Davidson County DEEDQC
Recvd: 09/22/00 15:26 11pgs
Fees:46.00 Taxes:0.00
20000922-0094333

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Williams Energy Ventures, Inc. One Williams Center Tulsa, Oklahoma 74172	82-14-60 82-14-61 93-2-66 93-2-66-01	Marathon Ashland Petroleum, L.L.C. 539 South Main Street Findlay, Ohio 45840
This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (JLM) 414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219		

QUITCLAIM DEED

For and in consideration of the sum of One Dollar ($1.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Williams, Express, Inc., a Delaware corporation, formerly known as MAPCO Petroleum Inc., formerly known as Earth Resources Company ("Grantor"), by these presents hereby quitclaims to Williams Energy Ventures, Inc, a Delaware corporation ("Grantee") and Grantee's successors and assigns, all of Grantor's right, title, and interest in and to the parcels and real property described on Exhibit A, attached hereto and incorporated herein by this reference, together with (i) all claims, actions, rights, easements, interests, privileges, tenements, hereditaments, riparian rights and wharfage rights appurtenant thereto, (ii) all buildings, structures, fixtures, and other improvements located thereon, and (iii) all of Grantor's right, title and interest in and to the land upon which adjoining roads, streets, alleys, highways and rights-of-way are located, (all of the foregoing being hereinafter collectively referred to as the "Property").

This is improved property located in Nashville, Tennessee.

The Property is conveyed expressly subject to all limitations, restrictions, and encumbrances as may affect the Property.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer is $0.00.

James C. Allegood

Affiant

LEGAL rec'd by PA
OPERATIONS

Subscribed and sworn to before me as of the 17 day of September, 2000.

Notary Public

My Commission Expires: 1/2 [illegible] 03

DAVIDSON CO. NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

0670023.01
010362-003 09/15/2000

IN WITNESS WHEREOF, the Grantor has executed this Deed as of the 17th day of September, 2000.

GRANTOR:

Williams Express, Inc.

By: James C. Alligood
James C. Alligood, President

LEGAL KEC by JTA
OPERATIONS

State of Tennessee
County of Davidson

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared James C. Alligood, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged him to be the President of Williams Express, Inc., a Delaware corporation, the within named bargainor, and that he, as such President and being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of said corporation.

Witness my hand and seal this as of the 17 day of September, 2000.

Notary Public
My Commission Expires: 1-22-04

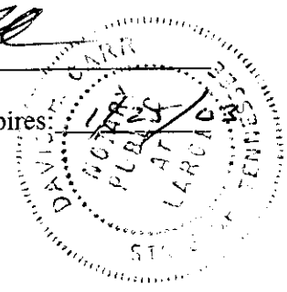


Exhibit A

Description of Property

Tract 1

Being part of Lot No. 14 on the Plan of Shelby's Estate, as of record in Plan Book No. 1, pages 10 and 11, Chancery Court at Nashville, described according to a survey made by Z. J. Wilkinson, Surveyor, May 20, 1940, as follows:

Beginning on the Northerly margin of Main Street at a point 797 feet West of the Westerly margin of North 1st Street, said point being the S.E. corner of the "Power Line Tower Lot"; thence with the Easterly line of said Power Lot, No. 29 deg. 15′ W. 100 feet to an iron rail; thence with the northerly line of said Tower Lot, S. 60 deg. 45′ W. 140 feet to low water mark of Cumberland River; thence with said low water mark, northwardly 200 feet; thence N. 60 deg. 45′ E. 374.2 feet to a stake; thence S. 29 deg. 15′ E 300 feet to a stake in the northerly margin of Main Street; thence with said street, S. 60 deg. 45′ W. 230 feet to the beginning.

Being the same property conveyed to Ashland Oil and Refining Company, its successor corporation being Ashland Oil, Inc., by deed from United Oil Company, a Missouri corporation of record in Book 1676, Page 406, Register's Office for Davidson County, Tennessee.

Tract 2

Land in Davidson County, Tennessee, being two certain parts of Lots Nos. 13 and 14, a part of Mill Street lying between said lots, and a part of a tract of 3 acres and 30 poles lying immediately North of Lot No. 13, all as shown on the Plan of Shelby's Estate, of record in Plan Book 1, pages 10 and 11 of the Chancery Court at Nashville and described as follows:

PART ONE: Beginning at a point in the Northerly margin of Main Street, 437.58 feet more or less West of the Westerly margin of North First Street, said point being 33.5 feet West of the Southwest corner of the property conveyed to L. A. Warren by deed of record in Book 1021, page 338, of the Register's Office for said County; thence North 29° 15′ West 153 feet to a point; thence North 83° 57′ West 16.5 feet to a point; thence North 18° 05′ West 78.3 feet to a point; thence North 16° 19′ East 46.9 feet to a point; thence North 29° 15′ West 30.9 feet to a point in the South line of Tract No. 2 hereinafter described; thence with the South line of the same South 60° 45′ West 163 feet to a point at the Northeast corner of the property conveyed to Ashland Oil & Refining Company by deed from United Oil Company, of record in Book 1676, page 406, said Register's Office; thence with said Company's Easterly line, South 29° 15′ East 300 feet to the North margin of Main Street; thence with the margin of the same, North 60° 45′ East 129.5 feet to the beginning.

PART TWO: Beginning at the Northeast corner of Tract No. One hereinbefore described, being an inner corner of this tract; thence with the Easterly line of Tract No. 1, South 29° 15′ East 30.9 feet to a point; thence leaving Tract One and running North 16° 19′ East 114.1 feet to a point; thence North 34° 09′ West 379.5 feet to a point in the South line of the Kirkpatrick property, which point is South 60° 15′ West 380 feet from North First Street; thence South 60° 15′ West 587.7 feet more or less to the low water mark of the Cumberland River; thence up said river with the low water mark, South 29° 34′ East 422.5 feet more or less to the Northwest corner of the tract of land that was conveyed to Ashland Oil and Refining

Company by deed from United Oil Company, of record in Book 1676, page 406, said Register's Office; thence along the North line of said Oil Company's property, and along the North line of Tract One hereinbefore described, North 60° 45′ East 537.2 feet to the beginning.

Being the same property conveyed to Ashland Oil and Refining Company, a Kentucky corporation, its successor corporation being Ashland Oil, Inc., by deed from the Jacksonian Company, Inc., a Kentucky corporation of record in Book 1730, Page 442, Register's Office for Davidson County, Tennessee.

Included in the above tracts Nos. 1 and 2, but expressly excluded therefrom in this conveyance is the following described property which has heretofore been conveyed by Ashland Oil and Refining Company (its successor corporation being Ashland Oil, Inc.) to Louisville & Nashville Railroad Company, a Kentucky corporation by deed of record in Book 2134, Page 165, Register's Office for Davidson County, Tennessee, said property being described as follows:

Commencing at a point in the north line of Main Street, said point being seven hundred ninety seven (797.0) feet measured westwardly along said north line of Main Street, from the west line of North First Street, said point also being in the property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee; thence North 29° 15′ West along said property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee, a distance of one hundred (100) feet to a point, said point being twenty (20) feet eastwardly, at right angles from center line of proposed dump lead connection to be known as track No. 39-A, the beginning of this description; thence North 28° 49′ West twenty (20) feet eastwardly from and parallel to the center line of proposed track No. 39-A, a distance of two hundred ninety four and three tenths (294.3) feet to a point; thence in a northerly direction twenty (20) feet eastwardly from and parallel to the center line of proposed track No. 39-A with a curve to the right, having a radius of four hundred fifty eight and three tenths (458.3) feet, a distance of three hundred seventy two and seven tenths (372.7) feet to a point in the property line between the Grantor and Kirkpatrick Lumber Company, said point being seven hundred (700) feet west, measured along said property line between the Grantor and Kirkpatrick Lumber Company, from the west line of North First Street, said point also being twenty (20) feet eastwardly, measured along a radial line from the center line of proposed track No. 39-A; thence South 60° 15′ West along said property line between the Grantor and Kirkpatrick Lumber Company a distance of seventy (70) feet, more or less, to a point, said point being thirty (30) feet westwardly measured along a radial line from a point in said center line of proposed track No. 39-A; thence in a southerly direction with a curve to the left, having a radius of five hundred eight and three tenths (508.3) feet, and thirty (30) feet westwardly from and parallel to said center line of proposed track No. 39-A, a distance of three hundred sixty and two tenths (360.2) feet to a point; thence South 28° 49′ East, thirty (30) feet southwestwardly from and parallel to said center line of proposed track No. 39-A, a distance of two hundred ninety four and eight tenths (294.8) feet to a point in the property line between the Grantor and the Electric Power Board of the City of Nashville, Tennessee; thence in a northeasterly direction along said property line between the Grantor and the Electric Power Board a distance of fifty (50) feet, more or less, to the point of beginning, containing thirty four thousand, one hundred fifty (34,150) square feet, more or less, and being part of the same property conveyed to the Grantor by the Jacksonian Company, by deed dated July 18, 1949, recorded in Book 1730, Page 442, and by the United Oil Company, by deed dated November 23, 1948, recorded in Book 1676, Page 406, both in the office of the Register, Davidson County, Tennessee.

Also included in the above tracts Nos. 1 and 2, but expressly excluded therefrom in this conveyance is the following described property which has heretofore been conveyed by Ashland Oil and Refining Company (its successor corporation being Ashland Oil, Inc.) to the City of Nashville, Tennessee by deed of record

in Minute Book 2795, Page 401, Register's Office for Davidson County, Tennessee, said property being described as follows:

Being at a point in the northerly margin of Main Street 141.6 feet east of the low water line on the east bank of Cumberland River, said point being the southeast corner of a tract of land owned by the City of Nashville and also being the southwest corner of the tract herein described; thence easterly along the northerly margin of Main Street 359.5 feet to the westerly boundary of a tract of land owned by Jacksonian Co., Inc.; thence, northerly with said boundary line 38.5 feet to a stake; thence, in a southwesterly direction, along a line parallel to the center line of the proposed bridge approach 360.5 feet to the easterly boundary of the lot owned by the City of Nashville; thence, in a southeasterly direction with said boundary line 18 feet to the point of beginning, and containing 10,527.5 square feet, more or less.

Being the same property conveyed to Earth Resources Company, a Delaware corporation, by deed from Ashland Oil, Inc., a Kentucky corporation, of record in Book 5437, Page 402, Register's Office for Davidson County, Tennessee.

Earth Resources Company changed its name to MAPCO Petroleum Inc., by amendment to its Certificate of Incorporation, effective April 18th, 1983, and MAPCO Petroleum Inc., changed its name to Williams, Express, Inc., by amendment to its Certificate of Incorporation, effective April 12th, 1999.

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "EARTH RESOURCES COMPANY", CHANGING ITS NAME FROM "EARTH RESOURCES COMPANY" TO "MAPCO PETROLEUM INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1983, AT 10 O'CLOCK A.M.

Edward J. Freel, Secretary of State

0681805 8100

991471182

AUTHENTICATION: 0067461

DATE: 11-05-99

FILED
APR 29 1983 10 AM

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

EARTH RESOURCES COMPANY, 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 the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

> RESOLVED, that the Certificate of Incorporation of EARTH RESOURCES COMPANY be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:
>
> "FIRST: The name of the corporation is MAPCO PETROLEUM INC."

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

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said EARTH RESOURCES COMPANY has caused this certificate to be signed by R. T. Prater its President, and attested by Royce Parr, its Assistant Secretary this 18th day of April, 1983.

EARTH RESOURCES COMPANY

By _____
R. T. Prater
President

ATTEST:

By _____
Royce Parr
Assistant Secretary

060003

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "MAPCO PETROLEUM INC.", CHANGING ITS NAME FROM "MAPCO PETROLEUM INC." TO "WILLIAMS EXPRESS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 2:15 O'CLOCK P.M.

Edward J. Freel, Secretary of State

0681805 8100

991471182

AUTHENTICATION: 0067460

DATE: 11-05-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:15 PM 04/29/1999
991170588 – 0681805

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

MAPCO PETROLEUM INC., a company organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Company, by unanimous written consent dated April 12, 1999, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Company:

> RESOLVED that the Board of Directors of the Company hereby recommends and declares advisable an amendment to Article FIRST of the Company's Certificate of Incorporation to change the name of the Company so that, as amended, said Article FIRST shall be and read as follows:
>
> "FIRST: The name of the Company is:
>
> Williams Express, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said MAPCO PETROLEUM INC. has caused this certificate to be signed by Shawna L. Gehres, its Secretary, this 12th day of April, 1999.

MAPCO PETROLEUM INC.

By: Shawna L. Gehres

Shawna L. Gehres
Secretary