PREPARED BY:
Phillips Petroleum Co.
P.O. Box 1967
Houston, TX 77251

Box 49

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

BOOK 10903 PG 271

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 ($10.00) Dollars, and other good and valuable consideration, receipt of all of which is hereby acknowledged, Phillips Petroleum Company, a Delaware corporation ("Grantor"), has this day bargained and sold, and does hereby transfer and convey unto Welton Investments, LLC, a Tennessee limited liability company ("Grantee"), certain real property in Davidson County, Tennessee, described on Exhibit "A" attached hereto.

TO HAVE AND TO HOLD the said real property together with all appurtenances and hereditaments thereunto belonging or in any wise appertaining to Grantee, its successors and assigns, forever.

Grantor covenants and binds itself and its successors to warrant specially and forever defend the title to said real estate to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through, or under Grantor (other than claims arising out of matters set forth on Exhibit "B"), but not further or otherwise.

IN WITNESS WHEREOF, Grantor executed this instrument as of the 24th day of April, 1998, but effective as of April 27, 1998.

PHILLIPS PETROLEUM COMPANY
"Grantor"

By: _____
George F. Patterson
Attorney-in-Fact

RJS/4

0430498
IDENTIF. & REFERENCE

98 APR 28 AM 10:29
DAVIDSON COUNTY, TN.

BOOK 10903 PG 272

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 2,400,000.00.

STUART JONES NOTARY AT LARGE STATE OF TENNESSEE

Affiant

SUBSCRIBED AND SWORN to before me, this 27 day of April, 1998.

My Commission Expires Sept 26, 1998

My Commission expires

Notary Public

STATE OF TEXAS §
COUNTY OF HARRIS §

Personally appeared before me VIVIAN Y. BRIGHT, a Notary Public for the State and County aforesaid, George F. Patterson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is an Attorney-in-Fact of Phillips Petroleum Company, and is authorized by said corporation to execute this instrument on its behalf.

Witness my hand and office this 24th day of April, 1998.

Vivian Y. Bright
Notary Public

My Commission expires:
6-6-98

NOTARY PUBLIC STATE OF TEXAS
VIVIAN Y. BRIGHT
Notary Public, State of Texas
My Commission Expires 6-06-98

EXHIBIT "A"

Tract 1: 197 Haywood Lane, Nashville, Tennessee, being legally described as follows:

A part of Phillips "66" Petroleum Company property as of record in Deed Book 3709, page 405, Register's Office Davidson County, Tennessee.

Beginning at an iron pipe at the northeast corner of Lot 1 in Phillips "66" Park and the southerly margin of Haywood Lane; thence leaving said southerly margin of Haywood Lane South 02° 17' West, 163.33 feet to a concrete monument at the southeast corner of Lot 1; thence South 79° 46' 16" West, 200.00 feet to an iron pin at the southwest corner of Lot 1 and the easterly margin of Ezell Road; thence in a northerly direction along the easterly margin of Ezell Road and with a curve having a radius of 620.00 feet, 146.58 feet to a concrete monument; thence with said margin North 03° 19' East, 51.33 feet to a concrete monument; thence in a northeasterly direction and along a curve having a radius of 25.00 feet, 39.27 feet to a concrete monument in a southerly margin of Haywood Lane; thence with said southerly margin South 86° 41' East, 132.82 feet to a concrete monument; thence with said margin South 74° 05' East, 52.18 feet to the point of beginning.

Being the same property conveyed to Phillips 66 Company, a Delaware corporation, by Deed filed of record in Book 7843, page 844, Register's Office for Davidson County, Tennessee.

Tract 2: 7395 Old Harding Road, Nashville, Tennessee, being legally described as follows:

Lying in the 9th Civil District of Bellevue, Davidson County, described according to a copy of a survey thereof made January 22, 1965, Barge, Waggoner and Sumner, Inc., Engineers, as follows:

Beginning at an iron spike in the center line of Old Harding Pike, 147.00 feet East from the East ROW of the Louisville & Nashville Railroad, being the northwest corner of this tract and the northeast corner of the Depot Lot at Bellevue, Tennessee; thence with the center of said Old Harding Pike, North 49° East 171.57 feet to a point in the northwest corner of the tract that was conveyed to Aline Forehand Ethridge; thence along said Ethridge's West line, South 55° 29' East a distance of 269.11 feet to the North line of the property that was conveyed to Willie M. Fussell by deed of record in Book 1302, page 89, Register's Office for Davidson County, Tennessee; thence along Fussell's northerly line and along the northerly line of the property that was conveyed to Earl Carter and wife, by deed of record in Book 2158, page 99, said Register's Office thence South 46° 16' West 170.66 feet to an iron pin which is 35.00 feet northeasterly from the center line of the Pavement as existing of Bellevue Road; thence South 13° 16' West 19.20 feet to an iron pin in the northeasterly margin of said Bellevue Road; thence with the margin of the same, North 40° 35' West 30.91 feet to an iron pin, the P.C. of a curve; thence with said curve, in a

northwesterly direction, having a radius of 306.50 feet, a tangent of 39.54 feet, a distance of 78.64 feet; thence North 55° 17' West a distance of 176.63 feet to the point of beginning.

Being the same property conveyed to Phillips 66 Company, a Delaware corporation, by Deed filed of record in Book 7843, page 844, Register's Office for Davidson County, Tennessee.

Tract 3: 6940 Charlotte Pike, Nashville, Tennessee, being legally described as follows:

Beginning at a concrete R.O.W. monument, as established by the State Highway Department, on the northerly right of way line of Charlotte Pike (U.S. Highway 70N), said monument being 1877.00 feet, more or less, east of the easterly margin of River Road; thence South 68° 39' West, a distance of 301.80 feet, to an iron pin, said pin being the point of beginning of the following described property; thence North 68° 39' East, a distance of 200.00 feet to a point; thence North 21° 21' West. a distance of 165.00 feet to a point; thence South 68° 39' West, a distance of 219.30 feet to a point; thence South 23° 43' East, a distance of 52.13 feet to an iron pin; thence South 29° 59' East, a distance of 114.20 feet to an iron pin, said pin also being the point of beginning of the above described parcel.

Property situated in the 8th Civil District of Davidson County, Tennessee, together with an easement for sewage disposal field and ingress and egress thereto for maintenance, repair and servicing of same over and across the following described property being a Parcel 52 on Property Map 102 filed with the Metropolitan Government of Nashville, Davidson County, described as follows, to-wit:

Property situated in the 8th Civil District of Davidson County, Tennessee, more particularly described as follows:

Beginning at a concrete R.O.W. monument, as established by the State Highway Department, on the northerly R.O.W. line of Charlotte Pike (U.S. Highway 70N), said monument being 1877.00 feet, more or less, East of the easterly margin of River Road; thence North 34° 22' East, a distance of 124.50 feet; thence North 34° 39' West, a distance of 97.48 feet; thence South 68° 39' West, a distance of 181.82 feet; thence South 21° 21' East, a distance of 165.00 feet, to a point of the northerly R.O.W. line of Charlotte Pike (U.S. Highway 70N); thence along said R.O.W. North 68° 39' East, a distance of 101.38 feet to a concrete R.O.W. monument, said monument being the point of beginning of above described easement.

Being the same property conveyed to Phillips 66 Company, a Delaware corporation, by Deed filed of record in Book 7843, page 844, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. 1998 Taxes, a lien, which are not yet due and payable. (All Tracts)

2. All matters shown on Plat recorded in Book 3842, page 209, Register's Office for Davidson County, Tennessee. (Tract 1)

3. Survey Number 208-0598, revised 04/08/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

   (a) Power pole and power line within southerly boundary of subject property. (Tract 2)

   ALL as more particularly shown on said survey.

4. All matters shown on Plat recorded in Book 6050, page 27, Register's Office for Davidson County, Tennessee. (Tract 3)

5. Survey Number 208-0698, revised 04/08/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

   (a) 100 year flood plain as shown. (Tract 3).

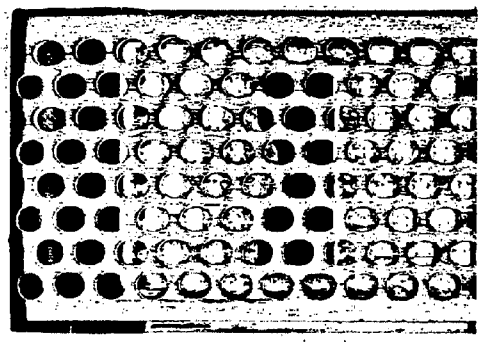
   All as more particularly shown on said survey.

6. All other matters relating to Tracts 1-3 filed of record in Davidson County, Tennessee.

Address of New Owner
and send Tax Bills to:
Welton Investments, LLC
1740 Ed Temple Blvd.
Nashville Tn 37208

Tax Map and Parcels:
148-10-137
142-66.01
102-61

9402 04/28 0101 03CHECK 8901.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

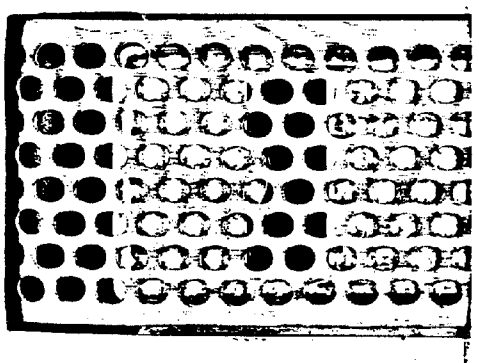
FOR _____

BOOK 10903 PG 276

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 2400000.00	
			CON TX 8880.00	
			PRFEE 1.00	
			WDEED 20.00	
			TOTAL 8901.00	
			CHECK 8901.00	
		04/28/98	01 10:31 0001 9402	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



043098
IDENTIF. & REFERENCE

98 APR 28 AM 10:29
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1285501