BOOK 11254 PAGE 280

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
MSA Investors, LLC c/o Charles W. Hawkins 706 Church Street Suite 200 Nashville, Tennessee 37203	NEW OWNER	105-15-6
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (BW) P.O. Box 198062, Nashville, Tennessee 37219		

SPECIAL WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, **MID-STATE AUTOMOTIVE DISTRIBUTORS, INC.**, a Tennessee corporation ("**Grantor**"), has bargained and sold, and hereby transfers and conveys to **MSA INVESTORS, LLC**, a Tennessee limited liability company ("**Grantee**"), Grantee's successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "**Property**").

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to Grantee, Grantee's successors and assigns, forever.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for subsequent years.

2. Easement(s) to Metropolitan Government of Nashville and Davidson County, Tennessee, as set forth in instrument recorded in Book 4463, page 725, Register's Office for Davidson County, Tennessee.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,300,000.00

Charles W. Hawkins III
Affiant

Subscribed and sworn to before me this 15th day of December, 1998.

Barbara S. Williams
Notary Public
My Commission Expires:

BARBARA S. WILLIAMS
Notary Public, Davidson Co. TN
My Comm. Expires May 30, 1999

0529822.01
063958-047 12/15/1998

3. Easements for single spur railroad track for a roadbed 16 feet in width, not to exceed 36 feet in width at any point, granted in Book 1488, page 265, and referred to in Book 1630, page 293, Register's Office for Davidson County, Tennessee.

4. Rights, if any, of the L&N Railroad under a Charter Right-of-Way.

5. Rights of teants in possession as "Tenants Only" under unrecorded billboard leases with Outdoor Systems and The Lamar Corporation.

6. Public Utility Easement(s) as set forth in instrument recorded in Book 1630, page 293, Register's Office for Davidson County, Tennessee.

Grantor covenants with Grantee that the Property is free from all encumbrances made by Grantor, except as may be set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by through or under Grantor.

Executed this 15th day of December, 1998.

MID-STATE AUTOMOTIVE DISTRIBUTORS, INC.

By: Michael W Taylor

Michael W. Taylor
Chief Financial Officer

This is improved property, known as 492 Craighead Street, Nashville, Tennessee 37204.

0525868

IDENTIF. & REFERENCE

98 DEC 15 PM 4:29

REGISTER
DAVIDSON COUNTY, TN.

1200 12/15 0101 03CHECK 8533.00

0529822.01
063958-047 12/15/1998

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, BARBARA S. WILLIAMS, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared MICHAEL W. TAYLOR, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be Chief Financial Officer of Mid-State Automotive Distributors, Inc., the within named bargainor, a corporation, and that he as such Chief Financial Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chief Financial Officer.

Witness my hand and seal, at office in Nashville, Tennessee, this the 15th day of December, 1998.

Barbara S. Williams
NOTARY PUBLIC

BARBARA S. WILLIAMS
Notary Public, Davidson Co. TN
My Comm. Expires May 30, 1999

My Commission expires:

BARBARA S. WILLIAMS NOTARY PUBLIC LARGE DAVIDSON COUNTY, TN.

EXHIBIT A

[LEGAL DESCRIPTION]

Land in the 6th Civil District of Davidson County, Tennessee, being part of Lot No. 1 on the Plan of the Lands of W.W. Berry, as of record in Book 421, page 26, Register's Office for Davidson County, Tennessee, and described according to a copy of a survey thereof made by Barge, Waggoner, Sumner & Cannon, Engineers, dated March 15, 1972, as follows:

BEGINNING at the northeasterly intersection of Craighead Avenue, and the L. & N. Railroad right-of-way; thence along said Railroad right of way, and with a slight curve to the left having a radius of 8,627.42 feet and a central angle of 4 degrees 21 minutes 21 seconds a length of 655.84 feet and a chord bearing and distance of North 04 degrees 40 minutes 56 seconds West 655.74 feet to a point in the southwest corner of the tract of land conveyed to the United States of America by deed of record in Book 1629, page 351, Register's Office; thence along the south line of said tract, North 82 degrees 40 minutes East 287.8 feet to a point in the line of the property conveyed to The Nashville Housing Authority (Vince Hill Project), by deed of record in Book 1181, page 84, Register's Office; thence with the line of the said Nashville Housing Authority property, and along a fence South 85 degrees 04 minutes 36 seconds East 105.04 feet to an existing fence post in the westerly line of the land conveyed to National Life & Accident Insurance Company by deed of record in Book 1785, page 337, Register's Office; thence along the westerly line of the said National Life & Accident Insurance Company property, South 04 degrees 55 minutes 55 seconds East 521.87 feet to a point which is North 04 degrees 55 minutes 55 seconds West 21 feet from an existing concrete monument and being at the northeast corner of the property that was conveyed to W.E. Lunn and wife by deed of record in Book 1972, page 429, Register's Office; thence along Lunn's north line, South 85 degrees 11 minutes 16 seconds West 100 feet to a point; thence South 05 degrees 04 minutes 44 seconds East 190.68 feet to a point in the northerly right of way of Craighead Avenue, as now widened, being Lunn's southwest corner; thence along the north right of way of Craighead Avenue, as widened, North 83 degrees 56 minutes 24 seconds West 300.96 feet to the point of beginning, containing 5.80 acres, more or less.

Being the same property conveyed to Mid-State Automotive Distributors, Inc. by deed of record in Book 8101, page 6, and Book 8101, page 12, Register's Office for Davidson County, Tennessee.

Appurtenant Easements:

Easement #1:

Created by instrument of record in Book 1488, page 265, Register's Office for Davidson County, Tennessee, and described as follows: An easement for a roadway running from the southwest corner of the tract herein described to Craighead Avenue, across the land immediately south of the land hereinabove described, which land is likewise owned by the said James E. Malone, and which easement is for roadway purposes and is described as follows:

Beginning at a point in the southerly margin of Craighead Avenue, 400 feet east of the easterly line of the Louisville & Nashville Railroad; thence North 5 degrees 25 minutes West 200 feet to the most southwesterly corner of the land above described; thence South 53 degrees 21 minutes East to a point; thence southerly parallel to and 50 feet distant from the westerly line, to a point in the north margin of Craighead Avenue; thence with the margin of the same North 84 degrees 18 minutes West 60 feet to the beginning.

Easement #2:

Created by instrument of record in Book 1488, page 265, Register's Office for Davidson County, Tennessee, and described as follows: An easement for roadway purposes across the northwest corner of the tract of 9.149 acres, 30 feet in width running easterly along the north line or near the north line of said tract 9.149 acres from the land of said James E. Malone lying west of the tract of 9.149 acres to an unnamed 27-foot roadway which is shown on the plan of the Defense Housing Project, Tennessee No. 40011, the west line of said roadway, being located in the north line of the property of James E. Malone herein being conveyed to General Shoe Corporation and 400 feet east of the Louisville & Nashville Railroad, said easement for roadway purposes 30 feet in width being reserved to the said James E. Malone for the use and benefit of his heirs and assigns, and being a permanent easement for roadway purposes, the center line of the south terminus of the said roadway being located approximately 95.7 feet east of the northwest corner of the tract of 9.149 acres herein conveyed.

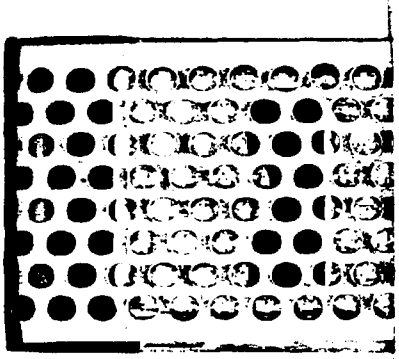
Easement #3:

Created by instrument of record in Book 1585, page 598, Register's Office for Davidson County, Tennessee, and described as follows: Beginning at an iron pin, the northeast corner of the land above described and running with the north line of the land above described, westerly 30.04 feet to a point and southerly 22.64 feet at an angle 86 degrees 52 minutes to the beginning of a curve; thence around said curve southeasterly, said curve having a radius of 30 feet as taken from a point 21 feet south of the iron pin at the northeast corner of the land above described, a total distance around said curve being 25.95 feet, and continuing southeasterly 22.5 feet to the east line of the tract above described; thence with the east line of same north 5 degrees 18 minutes 37.5 feet to an iron pin and north 8 degrees 52 minutes 21 feet to the beginning.

Together with the privilege of erecting or building any retaining walls on said reserved strip (easement) to properly hold a road bed.

Easement #4:

Created by instrument of record in Book 1629, page 351, Register's Office for Davidson County, Tennessee, and described as follows: An easement for the installation and use of spur railroad tracks upon a strip of said parcel 10 feet wide and 60 feet long bounded on the west by the Louisville and Nashville right-of-way property which is the western boundary of the parcel (fee tract) herein conveyed.



OFFICIAL RECEIPT

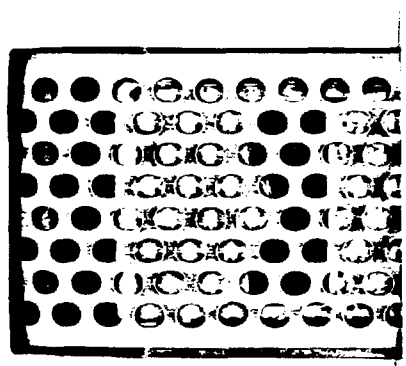
BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11254 PAGE 285

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE



0525868
IDENTIF. # REFERENCE

98 DEC 15 PM 4:29

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

				CAMT
				2300000.00
				CON TX 8510.00
				PRFEE 1.00
				WDEED 20.00
				CFEE 2.00
				TOTAL 8533.00
				CHECK 8533.00
12/15/98	01	16:29	0001	1200

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1400660