Prepared By
Phillips Petroleum
P.O. Box 1967
Houston, TX
77251

Box 49

SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS:

BOOK 10903 PG 288

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 C & H Properties, 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 23rd day of April, 1998, but effective as of April 27, 1998.

PHILLIPS PETROLEUM COMPANY
"Grantor"

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

0430500
IDENTIF. & REFERENCE

98 APR 28 AM 10:30
REGISTER'S OFFICE
DAVIDSON COUNTY, TN.

BOOK 10903 PG 289

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 2,600,000.00

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 Dianne Hall, 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 23rd day of April, 1998.

Dianne Hall
Notary Public

My Commission expires:
5-9-99

NOTARY PUBLIC STATE OF TEXAS
DIANNE HALL
Notary Public, State of Texas
My Commission Expires 5-09-99

EXHIBIT "A"

Tract 1: 3100 Dickerson Road, Nashville, Tennessee, being legally described as follows:

A small tract of land in the 12th Civil District of Davidson County, Tennessee, being designated as Tract No. 1 on an unrecorded survey made May 15, 1962, by James L. Murphy, Jr., being the Subdivision of the W.J. Hailey property by Suburban Properties, Inc., and described as follows:

Beginning at a point in the North right of way of Ewing Lane said point being located 55.03 feet from the intersection of the West right of way of Dickerson Road; thence North 81° 57' West 69.97 feet to a point; thence North 02° 24' West 165.57 feet to a point; thence South 83° 59' East 125.00 feet to the West margin of Dickerson Road; thence following the West right of way of Dickerson Road South 02° 31' West 114.97 feet to a point; beginning a curve. This curve has a delta of 95° 32', a radius of 49.96 feet, a tangent of 55.03 and a length of 83.30 feet. The deeded boundary follows this curve 83.30 feet to the point of beginning. This description is according to the survey by James L. Murphy, Jr. & Company, dated May 15, 1962.

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: 801 Briley Parkway, Nashville, Tennessee, being legally described as follows:

Land in Davidson County, Tennessee, being Lots 239 and 240 on the Plan of Bel-Air Subdivision, Section 2, of record in Book 2900, pages 29 to 32, inclusive, Register's Office for said County, and described according to a survey by Emergy L. Miller, Jr., Surveyor, dated January 23, 1964 as follows:

Beginning at concrete monument in the southerly margin of Karen Drive, opposite a turn in Dabbs Avenue; thence along the margin of Karen Drive, easterly 34.00 feet to a concrete monument, continuing with said Drive, easterly 63.00 feet to a concrete monument, continuing with said Drive, easterly 13.50 feet to a concrete monument at the beginning of a curve; thence around said curve, southeasterly 31.00 feet to a concrete monument in the West margin of what is shown on said Plan as the proposed McGavock Pike, likewise known as Briley Parkway; thence with the margin of said Parkway southerly 91.20 feet (95.2 feet by actual measurement) to a concrete monument; thence westerly 20.00 feet to a concrete monument; thence southerly 44.50 feet to an iron pin at the common corner of Lots 236 and 239; thence with the line between said Lots, westerly 155.0 feet to the East margin of Dabbs Avenue; thence with the margin of said Dabbs

Avenue, northerly 147.00 feet to a concrete monument at the beginning of a curve; thence around said curve northeasterly 31.40 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: 2400 Lebanon Road, Nashville, Tennessee, being legally described as follows:

A part of Lot No. 6 on the plan of R.D. Stanford Subdivision, Davidson County, Tennessee, and being further described as follows:

Beginning at the northeast corner of Lebanon Road and Fairways Drive; thence with a northerly line of Lebanon Road North 79° 0' East 150.00 feet to a point; thence North 07° 28' West 146.70 feet to a point; thence South 80° 12' West, a distance of 150.00 feet to a point in the East line of Fairways Drive; thence with the East line of Fairways Drive South 07° 25' East, a distance of 150.00 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 4: #27310 - 500 Hickory Hills Boulevard, being legally described as follows:

Land in Davidson County, Tennessee, being Lot No. 1, on the Plan of Section Two, Hickory Hills Subdivision, as shown on plat of record in Plat Book 6200, page 111, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to Phillips 66 Company, a Delaware corporation, by Deed filed of record in Book 6950, page 566, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

1. 1998 Taxes, a lien, which are not yet due and payable.

2. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 5795, page 203, Register's Office for Davidson County, Tennessee. (Tract 1)

3. 15' minimum building setback line as set forth in Book 3674, page 249, Register's Office for Davidson County, Tennessee. (Tract 2)

4. Easement(s) to Southern Bell Telephone, as set forth in instrument recorded in Book 3964, page 901, Register's Office for Davidson County, Tennessee. (Tract 3)

5. Easement(s) to Jerry Franklin Agee, as set forth in instrument recorded in Book 4259, page 353, Register's Office for Davidson County, Tennessee. (Tract 3)

6. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 7843, page 844, Register's Office for Davidson County, Tennessee. (Tract 3)

7. ALL matters shown on Plat recorded in Book 6200, page 111, Register's Office for Davidson County, Tennessee. (Tract 4)

8. Survey Number 208-0298, revised 04/08/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

   (a) 100 year flood elevation as shown. (Tract 1)

   ALL as more particularly shown on said survey.

9. Survey Number 208-0498, revised 04/15/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

   (a) Overhead utility line crossing the southwesterly corner. (Tract 2)

   ALL as more particularly shown on said survey.

10. Survey Number 208-0798, revised 04/08/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

    (a) Power pole and overhead line in northeast corner.
    (b) Gas line crossing southerly portion of the subject property. (Tract 3)

    ALL as more particularly shown on said survey.

11. Survey Number 208-0898, revised 04/08/98, prepared by Wamble & Associates, PLLC, Surveyors, indicates the following:

    (a) Power lines crossing the easterly portion of the subject property.
    (b) 8" sewer line crossing the southerly portion of the subject property. (Tract 4)

    ALL as more particularly shown on said survey.

12. All other matters relating to Tracts 1-4 filed of record in Davidson County, Tennessee.

Address of New Owners
and send tax bills to:
C & H Properties, [redacted] LLC
1503-B Memorial Blvd
Springfield, Tn. 37172

Tax Map and Parcels:
60-8-4
107-6-8
95-3-124
40-148

9404 04/28 01:01 03CHECK 9645.00

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10903 PG 294

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
2600000.00
CON TX 9620.00
PRFEE 1.00
WDEED 24.00
TOTAL 9645.00
CHECK 9645.00
04/28/98 01 10:32 0001 9404

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0430500
IDENTIF. # REFERENCE

98 APR 28 AM 10:30
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY TN.

No.1285503