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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

After Recording, return to:
Chicago Title Insurance Company
Attention: Marilyn McCombs
14607 San Pedro Avenue, Suite 175
San Antonio, TX 78232

99029418

99 APR -7 AM 9:49

MORRIS W. CARTER
RECORDER

WARRANTY DEED

THIS INDENTURE WITNESSETH, That MARY HUNT, a citizen and resident of the State of Indiana (hereinafter "Grantor"), CONVEYS AND WARRANTS to PILOT CORPORATION, a Tennessee corporation with an address of 5508 Lonas Road, Knoxville, Tennessee 37909 (hereinafter "Grantee"), for the sum of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the following described real estate in Lake County, in the State of Indiana:

Lot 20, Oak Lawn Second Addition, as shown in Plat Book 23, Page 76, in Lake County, Indiana.

Together with all tenements, hereditaments and appurtenances thereto belonging or appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, TO HAVE AND TO HOLD the said premises in fee simple to the said Grantee, its successors and assigns forever. And said Grantor, for herself and her successors and assigns, does hereby covenant with said Grantee, its successors and assigns, that Grantor is lawfully seized in fee simple of the premises above conveyed; that Grantor has full power, authority and right to convey the same; that said premises are free from all encumbrances except 1999 taxes and encumbrances of record; and that Grantor will forever warrant and defend the same premises and the title thereto against the claims of all persons whomsoever.

Grantor agrees that for a period of five (5) years commencing on March 26, 1999, neither she nor her successors or assigns will use or allow anyone or any entity to use, whether by lease, purchase, development or otherwise, property owned by Grantor within five (5) miles of the above described premises for the purposes of engaging in an enterprise directly competitive with Grantee. "Engaging in an enterprise directly competitive with Grantee" shall be construed to mean enterprises selling large volumes of petroleum products such as truck stops or travel centers, and shall also be construed to mean enterprises such as regular gas service stations, convenience stores, or other small retailers of petroleum products.

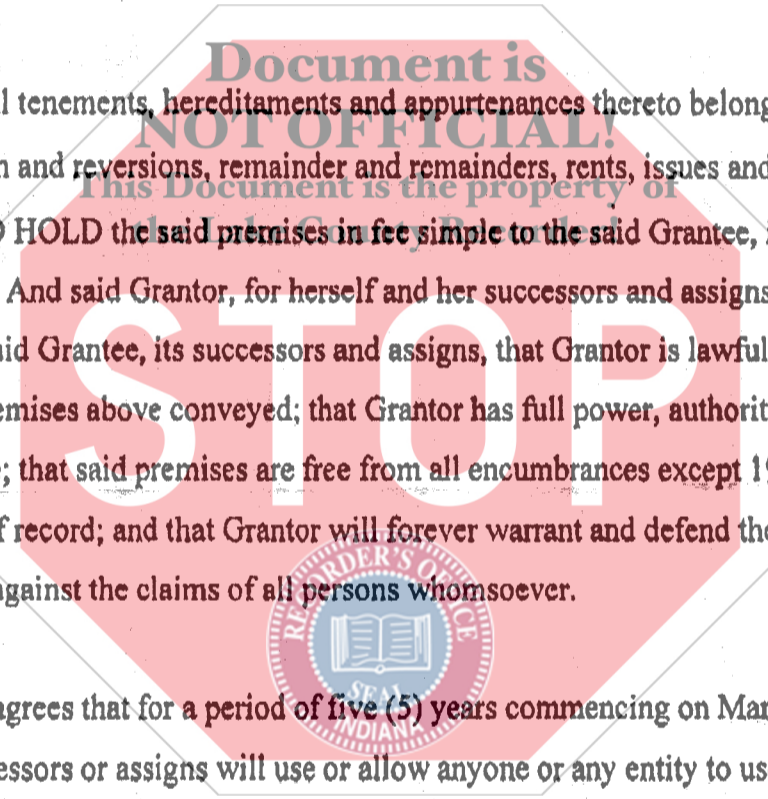
APR 06 1999

THE PREPARER OF THIS WARRANTY DEED HAS PREPARED SAME FROM INFORMATION PROVIDED TO THE PREPARER AND MAKES NO REPRESENTATIONS REGARDING THE STATUS OF TITLE.

In Witness Whereof, Grantor has caused this Warranty Deed to be executed as of the date set forth below.

000259

Chicago Title Insurance Company



BOLY ENTERED FOR TAXATION SUBJECT TO FINAL ACCEPTANCE FOR TRANSFER

1200
y

MARY HUNT, an Indiana
citizen and resident

Mary Hunt

STATE OF INDIANA

COUNTY OF LAKE

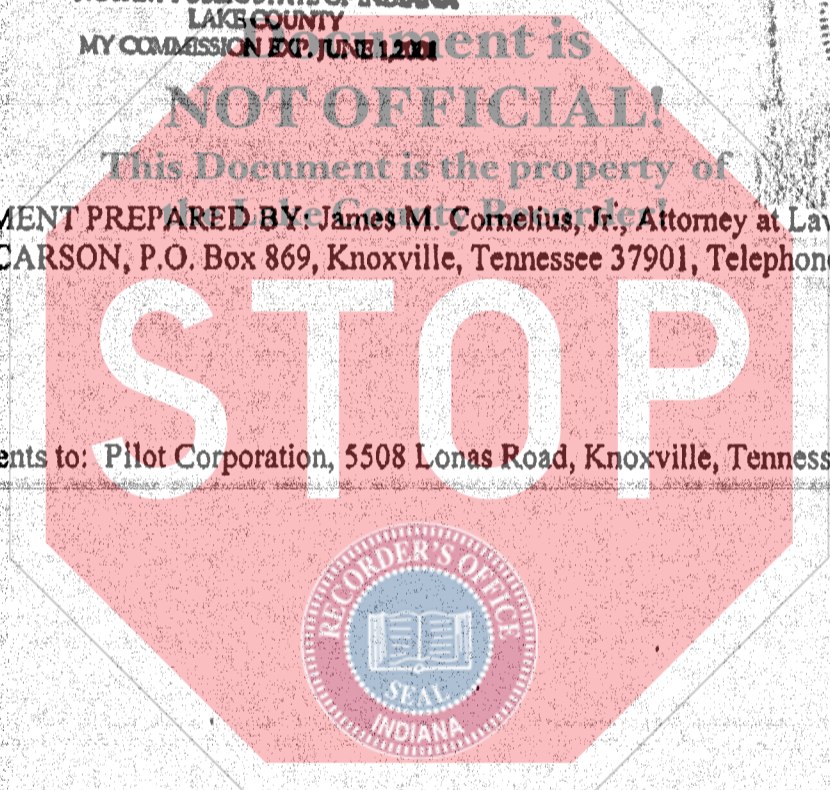
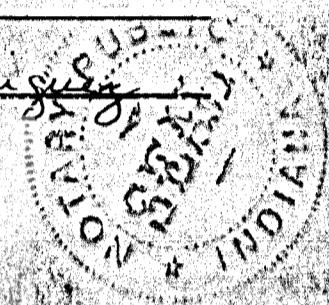
Before me, the undersigned a Notary Public in and for said County and State, personally appeared **Mary Hunt**, with whom I am personally acquainted (or proved to me upon the basis of satisfactory evidence), and who acknowledged herself to be the within named bargainer, and that she executed the foregoing instrument for the purposes therein contained.

SUBSCRIBED AND SWORN to before me this 24 day of March, 1999.

My commission expires:

ENEDNA RODRIGUEZ
NOTARY PUBLIC STATE OF INDIANA
LAKE COUNTY
MY COMMISSION EXP. JUNE 1, 2001

Enedna Rodriguez
Notary Public



THIS INSTRUMENT PREPARED BY: James M. Cornelius, Jr., Attorney at Law, HODGES, DOUGHTY & CARSON, P.O. Box 869, Knoxville, Tennessee 37901, Telephone: (423) 546-9611.

Send tax statements to: Pilot Corporation, 5508 Lonas Road, Knoxville, Tennessee 37909.