Box 48B

FILE NO. 98 1009

This instrument prepared by:
J. M. Little
J. M. Little & Associates, P.C.
5718 Westheimer, Suite 1840
Houston, Texas 77057

WARRANTY DEED

BOOK 11310 PAGE 712

Address New Owner(s) as follows:	Send Tax Bill To:	Map Parcel Numbers
(NAME) SUNCOR OF TENNESSEE, L.P.	(NAME) SAME	Map 72-2
(STREET ADDRESS) 20701 Kingsland Blvd. Suite 106A Katy Texas 77450 (City) (State) (Zip)	(STREET ADDRESS) SAME (City) (State) (Zip)	Parcel 147.1

FOR AND IN CONSIDERATIOON of the sum of Ten dollars and no/100 ($10.00), cash in hand paid by the Grantee(s) and other good and valuable consideration accepted as cash, the receipt and sufficiency of which is hereby acknowledged, CLARK AND SON, INC., A TENNESSEE CORPORATION, has this day bargained and sold, and does hereby transfer and convey unto the said SUNCOR OF TENNESSEE, L.P., A TENNESSEE LIMITED PARTNERSHIP, the Grantee herein, its successors and assigns, certain real estate in Davidson County, Tennessee as follows:

SEE EXHIBIT "A" ATTACHED

but reserving unto the Grantor title and ownership of (i) all underground storage tanks; and (ii) hydrocarbon/pollution monitoring equipment and wells which may be located upon the real property. The underground storage tanks will be removed by the Grantor and the hydrocarbon/pollution monitoring equipment and wells will be removed by the Grantor.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
Subscribed and sworn to before me this the 25th day of January 1999

The actual consideration or value whichever is greater, for this transfer is $ 715,000.00

Affiant

Laura Notes
Notary Public

My Commission Expires: Jan. 27, 2001

This is unimproved ( ) property, known as 3500 Gallatin Pike Nashville, Tennessee
improved (x) (House Number) (Street) (P.O. Address) (City or Town)

TO HAVE AND TO HOLD said real estate with the appurtenance, estate, title and interest thereto belonging, to the Grantess their (successors), heirs and assigns, forever I covenant that I am lawfully seized and possessed of said

real estate in fee simple, have a good right to convey it, and that the same is unencumbered, except for those encumbrances set forth hereinafter.

We further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to said real estate to said Grantees, their (successors), heirs and assigns, against the lawful claims of all persons.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness my hand this 23rd day of January 1999, the corporate party, if any, having used its name to be signed hereto by its duly authorized officers on said day and date.

CLARK AND SON, INC.

by: Timothy W. Clark
Name: Timothy W. Clark
Title: President.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Timothy W. Clark, President of Clark and Son, Inc., the within named bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained and in the capacity stated.

Witness my hand and official seal at Nashville, Tn. this 23rd day of January 1999.

Notary Public

My Commission Expires: 9/29/2001

ENCUMBRANCES:

1. Taxes for 1999 and subsequent years not yet due and payable.

2. Easement to Metro Government recorded at Book 4292, Page 54, Register's Office for Davidson County, Tennessee.

EXHIBIT "A"

Land in Davidson County, Tennessee, and more particularly described according to a survey by Arrowhead Survey dated 4/16/98 as follows:

Beginning at a chiseled "X" found in the sidewalk, said "X" being at the intersection of the northerly right of way of Greenfield Avenue and the easterly right of way of Gallatin Pike (U.S. Highway 31E); thence leaving Greenfield Avenue and with said right of way of Gallatin Pike, N 28 deg. 44' 00" E, 220.04' to an iron pin found at the southwesterly corner of The Kroger Company as recorded in Deed Book 7089, page 75, Register's Office for Davidson County, Tennessee; thence leaving Gallatin Pike and with The Kroger Company, S 82 deg. 14' 01" E, 213.61' to an iron pin set at the northwesterly corner of Richard and Marcia Shaffer as recorded in Deed Book 9355, page 547, R.O.D.C.; thence leaving The Kroger Company and with Shaffer, S 28 deg. 49' 01" W, 110.01' to an iron pin found at the northeasterly corner of Wanda Miller as recorded in Deed Book 6648, page 302, R.O.D.C.; thence leaving Shaffer and with Miller the following calls: N 82 deg. 15' 11" W, 59.98' to an iron pin found at the northwesterly corner of Miller; S 22 deg. 36' 18" W, 106.17' to an iron pin found at the southwesterly corner of Miller and on the northerly right of way of Greenfield Avenue; thence leaving Miller and with said right of way of Greenfield Avenue, N 82 deg. 17' 12" W, 165.66' to the point of beginning. Containing 0.88 acres, more or less.

Being the same property conveyed to Clark & Son, Inc., a Tennessee corporation, by Special Warranty Deed of record in Book 9773, page 418, Register's Office for Davidson County, Tennessee.

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

0540722
IDENTIF. ↑ REFERENCE

99 JAN 26 AM 8:58

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT# 2660-50 CK 01/26 01:01 03CHECK 8669

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11310 PAGE 715

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

CAM1

	715000.00
CON TX	2645.50
PRFEE	1.00
WDEED	12.00
CFEE	2.00
TOTAL	2660.50
CHECK	2660.50

01/26/99 01 08:57 0001 6998

0540722
IDENTIF. ↑ REFERENCE

99 JAN 26 AM 8:58

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1416407