Bk 36

BOOK 9183 PAGE 50

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

That, **TRUCKSTOPS CORPORATION OF AMERICA**, a Delaware corporation, with its principal office at 200 Public Square, Cleveland, Ohio 44114-2375 ("Grantor"), for One Million Four Hundred Fifty Thousand Two Hundred Dollars ($ 1,450,200.00) and other good and valuable consideration received to its full satisfaction of **TA OPERATING CORPORATION**, a Delaware corporation, whose tax mailing address is Park Avenue Plaza, 55 East 52nd Street, New York, New York 10055 ("Grantee"), does hereby grant, bargain, sell and convey unto Grantee, and its successors and assigns, as the case may be, that certain real property located at the intersection of I-65 & J. Robertson Parkway in the County of Davidson, and State of Tennessee, and being the same real property conveyed to Grantor by deeds recorded in Official Records Book 5256, Page 798, Official Records Book 5302, Pages 842, 846, 849 and 852, Official Records Book 5305, Page 564, Official Records Book 5357, Page 994 and Official Records Book 6335, Page 944 of the public records of said County, as more fully described in Exhibit "A" attached hereto and made a part hereof together with all easements and rights appurtenant thereto and all buildings, improvements, tanks and other fixtures thereon ("Real Property").

TO HAVE AND TO HOLD unto Grantee, and the successors and assigns of Grantee, as the case may be, forever subject, however, to: (i) real estate taxes and assessments, both general and special, not then due and payable; (ii) building and zoning ordinances, laws, regulations and restrictions by municipal or other governmental authorities, but only to the extent not in violation of any representation or warranty contained in that certain Asset Purchase Agreement dated as of July 22, 1993 between T.S. Network Corp., BP Exploration & Oil Inc. and Grantor; and (iii) any and all matters of record.

Grantor warrants and will defend its title to the Property against all lawful claims and demands made against said title by all persons claiming by, from, through or under Grantor, except as above noted.

Grantee's acceptance of the terms and provisions of this Deed shall be indicated by its recording of this Deed or its entry upon or use of the Real Property.

IN WITNESS WHEREOF, the parties have hereunto set their hands and corporate seals, by their duly authorized officers, effective as of the 9th day of December, 1993.

WITNESSES:

By: _____
Print: Robert J. Ress, Jr.

By: _____
Print: D. Frank Frisina

By: _____
Print: Robert J. Ress, Jr.

By: _____
Print: D. Frank Frisina

TRUCKSTOPS CORPORATION OF AMERICA

By: _____
E.P. Kuhn

Its: Vice Presidnet

Attest: _____
J. Shoda

Its: Assistant Secretary

APPROVED
AS TO FORM
AS TO FORM-SM

CORPORATE ACKNOWLEDGMENT

STATE OF OHIO)
) §:
COUNTY OF CUYAHOGA)

BEFORE ME, a Notary Public in and for said County, and State personally appeared the above-named **TRUCKSTOPS CORPORATION OF AMERICA** by E.P. Kuhn, its Vice President and J. Shoda, its Assistant Secretary, who are personally known to me and who acknowledged 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 9th day of December, 1993.

Fredda R Sharp
Notary Public

SEAL
FREDDA R. SHARP
Notary Public for State of Ohio
My Commission Expires October 14, 1997
STATE OF OHIO

I-65 & J. Robertson Parkway
Nashville, Tennessee
BP Site No. 01014

This instrument prepared by:

R.J. Ress, Jr., Esq.
Of Counsel
BP Exploration & Oil Inc.
200 Public Square
Cleveland, Ohio 44114

TRUCKSTOPS/SW001014/frs

First Civil District___
County of Davidson____
State of Tennessee____
Prior Deed Recorded at_
Vol. 5256 Pg. 798
Vol. 5302 Pg. 842
Vol. 5302 Pg. 846
Vol. 5302 Pg. 849
Vol. 5302 Pg. 852
Vol. 5305 Pg. 564
Vol. 5357 Pg. 994
Vol. 6335 Pg. 944
TA Site No. 01014

EXHIBIT "A"

Parcel I: Vol. 5256 Pg. 798

Being part of lots Nos. 1, 2, 3 and 76 and the westerly part of the alley north of lots Nos. 1, 2 and 3 in Shelby's First Addition to Edgefield, as of record in Book 12, page 524, said Register's Office, which said alley was closed by resolution No. 3177 passed December 26, 1928, by the Board of Public Works of the City of Nashville, also being part of lots Nos. 1 and 3 on plan No. 1 in the Second Division of the John Shelby Estate, as of record in Plan Book 1, page 63, Chancery Court at Nashville, described according to a copy of a survey thereof made August 21, 1929 by Erle Drake, County Surveyor, as follows:

Beginning at an iron pin on the easterly margin of north First Street, formerly the Whites Creek Pike, at the intersection of the northerly margin of the right-of-way of the L. & N. Spur Track; running thence northwardly with the easterly margin of North First Street 186.3 feet more or less, to the southwest corner of a lot conveyed by the Edgefield and Nashville Manufacturing Company to Joseph H. Peter and Company by deed in Book 437, page 368, said Register's Office; thence eastwardly with the southerly line of said lot 114 feet to an iron pin in the westerly margin of Trinity or Dump Street; thence southwardly with the westerly margin of said Street 55 feet to an iron pin in the northerly margin of the right-of-way of said L. & N. Spur Tract; thence in a southwesterly direction with the northerly margin of said right-of-way 172 feet to the beginning.

ALSO, being land in Davidson County, Tennessee, described as follows:
Beginning at a point 100 feet south of the intersection point in the eastern margin of line of Whites Creek Pike, now known as First Street, in formerly Edgefield, now the City of Nashville, County and State aforesaid, and the south line of margin of Sycamore Street, running thence south along the east marginal line of said Whites Creek Pike, now known as First Street in Edgefield, now East Nashville, 100 feet to a point in said east line; thence at parallel lines to said Sycamore Street, eastwardly 150 feet, more or less, to the west line of Trinity Pike or Street, thence northwardly with the west line of said Trinity Pike or Street 100 feet, more or less, to a point; and thence westwardly at parallel lines to Sycamore Street to the beginning point in the east line of said First Street.

Being part of the property conveyed to John E. Patton by deed from Margaret Ann Patton Warner and Sarah Patton Tate of record in Book 4753, page 1 and by Will of record in Will Book 106, page 317, Probate Court, Davidson County, Tennessee.

The above described properties are shown as Tax Map, No. 82-14, Parcel 73, on a survey dated January 26, 1978, by Barge, Waggoner, Sumner & Cannon, Inc., Engineers.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT "A" (Continued)

Parcel II: Volume 5302 Pg. 842

Being a tract of land in the First Civil District of Davidson County, Tennessee, bounded on the west by North First Street, on the north by Robert G. and Frances B. Swift, on the south by J. P. Alley, Mary Frances West and Virginia Louise Spain, and on the east by the Louisville and Nashville Railroad Company and more particularly described as follows:

Beginning at a concrete monument in the easterly margin of North First Street, said point being the southwesterly corner of Robert G. Swift's property; thence, with the common line with Swift, N 65° 38' E, 417.0 feet to an iron pin in the westerly margin of the Louisville and Nashville Railroad Company right-of-way; thence with said railroad right-of-way, S 16° 05' W, 187.69 feet to an iron pin; thence, S 64° 31' W, 340.66 feet to a point in the easterly margin of North First Street; thence, with said easterly margin, N 07° 30' W, 156.25 feet to the point of beginning. Containing 55,095 square feet or 1.26 acres, more or less.

Being the property conveyed to Martha White, Inc., by deed from Cohen E. Williams, Cohen T. Williams and Joe D. Williams, as of record in Book 4036, page 478, and Book 1631, page 271, R.O.D.C. and from Royal, Barry Cartor Mills, Inc., as of record in Book 1631, page 273, R.O.D.C.

Parcel, III: Volume 5302 Pg. 846

A tract of land in the 1st Civil District of Davidson County, Tennessee bounded on the north and west by the Louisville & Nashville Railroad, on the east by Interstate Highway 65 and on the south by property vested in Third National Bank in Nashville as Trustee and described partly by a survey dated January 26, 1978, by Barge, Waggoner, Sumner & Cannon, Inc., as follows:

BEGINNING at a point in the east right-of-way of Louisville and Nashville Railroad Dump Track and the south margin of Alley #255 now closed; thence on a curve to the right along the margin of the Louisville & Nashville Railroad right-of-way with a radius of 1178.27 feet, 334.37 feet to a point; thence North 50° 42' East 341.56 feet to the west right-of-way of Interstate Highway 65; thence with said right-of-way South 34° 47' East 314.43 feet to a point; thence South 65° 14' West 254.47 feet to a point; thence South 24° 38' East 16.23 feet to the north margin of the terminus of North Second Street and the south margin of Alley #255, now closed; thence South 65° 14' West 361.76 feet to the point of beginning.

Being the same property conveyed to Wayne Wallace, J. B. Wynn, and Thomas P. Wynn, as tenants in Common, by J. P. Alley, et al of record in Book 4297, page 58, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

Parcel IV: Volume 5302 Pg. 849

Parts of Lot 86 to 93 inclusive on the Plan of John Shelby's First Addition to Edgefield, now East Nashville, of record in Book 12, page 524, Register's Office for said County; and Plan Book 1, page 63-1/2, Chancery Court for said County and described partly by a survey dated January 26, 1978 by Barge, Waggoner, Sumner & Cannon, Inc., as follows:

BEGINNING at a point in the east right-of-way of Louisville & Nashville Railroad Dump Track and the northwest corner of property conveyed to E. B. Smith, Jr. by deed of record in Book 4238, page 937, said Register's Office; thence North 65° 14' East a distance of 426.42 feet to the west margin of North Second Street; thence North 24° 38' West a distance of 39.13 feet; thence with a curve to the left with a radius of 18.44 feet, a distance of 16.28 feet to a point; thence with a curve to the right, a radius of 50 feet, a distance of 117.67 feet to the southerly margin of Alley #255, now closed; thence with the southerly margin of said alley South 65° 14' West, a distance of 361.76 feet to a point in the east margin of Louisville & Nashville Railroad Dump Track; thence with the same on a curve to the left with a radius of 1,178.27 feet, a distance of 165 feet to the point of beginning.

Being a part of the property vested in Third National Bank in Nashville as Trustee by an instrument of record in Book 4960, page 595, said Register's Office.

Being the same property conveyed by J. P. Alley, et al, to J. B. Wynn, et al, Trustees, by deed of record in Book 4297, page 55, Register's Office for Davidson County, Tennessee, less the portion thereof

EXHIBIT "A" (Continued)

conveyed by said Trustees to Nashville Housing Authority by deed of record in Book 4304 p 455, said Register's office.

Parcel V: Volume 5302 Pg. 852

Being a tract of land in the First Civil District of Davidson County, Tennessee, bounded on the north by Wallace, Wynn and Wynn, on the south by a frontage road parallel to Main Street, on the east by North Second Street, and on the west by the Louisville and Nashville Railroad and being more particularly described as follows:

Beginning at a point on the northwesterly return of North Second Street and a frontage road parallel to Main Streeet; thence, along the northerly margin of said frontage road, S 69° 43' W, 164.61 feet to a point; thence, along a curve to the left, having a radius of 150 feet, a distance of 68.95 feet to a point; thence, S 43° 22' W, 14.90 feet to a point; thence, around a curve to the right, having a radius of 122 feet, a distance of 55.06 feet to a point; thence, S 69° 14' W, 42.98 feet to a point; thence, along a curve to the left, having a radius of 4,583.66 feet, a distance of 100.02 feet to a point; thence, along a curve to the left, having a radius of 881.47 feet, a distance of 85.00 feet to a point in the easterly margin of a 60-foot wide right-of-way of the Louisville and Nashville Railroad Company; thence along said right-of-way along a curve to the right, having a radius of 1,178.27 feet, a distance of 495.03 feet to a point in the common line with Wallace, Wynn and Wynn; thence, along said common line, N 65° 14' E, 426.42 feet to a point in the westerly margin of North Second Street; thence along said westerly margin, S 24° 38' E, 453.14 feet to a point in the northwesterly return of a frontage road parallel to Main Street; thence, with said return along a curve to the right, having a radius of 19 feet, a distance of 31.28 feet to the point of beginning. Containing 238.108 square feet or 5.47 acres, more or less.

Being part of the property conveyed to E. B. Smith, Jr., by deed from Walco National Corporation of record in Book 4653, page 444, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

Parcel VI: Volume 5305 Pg.564

Being a tract of land in the First Civil District of Davidson County Tennessee, lying south of the Louisville and Nashville Railroad Company main track to Louisville, north of James Robertson Parkway (Main Street), east of North First Street and west of Interstate Second Street Drive Ramp, being more particularly described as follows:

Beginning at a point in the northerly margin of a frontage road parallel to James Robertson Parkway (Main Street), said point being, North 62° 54' East, ninety-five and twelve hundredths (95.12) feet from the easterly margin of North First Street also being in the west line of the Grantor's sixty (60) foot railroad right of way; thence with the westerly margin of the sixty (60) foot railroad right of way along a curve to the right, having a radius of one thousand two hundred thirty-eight and twenty-seven hundredths (1,238.27) feet, a distance of fifty-two and five tenths

(52.5) feet to a point in the southerly margin of a twenty-five (25) foot railroad right of way; thence with said southerly margin, South 12° 41' West, sixty-seven and ninety-four hundredths (67.94) feet to a point in the northerly margin of the heretofore mentioned frontage road; thence with said frontage road, South 62° 54' West, thirty-four and fifty-nine hundredths (34.59) feet to a point in the northerly margin of the heretofore mentioned twenty-five (25) foot right of way; thence, with said right of way, North 12° 41' East, one hundred thirty-three and sixty-two hundredths (133.62) feet to a point in the westerly margin of the heretofore mentioned sixty (60) foot right of way; thence, with said sixty (60) foot right of way along a curve to the right, having a radius of one thousand two hundred thirty-eight and twenty-seven hundredths (1,238.27) feet, a distance of seven hundred twenty-five and fifty-three hundredths (725.53) feet to an iron pin; thence, North 16° 05' East, one hundred eighty-seven and sixty-nine hundredths (187.69) feet to an iron pin; thence North 27° 33' East, seventy-five (75.00) feet to an iron pin; thence, North 18° 41' West, sixty-six and seventeen hundredths (66.17) feet to an iron pin, said point being southwardly ninety (90) feet from the Louisville and Nashville Railroad's main track to Louisville; thence, parallel to and ninety (90) feet from said main track, North 64° 49' East, four hundred twenty-four and eighty-seven hundredths (424.87) feet to an iron pin in the westerly right of way of Interstate Highway 65; thence, with said Interstate Highway 65 right of way, South 08° 15' West, one hundred thirty-nine and eighty-eight hundredths (139.88) feet to a concrete monument; thence North 34° 47' West, forty-nine and sixty hundredths (49.60) feet to a point; thence, South 50° 42' West, three hundred forty-one and fifty-six hundredths (341.56) feet to a point; thence with the easterly margin of the heretofore mentioned sixty (60)

foot wide right of way, along a curve to the left, having a radius of one thousand one hundred seventy-eight and twenty-seven hundredths (1,178.27) feet, a distance of nine hundred ninety-four and forty hundredths (994.40) feet to a point in the northerly margin of the heretofore mentioned frontage road; thence, with the northerly margin of said frontage road, South 64° 04' West, sixty and one hundredth (60.01) feet to the point of beginning, containing 109,956 square feet, or 2.52 acres, more or less, and being a part of the same property conveyed to the Grantor by C. F. Sharpe, by deed dated November 15, 1898, recorded in Book 16, Page 23, by George F. Martin by deed dated July 22, 1858, recorded in Book 189, Page 242, by P. D. Phelan, et al, by court degree dated February 9, 1889, recorded in Book 181, Page 186, and by Edgefield Manufacturing Company, et al, by deed dated May 9, 1889, recorded in Book 127, Page 15, all in the Register's Office, Davidson County, Tennessee.

The Grantor hereby also remises, releases, and forever quit claims unto the Grantee all its interest, if any, in and to the two twenty (20) foot wide strips of land lying on both sides of a portion of the above described land conveyed to the Grantee, and as shown on Barge, Waggoner, Sumner and Cannon, Inc. survey dated January 26, 1978, File No. 6573

Parcel VII:

Volume 5357 Pg. 994

Being part of Lot No. 2 of the Plan of Shelby's First Addition to Edgefield, now East Nashville, as of record in Book 12, page 524, Register's Office for said County, also being part of Lot No. 1 on Plan No. 1 in the Second Division of the John Shelby Estate, as of record in Plan Book 1, Page 63, Chancery Court at Nashville described on a 1/26/78 survey by Barge, Waggoner, Sumner & Cannon, Inc. as follows:

Begin at the present northwest corner of the intersection of Frontage Rd. & L&N's dump tract R.O.W., thence with the westerly margin of said right-of-way northwardly 52.50 feet to the southeasterly right-of-way line of the L. & N. Spur Track; thence with said right-of-way southwestwardly 67.94 feet to the northerly margin of Frontage Rd.; thence with said road eastwardly 38.00 feet to the point of beginning.

Being part of the same property conveyed to Lamar Advertising Associates of Tennessee, a limited partnership, by deed from R. T. National Corporation, of record in Book 4576, Page 758, R.O.D.C.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

EXHIBIT "A" (Continued)

Parcel VIII: Volume 6335 Pg. 944

Being a tract of land in the First Civil District of Davidson County, Tennessee, bounded on the west by North First Street, on the east by the Louisville and Nashville Railroad, on the north by Martha White, Inc., and on the south by Patton, and more particularly described as follows:

Beginning at a point in the easterly margin of North First Street, said point being N. 22° 56' W, 263.2 feet northerly from the northerly margin of a frontage road paralleling Main Street; thence, with the easterly margin of North First Street, N. 22° 56' W, 385.50 feet to a point; thence, continuing with said easterly margin N. 7° 30' W, 112.69 feet to an iron pin at the common corner with Martha White, Inc.; thence with the common line with Martha White, Inc., N. 64° 31' E, 340.66 feet to an iron pin in a 60-foot wide Louisville and Nashville Railroad easement; thence, with said 60-foot easement along a curve to the left, having a radius of 1238.27 feet, a distance of 566.43 feet to an iron pin at the common corner with Patton; thence, with the common line with Patton S 65° 14' W, 125.44 feet to the point of beginning. Containing 108,717 square feet or 2.50 acres, more or less.

This conveyance is subject to

(1) A 45-foot Sewer Easement and (2) An unrecorded Easement for a 108-inch brick combination sewer downstream of the 45-foot Sewer Easement shown in (1) Above.

RECORDERS MEMO
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BOOK 9188 PAGE 58

STATE OF NEW YORK]
COUNTY OF NEW YORK]

The actual consideration or value whichever is greater, for this transfer is $ 1,450,200.00

Affiant

Subscribed and sworn to before me, this the 9th day of December, 1993.

NOTARY PUBLIC
My commission expires:

IRENE M. FARRELL
Notary Public, State of New York
No. 41-4911055
Qualified in Queens County
Commission Expires November 2, 1995

97165

IDENTIFICATION REFERENCE

93 DEC 15 PM 4:15

REGISTER
DAVIDSON COUNTY, TN.

4493 12/15 0101 03CHGD

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9183 PAGE 59

CO CONVEYANCE	CC CERTIFIED COPY	MISC - MISCELLANEOUS
MO MORTGAGE	REL RELEASE	CO Tx - STATE TAX CONVEY
WD WARRANTY DEED	UCC UNIFORM COMMERCIAL CODE	MO Tx - STATE TAX MORT
TD TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CHRT	
				1450200.00
			CON TX	5365.74
			PRFEE	1.00
			WDEED	36.00
			TOTAL	5402.74
			CHECK	5402.74

12/15/93 01 16:16 0001 4497

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

97165
IDENTIF. & REFERENCE

93 DEC 15 PM 4:15
FELIX Z. WILSON, II, REGISTER
DAVIDSON COUNTY, TN.

No. 734488