THIS INSTRUMENT PREPARED BY:
JOHN A. MOORE
MURPHY OIL USA, INC.
P.O. BOX 7000
EL DORADO, ARKANSAS 71731-7000

Map-Par. No. 72-10-155

QUITCLAIM DEED

BOOK 10560 PG 230

Quitclaim deed made by Murphy Exploration & Production Company, a Delaware corporation with a principal place of business of 131 South Robertson, New Orleans, Louisiana 70112, successor by merger to Murphy Oil USA, Inc. (Attached as Exhibit A is a certified copy of the Certificate of Ownership and Merger), successor by name change to Murphy Oil Corporation (Attached as Exhibit B is a certified copy of the Certificate of Amendment to Certificate of Incorporation), successor by merger to Murphy Corporation (Attached as Exhibit C is a certified copy of the Plan and Agreement of Merger).

Murphy Exploration & Production Company hereby quitclaims to Murphy Oil USA, Inc., a Delaware corporation with a principal place of business at 200 Peach Street, El Dorado, Arkansas 71730, as successor by name change to New Murphy Oil USA, Inc. (Attached as Exhibit D is a certified copy of the Certificate of Amendment and Certificate of Incorporation), all its interest in the following land in the County of Davidson, State of Tennessee:

> Land in the 11th, formerly the 18th, Civil District of Davidson County, Tennessee, described according to a survey made by Pete Meyer, Surveyor, February 22, 1946, as follows:
>
> Beginning at a point in the easterly margin of Gallatin Road, 434 feet south of the southerly margin of Litton Avenue; thence south 73 deg. east 350 feet to a point; thence southwesterly 140.1 feet to a point; thence north 68 deg. 30' west 350 feet to the easterly margin of the Gallatin Road; thence with the margin of the same, northeasterly 104.7 feet to the point of beginning.
>
> Being the same property conveyed to Murphy Corporation by Deed from Spur Realty Company of Tenn., a Tennessee corporation, of record in Book 3431, Page 407, Register's Office for Davidson County, Tennessee.

This is improved property known as 2814 Gallatin Rd., Nashville, TN 37216.

In witness whereof, I have hereunto set my hand and seal effective this 10th day of July, 1997

ATTEST:

By: John A. Moore
John A. Moore
Assistant Secretary

MURPHY EXPLORATION & PRODUCTION COMPANY

By: Steven A. Cossé
Steven A. Cossé
Vice President

STATE OF ARKANSAS

COUNTY OF UNION

PICK-UP

97 AUG -6 PM 1:51
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

IDENTIF. & REFERENCE

0334937

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared John A. Moore and Steven A. Cossé, with whom I am personally acquainted, and who, upon oath, acknowledged themselves to be the Assistant Secretary and Vice President of Murphy Exploration & Production Company , the within named bargainor, a corporation, and that they executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as Assistant Secretary and Vice President.

Witness my hand and official seal this 10th day of July, 1997.

Donna Landers
Notary Public

My Commission Expires:

OFFICIAL SEAL
DONNA LANDERS
NOTARY PUBLIC - ARKANSAS
UNION COUNTY
My Commission Expires 08-27-2000

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $-0-.

Affiant

Subscribed and sworn to before me this the 6th day of August, 1997.

Notary Public

My Commission Expires:

7-28-2001

Address New Owner/Send Tax Bills To:

Murphy Oil USA, Inc.
200 Peach Street
El Dorado, Arkansas 71730

4002 08/06 0101 03CHECK 56.00

Exhibit A

A

PAGE 1

State of Delaware

Office of the Secretary of State

BOOK 10560 PG 232

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF MURPHY EXPLORATION & PRODUCTION COMPANY, A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING MURPHY OIL USA, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF JANUARY, A.D. 1993, AT 4:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE APPROPRIATE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * * * * * * * *

ACTING SECRETARY OF STATE

AUTHENTICATION: *3732405

733004006

DATE: 01/05/1993

BOOK 10560 PG 233

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MURPHY OIL USA, INC.
(A DELAWARE CORPORATION)

INTO

MURPHY EXPLORATION & PRODUCTION COMPANY
(A DELAWARE CORPORATION)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware,

It is hereby certified that:

1. Murphy Exploration & Production Company (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the issued and outstanding shares of capital stock of Murphy Oil USA, Inc. which is a business corporation of the State of Delaware.

3. The Corporation hereby merges Murphy Oil USA, Inc. into the Corporation effective as of January 1, 1993.

4. The following is a copy of the resolutions adopted on the 31st day of December, 1992 by the Board of Directors of the Corporation by unanimous written consents in lieu of a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, to merge the said Murphy Oil USA, Inc. into the Corporation, which resolutions have not been modified or rescinded and are in full force and effect on the date hereof:

> RESOLVED, that effective January 1, 1993 Murphy Oil USA, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Murphy Oil USA, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Murphy Oil USA, Inc.

RESOLVED, that this Corporation assume all of the obligations of Murphy Oil USA, Inc.

BOOK 10560 PG 234

RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Murphy Oil USA, Inc. and of this Corporation and in any other appropriate jurisdiction.

Executed on this 31st day of December, 1992.

MURPHY EXPLORATION & PRODUCTION COMPANY

By: _____
Name: Clefton D. Vaughan
Title: Vice President

ATTEST:

_____
Name: Steven A. Cossé
Title: Secretary

JAN- 4-93 MON 15:16 MURPHY OIL LEGAL DEPT FAX NO. 501 864 6489 P.06

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 07/11/1997
REQUEST NUMBER: 97192130A
Exhibit B
CHARTER/QUALIFICATION DATE: 06/11/1963
STATUS: WITHDRAWN
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0039771
JURISDICTION: DELAWARE

TO:
T. LARRY EDMONDSON ATTORNEY
808 BROADWAY
2ND FLOOR
NASHVILLE, TN 37203

REQUESTED BY:
T. LARRY EDMONDSON ATTORNEY
808 BROADWAY
2ND FLOOR
NASHVILLE, TN 37203

BOOK 10560 PG 235

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MURPHY OIL USA, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
449 00240	11/21/1983	AMEND-CHARTER	X				X				

FOR: REQUEST FOR COPIES

ON DATE: 07/11/97

	FEES	
RECEIVED:	$10.00	$10.00
TOTAL PAYMENT RECEIVED:		$20.00

RECEIPT NUMBER: 00002156241
ACCOUNT NUMBER: 00011356

FROM:
T LARRY EDMONDSON (808 BROADWAY)
2ND FL
808 BROADWAY
NASHVILLE, TN 37203-0000

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

SS-4458

FILED
SECRETARY OF STATE
1983 DEC 21 PM 2:58

SECTION 48-1105
For Profit
or
Not for Profit

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
FOR
MURPHY OIL USA, INC. (formerly MURPHY OIL CORPORATION)

BOOK 10560 PG 236

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-1105 of the Tennessee General Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business or conduct affairs in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is MURPHY OIL USA, INC.
The state, territory or country under the laws of which it is incorporated is: DELAWARE

2. The corporation's previous application for a certificate of authority or amended certificate of authority, as the case may be, in the State of Tennessee was filed by the Secretary of State on June 11, 19 63

3. The corporation is (for profit) ~~(not for profit)(strike inapplicable words)~~.

4. If a corporation for profit, and if the name of the corporation does not contain a word or an abbreviation required by subsection (1) (a) of Section 48-207 of the Tennessee General Corporation Act, then the name of the corporation with such required word or abbreviation it elects to add thereto for use in the State of Tennessee is N/A

5. The date of its incorporation was May 20, 1963, 19____ The period of its duration, if other than perpetual, is N/A.

6. The address of its principal office in the state, territory or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801

7. The name, street address, and mailing address of each principal officer of the corporation which shall include its president, vice-presidents, secretary and treasurer are as follows:

Name	Title	Street Address	Mailing Address
SEE ATTACHED			

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

8. The name, street address and mailing address of each director are as follows:

Name	Street Address	Mailing Address
SEE ATTACHED		

1983 NOV 21 PM 2:58

BOOK 10560 PG 237

9. The corporation's Federal Employers' Identification Number is 71-6053615

10. The purpose or purposes which it proposes to pursue in transacting business or conducting its affairs in the State of Tennessee are:

Exploration for development, production and sale of crude oil and natural gas.

11. If a corporation for profit, the aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, is:

Authorized number of shares	Class	Series	Par Value per share or statement that shares are without par value
10,000	Common	-	$1.00
3,000	Cumulative Preferred Stock	-	$100.00

12. This application is accompanied by a certificate dated not more than thirty (30) days prior to the date the application is filed in the state of Tennessee and stating that the corporation is in good standing under the laws of DELAWARE in which it is organized, executed by the secretary of state of such state, territory or country or by such other official as may have custody of the records pertaining to corporations.

(Note: By law, the Secretary of State may request such additional information as may be necessary or appropriate for him to determine whether this corporation is entitled to a certificate of authority to transact business or conduct affairs in the State of Tennessee.)

Date November 10, 1983

MURPHY OIL USA, INC.
(Name of Corporation)

By: J. W. Watkins
(Title)
Jerry W. Watkins, Vice President

RECORDER'S MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

FILED
SECRETARY OF STATE
1983 NOV 21 PM 2:58

BOOK 10560 PG 238

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware, do hereby certify* that the "MURPHY OIL CORPORATION", filed a Certificate of Amendment, changing its corporate title to "MURPHY OIL USA, INC.", on the thirty-first day of October, A.D. 1983, at 10:01 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* tenth *day of* November *in the year of our Lord one thousand nine hundred and* eighty-three.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

FORM 102

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

BOOK 10560 PG 239

FILED

REC T145 PAGE 683 OCT 31 1983 10:

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

MURPHY OIL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by consent signed October 31, 1983, adopted the following resolution:

> "RESOLVED, that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article First of the Certificate of Incorporation be amended to read as follows:
>
> "'First: The name of the corporation shall be MURPHY OIL USA, INC. (hereinafter called the "Company")'."

SECOND: That the said amendment has been consented to and authorized by the holder of all of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 31st day of October.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Murphy Oil Corporation has caused its corporate seal to be hereunto affixed and this certificate to be filed by Jerry W. Watkins, its Vice President, and Ann A. Ripley, its Assistant Secretary, this 31st day of October, 1983.

By s/Jerry W. Watkins
Vice President

(SEAL)

ATTEST: s/Ann A. Ripley
Assistant Secretary

RECORDERS MEMO
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BOOK 10560 PG 240

STATE OF ARKANSAS)
)ss.
COUNTY OF UNION)

REC T145 PAGE 684

BE IT REMEMBERED that on this 31st day of October, A.D., 1983, personally came before me, Renee' Bryant, a Notary Public in and for the County and State aforesaid, Jerry W. Watkins, Vice President of MURPHY OIL CORPORATION, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said Jerry W. Watkins, as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and Assistant Secretary of said corporation to the said foregoing certificate are in the handwriting of the said Vice President and Assistant Secretary of said Corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation and that the facts stated in the foregoing certificate are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(SEAL)

s/Renee' Bryant
Notary Public in and for
Union County, Arkansas

My Commission expires:

January 28, 1990

RECEIVED FOR RECORD

OCT 31 1983

LEO J. DUGAN, Jr., Recorder

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

Exhibit C

BOOK 10560 PG 241

State of Delaware

Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Agreement of Merger of the "MURPHY CORPORATION", a corporation organized and existing under the laws of the State of Louisiana, with and into the "MURPHY OIL CORPORATION", a corporation organized and existing under the laws of the State of Delaware, under the name of "MURPHY OIL CORPORATION", as received and filed in this office the sixteenth day of December, A.D. 1963, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the State of Delaware.

In Testimony Whereof, I have hereunto set my hand and official seal at Dover this eighteenth day of December in the year of our Lord one thousand nine hundred and sixty-three.

Elisha C Dukes

Secretary of State

Asst Secretary of State

FORM 121

Exhibit D

D

State of Delaware

Office of the Secretary of State

BOOK 10560 PG 242

I, DANIEL R. GRIFFITH, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NEW MURPHY OIL USA, INC." FILED IN THIS OFFICE ON THE FOURTH DAY OF JANUARY, A.D. 1993, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * * * * * * * *

ACTING SECRETARY OF STATE

AUTHENTICATION: *3732442

DATE: 01/05/1993

733004007

RECORDERS MEMO

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

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

BOOK 10560 PG 243

* * * * *

NEW MURPHY OIL USA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Stockholder of said corporation, by Consent signed January 2, 1993, adopted the following resolution:

> RESOLVED, that the sole stockholder hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation of the Company be amended to read as follows:
>
> "FIRST: The name of the corporation shall be MURPHY OIL USA, INC. (hereinafter called the 'Company')."

SECOND: That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NEW MURPHY OIL USA, INC. has caused this certificate to be signed by Steven A. Cossé, its Vice President, and attested by Carla W. Hearnsberger, its Assistant Secretary, this 2nd day of January, 1993.

NEW MURPHY OIL USA, INC.

By: _____
Steven A. Cossé
Vice President

Attest:

By: _____
Carla W. Hearnsberger
Assistant Secretary