32.00
542.13

0381092

IDENTIF. # REFERENCE

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

MAIL ENV 97 DEC 17 AM 10:52
FELIX [illegible] REGISTER
DA[illegible] COUNTY, TN.

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

BOOK 10724 PG 422

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 Forty Six Two Hundred Fifty Thousand Dollars ($146,250.00) 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: _____
Print: Sonia Vallorz

By: _____
Print: Cecilia Martaus

By: _____
K. M. Sweda

Its: Manager, Real Estate
Outsourcing

Attest: _____
J. Shoda

Its: Assistant Secretary

BP EXPLORATION & OIL INC. 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

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

Notary Public

TN

OATH OF CONSIDERATION

BOOK 10724 PG 425

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 $146,250.00.

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 24436

BOOK 10724 PG 426

Intersection: CENTENNIAL & 29TH
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24436

Prior Deed Recorded in:
Book 7987, Page 894

EXHIBIT A

TRACT I:

LAND in Davidson County, Tennessee, within the corporate limits of the City of Nashville, described according to a survey prepared by Hickerson, Adams & Johnson Consulting Engineers, Inc., dated January 7, 1963 as follows:

BEGINNING at an iron pin at the southeast corner of Centennial Boulevard and 29th Avenue North and proceeding thence with the south margin of the right-of-way of Centennial Boulevard north 76° 00' east 150 feet to an iron pin in the west margin of an alley (being the first alley east of 29th Avenue North); thence with the west margin of said alley south 13° 47' east 64.6 feet to the northeast corner of the property of Alonzo Welch and wife, Georgia Welch, as conveyed to them by deed of record in Book 655, page 139, Register's Office for Davidson County, Tennessee; thence with the north line of the said Welch property south 76° 00' west 150 feet to a point in the east margin of 29th Avenue North, said point being the northwest corner of the said Welch property; thence along the east right-of-way of 29th Avenue North, north 13° 47' west 64.6 feet to the point of beginning.

BEING the same property conveyed to Gulf Oil Corporation, a Pennsylvania corporation by deed from Roy Miller and wife, Georgia Miller of record in Book 3531, page 384, Register's Office for Davidson County, Tennessee.

TRACT II:

LAND in Davidson County, Tennessee, within the corporate limits of the City of Nashville, described according to a survey prepared by Hickerson, Adams & Johnson Consulting Engineers, Inc., dated January 7, 1963, as follows:

BEGINNING at a point in the east margin of the right-of-way of 29th Avenue North, said point being the southwest corner of that certain property conveyed to Alonzo Welch and wife, Georgia Welch by deed of record in Book 655, page 139, Register's Office for Davidson County, Tennessee, said point being also south 13° 47' east 97.6 feet from the southeast corner of the intersection of 29th Avenue North and Centennial Boulevard, as measured along the east right-of-way of 29th Avenue North, and proceeding thence with the south boundary of the said Welch property north 76° 00' east 150 feet to a point in an alley (being the first alley east of 29th Avenue North); thence with the west margin of said alley south 13° 47' east 32.4 feet to an iron pin located at the northeast corner of the Stephen Frierson property; thence with Frierson's north line south 76° 00' west 150 feet to an iron pin in the east margin of the right-of-way of 29th Avenue North, being the northwest corner

Intersection: CENTENNIAL & 29TH
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24436

EXHIBIT A (continued)

of the said Frierson property; thence with the east right-of-way of 29th Avenue North, north 13° 47' west 32.4 feet to the point of beginning.

BEING the same property conveyed to Gulf Oil Corporation, a Pennsylvania corporation by deed from Elnora White of record in Book 3531, page 388, Register's Office for Davidson County, Tennessee.

TRACT III:

LAND in Davidson County, Tennessee, within the corporate limits of the City of Nashville, described according to a survey prepared by Hickerson, Adams & Johnson Consulting Engineers, Inc., dated January 7, 1963, as follows:

Parcel No. 1:

Beginning at a point in the east margin of the right-of-way of 29th Avenue North, said point being south 13° 47' east 64.0 feet from the southeast corner of 29th Avenue North and Centennial Boulevard measured along the east right-of-way of 29th Avenue North and proceeding thence north 76° 00' east 150 feet to a point in an alley (being the first alley east of 29th Avenue North); thence with the west margin of said alley south 13° 47' east 0.6 feet to the northeast corner of that certain property conveyed to Alonzo Welch and wife, Georgia May Welch by deed of record in Book 655, page 139, said Register's Office; thence with the north line of said Welch property south 76° 00' west 150 feet to a point in the east margin of 29th Avenue North, said point being the northwest corner of the said Welch property; thence along the east right-of-way of 29th Avenue North, north 13° 47' west 0.6 feet to the point of beginning.

Parcel No. 2:

Beginning at a point in the east margin of the right-of-way of 29th Avenue North, said point being the northwest corner of that certain property conveyed to Elnora White by deed of record in Book1179, page 271, said Register's Office, said point being also south 13° 47' east 97.6 feet from the southeast corner of the intersection of 29th Avenue North and Centennial Boulevard, as measured along the east right-of-way of 29th Avenue North, and proceeding thence north 76° 00' east 150 feet to a point in an alley (being the first alley east of 29th Avenue North), said point also being the northeast corner of the Elnora White property; thence with the west margin of said alley south 13° 47' east 0.9 feet to

Intersection: CENTENNIAL & 29TH
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24436

EXHIBIT A (continued)

a point in the west margin of said alley; thence east 76° 00' west 150 feet to a point in the east margin of the right-of-way of 29th Avenue North; thence with the east right-of-way of 29th Avenue North, north 13° 47' west 0.9 feet to the point of beginning.

BEING the same property conveyed to Gulf Oil Corporation, a Pennsylvania corporation by deed from Georgia May Welch, widow of Alonzo Welch, deceased, of record in Book 3531, page 373, Register's Office for Davidson County, Tennessee.

TRACT IV:

LAND in Davidson County, Tennessee, within the corporate limits of the City of Nashville, described according to a survey prepared by Hickerson, Adams & Johnson Consulting Engineers, Inc., dated January 7, 1963, as follows:

BEGINNING at a point in the east margin of the right-of-way of 29th Avenue North, said point being the southwest corner of that certain property conveyed to Roy Miller and wife by deed of record in Book 1191, page 32, Register's Office for Davidson County, Tennessee, said point being also south 13° 47' east 64.6 feet from the southeast corner of 29th Avenue North and Centennial Boulevard, measured along the east right-of-way of 29th Avenue North and proceeding thence along the south boundary of the said Roy Miller and wife property north 76° 00' east 150 feet to a point in an alley (being the first alley east of 29th Avenue North); thence with the west margin of said alley south 13° 47' east 33 feet to the northeast corner of that certain property conveyed to Elnora White by deed of record in Book 1179, page 271, said Register's Office; thence with the north line of the said property of Elnora White south 76° 00' west 150 feet to a point in the east margin of 29th Avenue North, said point being the northwest corner of the Elnora White property; thence with the east right-ofway of 29th Avenue North, north 13° 47' west 33 feet to the point of beginning.

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 894.

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

BOOK 10724 PG 429

Intersection: CENTENNIAL & TWENTY-NINTH, SEC
City, State: NASHVILLE, TN
County: DAVIDSON
Site No.: 24436

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)

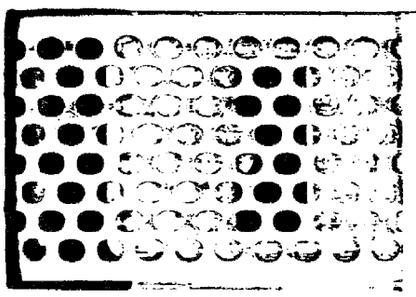
Dated: September 15, 1989

Recorded: November 20, 1989

Book: 7987

Page: 962

2187 12/17 0101 03CHECK 574.13



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

RECEIVED OF _____

FOR _____

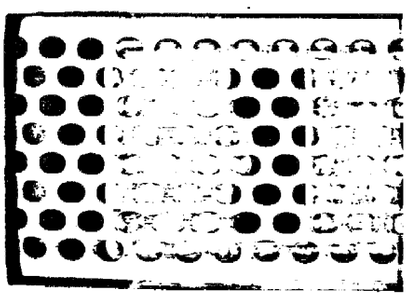
BOOK 10724 PG 430

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	
	146250.00
CON TX	541.13
PRFEE	1.00
MISC	32.00
TOTAL	574.13
CHECK	574.13

12/17/97 01 10:53 0001 2187

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0381092
IDENTIF. & REFERENCE

C 17 AM 10:52
REGISTER
DAVIDSON COUNTY, TN.

No. 1232940