Notary Public

MARILYN J. LEWIS
Notary Public, State of Ohio - Cuya. Cty.
My Commission Expires April 14, 1992

This instrument was prepared by:

Patrick Riley, Esq.
BP OIL COMPANY
200 Public Square
Cleveland, Ohio 44114-2375

106A/F1070/11/8/89

24410

43-13-19

City of Madison

County of Davidson

State of Tennessee

Prior Deed Recorded at: Vol. 6488 Pg. 906

Actual Consideration $110,000.00

Site No. 24410

Exhibit A

Land in the 11th, formerly the 19th, Civil District of Davidson County, Tennessee, described according to survey made by Barge, Waggoner and Sumner, Inc., Engineers, August 17, 1956, as follows, to-wit:

BEGINNING at an iron pin at the northwest corner of the intersection of Old Hickory Boulevard (State Highway No. 45) and Delaware Avenue and proceeding thence along the north margin of the right of way of Old Hickory Boulevard south 85° 35' west 200 feet to an iron pin also in said right of way; thence leaving the right of way of Old Hickory Boulevard and proceeding north 4° 20' west 200 feet to an iron pin; thence north 85° 35' east 200 feet to an iron pin in the west margin of the right of way of Delaware Avenue; thence along said right of way, south 4° 20' east 200 feet to the point of beginning.

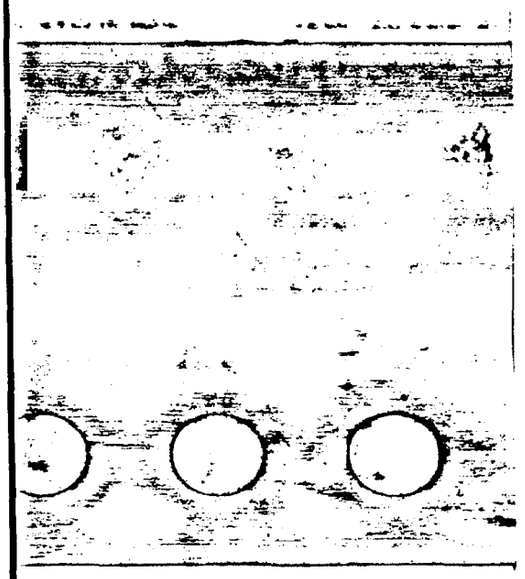
STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS
$ 110,000

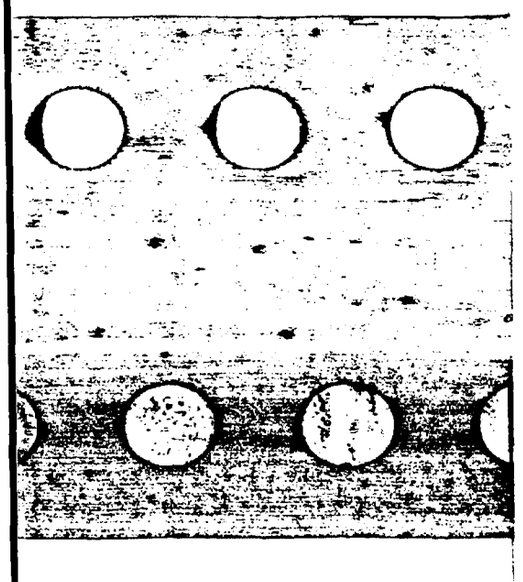
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 20 DAY OF NOV. 19 89

Deputy Register

44 11/20 0101 03CHECK 373.00





OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7987 PAGE 911

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 110000.00
CON TX 363.00
PRFEE 1.00
WDEED 9.00
TOTAL 373.00
CHECK 373.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

11/20/89 01 14:28 0001 6044

83447

IDENTIF. TREFERENCE

Nov 20 2 30 PM '89

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY TN.

No. 288353