Nashville

TENNESSEE DEED

This instrument prepared by:
Colleen Codey, Esq.
Paul, Weiss, Rifkind,
Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019-6064

BOOK 10984 PG 619

SPECIAL WARRANTY DEED

THIS INDENTURE is effective as of the 18th day of June, 1998, by and between TOC Terminals, Inc., a corporation organized and existing under the laws of the State of Delaware and having an office c/o Stratus Petroleum Corporation, 9040 Roswell Road, Suite 380, Atlanta, Georgia 30350 ("Grantor"), and Williams Energy Ventures, Inc., a Delaware corporation and having an office at One Williams Center, Tulsa, Oklahoma 74101 ("Grantee").

WITNESSETH

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and other good and valuable consideration in hand paid by Grantee, the receipt and adequacy whereof are hereby acknowledged, and pursuant to the authority of the Board of Directors of Grantor, by these presents does hereby grant, bargain and sell unto Grantee, its successors and assigns, forever, (i) 68.94% of Grantor's undivided 34% interest (i.e., a 23.4396% undivided interest), in and to the buildings and improvements erected on the land, situate, lying and being in those certain counties and states, as legally described in Exhibit A, annexed hereto and made a part hereof, and (ii) 68.94% of Grantor's undivided 34% interest (i.e., a 23.4396% undivided interest), in and to said land, as described in Exhibit A;

TOGETHER WITH any and all surface leases, easements, rights of way, permits, licenses and other real property grants appurtenant thereto and all other appurtenances thereunto belonging:

TO HAVE AND TO HOLD the same unto Grantee, its successors and assigns, forever;

SUBJECT, HOWEVER, to the matters set forth on Exhibit B annexed hereto and made a part hereof.

AND Grantor, for itself and its successors and assigns, does covenant, promise, warrant and agree to and with Grantee, its successors and assigns, that Grantor has not done or suffered to be done anything whereby the said buildings and improvements hereby granted, or the said land on which said buildings and improvements are erected, are, or may be, in any manner encumbered or charged, except as set forth in Exhibit B annexed hereto, and does also hereby covenant, promise and agree to and with Grantee, its successors and assigns, to warrant and forever defend the title to said buildings and improvements, and the land on which they are located, against any and all persons lawfully claiming by, through or under Grantor, but not otherwise, subject, however, to the matters set forth in Exhibit B annexed hereto.

IN WITNESS WHEREOF, Grantor has executed this deed as of the day and year first above written.

TOC Terminals, Inc.

By: _____
Name: THOMAS R SHIAH
Title: PRESIDENT

Attest:

_____
Name: B LASMON
Title: ASST SEC.

[SEAL]

After recording, return to:

Chicago Title Insurance Company
Attn: Connie Nelson
7616 LBJ Freeway, Suite 300
Dallas, Texas 75251-1106

Tax bills are to be mailed to:

Williams Energy Group
Revenue and Contract Accounting Dept.
Attn: Ms. Stephanie Turner
One Williams Center
Tulsa, Oklahoma 74101

Tax Map and Parcel Nos. are:
Map 08DA 15320, Map 91, Parcel 8.01
Map 08DA 09640, Map 80, Parcel 16
Map 08DA 09650, Map 80, Parcel 15.01

BOOK 10984 PG 622

STATE OF New York
COUNTY OF New York

Personally appeared before me, Austin K. Wilkinson Notary Public, Thomas R. Shiah, with whom I am personally acquainted, and who acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he is President of TOC Terminals, Inc., a Delaware corporation, and is authorized to execute this instrument on behalf of said corporation.

WITNESS my hand, at office, this 4th day of June, 1998.

Austin K. Wilkinson
Notary Public

[AFFIX SEAL]

My Commission Expires:_____

AUSTIN K. WILKINSON
Notary Public, State of New York
No. 01WI5051848
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Nov. 13, 1999

Doc#:DS4:401127.1

BOOK 10984 PG 623

STATE OF New York
COUNTY OF New York

The actual consideration or value, whichever is greater, for this transfer is $20,435.19.

Affiant

Subscribed and sworn to before me this 4th day of June, 1998.

Notary Public

My Commission Expires:_____

[AFFIX SEAL]lkm

AUSTIN K. WILKINSON
Notary Public, State of New York
No. 01WI5051848
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Nov. 13, 1999

Doc#:DS4:401127.1

Exhibit A

The land is located in the County of Davidson, State of Tennessee and described as a 34% undivided interest in the following:

PARCEL I

BEGINNING on an iron pipe in the Southern right-of-way line of L&N Railroad, and corner to Ingram Industrial; thence with said right-of-way line N 38°-41'-50" E, 203.23 feet to a point; thence S 58°-16'-15" E, 156.33 feet to a point corner to Ingram's Industrial; thence with Ingram Industrial the following four (4) calls: 1) S 31°-14'-35" W, 90.98 feet to a point; 2) S 87°-04'-35" W, 35.58 feet to a point; 3) S 31°-14'-35" W, 91.15 feet to an iron rod; 4) N 58°-02'-10" W, 153.27 feet to the POINT OF BEGINNING, containing 0.718 acres, more or less.

PARCEL II

BEGINNING on an iron rod in the Northwestern right-of-way line of 63rd Avenue, and being corner to the 0.373 acre tract; thence leaving said right-of-way line N 58°-15'-00" W, 403.75 feet to an iron pipe in the Southern right-of-way line of L&N Railroad; thence with said right-of-way N 38°-41'-50" E, 240.68 feet to a point; thence along a curve to the right ~~with~~ a radius of 1203.50 feet, an arc distance of 389.16 feet (having a chord of N 47°-57'-40" E, 387.46 feet) to an iron rod in the western right-of-way line of Centennial Blvd.; thence with said right-of-way line the following three (3) calls: 1) S 25°-56'-55" E, 95.55 feet to a point; 2) S 25°-56'-55" E, 138.01 feet to a point; 3) along a curve to the left with a radius of 517.14 feet; an arc distance of 80.53 feet, (having a chord of S 30°-24'-35" E, 80.45 feet) to a point in the northwestern right-of-way line of 63rd Avenue; thence with said right-of-way line S 32°-01'-00" W, 96.21 feet to a point; thence S 32°-01'-00" W, 352.39 feet to the POINT OF BEGINNING, containing 4.465 acres, more or less.

Being the same property conveyed to Tenneco Oil Company of record in Book 7227, page 719, Register's Office of Davidson County, Tennessee; and

Being the same property conveyed to Tenneco Oil Company of record in Book 7227, page 700, aforesaid records.

Being the same property conveyed to TOC Terminals, Inc. by Special Warranty Deed from Tenneco Oil Company of record in Book 7798, page 711, Register's Office for Davidson County, Tennessee.

TRACT III-EASEMENT ONLY

Land in the 8th, formerly the 12th, Civil District of Davidson County, Tennessee, described according to a survey made by Z.J. Wilkinson, Surveyor, dated December 15, 1960 and December 27, 1960, as follows:

Beginning in the northwesterly margin of 63rd Avenue North, 488.6 feet west of the southwesterly margin of Centennial Boulevard; thence north 58 degrees west 410 feet, more or less, to the southeasterly margin of N. C. & St. L. right of way; thence along the southeasterly margin of said right of way, north 38 degrees 46 minutes east 40.3 feet to a point; thence south 58 degrees east 404.2 feet to the northwesterly margin of 63rd Avenue, North; thence along the northwesterly margin of 63rd Avenue, North, 40 feet to the point of beginning.

Being property conveyed to Conoco Inc. (formerly Continental Oil Company), a Delaware corporation, Tenneco Oil Company, a Delaware corporation, and Murphy Oil USA, Inc., (formerly Murphy Oil Corporation), a Delaware corporation by deed from Southern Facilities, Inc., a Delaware corporation, of record in Book 7227, page 700, said Register's Office, AND property being conveyed to Tenneco Oil Company, a Delaware corporation, by special warranty deed from Murphy Oil USA, Inc., (formerly Murphy Oil Corporation), a Delaware corporation, of record in Book 7227, page 719, Register's Office for Davidson County, Tennessee.

Said easement having been created by Easement Agreement dated September 12, 1961 by and between General Properties, Inc., a Delaware corporation and Ingram Oil & Refining Company, a Delaware corporation of record in Book 3280, page 618, Register's Office for Davidson County, Tennessee, and subsequently being assigned in Book 3705, page 200, Book 7392, page 322, Book 7392, page 325, and in Book 7404, page 568, in said Register's office.

Exhibit B BOOK 10984 PG 626

1. Right of Way Easement of record in Book 5132, page 157, in said Register's Office.

2. Assignment of Interest in Right of Way Easements of record in Book 7227, page 706, Book 7227, page 724, and in Book 7227, page 715, in said Register's Office.

3. Agreement with reference to spur tracks across the premises as described in Book 1508, page 597, in said Register's Office.

4. Right of Way granted to Nashville Gas and Heating Co. of record in Book 2027, page 66, in said Register's Office.

5. Right of tenants in possession pursuant to unrecorded lease with Colonial Pipeline Co.

6. Terms and provisions of Easement Agreement of record in Book 3280, page 618, as assigned in Book 3705, page 200, Book 7392, page 322, Book 7392, page 325, and in Book 7404, page 568, in said Register's Office.

7. Southern Facilities System Terminals Ownership and Operating Agreement among Conoco, Inc., Tenneco Oil Company, Murphy Oil USA, Inc. dated January 1, 1987, as may be amended.

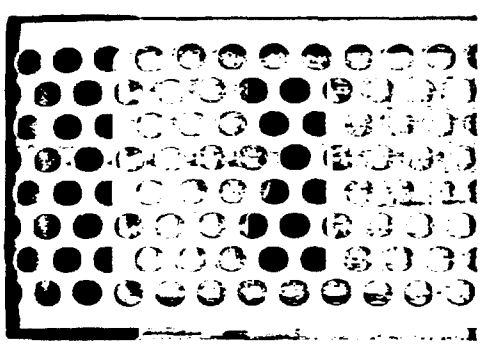
8. Unrecorded easement for a pipeline cross the northeasterly corner of the 4.485 acre tract as shown on the survey by Sterling Engineering, Inc., dated January 12, 1988.

9. Rights of others in and to the easement of record in Book 3280, page 618, as shown as Tract III.

10. The exact location of boundary lines, unrecorded easements, possible encroachments and all other facts or conditions, which would be disclosed by a current survey and inspection of the premises.

11. All taxes, charges, assessments levied and assessed against the premises, which are due and payable.

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98 JUN 19 PM 2:26
RECEIVED FOR RECORD
DAVIDSON COUNTY, TN.
689 06/19 0101 03CHECK 108.28



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10984 PG 627

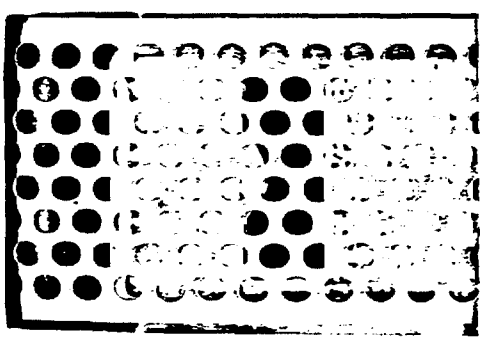
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT 20345.19
CON TX 75.28
PRFEE 1.00
WDEED 32.00
TOTAL 108.28
CHECK 108.28

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

06/19/98 01 14:26 0001 3289



0452878

IDENTIF. & REFERENCE

98 JUN 19 PM 2:25

FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

No. 1309123