#2121635.1 6/22/00

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (FRD)
2700 First American Center
Nashville, Tennessee 37238

Instr:200006290064632 Page: 1 OF 6
REC'D FOR REC 06/29/2000 9:34:40AM
RECORD FEE: $26.00
M. TAX: $0.00 T. TAX: $0.00

QUITCLAIM DEED

Address New Owner(s) As Follows:	Send Tax Bills To:	Map Parcel Numbers:
Ergon Terminaling, Inc. 2829 Lakeland Drive Jackson, MS 39205-1639	Same	Map 94-6, Parcels 11 and 12

FOR AND IN CONSIDERATION of ONE DOLLAR ($1.00), cash in hand paid, the receipt of which is hereby acknowledged, ERGON, INC., a Mississippi corporation ("Grantor") by these presents does hereby quitclaim and convey unto ERGON TERMINALING, INC., a Mississippi corporation ("Grantee"), its successors and assigns, all of its right, title and interest in and to the property described on Exhibit A attached hereto.

The source of this description is the prior deeds.

Being the same property conveyed to Grantor by Deeds of record in Book 8923, page 671, Book 6732, page 500, Book 9703, page 114 and Deed of Correction in Book 10106, page 285, Register's Office of Davidson County, Tennessee.

This is improved property known as 1110 and 1116 Visco Drive, Nashville, Tennessee.

The effective time and date of this conveyance is 12:01 a.m., July 1, 2000.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 27th day of June, 2000.

GRANTOR:

ERGON, INC., a Mississippi Corporation

By: _____
Its: Chairman

GRANTEE:

ERGON, TERMINALING, INC., a Mississippi Corporation

By: _____
Its: President

STATE OF MISSISSIPPI)
)
COUNTY OF RANKIN)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Leslie B. Lampton, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the Chairman of ERGON, INC., a Mississippi corporation, the within named bargainor, a corporation, and that he as such Chairman executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman.

WITNESS my hand and seal, at office in Flowood, Rankin County, Mississippi this 27th day of June, 2000.

Karen L. Watkins
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES AUG. 1, 2000



STATE OF MISSISSIPPI)
)
COUNTY OF RANKIN)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Leslie B. Lampton with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the President of ERGON TERMINALING, INC., a Mississippi corporation, the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in Flowood, Rankin County, Mississippi, this 27th day of June, 2000.

Karen L. Watkins
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES AUG. 1, 2000



STATE OF MISSISSIPPI)
)
COUNTY OF RANKIN)

The actual consideration for this transfer is $1,239,230.88

Affiant

Subscribed and sworn to before me
this 27th day of June, 2000.

Karen L. Watkins
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES AUG. 1, 2000



EXHIBIT A

TRACT NO. I:

Land in Davidson County, Tennessee, containing approximately 2.90 acres, more or less, and being part of Lot 39 on the Plan of Resubdivision of Lot 35, Section 6, and the Resubdivision of Lot 39, Section 9, of Visco Industrial Subdivision, as appearing of record in Plat Book 7900, Page 514, of the Register's Office for Davidson County, Tennessee (sometimes hereafter referred to as "R.O.D.C. TN") and more particularly described as follows:

Commencing at an existing iron pin situated on the Northerly margin of Visco Drive, said pin being 2196.48 feet, more or less, East of the intersection of the centerline of Omohundro Place said point also being the Southeast corner of Lot 35 on the Revised Plan of Visco Industrial Subdivision Section Six recorded in Plat Book 4175, Page 39, R.O.D.C., TN.

Thence N 27 deg. 23'00" W along the common line between Ergon Incorporated recorded in Deed Book 6732, Page 500, R.O.D.C., Tn. and AAA Cooper Transportation recorded in Deed Book 8129, Page 805, R.O.D.C., TN., a distance of 476.49 feet to the point of beginning of the herein described tract;

Thene N 87 deg. 30'58" W, a distance of 70.00 feet to a point;

Thence S 62 deg. 29' 02" W, a distance of 339.30 feet to a point;

Thence N 27 deg. 23'00" W, a distance of 344.24 feet to a point in the mean low water mark of Cumberland River;

Thence along said river N 72 deg. 23'52" E, a distance of 202.96 feet to a point;

Thence N 68 deg. 26'49"E a distance of 201.03 feet to a point on the common line between Ergon Incorporated and AAA Cooper Transportation,

Then leaving said river along a common line between Ergon Incorporated and AAA Cooper Transportation, S 27 deg. 23'00" E, a distance of 323.41 feet to the point of beginning and containing 2.90 acres of land, more or less.

Being the same property conveyed to Ergon, Inc., a Corporation organized and existing under the Laws of the State of Mississippi by deed from AAA Cooper Transportation, a Corporation organized and existing under the laws of the State of Alabama of record in Book 8923, Page 671, Register's Office for Davidson County, Tennessee.

TRACT NO. 2:

Land in Davidson County, Tennessee, being Lot No. 39 on the plan of Resub Lot 35 Section 6 and Resub Lot 39 Section 9 of Visco Industrial Subdivision of record in Book 7900, Page 514, Register's Office for Davidson County, Tennessee.

Being the same property conveyed Ergon, Inc. by deed from Houvis & Company, Frances A. Oman, Barbara O. Sullivan, Carolyn O. Smith, Merida O. Chambers, and Delphine O. Sloan of record in Book 6732, Page 500, Register's Office for Davidson County, Tennessee.

EXHIBIT A Continued

TRACT NO. 3

PROPERTY DESCRIPTION

Land in Davidson County, Tennessee, being Lot No. 40 on the Plan of Visco Industrial Subdivision, Section 9, of record in Book 4300, page 39, Register's Office for Davidson County, Tennessee, and being described as follows:

Beginning at an iron rod situated in the northern margin of Visco Drive said point being the southeast corner of the Ergon Incorporated property of record in Deed Book 8923, Page 671, R.O.D.C., TN, Tn. said point also being the southwest corner of the property herein described;

Thence, leaving said margin, along said Ergon property line, N 27°23'00" W, a distance of 751.50 feet to a point along the Cumberland River, at the Low Water Line;

Thence, along the Low Water Line, N 86°36'33" E, a distance of 328.51 feet to a point, said point being the northwest corner of the Price Ray Porter property of record in Deed Book 7246, Page 47, R.O.D.C., Tn;

Thence, along Porter's western property line, S 27°23'00" E, a distance of 484.50 feet to an iron rod;

Thence, S 06°03'00" E, a distance of 180.00 feet to an iron rod situated in the northern margin of Visco Drive;

Thence, along said road, along a curve to the left, having a central angle of 21°19'36", a radius of 500.00 feet, a tangent of 94.14 feet, a length of 186.11 feet, and having a chord which bears S 73°16'48" W, a distance of 185.04 feet to an iron rod;

Thence, along said road S 62°37'00" W, a distance of 52.80 feet to the point of beginning and containing 4.69 acres of land more or less.

Being the same property conveyed to Grantor by deed of record in Book 9703, page 114 and Deed of Correction in Book 10106, page 285, Register's Office for Davidson County, Tennessee.

EXHIBIT B

MEMORANDUM OF REORGANIZATION

Ergon, Inc. ("Transferor") and Ergon Terminaling, Inc. ("Transferee") deliver this Memorandum of Reorganization as of the date below.

1. Transferor, Transferee and certain of their affiliated companies (collectively, the "Ergon Companies") have this date entered into that certain Master Restructuring Agreement (the "Agreement") pursuant to which the Ergon Companies have agreed to enter into a reorganization transaction wherein ownership of certain assets will be restructured, effective as of July 1, 2000.

2. Pursuant to the Agreement, Transferor has delivered to Transferee real property deeds transferring, effective July 1, 2000, parcels of real property owned by Transferor in Shelby, Hamilton and Davidson Counties, TN, (the "Transfers"), which, together with related personal property which will be transferred by Bill of Sale, constitute all or substantially all of Transferor's assets in the State of Tennessee.

3. Transferor and Transferee hereby certify that the Transfers are being effected pursuant to a "plan of reorganization" within the meaning of T.C.A. § 67-4-409(e), and are therefore exempt from payment of transfer taxes.

Witness our signatures this the 27th day of June, 2000.

ERGON, INC.

BY: _____
Leslie B. Lampton, Chairman

ERGON TERMINALING, INC.

BY: _____
Leslie B. Lampton, President

STATE OF MISSISSIPPI)
)
COUNTY OF RANKIN)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Leslie B. Lampton, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the Chairman of ERGON, INC., a Mississippi corporation, the within named bargainor, a corporation, and that he as such Chairman executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Chairman.

WITNESS my hand and seal, at office in Flowood, Rankin County, Mississippi, this 27th day of June, 2000.

Karen L. Watkins
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES AUG. 1, 2000

KAREN L. WATKINS NOTARY PUBLIC RANKIN COUNTY, MS

STATE OF MISSISSIPPI)
)
COUNTY OF RANKIN)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Leslie B. Lampton, with whom I am personally acquainted (or provided to me on the basis of satisfactory evidence), and who upon oath, acknowledged himself to be the President of ERGON TERMINALING, INC., a Mississippi corporation, the within named bargainor, a corporation, and that he as such President executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and seal, at office in Flowood, Rankin County, Mississippi, this 27th day of June, 2000.

Karen L. Watkins
Notary Public

My Commission Expires: MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES AUG. 1, 2000

KAREN L. WATKINS NOTARY PUBLIC RANKIN COUNTY, MS