CORRECTIVE
SPECIAL WARRANTY DEED BOOK 8062 PAGE 846

Map 146-4
Par 162.1

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 24-40 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 Sixth Civil District of Nashville, Davidson County, Tennessee, being part of Lot No. 3 on the Map of the land owned by May Overton Estate, as of record in Plat Book 421, Page 159, Register's Office of Davidson County, Tennessee, being more particularly described as follows:

Beginning at a point 7.92 feet easterly from the westerly margin of Trousdale Drive, as widened, said pin being N-04° 14'-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 2135, Page 59, R.O.D.C.; thence in a westerly direction N-86° 07' 03"-W, through said pin on the margin of Trousdale Drive, for a total distance of 210.0 feet to an iron pin found, the SW corner of this lot; thence in a northerly direction with Triangle Properties (Deed Book 6902, Page 834) N-03° 52' 30"-E, 200.00 feet to an iron pin in the southerly line of the property of Charles W. Whittmore (Deed Book 4705, Page 710) being the NW corner of this lot; thence in an easterly direction with the south line of Whittmore and the south line of Harpeth Village Development, Co. (Deed Book 4219, Page 610), respectively, S-86° 07' 03" E, through a pin on the margin of Trousdale Drive, 9.0 feet off the corner, for a total distance of 210.00 feet to a point being the NE corner of this lot; thence in a southerly direction S-03° 52' 30"-W, 200.00 feet to the point of beginning; containing 42,000 square feet or 0.96 acre, more or less.

Subject to existing Right-of-Way of Trousdale Drive.

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.

RECORDER'S MEMO
Legibility of Writing, Typing or Printing in This Document Unsatisfactory When Received.

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.

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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.

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IDENTIF. TREFERENCE
MAR 12 2 52 PM '90
DAVIDSON COUNTY