LTIC File No. 49744

PICK-UP

Davidson County DEEDWARR
Recvd: 04/25/01 13:35 4pgs
Fees:19.00 Taxes:2775.00
20010425-0041114

STATE OF Tennessee
COUNTY OF Davidson

THE ACTUAL CONSIDERATION OR VALUE, WHICH EVER IS GREATER, FOR THIS TRANSACTION IS $750,000.00

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS 25th DAY OF April, 2001.

NOTARY PUBLIC

MY COMMISSION EXPIRES: 11-12-2003

THIS INSTRUMENT PREPARED BY:
Lawyers Title Insurance Corporation
424 Church Street, Suite 200, Nashville, Tennessee 37219

ADDRESS NEW OWNER(S):	SEND TAX BILLS TO:	MAP-PARCEL NUMBER:
Hollingsworth Oil Company 1503 Memorial Boulevard Springfield, TN 37172	NEW OWNER	Tract I: 83-1/393 Tract II: 161-4/180

WARRANTY DEED

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEE, AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, Circle K Stores Inc. f/k/a Circle K Properties, Inc., HEREINAFTER CALLED THE GRANTOR, HAS BARGAINED AND SOLD, AND BY THESE PRESENTS DOES TRANSFER AND CONVEY UNTO Hollingsworth Oil Company, Inc., HEREINAFTER CALLED THE GRANTEE, ITS SUCCESSORS AND ASSIGNS, CERTAIN TRACTS OR PARCELS OF LAND IN Davidson COUNTY, STATE OF TENNESSEE, AND DESCRIBED AS FOLLOWS TO WIT:

Please see attached Exhibit "A" for legal description.

This conveyance is made subject to the following:

Please see attached Exhibit "B".

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining to the said GRANTEE, its successors and assigns in fee simple forever. The said GRANTOR does hereby covenant with the said GRANTEE that it is lawfully seized in fee of the aforesaid real estate; that it has a good right to sell and convey the same; that the same is unencumbered, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons. Whenever used, the singular number shall include the plural, the plural singular, and the use of any gender shall be applicable to all genders.

WITNESS, this the 23rd day of April, 2001.

Circle K Stores Inc. successor by merger with
Circle K Properties, Inc.

David Waldschmidt
Vice President

STATE OF ARIZONA }
COUNTY OF MARICOPA }

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared David Waldschmidt with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of Circle K Stores Inc., a corporation, the within named bargainor, and that he as such Vice President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Vice President.

WITNESS my hand and official seal at Phoenix, Arizona, this 23rd day of April, 2001.

OFFICIAL SEAL
JOANNE R. MORGAN
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Comm. Expires Dec. 19, 2003

NOTARY PUBLIC

My Commission Expires: 12-19-2003

EXHIBIT A

Tract I:

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee and also being Lots Nos. Two, Three and the northerly 5 feet of Lot No. One on the Map of J. B. Hancock's East End Addition, as of record in Plat Book 57, Page 133, Register's Office for Davidson County, Tennessee and being more fully described as follows:

Beginning at a P.K. Nail set on the east right-of-way line of Gallatin Pike, U.S. 31 E. S.R. 6 (a 70 foot road) at the intersection of the southerly right-of-way line of Granada Avenue (a 50 foot road); thence,

1. With the south right-of-way line of Granada Avenue, South 78 degrees 39' 00" East, a distance of 149.78 feet to a railroad spike set in the west line of a 15 foot alley; thence,

2. Leaving the south right-of-way line of Granada Avenue and with the west line of said alley, South 12 degrees 01' 00" West, a distance of 105.00 feet to an iron pin set at the northeast property corner of a tract of land conveyed to the Hamilton Realty Corporation, as of record in Deed Book 4455, Page 133, Register's Office for Davidson County, Tennessee; thence,

3. With the north property line of Hamilton Realty Corporation, North 78 degrees 34' 25" West, a distance of 149.78 feet to an iron pin set in the east right-of-way of Gallatin Pike; thence,

4. With said east right-of-way line, North 12 degrees 01' 04" East, a distance of 104.80 feet to the point of beginning and containing 15,711 square feet or 0.36 acres more or less.

Being the same property conveyed to Circle K Properties, Inc. by Deed of record in Book 9055, page 357, Register's Office for Davidson County, Tennessee.

Tract II:

A tract of land in the First Civil District of Metropolitan Nashville - Davidson County, Tennessee, and being Lot No. 1 on the Plan of Tusculum Heights as of record in Plat Book 4470, Page 10, Register's Office for Davidson County, Tennessee, being more particularly described as follows:

Beginning at an existing iron pin on the south right-of-way line of Tusculum Road, a 60 foot road, said point being the northeasterly corner of Medthal & Associates Property recorded in Book 5627, Page 490, Register's Office for Davidson County, Tennessee and proceeding as follows:

1. With a curve to the left, eastwardly with the right-of-way of Tusculum Road and a radius of 848.51 feet, having a curve length of 96.16 feet with a chord bearing and distance of North 69 degrees 45' 00" East, 96.13 feet to an existing iron pin; thence,

2. Still with the right-of-way of Tusculum Road North 66 degrees 30' 13" East 24.02 feet to an existing iron pin at the start of a return curve; thence,

3. With said return curve to the right, a radius of 30.0 feet, having a curve length of 55.25 feet with a chord bearing and distance of South 60 degrees 44' 24" East, 47.76 feet to an iron pin set on the westerly right-of-way line of Nolensville Road, a 152-foot right-of-way; thence,

4. With the westerly right-of-way line of Nolensville Road South 7 degrees 59' 00" East 225.00 feet to an iron pin set, a corner of Medthal & Associates; thence,

5. Leaving Nolensville Road with the common line of Medthal & Associates and this tract South 82 degrees 01' 00" West, 155.00 feet to an iron pin set; thence,

6. Continuing with said common line North 7 degrees 59' 00" West, 226.95 feet to the point of beginning and containing 37,550 square feet or 0.86 acres, more or less.

Being the same property conveyed to Circle K Properties, Inc. by Deed of record in Book 9055, page 361, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Taxes for the year 2001 and subsequent years, which are a lien, but are not yet due and payable (Tracts I and II).

2. All matters shown on Plat recorded in Book 4470, page 10 (Tract II).

3. Easement(s) to State of Tennessee, as set forth in instrument recorded in Book 11679, page 701 (Tract II).

4. Easement as set forth in Book 4118, page 22 (Tract II).

5. Amendment to Plat in Book 4498, page 114 (Tract II).

6. Easement for Sanitary Sewer Easement set forth in Book 4503, page 762 (Tract II).