SEND TAX BILLS TO: Ashland Oil, Inc.
P. O. Box 391
Ashland, Kentucky 41101

82-Y-
82-14-61
93-2-66
93-2-66

3608 05/18 1429.50- CHECK

DEED

BOOK 5437 PAGE 402

THIS INDENTURE, made this 14th day of May, 1979, between ASHLAND OIL, INC., a Kentucky corporation with a mailing address of P. O. Box 391, Ashland, Kentucky 41101 (hereinafter "ASHLAND") and EARTH RESOURCES COMPANY, a Delaware corporation with a mailing address of P. O. Box 9097, Memphis, Tennessee 38109 (hereinafter "GRANTEE").

W I T N E S S E T H:

That for and in consideration of an exchange of properties and for other good, valuable and sufficient consideration, the receipt whereof is hereby acknowledged, ASHLAND hereby sells and conveys unto GRANTEE, its successors and assigns Forever, an undivided one-half interest in and to the following described tracts or parcels of land situated and being in the County of Davidson, State of Tennessee, and being more particularly bounded and described as follows, together with all improvements situated thereon:

TRACT 1

Being part of Lot No. 14 on the Plan of Shelby's Estate, as of record in Plan Book No. 1, pages 10 and 11, Chancery Court at Nashville, described according to a survey made by Z. J. Wilkinson, Surveyor, May 20, 1940, as follows:

Beginning on the Northerly margin of Main Street at a point 797 feet West of the Westerly margin of North 1st Street, said point being the S. E. corner of the "Power Line Tower Lot"; thence with the Easterly line of said Power Lot, N. 29 deg. 15' W. 100 feet to an iron rail; thence with the northerly line of said Tower Lot, S. 60 deg. 45' W. 140 feet to low water mark of Cumberland River; thence with said low water mark, northwardly 200 feet; thence N. 60 deg. 45' E. 374.2 feet to a stake; thence S. 29 deg. 15' E 300 feet to a stake in the northerly margin of Main Street; thence with said street, S. 60 deg. 45' W. 230 feet to the beginning.

Being the same property conveyed to Ashland Oil and Refining Company, its successor corporation being Ashland Oil, Inc., by deed from United Oil Company, a Missouri corporation of record in Book 1676, Page 406, Register's Office for Davidson County, Tennessee.

Tract 2

Land in Davidson County, Tennessee, being two certain parts of Lots Nos. 13 and 14, a part of Mill Street lying between said lots, and a part of a tract of 3 acres and 30 poles lying immediately North of Lot No. 13, all as shown on the Plan of Shelby's Estate, of record in Plan Book 1, pages 10 and 11 of the Chancery Court at Nashville and described as follows:

PART ONE: Beginning at a point in the Northerly margin of Main Street, 437.58 feet more or less West of the Westerly margin of North First Street, said point being 33.5 feet West of the Southwest corner of the property conveyed to L. A. Warren by deed of record in Book 1021, page 338, of the Register's Office for said County; thence North 29° 15' West 153 feet to a point; thence North 83° 57' West 16.5 feet to a point; thence North 18° 05' West 78.3 feet to a point; thence North 16° 19' East 46.9 feet to a point; thence North 29° 15' West 30.9 feet to a point in the South line of Tract No. 2 hereinafter described; thence with the South line of the same South 60° 45' West 163 feet to a point at the Northeast corner of the property conveyed to Ashland Oil & Refining Company by deed from United Oil Company, of record in Book 1676, page 406, said Register's Office; thence with said Company's Easterly line, South 29° 15' East 300 feet to the North margin of Main Street; thence with the margin of the same, North 60° 45' East 129.5 feet to the beginning.

PART TWO: Beginning at the Northeast corner of Tract No. One hereinbefore described, being an inner corner of this tract; thence with the Easterly line of Tract No. 1, South 29° 15' East 30.9 feet to a point; thence leaving Tract One and running North 16° 19' East 114.1 feet to a point; thence North 34° 09' West 379.5 feet to a point in the South line of the Kirkpatrick property, which point is South 60° 15' West 380 feet from North First Street; thence South 60° 15' West 587.7 feet more or less to the low water mark of the Cumberland River; thence up said river with the low water mark, South 29° 34' East 422.5 feet more or less to the Northwest corner of the tract of land that was conveyed to Ashland Oil and Refining Company by deed from United Oil Company, of record in Book 1676, page 406, said Register's Office; thence along the North line of said Oil Company's property, and along the North line of Tract One hereinbefore described, North 60° 45' East 537.2 feet to the beginning.

Being the same property conveyed to Ashland Oil and Refining Company, a Kentucky corporation, by deed from the Jacksonian Company, Inc., a Kentucky corporation of record in Book 1730, Page 442, Register's Office for Davidson County, Tennessee.

Ashland Oil & Refining Company changed its name to Ashland Oil, Inc. by amendment to its Restated Articles of Incorporation, effective as of February 2, 1970.

SAVE AND EXCEPT that tract or parcel of land which was conveyed to Louisville & Nashville Railroad Company by Ashland Oil and Refining Company by deed of record in Book 2134, Page 165, Register's Office for Davidson County, Tennessee, said land being described as follows:

Commencing at a point in the north line of Main Street, said point being seven hundred ninety seven (797.0) feet measured westwardly along said north line of Main Street, from the west line of North First Street, said point also being in the property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee; thence North 29° 15' West along said property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee, a distance of one hundred (100) feet to a point, said point being twenty (20) feet eastwardly, at right angles from center line of proposed dump lead connection to be known as tract No. 39-A, the beginning of this description; thence North 28° 49' West twenty (20) feet eastwardly from and parallel to the center line of proposed track No. 39-A, a distance of two hundred ninety four and three tenths (294.3) feet to a point; thence in a northerly direction twenty (20) feet eastwardly from and parallel to the center line of proposed track No. 39-A with a curve to the right, having a radius of four hundred fifty eight and three tenths (458.3) feet, a distance of three hundred seventy two and seven tenths (372.7) feet to a point in the property line between the Grantor and Kirkpatrick Lumber Company, said point being seven hundred (700) feet west, measured along said property line between the Grantor and Kirkpatrick Lumber Company, from the west line of North First Street, said point also being twenty (20) feet eastwardly, measured along a radial line from the center line of proposed track No. 39-A; thence South 60° 15' West along said property line between the Grantor and Kirkpatrick Lumber Company a distance of seventy (70) feet, more or less, to a point, said point being thirty (30) feet westwardly measured along a radial line from a point in said center line of proposed track No. 39-A; thence in a southerly direction with a curve to the left, having a radius of five hundred eight and three tenths (508.3) feet, and thirty (30) feet westwardly from and parallel to said center line of proposed track No. 39-A, a distance of three hundred sixty and two tenths (360.2) feet to a point; thence South 28° 49' East, thirty (30) feet southwestwardly from and parallel to said center line of proposed track No. 39-A, a distance of two hundred ninety four and eight tenths (294.8) feet to a point in the property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee; thence in a northeasterly direction along said property line between the Grantor and the Electric Power Board a distance of fifty (50) feet, more or less, to the point of beginning, containing thirty four thousand, one hundred fifty (34,150) square feet more or less, and being part of the same property conveyed to the Grantor by the Jacksonian Company, by deed dated July 18, 1949, recorded in Book 1730, Page 442, and by the United Oil Company, by deed dated November 23, 1948, recorded in Book 1676, Page 406, both in the office of the Register, Davidson County, Tennessee.

FURTHER EXCEPTING that tract or parcel of land which was conveyed to the City of Nashville, Tennessee by Ashland Oil and Refining Company by deed of record in Minute Book 2795, Page 401, Register's Office for Davidson County, Tennessee, said land being described as follows:

> Beginning at a point in the northerly margin of Main Street 141.6 feet east of the low water line on the east bank of Cumberland River, said point being the southeast corner of a tract of land owned by the City of Nashville and also being the southwest corner of the tract herein described; thence easterly along the northerly margin of Main Street 359.5 feet to the westerly boundary of a tract of land owned by Jacksonian Co., Inc.; thence, northerly with said boundary line 38.5 feet to a stake; thence, in a southwesterly direction, along a line parallel to the center line of the proposed bridge approach 360.5 feet to the easterly boundary of the lot owned by the City of Nashville; thence, in a southeasterly direction with said boundary line 18 feet to the point of beginning, and containing 10,527.5 square feet, more or less.

TO HAVE AND TO HOLD the aforesaid land, herein conveyed, easements and appurtenances thereunto pertaining unto GRANTEE, its successors, and assigns, Forever.

This conveyance is made subject to all legal highways, zoning laws, ordinances and regulations and to all restrictions, easements, rights of way, exceptions, reservations and conditions contained in prior instruments of record in the chain of title to the property conveyed hereby.

ASHLAND, insofar as it has the legal right to do so, does further release, remise and forever quitclaim unto GRANTEE, all of ASHLAND's right, title and interest, if any, in and to all roadways, streets, alleys, easements and rights of way adjacent to or abutting on the property above described.

ASHLAND convenants and warrants with said GRANTEE that ASHLAND, its successors and assigns, shall (except for the property quitclaimed by the immediately preceding paragraph) warrant and defend the property unto the GRANTEE, its successors and assigns, against all lawful claims whatever.

The parties do hereby certify and stipulate that the true and actual value of the property conveyed hereby is Five Hundred Forty Five Thousand Dollars ($545,000.00).

The parties do hereby agree that current property taxes and all assessments on the property conveyed hereby shall be pro-rated as of the date of this Deed, and GRANTEE assumes and agrees to pay such from and after the date hereof.

IN WITNESS WHEREOF, ASHLAND has caused its name to be subscribed hereto by its duly authorized Senior Vice President as of the Day and Year first above written.

WITNESSES:

Jack T. Young

Barbara L. Samuelson

ASHLAND OIL, INC.

By: Robert T. McCowan
Robert T. McCowan
Senior Vice President

ATTEST:

Thomas L. Feazell
Assistant Secretary

STATE OF KENTUCKY)
) SS
COUNTY OF GREENUP)

On this 14th day of May, 1979, before me appeared Robert T. McCowan, to me personally known, who, being by me duly sworn, did say that he is the Senior Vice President of ASHLAND OIL, INC., and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said Robert T. McCowan acknowledged said instrument to be the free act and deed of said corporation.

My Commission Expires: July 6, 1980.

William R. Palmer
Notary Public

STATE OF TENNESSEE)
) SS
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $545,000.00.

EARTH RESOURCES COMPANY

By: [illegible]

Its: Vice - President

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STATE OF WEST VIRGINIA)
) SS
COUNTY OF KANAWHA)

On this 14th day of May, 1979, before me appeared James W. Perkins, Jr., to me personally known, who, being by me duly sworn, did say that he is the Vice-President, of Earth Resources Company, and that the seal affixed to said instrument is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said corporation by authority of its board of directors, and said James W. Perkins, Jr. acknowledged said instrument to be the free act and deed of said corporation.

My Commission Expires: December 9, 1987.

PAUL MICHAEL PLESKA NOTARY PUBLIC STATE OF WEST VIRGINIA

Notary Public

This Instrument Prepared By:

Gary Celestino
GARY CELESTINO, Esq.
Ashland Drive
Russell, Kentucky 41169

F 29989

IDENTIF. REFERENCE

MAY 18 9 41 AM '79

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 5437 PAGE 408

CO - CONVEYANCE	CC - CERTIFIED COPY	MS - MISCELLANEOUS
MO - MORTGAGE	MR - RELEASE	ST - STATE TAX CONVEY.
WD - WARRANTY DEED	UC - UNIFORM COMMERCIAL CODE	ST - STATE TAX MORT.
TD - TRUST & DEED		PF - PROBATE FEES

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			545000.00-	CO
			1417.00	CO TX
			.50	PRFEE
			12.00	WDEED
			CHECK	1429.50-
3608A	05/18/79	BAL		.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

F 29989

IDENTIF. REFERENCE

MAY 18 9 41 AM '79

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TENN.

No. 684717