0532735

IDENTIF. + REFERENCE

MAIL FNW

This Instrument Prepared By:

William F. Hyland, Jr., Esquire

Record and Return by Mail to:
Brandt, Haughey, Penberthy, Lewis & Hyland, P.A.
240 West Route 38
P.O. Box 1002
Moorestown, New Jersey 08057-0949

99 JAN -5 AM 8:53

REGISTER
DAVIDSON COUNTY, TN.

SPECIAL WARRANTY DEED

8505 01/05 0101 03CHECK 2980.92

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

BOOK 11281 PAGE 732

This Indenture, made OCT 1 1998 by STAR ENTERPRISE, a New York general partnership, having an office at 12700 Northborough Drive, Suite 400, Houston, Texas 77067, Tax I.D. No. 76-0567102 (the "Grantor") to MOTIVA ENTERPRISES LLC, a Delaware limited liability company, having an office at 1100 Louisiana Street, Suite 2200, Houston, Texas 77002, Tax I.D. No. 76-0262490 (the "Grantee").

WITNESSETH

In consideration of Eight Hundred One Thousand Six Hundred and 00/100 ($801,600.00) Dollars and other good and valuable consideration paid in lawful money of the United States, Grantor does hereby grant, convey and release unto Grantee, its successors and assigns forever, all those certain plots, pieces and parcels of land more particularly described in Schedule A attached hereto and made a part hereof (the "Property"), together with the buildings, fixtures and improvements thereon erected,

Together with all right, title and interest, if any, of Grantor in and to any streets and roads abutting the Property to the center lines thereof,

Together with the easements, appurtenances and other hereditaments appurtenant to the Property and all the estate and rights of Grantor in and to said Property, subject to all easements, rights of way and other matters of record affecting same, but

Provided, that Grantor expressly saves, retains, reserves and excepts from this conveyance unto itself and its successors and assigns, all right, title and interest in and to any oil, gas, and other minerals (including, without limitation, helium, lignite, sulphur, phosphate and other solid, liquid and gaseous substances), regardless of the nature thereof and whether similar or dissimilar but only to the extent any of the foregoing is in its natural state and natural location and not subject to the dominion and control of any person, and the right to explore for, develop and produce same, as well as the right to lease such portion of the Property hereby reserved for such purposes, and all mineral and royalty rights whatsoever in, on, under and pertaining to the Property; but Grantor, its successors and assigns, shall have no right to use, or right of ingress to or egress from any part of the surface of the Property for exploration and producing purposes; and any oil and gas drilling operations, shall be conducted by means of wells, the surface locations of which are on other lands and which may be drilled into and bottomed in or under the Property. Grantor shall exercise its rights under the foregoing mineral, oil and gas reservation so as not to disturb the use or operation of the Property or any improvements, installations, petroleum or other products contained in such improvements or installations or surface activities on the Property. Grantor is to receive and retain all bonuses, rentals and royalties payable under any such mineral, oil and gas lease or leases.

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

4040 Hillsboro
Nashville, TN
TN 84

Grantor may assign, transfer, sell or convey such oil, gas and mineral reservation to any person, corporation, partnership or other entity.

To have and to hold the Property unto Grantee, its heirs, successors and assigns forever.

Each Grantor covenants that it has not done or suffered anything whereby the Property has been encumbered in any way whatever, except for the aforesaid reservation of oil, gas and other minerals. The preceding sentence is for the benefit of Grantee and the parties now or hereafter constituting Grantee and may not be relied on or enforced by any other entity, including, without limitation, any direct or remote successor in title to Grantee or any title insurer of Grantee or its direct or remote successors in title, by way of subrogation or otherwise.

IN WITNESS WHEREOF, Grantor has duly executed this Special Warranty Deed the day and year first above written.

STAR ENTERPRISE, a New York general partnership

By: _____ APPROVED J. L. FRANCIS

Name: Seth L. Sharr

Title: Chief Executive Officer

ATTEST:

By: _____

Name: CYDIA J. CRUYKENDALL

_____ Secretary

STATE OF TEXAS)
: ss
COUNTY OF HARRIS)

Before me, the undersigned authority, a notary public in and for said county and state, personally appeared Seth L. Sharr, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be the Chief Executive Officer of Star Enterprise, a New York general partnership, the within named Grantor, and that he/she, as such Chief Executive Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself/herself as such Chief Executive Officer.

WITNESS my hand and seal at office in Harris County, Texas, this 27th day of August, 1998.

PATRICIA ETIENNE ADAME
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
APRIL 5, 1999

_____

Name: Patricia Etienne Adame

Notary Public

My Commission Expires: 4-5-99

The Name and Address of the Property Owner and Party Responsible for Payment of Taxes:

Motiva Enterprises LLC
1100 Louisiana Street, Suite 2200
Houston, Texas 77002

I hereby swear and affirm that the actual consideration or true value of this transfer, whichever is greater, is $801,600.00.

MOTIVA ENTERPRISES LLC

By: _____

Name: Stephen R. Franks

Title: General Manager

CHERYL ANN SNELLING
My Commission Expires
April 8, 2001

Subscribed and sworn to before me this 16th day of September, 1998.

_____

Name: Cheryl Ann Snelling

Notary Public

My Commission Expires: 4-8-2001

m-wfh-star-deed-tn

SCHEDULE A BOOK 11281 PAGE 731

Attached to and made a part of that certain Special Warranty Deed by and between Star Enterprise, as Grantor, and Motiva Enterprises LLC, as Grantee

PROPERTIES, FACILITIES AND INTERESTS OF GRANTOR, AS OWNER, SITUATED IN THE COUNTY OF DAVIDSON, STATE OF TENNESSEE AND CONVEYED HEREUNDER:

All of Grantor's right, title and interest in and to the land and property conveyed by that certain Special Warranty Deed from Texaco Refining and Marketing Inc. to Star Enterprise, dated effective December 31, 1988, recorded in Book 7963, at Page 861, Entry/Folio No. 75216 of the Public Records of the Register of Deeds of Davidson County, Tennessee, which property and land is more fully described as follows, viz:

A tract of land in the 7th District of Davidson County, Tennessee, being known as Lot no. 69 and the northerly part of Lot No. 70 on the map of Colonial Heights Subdivision, of record in Book 1130, Page 102, Register's Office for said County, and described according to a copy of a survey thereof made by S. R. Sanford, Jr., Surveyor, dated January 1947, as follows:

BEGINNING at an iron pin at a point of intersection where the southwesterly line of Warfield Drive intersects the northwesterly line of a 20 foot alley, said point being the northeasterly corner of said Lot 69. Thence, southwesterly along the northwesterly line of said 20 foot alley 125 feet to an iron pin; Thence, northwesterly and parallel to Warfield Drive 100 feet to a point; Thence, northeasterly and parallel to said 20 foot alley 125 feet to a point in the southwesterly line of Warfield Drive; Thence, southeasterly along the line of Warfield Drive 100 feet to the point of beginning.

BEING commonly known as 4040 Hillsboro Road, Nashville, Tennessee.

BEING Tax Map No. 131-2, Parcel No. 96.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11281 PAGE 735

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	CFEE	- COMPUTER FEE	PRFEE	- PROBATE FEE

CAMT	
	801600.00
CON TX	2965.92
PRFEE	1.00
WDEED	12.00
CFEE	2.00
TOTAL	2980.92
CHECK	2980.92

01/05/99 01 08:51 0001 8505

0532735
IDENTIF. # REFERENCE

99 JAN -5 AM 8:54
REGISTER
DAVIDSON COUNTY, TN.

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1407898