

786168

WARRANTY DEED
(With Reservation of Minerals)

VOL 2334 PAGE 708

STATE OF TEXAS
COUNTY OF NUECES

§
§ KNOW ALL MEN BY THESE PRESENTS:
§

THAT T. S. SCIBIENSKI, NETTIE RUTH HOSKINS AND C. IVAN WILSON, AS TRUSTEES OF THE ROBERT DRISCOLL AND JULIA DRISCOLL AND ROBERT DRISCOLL, JR. FOUNDATION; MARY LOUISE ADAMS; ROBERT E. MILES; MAXINE McCLENDON NICHOLS; MILTON M. MOORE; TROY M. KING, INDIVIDUALLY AND AS INDEPENDENT EXECUTOR OF THE ESTATE OF ELEANOR MOORE SHERBAN, DECEASED; ESTHER B. SPEER; and HOWARD J. SPEER, JR.; Grantors, for and in consideration of Ten Dollars and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, have **GRANTED, SOLD and CONVEYED**, and by these presents do **GRANT, SELL and CONVEY**, subject to the exceptions and reservations set forth below, unto KOCH REFINING COMPANY, a Delaware corporation, Grantee, whose address is P. O. Box 2256, Wichita, Kansas 67201, all that certain tract, piece or parcel of land lying and being situated in the County of Nueces, State of Texas, and more particularly described as follows, to-wit:

Tract I consisting of 120.517 acres, Tract II consisting of 96.23452 acres, and Tract III consisting of Parcel No. 1 (11.089 acres) and Parcel No. 2 (11.749 acres) more particularly described by metes and bounds on Exhibit "A" hereto attached and made a part hereof.

This conveyance is SUBJECT TO: (1) all applicable building and zoning ordinances; (2) all restrictive covenants filed of record with the County Clerk of Nueces County, Texas, to the extent such are in force and effect and affect said land; (3) all easements readily apparent from an inspection of the surface or which are filed of record with the County Clerk of Nueces County, Texas, to the extent such are in force and effect and affect said land; (4) to the extent that such is in force and effect and affects the lands herein conveyed, that Oil and Gas Lease dated May 17, 1991 between Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr. Foundation, et al, as Lessors, and Limestone Oil & Gas Co., as Lessee recorded at Volume 2270, Page 465, Official Public Records of Real Estate, Nueces County, Texas; (5) to the extent that such is in force and effect and affects the lands herein conveyed, that Oil and Gas Lease dated February 20, 1990 between Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr.

Foundation, et al, as Lessors, and Limestone Oil & Gas Co., as Lessee recorded at Volume 415, Page 624, Oil and Gas Records, Nueces County, Texas; (6) Surface Lease Agreement effective May 1, 1991 from Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr. Foundation, et al, as Lessors, to Enron Oil Trading & Transportation Company, as Lessee, filed of record with the County Clerk of Nueces County, Texas on December ____, 1991 under Clerk's File No. _____; and (7) those Surface Leases affecting Tract III which are recited in the description of Tract III in Exhibit "A" hereto. Any future payments due for any such leases and easements, to the extent such apply to said land, shall belong entirely to Grantee, its successors and assigns. Any future payments for an easement which affects said land herein conveyed and other lands shall be prorated according to the length of the easement (where the easement is linear in nature) or according to the area of the easement (where the easement is non-linear in nature).

There is also RESERVED unto the Grantors, their heirs, representatives, successors and assigns all oil, gas and other minerals of any kind or nature in, under and that may be produced from said land; PROVIDED, the Grantors for themselves, their heirs, representatives, successors and assigns WAIVE the right to use of the surface of said land for exploration or production of such oil, gas and other minerals; provided, such waiver of the use of the surface shall not apply to nor limit the said Oil and Gas Leases of May 17, 1991 and February 20, 1990. The Grantors do reserve for themselves, their heirs, representatives, successors and assigns the right to explore for and produce minerals from said land by directional drilling or other methods which do not interfere with use of the surface by Grantee, its successors and assigns.

TO HAVE AND TO HOLD the above-described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the above-named Grantee, its successors and assigns, forever; and the Grantors hereby bind themselves and their respective heirs, representatives, and successors to warrant and forever defend all and singular the said premises unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

This Deed may be executed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. It shall not be necessary for all Grantors to execute the same counterpart hereof.

DATED the 18th day of December, 1991.

T. S. Scibienski, as Trustee of the Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr. Foundation

Nettie Ruth Hoskins, as Trustee of the Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr. Foundation

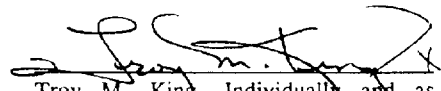
C. Ivan Wilson, as Trustee of the Robert Driscoll and Julia Driscoll and Robert Driscoll, Jr. Foundation

Mary Louise Adams

Robert E. Miles

Maxine McClendon Nichols

Milton M. Moore


Troy M. King, Individually and as Independent Executor of the Estate of Eleanor Moore Sherban, Deceased
12-23-91

Esther B. Speer

Howard J. Speer, Jr.

STATE OF TEXAS

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COUNTY OF _____

This instrument was acknowledged before me on the _____ day of _____,
1991, by MILTON M. MOORE.

Notary Public, State of Texas

(typed or printed name)

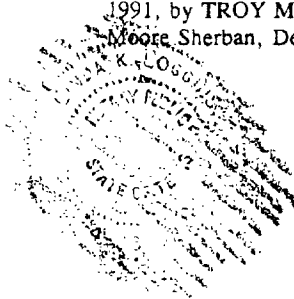
My Commission Expires: _____

STATE OF TEXAS

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COUNTY OF HARRIS

This instrument was acknowledged before me on the 23rd day of December,
1991, by TROY M. KING, Individually and as Independent Executor of the Estate of Eleanor
Moore Sherban, Deceased.



Linda K. Loggins
Notary Public, State of Texas

LINDA K. LOGGINS

(typed or printed name)

My Commission Expires: 4-23-92

STATE OF TEXAS

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COUNTY OF _____

This instrument was acknowledged before me on the _____ day of _____,
1991, by ESTHER B. SPEER.

Notary Public, State of Texas

(typed or printed name)

My Commission Expires: _____

FIELD NOTE DESCRIPTION
KOCH REFINING COMPANY
120.517 ACRE TRACT

Being a tract of land situated in Nueces County, Texas comprised of portions of the W.S. McGregor Surveys 582 and 583, Abstracts 1000 and 1001, respectively, G.C. & S.F. Railroad, Survey 311, Abstract 816 and the Rincon del Oso Grant, Enrique Villarreal, Original Grantee, a portion of the 1783.33 acre tract known as the Original W.S. McGregor 1783.33 acre tract, and being more particularly described by metes and bounds as follows:

BEGINNING at the intersection of the existing north right-of-way line of Up River Road and the existing east right-of-way line of Suntime Road for the southwest corner of this tract;

THENCE N 0° 40' 40" W along the east right-of-way line of Suntime Road a distance of 1384.28 feet to a point for a corner of this tract, said point lying in the south line of a 5.62 acre tract described in the lease to Humble Pipeline Company recorded in Volume 244 at Page 390 of the Deed Records of Nueces County, Texas;

THENCE N 89° 08' 05" E with an existing fence along the south line of said 5.62 acre tract a distance of 688.46 feet to a fence corner at the southeast corner of the 5.62 acre tract for an interior corner of this tract;

THENCE N 0° 45' 58" W with an existing fence along the east line of the 5.62 acre tract at 350.0 feet pass the northeast corner of the previously described 5.62 acre tract described in the lease to Humble Pipeline Company in Volume 236 at Page 121 of the Deed Records of Nueces County, Texas, and in all a distance of 701.27 feet to the northeast corner of the second 5.62 acre tract and a corner of this tract, said point lying in the south line of a 10.67 acre tract described in the deed to Humble Pipeline Company recorded in Volume 212 at Page 421 of the Deed Records of Nueces County, Texas;

THENCE N 89° 13' 49" E along the south line of said 10.67 acre tract a distance of 200.00 feet to a 5/8" Iron rod found for the southeast corner of the 10.67 acre tract for an interior corner of this tract;

THENCE N 0° 46' 11" W along the east line of the 10.67 acre tract; at 400.0 feet pass the northerly southeast corner of the 10.67 acre tract and the southeast corner of an 18.442 acre tract described in the deed to Koch Refining Company recorded in Volume 2212 at Page 77 of the Deed Records of Nueces County, Texas and in all a distance of 408.81 feet to a one inch (1") iron pipe found for an intermediate corner of this tract;

THENCE N 0° 59' 48" W, continuing along the east line of the 18.442 acre tract a distance of 1239.71 feet to a point for a corner of this tract, said point being the southwest corner of a 0.1434 acre tract described as Tract No. 3 in the deed to Gulf States Oil and Refining Company recorded in Volume 1743 at Page 900 of the Deed Records of Nueces County, Texas;

THENCE N 89° 00' 12" E along the south line of said 0.1434 acre tract a distance of 10.20 feet to the southeast corner of the 0.1434 acre tract for an interior corner of this tract;

THENCE N 0° 59' 48" W along the east line of the 0.1434 acre tract a distance of 56.70 feet to a point for an intermediate corner of this tract;

THENCE N 0° 34' 58" W continuing along the east line of the 0.1434 acre tract a distance of 543.24 feet to

a point, the northeast corner of the 0.1434 acre tract and an interior corner of this tract;

THENCE S 89° 25' 52" W a distance of 10.00 feet to the northwest corner of the 0.1434 acre tract for a corner of this tract, said point lying in the east line of a 0.2302 acre tract described as Tract No. 2 in the deed to Gulf States Oil and Refining Company recorded in Volume 1743 at Page 900 of the Deed Records of Nueces County, Texas;

THENCE N 0° 34' 08" W along the east line of the 0.2302 acre tract a distance of 386.73 feet to a point for a corner of this tract;

THENCE N 35° 07' 51" E, continuing along the east line of the 0.2302 acre tract a distance of 155.90 feet to the northeast corner of the 0.2302 acre tract for the northwest corner of this tract, said point lying in the south right-of-way line of the Union Pacific Railroad right-of-way;

THENCE S 54° 42' 31" E along the south right-of-way line of the Union Pacific Railroad a distance of 2366.28 feet to a point for the northeast corner of this tract;

THENCE S 47° 35' 24" W a distance of 704.61 feet to a point for an intermediate corner of this tract, said point being 10 feet, measured at a right angle, from the northwest or west outside toe of an existing dredged material containment levee;

THENCE in a southwesterly and southerly direction, generally 10 feet northwest or west of the outside toe of the levee as follows:

S 47° 35' 24" W a distance of 681.76 feet to a point for a corner of this tract;

S 44° 47' 36" W a distance of 208.58 feet to a point for a corner of this tract;

S 48° 56' 09" W a distance of 396.64 feet to a point for a corner of this tract;

S 52° 38' 38" W a distance of 358.59 feet to a point for a corner of this tract;

S 0° 32' 47" E a distance of 815.94 feet to a point for a corner of this tract;

S 2° 32' 58" W a distance of 298.99 feet to a point for a corner of this tract;

S 0° 28' 18" E a distance of 469.80 feet to a point in the north right-of-way line of Up River Road for the southeast corner of this tract;

THENCE N 66° 56' 18" W along the north right-of-way line of Up River Road a distance of 416.79 feet to a point for a corner of this tract;

THENCE N 66° 39' 49" W continuing along the north right-of-way line of Up River Road a distance of 777.07 feet to the POINT OF BEGINNING forming a tract embracing 120.517 acres.

[2812KOCH.M&B]

FIELD NOTE DESCRIPTION
KOCH REFINING COMPANY
96.23452 ACRE TRACT

Being a tract of land situated in Nueces County, Texas comprised of portions of the W.S. McGregor Surveys 582 and 583, Abstracts 1000 and 1001, respectively, and the Rincon del Oso Grant, Enrique Villarreal, Original Grantee; also being described as a portion of the 1783.33 acre tract known as the Original W.S. McGregor 1783.33 acre tract, and being more particularly described by metes and bounds as follows:

BEGINNING at a point in the west line of the 1783.33 acre tract at the northwest corner of the 80 foot wide right-of-way easement granted to Nueces County described in the instrument recorded in Volume 1918 at page 117 of the Deed Records of Nueces County, Texas for the southwest corner of this tract;

THENCE N 0° 41' 04.5" W along the west line of the 1783.33 acre tract a distance of 48.25 feet to the southwest corner of a 36.26043 acre tract described in the deed to Champlin Petroleum Company recorded in Volume 1655 at Page 754, said point lying on a curve to the right and whose center point bears S 37° 23' 43" W at 5899.58 feet;

THENCE along the southwest line of the 36.26043 acre tract in a southeasterly direction on the curve to the right a distance of 216.63 feet to the point of tangency of said curve;

THENCE continuing on the southwest line of the 36.26043 acre tract, S 54° 42' 31" E a distance of 443.93 feet to a point;

THENCE continuing on the southwest line of the 36.26043 acre tract, S 74° 56' 00" E a distance of 404.97 feet to a point;

THENCE continuing on the southwest line of the 36.26043 acre tract, S 54° 42' 31" E, at 895.39 feet pass the southeast corner of the 36.26043 acre tract and southwest corner of a 14.99991 acre tract described in the deed to El Paso Products Company recorded in Volume 1694 at Page 510 of the Deed Records of Nueces County, Texas, and in all a distance of 1504.36 feet to the southeast corner of the 14.99991 acre tract for an interior corner of this tract;

THENCE N 35° 17' 29" E along the southeast line of the 14.99991 acre tract a distance of 1096.21 feet to the northeast corner of the 14.99991 acre tract and a corner of this tract, said point lying in the south bulkhead line of the Port of Corpus Christi Authority Viola Channel;

THENCE S 59° 04' 33" E along the Port of Corpus Christi Authority's south bulkhead line of the Viola Channel a distance of 121.40 feet to a point;

THENCE S 53° 06' 22" E continuing along the Port of Corpus Christi Authority south bulkhead line of the Viola Channel a distance of 3609.11 feet to a point for the northeast corner of this tract;

THENCE S 35° 38' 39" W a distance of 1044.56 feet to a point in the north right-of-way line of the heretofore referenced 80 foot wide right-of-way easement granted to Nueces County;

THENCE along the north line of the right-of-way easement as follows:

N 54° 42' 31" W a distance of 5186.66 feet to a point;

N 74° 56' 00" W a distance of 404.97 feet to a point;

N 54° 42' 31" W a distance of 483.93 feet to the point of curvature of a curve to the left whose center point bears S 35° 17' 29" W at 5859.58 feet;

THENCE along said curve to the left in a northwesterly direction a distance of 188.27 feet to the POINT OF BEGINNING forming a tract embracing 96.23452 acres.

[281296AC.M&B]

EXHIBIT A
PAGE 4 OF 6

**FIELD NOTE DESCRIPTION
KOCH REFINING COMPANY**

Being two parcels (comprised of two tracts each) of land situated in Nueces County, Texas comprised of portions of the W.S. McGregor Survey 582, Abstract 1000 and G.C. & S.F. Railroad, Survey 311, Abstract 816, a portion of the 1783.33 acre tract known as the Original W.S. McGregor 1783.33 acre tract, and being more particularly described by metes and bounds as follows:

PARCEL NO. 1

Being two (2) tracts described in the surface leases from Clara Driscoll Selver, et al to Humble Pipeline Company recorded in Volume 236, Page 121 and Volume 244, Page 390, Deed Records of Nueces County, Texas hereinafter referred to as Lease Tracts 1 and 2, respectively, and being more particularly described by metes and bounds as follows:

BEGINNING at a point in the east right-of-way line of Suntide Road at the existing southwest corner of the 10.67 acre tract described in the deed to Humble Pipeline Company recorded in Volume 212 at Page 421, Deed Records of Nueces County, Texas hereinafter referred to as the 10.67 acre tract, said point lying in the north line of Lease Tract 1 for the northwest corner of this tract;

THENCE N 89° 13' 49" E along the south line of the 10.67 acre tract and north line of Lease Tract 1 a distance of 688.02 feet to a point the northeast corner of the lease tract and a corner of the heretofore described 120.517 acre tract, for the northeast corner of this tract;

THENCE S 0° 45' 56" E along the east line of Lease Tract 1 and boundary of the 120.517 acre tract, at 350 feet, more or less, pass the southeast corner of the Lease Tract 1 and the northeast corner of Lease Tract 2 and in all a distance of 701.27 feet to the southeast corner of Lease Tract 2, an interior corner of the 120.517 acre tract and the southeast corner of this tract;

THENCE S 89° 08' 05" W along the south line of Lease Tract 2 a distance of 688.46 feet to a point in a fence line, the east right-of-way line of Suntide Road, a corner of the 120.517 acre tract for the southwest corner of this tract;

THENCE N 0° 43' 46" W along the fence line and east right-of-way line of Suntide Road a distance of 702.42 feet to the POINT OF BEGINNING forming a tract embracing 11.089 acres.

PARCEL NO. 2

Being two tracts described in the following leases from Clara Driscoll Selver, et al to Humble Pipeline Company recorded in Volume 231, Page 60 and Volume 263, Page 264, Deed Records of Nueces County, Texas hereinafter referred to as Lease Tracts 3 and 4, respectively, and being more particularly described by metes and bounds as follows:

BEGINNING at a point in a fence along the existing east right-of-way line of Suntide Road the southwest corner of Lease Tract 3 and the most westerly northwest corner of the 10.67 acre tract referred to in Parcel No. 1 for the southwest corner of this tract;

THENCE N 0° 39' 56" W along the east right-of-way of Suntide Road a distance of 261.05 feet to the point of curvature of a curve to the right;

THENCE continuing in a northerly direction along the east right-of-way of Suntide Road on said curve to the right whose radius is 11429.16 feet, a distance of 212.17 feet to the point of tangency of the curve;

THENCE continuing along the east right-of-way of Suntide Road a distance of 292.81 feet to a point on a curve to the left whose center point bears N 89° 31' 56" W;

THENCE continuing in a northerly direction along the east right-of-way of Suntide Road along said curve to the left whose radius is 11489.16 feet, a distance of 46.12 feet to a point where the center of the curve bears N 89° 45' 44" W for the most westerly northwest corner of this tract, said point being the most westerly southwest corner of the 18.442 acre tract described in the deed to Koch Refining Company by the Driscoll Foundation, et al, recorded in Volume 2217, Page 77, Deed Records of Nueces County, Texas, and the most westerly northwest corner of the previously referenced Tract 3;

THENCE N 89° 13' 33" E along the most northerly north line of Tract 3 a distance of 175.37 feet to a point the most easterly northwest corner of Tract 3 and an interior corner of the 18.442 acre tract;

THENCE S 0° 46' 27" E a distance of 295.00 feet to a point, the most southerly southwest corner of the 18.442 acre tract and the northwest corner of the previously referenced Tract 4 for a corner of this tract;

THENCE N 89° 03' 53" E along the north line of Tract 4 a distance of 500.00 feet to a point, the northwest corner of Tract 4, a corner of the 18.442 acre tract and a corner of this tract;

THENCE S 0° 46' 27" E along the east line of Tract 4 a distance of 825.00 feet to a point, the southeast corner of Tract 4, a corner of the 18.442 acre tract and the southeast corner of this tract;

THENCE N 89° 48' 52" W along the south line of Tract 4 and the southerly north line of the 10.67 acre tract a distance of 345.86 feet to a point, an interior corner of the 10.67 acre tract, the southerly southwest corner of Tract 4 and a corner of this tract;

THENCE N 0° 41' 53" W along the westerly east line of the 10.67 acre tract a distance of 300.03 feet to a point the northerly northeast corner of the 10.67 acre, the southeast corner of Tract 3 and a corner of this tract;

THENCE S 89° 20' 44" W along the south line of Tract 3 a distance of 339.72 feet to the POINT OF BEGINNING forming a tract embracing 11.749 acres, more or less.

[2812KOC3.M&B]

EXHIBIT A
PAGE 6 OF 6

64-411-C-2628
Warrant, Book

786168

FILED FOR RECORD

Dec 27 2 35 PM '91

Deborah A. Smith
COUNTY CLERK

VOL 2334 PAGE 718

93300/\$200
CHARGE & RETURN TO:
SAN JACINTO TITLE CO (67)

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY because of Race, Color, Religion, Sex, Marital Status or National Origin, is invalid and unenforceable under FEDERAL LAW, 4/12/89.

STATE OF TEXAS
COUNTY OF NUECES

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped herein by me, and was duly RECORDED in the Official Public Records of REAL PROPERTY in Nueces County, Texas on

DEC 27 1991



Deborah A. Smith
COUNTY CLERK
NUECES COUNTY, TEXAS