CORRECTIVE
SPECIAL WARRANTY DEED

96 - 13
Par 163 1a

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 25-40 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

Sr. Vice President

WITNESSES:

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.

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"

A tract of land in the Third Civil District of Davidson County, Tennessee, being Lot No. 1 on the Plan of the Tenneco Site #1, as of record in Plat Book 4350, Page 111, Register's Office of Davidson County, as follows:

Beginning at an iron pin on the north right-of-way of Allen Road; said point being S-86° 12'-E, 190.00 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, N-86° 12'-W, 170.94 feet to an iron pin found being the beginning of a curve to the right; thence in a northwesterly direction with said curve 32.56 feet to an iron pin found in the east right-of-way of Donelson Pike, said curve having a radius of 25.0 feet, a delta angle of 74° 38' 00" and a tangent of 19.06 feet; thence with said east right-of-way of Donelson Pike with a curve to the right, 181.94 feet to an iron pin found, said curve having a radius of 1,392.40 feet, a delta angle of 07° 29' 12" and a tangent distance of 91.10 feet; thence in a northeasterly direction and leaving said right-of-way of Donelson Pike with south line of the property of Dorris D. Barnes (Deed Book 6909, Page 10) N-88° 24'-E, 223.92 to a point in a concrete ditch; thence in a southwesterly direction, S-03° 48'-W, 219.11 feet to the iron pin found in the north right-of-way of Allen Road and the point of beginning; continuing 43,722 square feet or 1.0 acres, more or less.

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"

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.

EXHIBIT C

BOOK 8062 PAGE 844

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]

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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.

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IDENTIF. REFERENCE
MAR 12 2 51 PM '90
DAVIDSON COUNTY T...