0373077

IDENTIFICATION REFERENCE

THIS DOCUMENT PREPARED BY:
R. Reed King, Esq.
BP Exploration & Oil Inc.
200 Public Square
Cleveland, Ohio 44114-2375

MAIL RECORDED DOCUMENT TO:
Gail Dolin, Vice President
Commonwealth Land Title
Insurance Company
Bond Court Office Building
1300 East 9th Street
Suite 1201
Cleveland, Ohio 44114

97 NOV 24 PM 2:59

REGISTER
DAVIDSON COUNTY, TN.

BOOK 10895 PG 340

1792 11/24 0101 03CHECK 713.50

Name and Address of Property Owner and Person Responsible for Payment of Taxes: BP Exploration & Oil Inc., c/o Arthur Anderson LLP, Property Tax Department, Energy Business Center, 15990 N. Barkers Landing, Houston, TX 77079.

QUIT-CLAIM DEED
AND LEASE TERMINATION

KNOW ALL MEN BY THESE PRESENTS:

That **SERVICE STATION HOLDINGS INC.** (formerly Service Station Realty Inc.), a Delaware corporation, the Grantor, with an address of 200 Public Square, Cleveland, Ohio 44114, Attn: Real Estate Department, for the sum of One Hundred Eighty Five Thousand ---------- Dollars ($ 185,000.00) and other good and valuable consideration received to its full satisfaction of **BP EXPLORATION & OIL INC.**, an Ohio corporation, the Grantee, whose tax mailing address is c/o Arthur Anderson LLP, Property Tax Department, Energy Business Center, 15990 N. Barkers Landing, Houston, TX 77079, does hereby bargain, sell, remise, release, quit-claim and convey unto the said Grantee, its successors and assigns forever, all such right, title and interest as it, the said Grantor, has in and to that certain piece or parcel of land more fully described in Exhibit "A" attached hereto and made a part hereof, together with all such right, title and interest as said Grantor has in and to all buildings, structures and other improvements located thereon.

TO HAVE AND TO HOLD the premises aforesaid, with all rights, easements, privileges and appurtenances thereunto belonging, to the said Grantee, its successors and assigns, forever, effective as of November 1, 1997 ("Effective Date").

Grantee hereby accepts title to the premises aforesaid as of the Effective Date. In addition, the Lease between Grantor and Grantee for the premises aforesaid (which Lease is referenced in

Exhibit "B" attached hereto and made a part hereof) is hereby terminated effective as of the Effective Date.

Service Station Realty Inc. merged into Service Station Holdings Inc. on December 31, 1990.

IN WITNESS WHEREOF, SERVICE STATION HOLDINGS INC. and BP EXPLORATION & OIL INC. have set their respective hands and corporate seals, by their respective duly authorized representatives, this 3rd day of November, 1997.

WITNESSES:

SERVICE STATION HOLDINGS INC.

By: _____
Print: Ann M. Wachter

By: _____
Print: Sharon Dietz

By: _____ P. W. Brasse
Its: Manager, Real Estate
BP Oil Company, Division of
BP Exploration & Oil Inc.

By: _____
Print: Ann M. Wachter

By: _____
Print: Sharon Dietz

Attest: _____ J. Shoda
Its: Assistant Secretary

SERVICE STATION HOLDINGS INC. CORPORATE SEAL 1986 DELAWARE

WITNESSES:

BP EXPLORATION & OIL INC.

By: _____
Print: Sonia Vallorz

By: _____
Print: Cecilia Martaus

By: _____ K. M. Sweda
Its: Manager, Real Estate
Outsourcing

By: _____
Print: Sonia Vallorz

By: _____
Print: Cecilia Martaus

Attest: _____ J. Shoda
Its: Assistant Secretary

BP EXPLORATION & OIL INC. CORPORATE SEAL 1950 OHIO

TN

CORPORATE ACKNOWLEDGMENT

BOOK 10695 PG 342

STATE OF OHIO)
) §:
COUNTY OF CUYAHOGA)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared P. W. Brasse and J. Shoda, with whom I am personally acquainted, and who upon oath, acknowledged themselves, respectively, to be the Manager, Real Estate, BP Oil Company, Division of BP Exploration & Oil Inc., and Assistant Secretary of **SERVICE STATION HOLDINGS INC.**, the within named grantor, a Delaware corporation, and that they, as such representatives, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such representatives.

WITNESS my hand and official seal at office in Cuyahoga County, Ohio this 3rd day of November, 1997.

My Commission Expires:

BARBARA A. TILLINGHAST
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 5, 2000

Barbara A. Tillinghast
Notary Public

CORPORATE ACKNOWLEDGMENT

STATE OF OHIO)
) §:
COUNTY OF CUYAHOGA)

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared K. M. Sweda and J. Shoda, with whom I am personally acquainted, and who upon oath, acknowledged themselves, respectively, to be the Manager, Real Estate Outsourcing, and Assistant Secretary of **BP EXPLORATION & OIL INC.**, the within named grantee, an Ohio corporation, and that they, as such representatives, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such representatives.

WITNESS my hand and official seal at office in Cuyahoga County, Ohio this 3rd day of November, 1997.

My Commission Expires:

BARBARA A. TILLINGHAST
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 5, 2000

Barbara A. Tillinghast
Notary Public

TN

OATH OF CONSIDERATION

BOOK 10695 PG 343

STATE OF OHIO)
) §:
COUNTY OF CUYAHOGA)

We, the undersigned Grantor and Grantee of the foregoing deed, first being duly sworn, hereby make oath that the consideration reflected in this deed is the actual consideration paid for the property in the amount of $185,000.00.

SERVICE STATION HOLDINGS INC.

By: P. W. Brasse
P. W. Brasse

Its: Manager, Real Estate
BP Oil Company, Division of
BP Exploration & Oil Inc.

BP EXPLORATION & OIL INC.

By: K. M. Sweda
K. M. Sweda

Its: Manager, Real Estate
Outsourcing

Sworn to before me this 3rd
day of November, 1997.

Barbara A. Tillinghast (L.S.)
NOTARY PUBLIC
My Commission Expires:

BARBARA A. TILLINGHAST
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 5, 2000

STATE OF OHIO NOTARIAL SEAL

rk.sshddtn.doc/c

TN
24444

BOOK 10895 PG 344

Intersection: DICKERSON & OLD HICKORY
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24444

Prior Deed Recorded in:
Book 7987, Page 866

EXHIBIT A

Land in the 10th Civil District of Davidson County, Tennessee, being part of Lot No. 3 on the Plan of the Subdivision of the K. J. Morris Lands, of record in Book 57, page 49, Register's Office for said County, more particularly described as follows:

Beginning at an iron pin in the intersection of the western right of way margin of Dickerson Pike (U S 41) and the southern right of way margin of Old Hickory Boulevard, said pin being located at the end of the radius return on U S 41; thence with the right of way of U S 41 along a curve to the left with a radius of 5770.0 feet, a distance of 144.03 feet; thence leaving said right of way N 79° 04' W 200.0 feet to a concrete monument; thence N 16° 52' E 200.0 feet to a concrete monument in the south margin of the right of way of Old Hickory Boulevard; thence with said right of way in an easterly direction along a curve to the left on a radius of 2895.00 feet, a distance of 10.58 feet; thence S 78° 47' 46" E 132.55 feet to an iron pin; thence with a curve to the right, having a radius of 50.00 feet, 84.11 feet to the beginning, said tract containing 0.86 Acres, more or less.

Intersection: DICKERSON & OLD HICKORY
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24444

EXHIBIT A (continued)

BEING the same property conveyed to Service Station Holdings Inc. by that certain deed from BP Oil Company dated June 30, 1989 and recorded November 20, 1989 in Book 7987, Page 866.

LESS AND EXCEPT any portion of the property used for public right-of-way.

Intersection: DICKERSON & OLD HICKORY, SWC
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24444

BOOK 10695 PG 346

EXHIBIT B

Memorandum of Lease

Lessor: Service Station Holdings Inc.
(successor in interest to Service Station Realty Inc.)

Lessee: BP Exploration & Oil Inc.
(formerly known as BP Oil Company)

Dated: September 15, 1989

Recorded: November 20, 1989

Book: 7987

Page: 985

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

RECEIVED OF _____

FOR _____

BOOK 10695 PG 347

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 185000.00
CON TX 684.50
PRFEE 1.00
MISC 28.00
TOTAL 713.50
CHECK 713.50

11/24/97 01 15:03 0001 1792

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1224347