SPECIAL WARRANTY DEED

PREPARED BY:

DONALD W. REID
Attorney at Law
Porter & Hedges, LLP
700 Louisiana, 35th Floor
Houston, Texas 77002-2764
713/266.0661

STATE OF TEXAS
COUNTY OF HARRIS

The actual consideration or value, whichever is greater for this transfer is $ 1,000,000.00

Affiant

Davidson County DEEDWARR
Recvd: 01/30/02 13:12 4pgs
Fees:23.00 Taxes:3700.00
20020130-0013201

MORTGAGEE:

WILLIAM E. CHERRY
5181 CARTER'S CREEK PIKE
THOMPSON STATION, TN 37179

Sworn to and subscribed before me on this the 29th day of JANUARY, 2002.

NOTARY PUBLIC
My Commission Expires: 3/26/03

Address New Owner: 18706 Central Pike
Lebanon, TN 37090

Send Tax Bills to: same

Map-Parcel (MULTIPLE) (SEE ATTACHED)

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00), cash in hand paid by the hereinafter named GRANTEES and other good and valuable consideration the receipt of which is hereby acknowledged, (I/WE), **DSS/PRODIESEL, INC., a Tennessee Corporation**, hereinafter called the GRANTORS, have bargained and sold and by these presents, do transfer and convey unto **DSS PRODIESEL PARTNERS, L.L.C., a Tennessee Limited Liability Company**, hereinafter called GRANTEES, their heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, as described in **Exhibit "A"** attached hereto and incorporated by reference herein.

On May 7, 2001, GRANTORS filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") under case no. 01-35163-H5-11 in the United States Bankruptcy Court in the Southern District of Texas—Houston Division (the "Bankruptcy Court"). The GRANTORS are in possession of its property and managing its business as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. On January 11, 2002, the Bankruptcy Court entered into its docket the Order Approving Sale of Assets, Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (DSS/ProDiesel) (the "Sale Order"). The Bankruptcy Court, pursuant to the Sale Order, has granted the authority to Grantor to consummate the sale contemplated by the Asset Purchase Agreement, as amended, and this Special Warranty Deed, free and clear of encumbrances as more fully described in the Sale Order.

This is improved property known as 927 Woodland, 928 Main and 938 Main, Nashville, TN 37206.

This conveyance is made and accepted subject to the following matters, to the extent same are in effect at this time: (i) any and all restrictions, covenants, conditions, liens, encumbrances, reservations, easements, and other exceptions to title, if any, relating to the Subject Property, shown of record in the hereinabove mentioned County and State or otherwise known to GRANTEES, and (ii) all zoning laws, regulations and ordinances of municipal and/or other governmental authorities, if any, relating to the Subject Property.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever; and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, except for the exceptions described above, and, subject to the foregoing exceptions, we do further covenant and bind ourselves, our heirs, and representatives, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons whomsoever, claiming by, through or under GRANTORS, but not otherwise. Wherever 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/our) hand(s) this the 11th day of January, 2002, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

DSS/PRODIESEL, INC.

David N. Phelps, Vice President

STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, undersigned, a Notary Public of the State and County aforesaid, personally appeared David N. Phelps, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself/herself to be Vice President or other officer authorized to execute the instrument of DSS/PRODIESEL, INC., a Tennessee corporation, the within named bargainor, a corporation, and that he, as such officer executed the foregoing instrument for the purposes contained, by signing the name of the corporation by himself as Vice President.

WITNESS my hand and official seal at Houston, Texas, this the 11th day of January, 2002.

DOMINIQUE R. COLVARD
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
NOV. 6, 2004

NOTARY PUBLIC

My commission expires: _____

AFTER RECORDING RETURN TO:
Jere N. McCulloch, Esq.
109 Castle Heights Avenue North
Lebanon, Tennessee 37087

Nashville, Tennessee

EXHIBIT "A"

LEGAL DESCRIPTION

Parcel One: 938 Main Street, Nashville, TN

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan on Resubdivision of Lots 2-7 and part of Lot 8, Paynes Addition to Edgefield, as shown on plat of record in Plat Book 5210, page 69, in the Register's Office of Davidson County, Tennessee to which plat reference is hereby made for a more particular description.

Being a portion of the same property conveyed to DSS/Pro Diesel, Inc. by deed from Victoria B. Jackson of record in Book 9227, page 111, Register's Office for Davidson County, Tennessee.

Parcel Two: 926 Main Street, Nashville, TN

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of Resubdivision of Lots 2-7 and part of Lot 8, Paynes Addition to Edgefield, as shown on plat of record in Plat Book 5210, page 69, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being a portion of the same property conveyed to DSS/Pro Diesel, Inc. by deed from Victoria B. Jackson of record in Book 9227, page 111, Register's Office for Davidson County, Tennessee.

Parcel Three: 927 Woodland Street, Nashville, TN

Land in Davidson County, Tennessee, being part of Lots 11, 12 and 13 on the Plan of Paynes Addition to Edgefield, of record in Book 21, page 70, in the Register's Office of Davidson County, Tennessee.

Being a portion of the same property conveyed to DSS/Pro Diesel, Inc. by deed from Victoria B. Jackson of record in Book 9227, page 111, Register's Office for Davidson County, Tennessee.

Parcel Four: Land lying in Davidson County, Tennessee, being more particularly described as follows:

1/28/02
CG

Beginning at a point in the South right-of-way of Main Street 1.14 feet Westerly from the Northeast corner of Lot No. 8 in Payne's Addition to Edgefield (now East Nashville), and being also 1.14 feet Westerly from the Northeast corner of the property conveyed to Tennie K. McGhee by deed from H. O. Balls of record in Book 4810, page 801, Register's Office for Davidson County; thence Westerly with the right-of-way of Main Street 38.86 feet to the Northwest corner of said property conveyed to Tennie K. McGhee by H. O. Balls and the Northeast corner of the Diesel Sales & Service property; thence South 22 deg. 40' 36" East with the West line of said Tennie K. McGhee property being the common boundary between said property and the Diesel Sales & Service property 160.01 feet more or less to the North margin of an alley; thence with said margin of said alley North 65 deg. 5' East 42.53 feet to a point being the Southeast corner of the property conveyed to Tennie K. McGhee by Harriet Bubis by Deed of Exchange of record in Book 5430, page 627, of said Register's Office; thence North 23 deg. 59' 23" West 159.95 feet more or less to the point of beginning.

Being the same property conveyed to Diesel Sales & Service Company by Tennie K. McGhee by deed of record in Book 5436, page 932, Register's Office for Davidson County, Tennessee. The said Diesel Sales & Service Company is now known as DDS/ProDiesel, Inc. pursuant to Articles of Merger of record in Book 8520, page 597, said Register's Office.

Parcel Five:

Beginning on the northerly margin of Woodland Street at the southeast corner of the property conveyed to Mrs. Carl Eva Gardner Holt by deed from D. E. Mallernee, Jr. and wife, of record in Book 1341, page 147, said Register's Office, being 81.5 feet, more or less, east of the westerly margin of McFerrin Avenue; thence with said Holt's easterly line northwardly 79.5 feet to her northeast corner, continuing in the same direction 14.63 feet, in all, 94.13 feet to the southwest corner of the property conveyed to William Dancer and wife, by deed from D. E. Mallernee, Jr. and wife, of record in Book 1316, page 456, said Register's Office; thence with said Dancer's southerly line eastwardly 41.75 feet to the line between Lots 11 and 12 thence the same line southwardly 97 feet to the northerly margin of Woodland St; thence with said street westwardly 50 feet, more or less, to the beginning.

INCLUDED IN THE ABOVE DESCRIPTION BUT EXCLUDED THEREFROM is the property conveyed to Rufus M. Webb and wife, of record in Book 4772, page 605, said Register's Office, as follows:

Beginning at an iron pin in the line between Lot Nos. 11 and 12 on said Plan, said point being North 41 deg. 00' west 82.55' from Woodland Street; thence along the line between said Lots north 41 deg. 00' west 15.45' to a point; thence south 61 deg. 00' west 41.75' to a point; thence south 38 deg. East 14.63' to a point; thence north 57 deg. 23' east 45.2' to the point of beginning.

Being a portion of the same property conveyed to DSS/Pro Diesel, Inc. by deed from Victoria B. Jackson of record in Book 9227, page 111, Register's Office for Davidson County, Tennessee.