(2)

Davidson County DEEDWARR
Recvd: 02/17/04 09:03 3pgs
Fees:18.00 Taxes:2035.00
20040217-0017777

PICK-UP

This Instrument Prepared By:
John T. Cook, Esq.
2927 Berry Hill Drive
Nashville, Tennessee 37204-3126

File No. 16609-4
Box 14-A
Map 106-1
Parcel 129.01

ADDRESS NEW OWNER AS FOLLOWS:
William H. Hawkins, Co-Trustee
706 Church Street, Suite 200
Nashville, TN 37203

SEND TAX BILLS TO:
New Owner

SPECIAL WARRANTY DEED

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 and sufficiency all of which is hereby acknowledged, **O'REILLY AUTOMOTIVE, INC., a Missouri corporation**, successor by merger to Mid-State Automotive Distributors, Inc., hereinafter called the "Grantor", has bargained and sold, and by these presents does transfer and convey unto **WILLIAM H. HAWKINS AND JAMES M. WOODARD, CO-TRUSTEES, each independently having the full power to transfer, sell, convey, mortgage or otherwise encumber without the joinder of any beneficiary or each other**, hereinafter called the "Grantees", their successors and/or assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows, to-wit:

SEE ATTACHED EXHIBIT "A" FOR COMPLETE LEGAL DESCRIPTION

THIS is improved property, known as: 885 Elm Hill Pike, Nashville, Tennessee 37210.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantees, and their successors and assigns, forever; and, the Grantor further covenants with the said Grantees that Grantor is lawfully seized and possessed of said land in fee simple, has a good right to convey it; and the same is unencumbered, unless otherwise herein set out.

Grantor does further covenant and bind itself and its successors and assigns, to warrant and forever defend the title to the said Grantees, their successors and assigns, against the lawful claims of all persons claiming the same by, through, or under the Grantor.

IN WITNESS WHEREOF, the Grantors have caused their names to be affixed hereto on this 11th day of February, 2004.

O'REILLY AUTOMOTIVE, INC., a Missouri corporation

By: _____
David O'Reilly, Co-Chairman & Chief Executive Officer

STATE OF MISSOURI)
COUNTY OF Greene)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared David O'Reilly, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon his oath, acknowledged himself to be the Co-Chairman and Chief Executive Officer of O'REILLY AUTOMOTIVE, INC., the within named bargainor, a Missouri corporation, and that he, as such Co-Chairman and Chief Executive 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 such Co-Chairman and Chief Executive Officer.

Witness my hand and official on this the 11 th day of February, 2004.

ELIZABETH A. LEVKULICH
Notary Public - Notary Seal
State of Missouri
County of Greene
My Commission Exp. 02/13/2006

_____
Notary Public

My Commission Expires: 2-13-2006

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $ 550,000.00 .

_____
Affiant

Subscribed and sworn to before me this the 11th day of February, 2004.

My Commission Expires: 4/10/05

_____
Notary Public

JOHN T. COOK
NOTARY PUBLIC AT LARGE
WILLIAMSON CO., TN

Comm. Expires 04/10/05

885INV.SWD

EXHIBIT "A"

TO

SPECIAL WARRANTY DEED

Legal Description

LAND in Davidson County, Tennessee, being a tract of land lying in Nashville, Davidson County, Tennessee, also known as Lots 6 and 7 on the Plat of Mrs. Lena Myers Resubdivision, as of record in Plat Book 161, page 4, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an existing iron rod on the southerly right-of-way line of Elm Hill Pike, 80 feet in width at a corner common with MD Limited Partnership, of record in Instrument No. 20010215-0014503, Register's Office for Davidson Count, Tennessee; thence, leaving the southerly right-of-way line of Elm Hill Pike with the westerly property line of MD Limited Partnership, South 03° 34' 57" West, 274.10 feet to an iron rod set at the terminus of an 18 foot alley; thence leaving the terminus with the northerly right-of-way line of the 18 foot alley, North 82° 24' 14" West, 202.99 feet to an existing iron rod at the intersection of a 10 foot alley; thence with the easterly right-of-way line of the 10 foot alley and Charles I. Guinn as of record in Instrument No. 20000225-0018495, Register's Office for Davidson County, Tennessee; and along the building seam, North 03° 58' 38" East, 277.22 feet to a PK nail set on the southerly right-of-way line of said Elm Hill Pike; thence with the southerly right-of-way line of Elm Hill Pike, South 81 28' 54" East, 201.33 feet to the point of beginning, containing 55,571 square feet (1.276 acres, more or less).

The above legal description was prepared on the basis of a Boundary and Partial Topographic Survey of the said tract of land dated August 7, 2003 by R. Scot Cherry, Registered Land Surveyor, Tennessee Registration No. 1512, Cherry Land Surveying, Inc., 622 West Iris, Nashville, Tennessee 37204.

Being the same property conveyed to Chilton Enterprises, Inc., a Tennessee corporation by deed from Annie Myrtle Crite, a widow, of record in Book 4120, Page 5; and by deed from G. S. Meadors, Sr. and G. S. Meadors, Jr., of record in Book 4120, Page 7; and further conveyed to Mid-State Automotive Distributors, Inc., a corporation organized and existing under the laws of the State of Tennessee by Quitclaim Deed of record in Book 6529, Page 862, Register's Office for Davidson County, Tennessee. Mid-State Automotive Distributors, Inc. is now known as O'Reilly Automotive, Inc., a Missouri corporation by Articles of Merger filed December 27, 2002 with the Secretary of State for the State of Tennessee on Document Reference No. 4683-1000.