21.00
198100

0381090

IDENTIF. & REFERENCE MAIL ENV.

97 DEC 17 AM 10:49

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

BOOK 10724 PG 408

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

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 Four Hundred Thousand One Dollars ($400,001.00) 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
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 CORPORATE SEAL 1950 OHIO

TN

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 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 10724 PG 411

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 $400,001.00.

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 24391

BOOK 10724 PG 412

Intersection: I-65 & TWO MILE PARKWAY, SEQ
City, State: GOODLETTSVILLE, TN
County: DAVIDSON
Site No.: 24391

Prior Deed Recorded in:
Book 7987, Page 916
Tax Parcel No. 026-13-023.00

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 9 and part of Lot No. 8 on the Plan of G.T. Moore's Subdivision, as of record in Book 547, page 184, Register's Office for said County, described according to a survey made by Hickerson & Pleasant Engineers Co., dated July 6, 1966, and revised August 33, 1966, as follows:

BEGINNING in the westerly margin of Goodlettsville (Two Mile) Pike, at an iron pin at the southeast ccorner of Lot No. 9; thence along the line of Lot No. 9 south 67° 12' 20" west 200 feet to an iron pin; thence along an old tree row and fence line, north 18° 34' west 201.7 feet to an iron pin; the northwest corner of Lot No. 8; thence with the northerly line of said lot, north 68° 13' 20" east 167 feet to an iron pin in the proposed new right-of-way of said Pike; thence along said right-of-way, south 18° 35' 40" east 57.8 feet to an iron pin; thence north 71° 24' 20" east 33 feet to an iron pin in the margin of Goodlettsville (Two Mile) Pike; thence with said Pike, south 18° 26' 40" east 138.5 feet to the beginning.

INCLUDED IN THE ABOVE DESCRIPTION BUT EXPRESSLY EXCLUDED THEREFROM IS THE FOLLOWING PROPERTY:

A strip of tract of land in the 10th Councilmanic District of Metropolitan Government of Nashville and Davidson County, Tennessee, being part of Lot Nos. 8 and 9 on the Plan of G.T. Moore's Subdivision, as of record in Book 547, page 184, Register's Office for Davidson County, Tennessee, and more particularly described as follows:

BEGINNING at the present westerly margin of Two Mile Pike at an iron pin at the southeast corner of Lot No. 9; thence along the line of Lot No. 9 south 67° 12' 20" west 5 feet to a point on the new relocated westerly margin of Two Mile Pike; thence north 18° 35' 40" west 138.8 feet along the new relocated westerly margin of Two Mile Pike, the same being parallel to and 5 feet from the present westerly margin of Two Mile Pike, to a point; thence north 71° 24' 20" east 5 feet to a point on the present westerly margin of Two Mile Pike; thence south 18° 26' 40" east 138.5 feet along the present westerly margin of Two Mile Pike to the point of beginning and containing 693 square feet.

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 916.

BOOK 10724 PG 413

Intersection: I-65 & TWO MILE PARKWAY, SEQ
City, State: GOODLETTSVILLE, TN
County: DAVIDSON
Site No.: 24391

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)

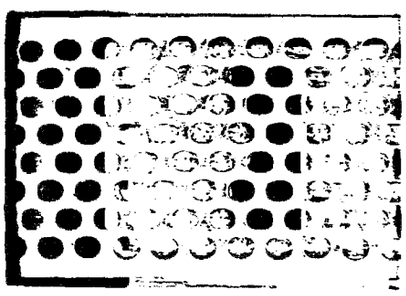
Dated: September 15, 1989

Recorded: November 20, 1989

Book: 7987

Page: 947

2185 12/17 0101 03CHECK 1505.01



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

RECEIVED OF _____

FOR _____

BOOK 10724 PG 414

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

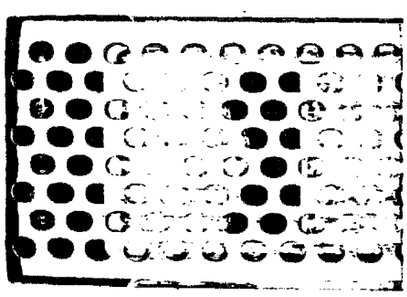
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
400000.00
ERR CO
CAMT
400000.00-
CAMT
400000.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

ERR CO
CAMT
400000.00-
CAMT
400001.00
CON TX 1480.01
PRFEE 1.00
MISC 24.00
TOTAL 1505.01
CHECK 1505.01

12/17/97 01 10:52 0001 2185



0381090
IDENTIF. A REFERENCE

97 DEC 17 AM 10:49
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1232938