THIS INDENTURE made and entered into this 12th day of June, 1989, between **CHEVRON U.S.A. INC.,** a Pennsylvania corporation (successor to Chevron Oil Company, a California corporation, by mergers and name changes), as Grantor, and **TRIANGLE REFINERIES**, a Division of Kerr-McGee Refining Corporation, whose mailing address is P.O. Box 3367, Houston, Texas 77253, as Grantee:

WITNESSETH: P- 10044 PG 348

THAT for the consideration hereinafter expressed, Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto Grantee, the real estate situated in Davidson County, State of Tennessee, more particularly described in Schedule A attached hereto and by reference made a part hereof.

TO HAVE AND TO HOLD the aforesaid real estate together with all appurtenances and hereditaments thereunto belonging unto Grantee, its successors and assigns, in fee simple forever, subject, however, to the lien of all taxes and assessments due and payable in the current year.

AND Grantor does hereby convenant that it is lawfully seized in fee of the premises hereby conveyed; that it has good right to sell and convey the same; that the same is unencumbered except as to taxes for the current year and except as to all easements and restrictions of record, zoning and building regulations applicable to said property, any state of facts that might be shown by an accurate survey and any roads or ways over and across said property and those matters set forth in Schedule A; and that the title and quiet possession thereto, subject to the foregoing, it will warrant and defend against the lawful claims of all persons.

All taxes for the current year have been pro rated as of date of delivery of this deed.

The consideration for this conveyance is Forty Thousand Dollars ($40,000.00) cash, the receipt of which is hereby acknowledged.

IN WITNESS WHEREOF, CHEVRON U.S.A. INC. has executed this instrument by its Assistant Secretary who was duly authorized so to do this 12th day of June, 1989.

0179937 IDENTIF. ↑ REFERENCE

89 MAY -3 AM 11:04 LIX Z. [illegible] REGISTER DAVIDSON COUNTY, TN.

CHEVRON U.S.A. INC.

By: _____
S. L. Key
Assistant Secretary

STATE OF GEORGIA

COUNTY OF COBB

I, the undersigned, a Notary Public in and for said County and State, hereby certify that **S. L. KEY,** whose name as Assistant Secretary of CHEVRON U.S.A. INC., a Pennsylvania corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this the 12th day of June, 1989.

_____
NOTARY PUBLIC

NOTARY PUBLIC COBB CO., GA. My Commission Expires December 6, 1992

This instrument prepared by:
JOHN R. WELCH
Attorney at Law
P. O. Box 1706
Atlanta, Georgia 30301

SCHEDULE A

That certain parcel of land in the First Civil District of Davidson County, Tennessee, more particularly described as:

BOOK 10044 PG 349

Tracts 1, 2 and 3 on a survey made by Barge Waggoner & Sumner, Inc. dated April 17, 1962, and revised March 14, 1969, as follows: BEGINNING at a point in the Northerly margin of Tennessee Central Railroad right-of-way, said point being in the Easterly line of Wharf Avenue, if extended; thence parallel with and 50 feet distance from the centerline of said Tennessee Central Railroad right-of-way, North 75° 54' West 160 feet to a point; thence Northwesterly 341.4 feet with said right-of-way and a curve to the right having a radius of 1382.69 feet to a point; thence North 61° 45' West 597.6 feet to a point in said Railroad right-of-way, said point being the Southeast corner of Triangle Refineries, Inc.; thence North 13° 40' East 212 feet with the East line of said Triangle Refineries, to a point in the low water line of Cumberland River; thence South 88° 1' East 103 feet to a point in said water line; thence North 85° 29' East 300 feet to a point in the low water line; thence North 82° 07' East 424 feet to a point in said low water line, said point being the Northwest corner of H. L. Gibson property; thence South 38° 50' East 340 feet with said H. L. Gibson's Westerly line to a point; thence South 10° 30' West 472.1 feet to the point of beginning, containing 11.48 acres, more or less.

Being the same property conveyed to Chevron Oil Company, a California corporation, from Triangle Refineries, Inc., by deed dated September 8, 1969, recorded in Deed Book 4367, Page 292, Register's Office of Davidson County, Tennessee.

LESS AND EXCEPT those tracts or parcels of land more particularly described as:

TRACT A:

Beginning at a point in the North margin of the Tennessee Central Railroad right-of-way, said point being 340 feet West of the East margin of Wharf Avenue if extended; thence, parallel with and 50 feet distance from the centerline of said Tennessee Central Railroad right-of-way, Northwesterly 161.4 feet with said railroad right-of-way line and a curve to the right having a radius of 1382.69 feet to a point; thence, North 61° 45' West, 412.2 feet to a point, said point being South 61° 45' East, 185.4 feet from the Southeast corner of Triangle Refineries, Inc.; thence, North 87° 09' 26" East, 526.6 feet to a point; thence South 3° 15' 29" West, 289.6 feet to the point of beginning; said tract containing 77,994 square feet or 1.79 acres.

Being the same property conveyed to Triangle Refineries, Inc., from Chevron Oil Company by deed dated February 8, 1972.

TRACT B:

Beginning at a point in the Northerly margin of Tennessee Central Railroad right-of-way, said point being in the Easterly line of Wharf Avenue, if extended; run thence parallel with and 50 feet distant from the center line of said Tennessee Central Railroad right-of-way North 75° 54' West 160 feet to a point; run thence Northwesterly 180 feet with said right-of-way and a curve to the right having a radius of 1382.69 feet to a point; run thence North 03° 15' 29" East 289.6 feet to a point; run thence North 87° 09' 26" East for a distance of 385 feet more or less, to a point in the Westerly line of land now or formerly owned by H. L. Gibson; run thence South 10° 30' West for a distance of 409.2 feet to the Point of Beginning.

Being the same property conveyed to Anthes, Inc., from Chevron U.S.A. Inc. by deed dated May 1, 1981.

SUBJECT TO:

1. Easement for Wharf Avenue, Extended, along the Easterly boundary of Tract Numbers 1 and 3 as shown on survey of Barge, Waggoner & Sumner, dated April 17, 1962, revised March 14, 1969.

2. That portion of the premises embraced within the bounds of the high and low water mark of the Cumberland River is subject to easement for the flow of the River.

3. Possible easement in the U.S.A. for the flowage of Cumberland River not of record, along the Northerly boundary of the property.

4. A 15 foot easement for ingress and egress reserved to Southern Oil Service in the deed to City of Nashville of record in Book 2153, Page 303, Register's Office, which is along the Southerly boundary of the property.

5. A 25 foot easement for ingress and egress on the Westerly boundary of Tract 1, as shown on survey by Barge, Waggoner & Sumner, Inc., dated April 17, 1962, and revised March 14, 1969.

6. A 25 foot easement for ingress and egress along the Easterly boundary of Tract Number 2, as shown on said survey.

7. A 25 foot easement along the Northerly boundary of Tract 3 as shown on said Survey.

8. A 30 foot easement for Outfall Sewer No. 11-A across Tract 3 as shown on said survey.

9. A 25 foot easement for Outfall Sewer No. 12, along the Easterly boundary of property, shown on said survey.

10. A 75 foot easement along the Southerly boundary of Tract Number 3 for City of Nashville Sewer Line 54-SD-I and 53-SD-2 as shown on said survey.

11. An 18 foot spur tract easement claimed by Tennessee Central Railroad by Adverse possession and shown on said survey.

12. Easement and restrictions in deed of record in Book 4273, Page 310, said Register's Office.

Map/Parcel Number: 093-11-0 111.00

Please forward Tax bills to the following: (Name Omitted)

Kerr-McGee Corporation
Tax Department - MT-806
P. O. Box 25861
Oklahoma City, OK 73125

STATE OF OKLAHOMA
COUNTY OF OKLAHOMA

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THE TRANSFER IS $40,000

TRIANGLE REFINERIES

By: Sherry L. Thornhill

AFFIANT- Sherry L. Thornhill

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 6th DAY OF MAY, 1996.

Lavinia B. Lindley

Notary Public OK

MY COMMISSION EXPIRES: June 13, 1999

AFFIDAVIT

STATE OF GEORGIA

COUNTY OF COBB

I, **S. L. KEY,** being duly sworn, depose and say:

(1) I am an Assistant Secretary of CHEVRON U.S.A. INC., a Pennsylvania corporation.

(2) Effective December 31, 1976, Chevron Oil Company, a California corporation, merged into itself, Chevron U.S.A. Inc., its wholly owned subsidiary, and simultaneously changed its name to Chevron U.S.A. Inc., a California corporation.

(3) Effective July 1, 1985, Chevron U.S.A. Inc., a California corporation, was merged into Gulf Oil Corporation, a Pennsylvania corporation, and simultaneously therewith, Gulf Oil Corporation, a Pennsylvania corporation, changed its name to Chevron U.S.A. Inc., a Pennsylvania corporation. A certificate of merger and name change pertaining to the July 1, 1985 transaction was filed with the State of Tennessee on February 11, 1986.

(4) The attached Corporate Resolutions dated November 7, 1983 were adopted by the surviving corporation in connection with the foregoing merger pursuant to resolutions dated June 26, 1985, a true copy of which is attached hereto.

BK 10044 PG 351

S. L. KEY
Assistant Secretary

(SEAL)

CHEVRON U.S.A. INC. INCORPORATED AUG. 9, 1882 PENNSYLVANIA

Subscribed and sworn to this 12th day of June, 1989 before me.

Notary Public

NOTARY PUBLIC COBB CO. GA.

My Commission Expires December 9, 1992

CERTIFICATE OF CORPORATE RESOLUTION

CHEVRON U.S.A. INC.

RESOLVED: That the President, a Senior Vice-President, any Vice-President, the Treasurer, the Secretary, an Assistant Secretary, or an Assistant Treasurer be and each of them is hereby empowered in such capacity to execute for and on behalf of this corporation (without the necessity of affixing the corporate seal) all papers requiring execution in the name of this corporation, except no authority is conferred by this resolution for execution of any of the following:

(1) Leases to others covering oil, gas or other hydrocarbon or nonhydrocarbon minerals underlying free lands of this corporation, or deeds or conveyances to others covering free lands of this corporation, other than rights-of-way and similar easements, where either book value or sale price exceeds $500,000;

(2) Documents, instruments or promissory notes in support of any borrowings; provided, however, that promissory notes and other documents given as consideration for the acquisition of real or personal property shall not be deemed to constitute a borrowing;

BOOK 10044 PG 352

(3) Documents or agreements establishing bank accounts in the name of this corporation, or withdrawing of funds or closing of any bank accounts of this corporation, and be it further

RESOLVED: That each party empowered by this resolution is authorized to affix the seal of this corporation to such papers as require a seal and to acknowledge and deliver any such papers as fully as if special authority were granted in each particular instance; and be it further

RESOLVED: That the President, a Senior Vice-President, or a Vice-President who is also a Director of this corporation be and each of them is hereby empowered on behalf of this corporation to appoint any person or persons whom they or any one of them may deem proper as Agents or Attorneys-in-Fact of this corporation for a term not to exceed one year with such powers said persons or any of them may lawfully do by virtue of the authority herein granted to them; and be it further

RESOLVED: That the resolutions granting similar authority of December 30, 1976, February 10, 1977, February 9, 1981, and April 2, 1981, be and the same are hereby superseded.

I, S. L. KEY, Assistant Secretary of CHEVRON U.S.A. INC., a Pennsylvania corporation, do hereby certify that the foregoing is a full, true and correct copy of certain resolutions unanimously adopted at a meeting of the Board of Directors of said corporation held at the office of said corporation in San Francisco, California, on November 7, 1983, and that said resolutions are in full force and unrevoked.

WITNESS my hand and seal of said corporation this 12th day of June, 1989.

S. L. KEY
Assistant Secretary

(SEAL)

CHEVRON U.S.A. INC. INCORPORATED AUG. 8, 1922 PENNSYLVANIA

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

173 98

RESOLVED: That, upon the happening of the merger (the "Merger") of Chevron U.S.A. Inc., a California corporation (the "Merged Corporation"), with and into this Company (the "Surviving Corporation"), all resolutions heretofore adopted and not rescinded or superseded by the Board of Directors or a committee thereof of the Merged Corporation are adopted in their entirety by the Surviving Corporation, with such amendments, if any, thereto, as may be necessary for the sole purpose of having such resolutions comply with applicable laws and with the Restated Articles of Incorporation and By-Laws of the Surviving Corporation; and be it further

BOOK 10044 PG 353

RESOLVED: That any resolution heretofore adopted by the Board of Directors of the Surviving Corporation or any committee thereof and having current or prospective application shall, upon the happening of the Merger, be deemed to be amended, superseded or rescinded to the extent necessary to eliminate any contradiction, discrepancy or inconsistency between such resolution and any resolution of the Merged Corporation adopted by the Surviving Corporation pursuant to the immediately preceding resolution; and be it further

RESOLVED: That, upon the happening of the Merger, any division of the Merged Corporation which shall have been established by the Merged Corporation and be subsisting immediately prior to the Merger shall continue as a division of the Surviving Corporation, but any division of the Surviving Corporation in existence prior to the Merger (with the exception of Warren Petroleum Company) shall, upon the happening of the Merger, cease to exist and be terminated as a division of the Surviving Corporation; and be it further

RESOLVED: That, upon the happening of the Merger, the Surviving Corporation may continue to do business in the name of any of such terminated divisions and any executory contract or other agreement which shall have been entered into by any such terminated division and requiring future performance by such division or any officer, employee or agent thereof may continue to be performed by such division or person in the name of such division and in the capacity of such person as existed immediately prior to the Merger; and be it further

RESOLVED: That, upon the happening of the Merger, and except as may be contemplated by the immediately preceding resolution, no officer, agent or employee of any such terminated division may take any action in any such capacity; and be it further

RESOLVED: That upon the happening of the Merger all powers of attorney heretofore granted by the Merged Corporation shall continue as valid powers of attorney deemed to have been issued by the Surviving Corporation; and be it further

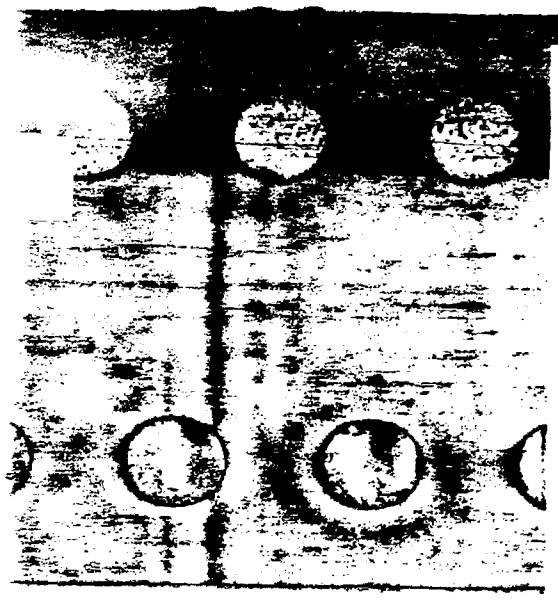
RESOLVED: That upon the happening of the Merger any power of attorney granted by the Surviving Corporation or any division or agency thereof prior to the Merger shall cease to be a valid power of attorney to act on behalf of the Surviving Corporation or any division or agency thereof, except that any power of attorney heretofore granted in the name of or relating to Warren Petroleum Company shall not be affected by this resolution, and except that this resolution shall not affect any authority in existence prior to the Merger with respect to any bank account of whatsoever kind or nature maintained in the name of the Surviving Corporation or any division or agency thereof.

I, G. B. SECOR, Assistant Secretary of CHEVRON U.S.A. INC. (formerly known as Gulf Oil Corporation), a Pennsylvania corporation, do hereby certify that the foregoing is a full, true and correct copy of certain resolutions unanimously adopted at a meeting of the Board of Directors of said corporation held on June 26, 1985, and that said resolutions are in full force and unrevoked.

WITNESS my hand and the seal of said corporation this 10th day of July, 1985.

Assistant Secretary

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED



OFFICIAL RECEIPT

FELIX Z. WILSON, II

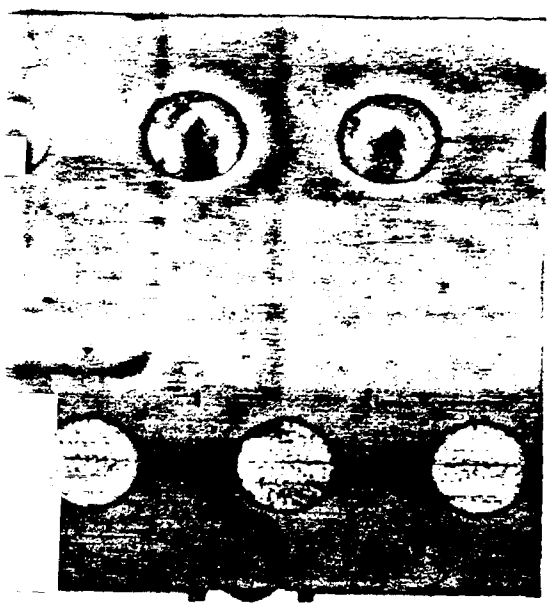
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10044 PG 354

CO CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD TRUST DEED		PRFEE - PROBATE FEE



DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 40000.00
				CON TX 148.00
				PRFEE 1.00
				MDEED 24.00
				TOTAL 173.00
				CHECK 173.00
			05/08/96 01	11:08 0001 9610

0179937
IDENTIF. ↑ REFERENCE

96 MAY -8 AM 11:04

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1037613