0472052 Box 49 (2)

IDENTIF. # REFERENCE

98 AUG -6 PM 3:06

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

BOOK 11056 PAGE 172

OWNER/RESPONSIBLE TAXPAYER
AND MAIL DEED TO:

TAX Parcel # 163-84

NTW Incorporated
c/o Sears, Roebuckk and Co.
3333 Beverly Road, Dept. 824 RE
Hoffman Estates, Illinois 60179
Tax I.D. No.: 54-0926506

THIS INSTRUMENT PREPARED BY:

Paul D. Boppart
SHOOK, HARDY & BACON L.L.P.
1200 Main Street
Kansas City, Missouri 64105

SPECIAL WARRANTY DEED

THIS INDENTURE made this 28th day of July, 1998, between **PARTS AMERICA, INC.** (f/k/a Tire and Auto Holdings, Inc.), a Delaware corporation of the County of Jackson and State of Missouri ("**First Party**") and **NTW INCORPORATED,** a Delaware corporation of the County of Cook and State of Illinois ("**Second Party**").

0485929.01
[FIPS # 6825]
Tennessee

40162-GR

WITNESSETH:

THAT SAID FIRST PARTY, for and in consideration of the sum of Seven Hundred Sixty-two Thousand Six Hundred Fifty-one and no/100 Dollars ($762,651.00), to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property being in the County of Davidson, State of Tennessee, described as follows:

See Exhibit "A" attached hereto and incorporated herein by reference

THIS CONVEYANCE is made subject to any and all applicable restrictions, easements and building setback lines as are shown in the records of the Davidson County Register's Office.

TO HAVE AND TO HOLD the aforesaid premises unto the Second Party, its successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, with the exception of the ~~1~~998 taxes, and any and all other matters herein recited.

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, its successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise and except as may be set forth above.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF, the First Party has caused this instrument to be executed the day and year first above written.

PARTS AMERICA, INC.

By: _____
Donald S. Shaffer
President

STATE OF MISSOURI)
) SS:
COUNTY OF JACKSON)

PERSONALLY appeared before me, the undersigned authority, a Notary Public in and for said County and State, Donald S. Shaffer, with whom I am personally acquainted, and who acknowledged himself to be the President of **PARTS AMERICA, INC.,** a Delaware corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and official seal at office ~~in Cook County, Illinois~~ Jackson County, Missouri, this 28th day of July, 1998.

Christine A. McGinnis
Notary Public
Typed Name: Christine A. McGinnis

My Commission Expires:

CHRISTINE A. MCGINNIS
Notary Public - Notary Seal
STATE OF MISSOURI
Buchanan County
My Commission Expires June 17, 2001

[NOTARIAL SEAL]

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $762,651.00.

PARTS AMERICA, INC.

By: _____
Donald S. Shaffer
President

Subscribed and sworn to before me this 28th day of July, 1998.

Christine A. McGinnis
Notary Public

My Commission Expires:

CHRISTINE A. MCGINNIS
Notary Public - Notary Seal
STATE OF MISSOURI
Buchanan County
My Commission Expires June 17, 2001

[NOTARIAL SEAL]

0485929.01
[FIPS # 6825]
Tennessee

Map: 163
Parcel: 84

EXHIBIT A

TRACT I

Being a parcel of land situated in Nashville, Davidson County, Tennessee, and being more particularly described by metes and bounds as follows:

Beginning at an iron pin in the southerly margin of Hickory Hollow Parkway. Said point being the northwest corner of the Jack Collins property and the northeast corner of the property herein described;

Thence, with Collins westerly line, S 38°35'03" W, for a distance of 218.44 feet to a point;

Thence, S 38°05'37" W, for a distance of 82.82 feet to an iron pin in the CSX railroad right-of-way;

Thence, 50 foot south of and parallel to the centerline of the CSX railroad right-of-way, N 58°18'50" W, for a distance of 319.44 feet to an iron pin;

Thence, N 31°47'56" E for a distance of 299.57 feet to an iron pin in the southerly margin of Hickory Hollow Parkway;

Thence, along said road, S 58°14'55" E for a distance of 354.33 feet to the point of beginning.

Said parcel being the same property conveyed to Ruth S. Gaulden and Husband, Charles F. Gaulden, by deed recorded in Book 7881, page 260, R.O.D.C. Tennessee.

Included in the above description is a parcel of land 50 feet in width and lying 50 feet north of the centerline of the CSX railroad, said parcel being more particularly described by metes and bounds as follows;

Beginning at a point situated in the easterly line of the aforedescribed Gaulden property, said point being S 38°35'03" W, a distance of 149.14 feet from the southerly margin of Hickory Hollow Parkway;

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

Thence, continuing along Gaulden's easterly line, S 38°35'03" W for a distance of 50.36 feet to a point;

Thence, parallel to and 50 feet north of the centerline of the CSX railroad right-of-way, N 58°18'50" W, for a distance of 330.76 feet to a point;

Thence, along Gaulden's westerly line, N 31°47'56" E, for a distance of 50.00 feet to a point;

Thence, S 58°18'50" E, for a distance of 336.71 feet to the point of beginning.

Being the same property conveyed to Scruggs Homebuilders, Inc. of record in Book 7962, Page 755, R.O.D.C., Tennessee.

Also included in the parcel first described above is a portion of Charter railroad right-of-way.

Being the same property conveyed to TIRE AND AUTO HOLDINGS, INC., A DELAWARE CORPORATION, by deed from RUTH S. GAULDEN AND CHARLES F. GAULDEN, of record in Book 8206, page 382, Register's Office for Davidson County, Tennessee. (Tract I)

TRACT II

BEING a parcel of land situated in Nashville, Davidson County, Tennessee, and being a portion of the land conveyed to Frances Dale et vir by Deed as recorded in Deed Book 7881, page 266, of the R.O.D.C., Tennessee, and being more particularly described by metes and bounds as follows:

Beginning at a point, said point being situated in the northern margin of the CSX railroad at the southeast corner of the land conveyed to Frances Dale et vir, and the southwest corner of the land conveyed to Ruth S. Gaulden et vir by Deed as recorded in Deed Book 7881, page 260, of the R.O.D.C., Tennessee;

Thence, with said railroad, N 58°18'50" W, a distance of 195.00 feet to a point;

Thence, severing the Frances Dale property, N 57°47'13" E, a distance of 195.00 feet to a point;

Thence, S 53°02'17" E, a distance of 110.00 feet to a point in the western boundry of the lands of Ruth S. Gaulden et vir;

Thence, with said Gaulden boundry, S 31°47'56" W, a distance of 165.00 feet to the point of beginning and containing 0.599 acres of land more or less.

Created by Cross Easement Agreement by and among FRANCES S. DALE AND HUSBAND, GEORGE P. DALE, RUTH S. GAULDEN AND HUSBAND, CHARLES F. GAULDEN AND TIRE AND AUTO HOLDINGS, INC., A DELAWARE CORPORATION of record in Book 8206, page 373, Register's Office for Davidson County, Tennessee, SAID TIRE AND HOLDINGS, INC. HAVING CHANGED THEIR NAME TO PARTS AMERICA INC.

3809 08/06 0101 03CHECK 2846.81

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

RECEIVED OF _____

FOR _____

BOOK 11056 PAGE 178

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 762651.00
				CON TX 2821.81
				PRFEE 1.00
				WDEED 24.00
				CFEE 2.00
				TOTAL 2848.81
				CHECK 2848.81
			08/06/98 01	15:07 0001 3809

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0472052
IDENTIF. # REFERENCE

98 AUG -6 PM 3:06

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1329388