Address New Owner:	Map-Parcel No:	Send Tax Bills To:
Matlack, Inc. 1511 Elm Hill Pike Nashville, TN 37210	106-157	Matlack, Inc. 10 West Baltimore Avenue Lansdowne, PA 19050

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, ROLLINS LEASING CORP. (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto MATLACK, INC., a Pennsylvania corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to those items set forth on Exhibit B, attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons claiming by, through, or under it.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 14th day of January, 1991.

ROLLINS LEASING CORP.

BY: _____

D. F. Burr
President

94553

IDENTIF. TREFERENCE

FEB 22 12 39 PM '91

FELIX Z. [illegible]
DAVIDSON COUNTY TN.

STATE OF Delaware]

COUNTY OF New Castle]

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared D.F. Burr and —, with whom I am personally acquainted, and who upon oath acknowledged himself to be the President and — respectively, of Rollins Leasing Corp. a corporation, the bargainor, andthat he as such President and — being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the said corporation by the said D.F. Burr as such President and attesting the same by the said — as such —.

Witness my hand and official seal at Wilmington, De, this, the 14th day of January, 1991.

Notary Public

My commission expires: 1/2/91

[STATE OF DELAWARE]

[COUNTY OF NEW CASTLE]

The actual consideration or value, whichever is greater, for this transfer is $1,363,000.00.

Affiant

[Subscribed and sworn to before me this 14th day of January, 1991.

Notary Public

My commission expires: 1/2/91

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the southerly side of Elm Hill Pike and being the easterly part of the property conveyed to Lester L. Turner, by deed of record in Book 4295, page 202, Register's Office for Davidson County, Tennessee and being Lot No. 1 on the Plan of Rollins Subdivision, as of record in Book 6200, page 284, Register's Office for Davidson County, Tennessee, described as follows:

BEGINNING at a point in the southerly margin of Elm Hill Pike, said point being easterly 1,265 feet, more or less, from the centerline of Spence Lane, as relocated, said point being the northeasterly corner of the herein described parcel and the northwesterly corner of the property conveyed to Robert J. Baltz, Jr., et al, by deed of record in Book 5815, page 843, Register's Office for Davidson County, Tennessee;

Thence, leaving said southerly margin of Elm Hill Pike withthe westerly line of said Baltz Property, and a portion of the westerly line of the property conveyed to Lester L. Turner, by deed of record in Book 5295, page 959, Register's Office for said County, south 02 degrees 37 minutes west,450.00 feet;

Thence, with a portion of the northerly line of the property conveyed to Southern Rentals, Inc., by deed of record in Book 4295, page 199, Register's Office for said County, south 86 degrees 17 minutes 24 seconds west, 219.00 feet;

Thence with a severance line through the property conveyed to Lester L. Turner by deed of record in Book 4295, page 202, Register's Office, the following calls:

North 03 degrees 42 minutes 36 seconds west, 100.00 feet;
South 86 degrees 17 minutes 24 seconds west, 200.00 feet;
North 03 degrees 42 minutes 36 seconds west, 104.00 feet;
North 12 degrees 07 minutes east 251.58 feet to the southerly margin of Elm Hill Pike;

Thence, with said southerly margin of Elm Hill Pike, north 86 degrees 07 minutes east, 400.00 feet to the point of beginning, containing 169,865 square feet or 3.90 acres, more or less.

Being the same property conveyed to Rollins Leasing Corp~~oration~~, by deed from Lester L. Turner and wife, Betty Murrey Turner, as of record in Book 6531, page 178, Register's Office for Davidson County, Tennessee.

This is same description as in previous deed of record in Book 6531, page 178, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Real Estate taxes for 1990 and all subsequent years.

2. Deed of Trust of record in Book 6618,page 494, Register's Office for Davidson County, Tennessee.

3. Financing Statement of record in Book 6618, page 567, Register's Office for Davidson County, Tennessee.

4. Agreement for sanitary sewer construction of record in Book 7154, page 364, Register's Office for Davidson County, Tennessee.

5. Agreement for water main construction of record in Book 7154, page 387, Register's Office for Davidson County, Tennessee.

6. Indenture Agreement between Industrial Development Board of the Metropolitan Government of Nashville and Davidson County, Tennessee, to Trust Company Bank, Atlanta, Georgia, Trustee, relating to revenue Bonds for Rollins Leasing Corporation project of record in Book 6618, page 500, Register's Office for Davidson County,Tennessee.

7. The Release of Notice of Lis Pendens of record in Book 7547, page 138, Register's Office for Davidson County, Tennessee releases page 75 rather than 73 as shown in said document.

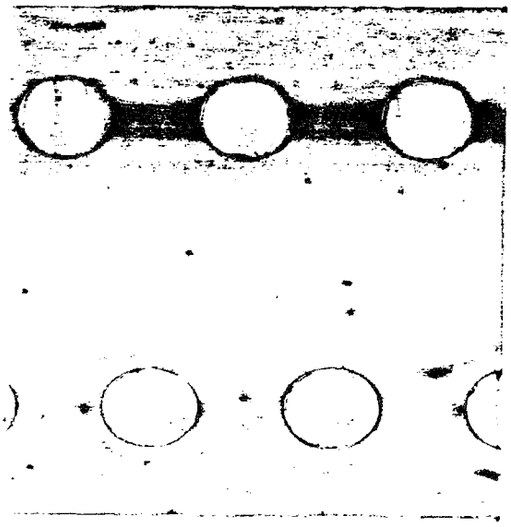
8. All matters shown on the recorded plan of record in Book 6200, page 284, Register's Office for Davidson County, Tennessee.

9. Notice of Completion of record in Book 6952, page 776, Register's Office for Davidson County, Tennessee.

88 07 02/22 0101 03CHECK 4510.90

OFFICIAL RECEIPT

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



RECEIVED OF _____

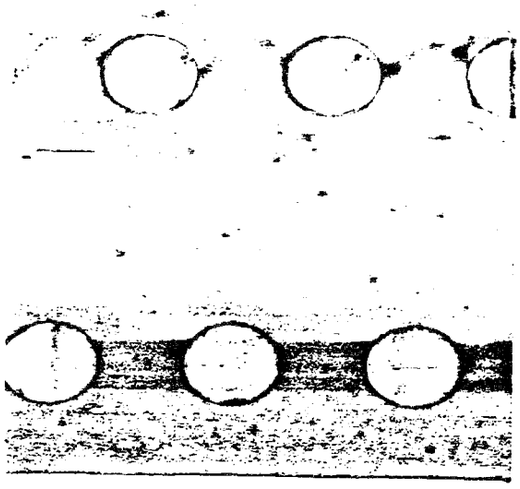
FOR _____

BOOK 8297 PAGE 173

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 1363000.00
				CON TX 4497.90
				PRFEE 1.00
				WDEED 12.00
				TOTAL 4510.90
				CHECK 4510.90
02/22/91	01			12:39 0001 8867

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



94553

IDENTIF. REFERENCE

FEB 22 12 39 PM '91

FELIX Z. WILSON REGISTER
DAVIDSON COUNTY TN.

No. 399123