BOKSCA
DRH

This Instrument prepared by:
Stokes & Bartholomew, P.A.
424 Church Street Suite 2800
Nashville, Tennessee 37219

BK 10323 460

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Thermogas Company 1717 South Boulder Tulsa, Oklahoma 74119	Same	Map 183 Parcel 169

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **INTERCHANGE CITY ASSOCIATES, LTD., L.P.**, a Tennessee limited partnership, (the "**Grantor**"), has bargained and sold, and by these presents does transfer and convey unto **THERMOGAS COMPANY**, a Delaware corporation (the "**Grantee**"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows:

See EXHIBIT A attached hereto and incorporated herein by this reference.

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

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially 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 the Grantor, but not further or otherwise.

97 JAN 17 PM 4:15
DAVIDSON COUNTY, TN.

0265231
IDENTIFICATION REFERENCE

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 17th day of January, 1997.

INTERCHANGE CITY ASSOCIATES, LTD., L.P.

BY: AFPC EQUITY INVESTORS, LTD.,
GENERAL PARTNER

BY: _____
W. Gerald Ezell,
General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, W. GERALD EZELL, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is a GENERAL PARTNER of AFPC EQUITY INVESTORS, LTD., a Tennessee limited partnership, the general partner of Grantor and is authorized by AFPC EQUITY INVESTORS, LTD., as general partner of Grantor to execute this instrument on behalf of the Grantor.

Witness my hand, at office, this 17th day of January, 1997.

_____
Notary Public

My Commission Expires:
9/23/2000

STATE OF Tennessee)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $95,000.00.

_____
Affiant

Subscribed and sworn to before me this 17th day of January, 1997.

_____
Notary Public

My Commission Expires:
9/23/2000

K:\REALEST\INTERCHA CTY\THERMOG A\DEED

EXHIBIT A

Land in the Second Civil District of Davidson County, Tennessee, being Lot No. 1 as shown on the Final Subdivision Plat, Tract 210-A, Interchange City, of record in Book 9700, page 311, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete and accurate legal description of said lot.

Being part of the same property conveyed to Interchange City Associates, Ltd., a Tennessee limited partnership, by deed from McDowell Development Corporation, a Tennessee corporation, as of record in Book 6381, Page 227, Register's Office for Davidson County, Tennessee. Interchange City Associates, Ltd. being now known as Interchange City Associates, Ltd., L.P.

EXHIBIT B

BK/10323PG463

1. Real estate taxes for 1997, a lien, but not yet due and payable, which have been prorated between the parties and shall be paid by Grantee.

2. Colonial Pipeline Company easement of record in Book 3616, page 439, Register's Office for Davidson County, Tennessee.

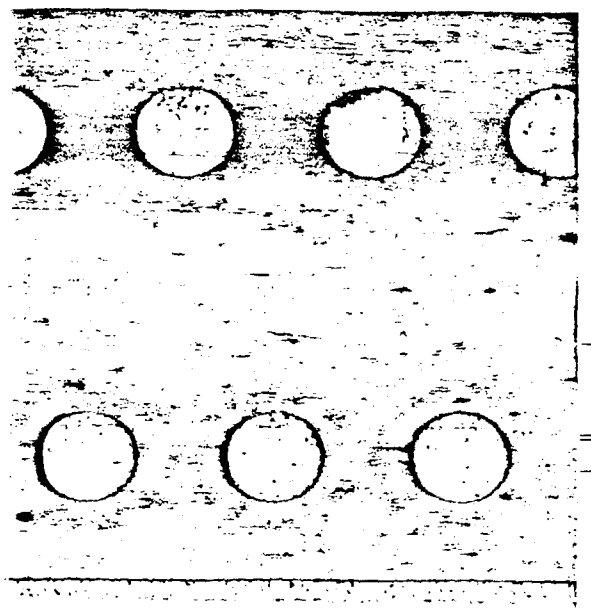
3. Sewer and water easement to First Suburban Water Utility of Davidson County, Tennessee (Radnor Water District) of record in Book 4699, page 585, Register's Office for Davidson County, Tennessee.

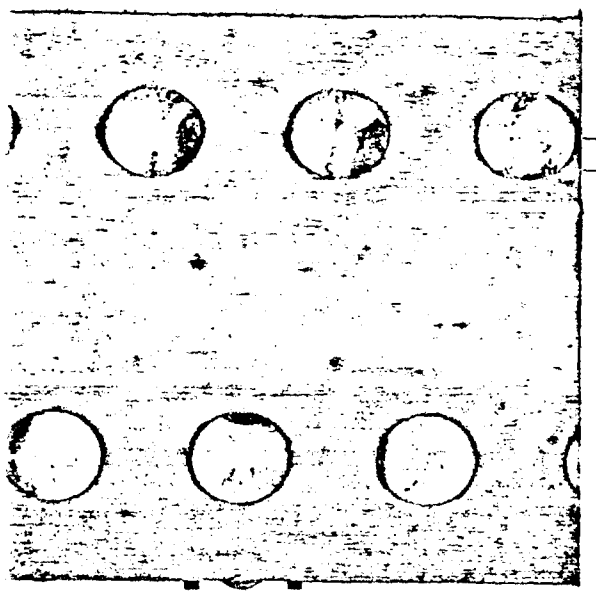
4. Restrictive Covenants contained in instrument of record in Book 4673, page 508, Register's Office for Davidson County, Tennessee.

5. Matters shown on the Final Subdivision Plat, Tract 210-A, Interchange City, of record in Book 9700, page 311, Register's Office for Davidson County, Tennessee.

6. Matters shown on the ALTA/ACSM Land Title Survey, dated November 4, 1996, prepared by John O. Spry, Registered Land Surveyor No. 727, Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Job No. 84-095, and Surveyor's Report, dated December 18, 1996.

5956 01/17 0101 03CHECK 368.50





OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

Book 10323 PG 464

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

CAMT 95000.00
CON TX 351.50
PRFEE 1.00
WDEED 16.00
TOTAL 368.50
CHECK 368.50

01/17/97 01 16:18 0001 5956

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0265231
IDENTIF. # REFERENCE

97 JAN 17 PM 4:15
REGISTER
DAVIDSON COUNTY, TN.

No. 1108451