Box 36

Prepared by:
Elaine B. Thomason, Esq.
12700 Northborough
Houston TX 77067

Address of New Owner and Send Tax Bills to:

Cracker Barrel Old Country Store
P.O. Box 787
Hartman Drive
Lebanon TN 37088-0787

Map/Parcel
163-178.00
163-161.00

Davidson County DEEDWARR
Recvd: 09/25/00 09:18 5pgs
Fees:23.00 Taxes:740.00
20000925-0094482

SPECIAL WARRANTY DEED

THIS IS A DEED dated July 26, 2000, effective 9/21/2000 by **Motiva Enterprises LLC**, a Delaware limited liability company, having an office at 12700 Northborough, Houston, Texas 77067 ("**Grantor**") to **Cracker Barrel Old Country Store, Inc.**, a Tennessee corporation,having an office at P.O. Box 787, Hartman Drive, Lebanon, Tennessee 37088-0787 ("**Grantee**").

GRANTOR, for good and valuable consideration received, hereby grants and conveys to Grantee the following described Premises situated at 500 Collins Park, City of Antioch, County of Davidson, State of Tennessee 38909 ;

See attached Exhibit "A" for description

LESS AND EXCEPT: All right, title and interest in and to any oil, gas and other minerals (including without limitation, helium, lignite, sulfur, phosphate and other solid, liquid and gaseous substances), regardless of the nature thereof and whether similar or dissimilar, and the right to explore for, develop and produce same, as well as the right to lease the Premises herein conveyed for such purposes, and all mineral and royalty rights whatsoever in, on or under and pertaining to the Premises but without the right to use, or right of any ingress to or egress from the surface of the Premises herein conveyed for exploration or producing purposes, all of said interests having been saved, retained, reserved and excepted in a previous conveyance of the Premises;

together with all rights, privileges and appurtenances thereto and all buildings and land improvements thereon;

TO HAVE AND TO HOLD the Property unto Grantee and Grantee's heirs, administrators, executors, successors and assigns forever, but

SUBJECT to the following::

Encroachments, protrusions, easements, changes in street lines, rights-of-way, and other matters that would be revealed by a current on the ground survey and inspection of the premises.

Recorded leases, agreements, easements, rights-of-way, covenants, conditions and restrictions as the same may be of present force and effect. Zoning regulations, ordinances, building restrictions, regulations and any violations thereof.

The lien for real property taxes for the current year, and any liens for special assessments which as of the date hereof, are not due and payable.

GRANTEE covenants, as part of the consideration for this conveyance, that during the period of twenty (20) years after the date of recording of this Deed, no motor vehicle fuels whatsoever, including but not limited to petroleum

products, shall be advertised, stored, sold or distributed on the premises hereby conveyed, or any part thereof. The term "motor vehicle fuels" shall not include lubricants, additives, solvents, cleaners, or anti-freeze. Grantor's waiver of any breach of this covenant shall not constitute a waiver of this covenant or of any subsequent breach hereof. This covenant shall run with the land, shall bind Grantee's heirs, administrators, executors, successors and assigns, and shall inure to the benefit of Grantor's successors and assigns, and shall expire automatically at the end of such term without need for filing a release, or other action of either Grantor or Grantee.

SUBJECT to the foregoing, Grantor covenants with Grantee that Grantor will warrant and defend title to the Premises against the lawful claim of all persons claiming by, through or under Grantor, but not otherwise.

EXECUTED by Grantor as of the date first herein specified.

WITNESSES:

MOTIVA ENTERPRISES LLC

By: Jane E. Harris
~~B. A. Brooks~~, Attorney-in-Fact
Jane E. Harris

STATE OF TEXAS

COUNTY OF HARRIS

The within and foregoing instrument was acknowledged before me on July 26, 2000, by B. A. Brooks, Attorney-in-Fact, for Motiva Enterprises LLC, a Delaware limited liability company, on behalf of the company.

WITNESS my hand and official seal.

Elaine B Thomason
Notary's Signature

ELAINE B. THOMASON
MY COMMISSION EXPIRES
JULY 27, 2002

EXHIBIT "A"

TRACT #I
WIC #241-0368-0104
TAX PARCEL #163-00-0-161.00; 163-00-0-178.00; 500 COLLINS PARK DRIVE.

All that certain tract or parcel of land situated in the City of Antioch, County of DAVIDSON, State of TENNESSEE, with a physical address of 500 Collins Park Drive and more particularly described as follows:

A tract of land in the 5th Civil District of Davidson County, Tennessee, described according to a survey made by George Anton, October 24, 1965, as follows: Beginning at a State Highway Monument in the Southerly right-of-way of the Nashville, Chattanooga and St. Louis Railroad as shown on said survey, said monument being also in the eastern boundary line of the property conveyed to State of Tennessee by deed from J. Bryan Turner and wife, of record in Book 2857, Page 613, Register's Office for said County; thence with said State of Tennessee's line South 49° 33' West 133.8 feet to a State Highway Monument in the northerly margin of Interstate Highway No. I-24; thence with the northerly margin of the same South 39° 00' East 579.6 feet to a State Highway Monument; thence North 39° 41' East 316.3 feet to an iron pin in the right-of-way of the Nashville, Chattanooga and St. Louis Railroad as shown on said survey; thence with said Railroad right-of-way North 57° 42' West 550 feet to the beginning, containing 2.87 acres, more or less.

Being part of the real property conveyed to J. Bryan Turner and wife, Susie H. Turner, by deed from J. Lovell Turner and wife, of record in Book 2241, Page 387, said Register's Office.

Less and Except the following:

A tract of land in the Second Civil District of Davidson County, Tennessee, being Lot Three (3) of the resubdivision of Lot One (1) Book 4955, Page 63 in the Register's Office for Davidson County, as follows:

Beginning at the original northeasterly corner of said Lot One (1) at a concrete monument; thence South 39° 41' West a distance of 260.63' to a point on the northerly margin of Collins Park Drive; thence Westerly with a 100' radius curve to the right a distance of 21.64' to a concrete monument; thence with a 389.04' radius curve to the right a distance of 26.14' to a concrete monument; thence North 39° 00' West a distance of 288.43' to a point; thence North 51° 00' East, a distance of 163.80' to a point; thence South 57° 42' 55" East, a distance of 300.50' to the point of beginning and containing 67,061 square feet or 1.54 acres.

Being part of the real property conveyed to Shell Oil Company by deed from J. Bryan Turner and wife, of record in Book 4036, Page 234 in the aforesaid Register's Office, together with all rights, privileges and appurtenances thereto and land improvements thereon.
ALSO KNOWN AS

BEING two parcels of land in the First Civil District of Nashville, Davidson County, Tennessee, located on the east margin of Bell Road at Interstate 24. Being Lot No.1 and Reserved Parcel "A" as shown on Resubdivision of Lot No.1, Collins Park of record in Plat Book 4955, Page 63, R.O.D.C. and being more particularly described as follows:

Lot No. I

BEGINNING at the point of intersection of the east margin of Bell Road and the southerly margin of CSX Transportation Railroad:

Thence, leaving Bell Road with said railroad margin, South 57 degrees 42'55"East 249.50 feet to an iron pin;

Thence, leaving said railroad with the west line of Cracker Barrel Old Country Store, Inc. of record in Deed Book 5137, Page 603, R.O.D.C., South 51 degrees 00' 00" West 163.80 feet to a point in the northerly margin of Collins Park Drive;

Thence, with said margin and a curve concave to the north having a central angle of 25 degrees 46' 00', a radius of 239.02 feet and a chord of North 26 degrees 07 '00" West 106.59 feet for an arc length of 107.49 feet to a point;

Thence, with a curve concave to the south having a central angle of 27 degrees 13' 00", a radius of 231.54 feet and a chord of North 26 degrees 50' 30' West 108.96 feet for an arc length of 109.99 feet to a point;

Thence, with a curve concave to the north having a central angle of 90 degrees 00' 00", a radius of 25.00 feet and a chord of North 04 degrees 33' 00'East 35.36 feet for an arc length of 39.27 feet to a point in the east margin of Bell Road;

Thence, with said margin, North 49 degrees 33' 00' East. 12.80 feet to the POINT OF BEGINNING. Containing 22,882 square feet or 0.53 acres, more or less.

RESERVED PARCEL "A"

BEGINNING at a concrete monument at the intersection of the northerly margin of Interstate 24 and the easterly margin of Bell Road:

Thence, with Bell Road, North 49 degrees 33' 00"East 21.01 feet to a point;

Thence, with a curve concave to the east having a central angle of 90 degrees 00' 00", a radius of 25.00 feet and a chord of South 85 degrees 27' 0"East 35.36 feet for an arc length of 39.27 feet to a point in the southerly margin of Collins Park Drive;

Thence, with a curve concave to the south having a central angle of 27 Degrees 13' 00", a radius 181.54 feet and a chord of South 26 degrees 50' 30" East 85.43 feet for an arc length of 86.24 feet to a point.

Thence, with a curve concave to the north having a central angle of 25 degrees 45' 45", a radius of 289.02 feet and a chord of South 26 degrees 09' 38 "East 128.86 feet for an arc length of 129. 96 feet to a point in the northerly margin of Interstate 24;

Thence, with said margin, North 39 degrees 00 '00" West 232.98 feet to the POINT OF BEGINNING. Containing 5.603 square feet or 0.13 acres, more or less.

Being the same property conveyed to Motiva Enterprises, LLC, a Delaware limited liability company, by Limited Warranty Deed from Shell Oil Company, a Delaware corporation, of record in Book 11160, page 151, Register's Office for Davidson County, Tennessee.

State of Tennessee
County of Davidson

The actual consideration for this transfer is $200,000.00.

Carolyn R. Bullin
Affiant

Subscribed and sworn to before me this 21st day of September, 2000.

My commission expires:
11-25-00

D. Beauchamp Wilson
Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY