File 7-44

CORRECTIVE
SPECIAL WARRANTY DEED

BOOK 8062 PAGE 816

119-9
Par 196

THE STATE OF TEXAS

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

That TENNECO OIL COMPANY, whose address is P.O. Box 2511, Houston, Texas 77252, of the County of Harris and State of Texas for and in consideration of the sum of $10.00 (TEN DOLLARS) and other valuable consideration to the undersigned paid by the Grantee herein named, the receipt of which is hereby acknowledged, and subject to the reservations from and exceptions to conveyance and warranty described in Exhibit "B" attached hereto and incorporated herein by reference, have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL AND CONVEY unto TOC RETAIL, INC., whose address is P. O. Box 2511, Houston, Texas, 77252, of the County of Harris and State of Texas, all of the real property in Davidson County, Tennessee described in Exhibit "A" attached hereto and incorporated herein by reference.

This Corrective Special Warranty deed is made for the purpose of correcting the legal description for Tenneco location number 537-40 described in Exhibit "A" to that certain

Special Warranty Deed recorded in Deed Book 7724, page 49 of the Davidson County, Tennessee records.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said Grantee, Grantee's successors or assigns forever; and Grantor does hereby bind Grantor and Grantor's heirs, executors, successors and administrators to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantee, Grantee's successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty, when the claim is made by, through and under Grantor and not otherwise.

Attached hereto as Exhibit "C" is a true and correct copy of the Resolution of the Board of Directors of Tenneco Oil Company authorizing the transfer of the herein described properties among others.

EXECUTED this 18th day of ~~May~~ December, 1989.

ATTEST:

Assistant Secretary

TENNECO OIL COMPANY

E. J. Milan

Sr. Vice President

WITNESSES:

Keith Chumney

Phyllis Lehner

THE STATE OF TEXAS
COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared E. J. Milan, Sr. Vice President and James Gaughan, Assistant Secretary, respectively, of TENNECO OIL COMPANY, a corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office of this the 18th day of ~~May~~ December, 1989.

Helen L Sama

Notary Public, State of Texas

HELEN L. SAMA
Notary Public
STATE OF TEXAS
My Comm. Exp. 06-19-'93

Prepared By:

Charles A. Brake, Jr.
Alston & Bird
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7000

STATE OF TENNESSEE)
COUNTY OF DAVIDSON) ss:

The actual consideration for this transfer is $-0-.

AFFIANT

Sworn to and subscribed fore me this 12th day of March, 1990.

NOTARY PUBLIC

My Commission expires: 21 November 1992

EXHIBIT "A"

Located in the Sixth Civil District of Davidson County, Tennessee. Being Lot Nos. 26 and 27 on the Plan of Parkway Subdivision, as of record in Plat Book 974, Page 62, Register's Office of Davidson County, Tennessee. Bound on the north by Guy Wallace Motor Company, Inc. (Deed Book 6017, Page 499); on the east by Walter N. Wallace (Deed Book 5677, Page 745) and K. S. Realty Co. (Deed Book 4482, Page 262); on the south by Thompson Lane; and on the west by Foster Avenue.

Beginning at a nail on the north margin of Thompson Lane, lying 142.75 feet, S-86° 30' 20"-E of the intersection of the east margin of Foster Avenue and the north margin of Thompson Lane, said nail being the SE corner of this lot; thence with the north margin of Thompson Lane N-86° 30' 20"-W, 125.9 feet to an iron pin; thence with a curve to the right, having a central angle of 86° 12' 20" and a radius of 18.0 feet, for an arc length of 27.08 feet to an iron pin; thence with the east margin of Foster Avenue N-00° 18'-W, 144.09 feet to a nail being the NW corner of this lot; thence with the south line of Wallace Motor Co. S-88° 06' 58"-E, 152.77 feet to an iron pin being the NE corner of this lot; thence with the west lines of W. Wallace and K.S. Realty, respectively, S-03° 15' 11"-W, for a total distance of 164.88 feet to the nail at the beginning; containing 24,075 square feet or 0.56 acres, more or less.

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

EXHIBIT C



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.

Assistant Secretary

[SEAL]

C-R:78

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.

I U I 2 U
IDENTIF. REFERENCE
MAR 12 2 48 PM '90
DAVIDSON COUNTY TN.
1651 03/12 0101 03CHECK 18.00