

STATE MS. - DESOTO CO.
FILED

MAR 8 4 20 PM '00

BK 368 PG 677
W.E. ...

When filed return to preparer: Mid-America Pipeline Company, 1717 South Boulder, Tulsa, Oklahoma 74119
(918) 574-8286

AGREEMENT AND AMENDMENT TO RIGHT OF WAY

Mid-America Pipeline Company, a Delaware Corporation, whose address is P.O. Box 21628, Tulsa, Oklahoma 74121 (hereinafter called "Grantee") is the present owner of right of way across and within certain properties in the following location:

Northeast Quarter of Section 13, Township 1 South, Range 6 West,
Desoto County, Mississippi

Whereas, Metro Investment Company, whose address is P.O. Box 171199, Memphis, Tennessee 38187-119 (hereinafter called "Grantor") and Grantee are mutually agreeable and do not wish to hinder the proposed construction of State Line Road and whereas Grantee will have to relocate its existing pipelines, facilities and valve site to accommodate said construction. Grantee is proposing to change only the location of its pipeline and right of way on the following agreements:

- Grant of Easement dated June 12, 1984, Recorded in Book 170, Page 297 and Amendment to Grant of Easement dated May 1, 1996, Recorded in Book 300, Page 552 Desoto County, Mississippi

The only change to the above easements are the proposed new locations as depicted on the attached Exhibit "A". All other rights obtained in the above listed agreements will remain in full force and effect.

This project will also make it necessary for Grantee to locate a 100 feet by 50 feet (100' x 50') valve site as shown on the attached Exhibit "A" (pages 5 & 6). Grantor hereby grants to Grantee its successors and assigns, an easement to install, operate, maintain, remove, change the size of replace, protect and fence a valve or valves, valve boxes, underground piping, and necessary appurtenances above and/or below the surface of the ground, in connection with the operation of its pipelines, together with the rights of ingress and egress for the purposes of aforesaid.

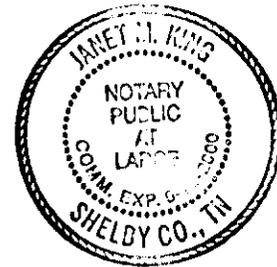
STATE OF TENNESSEE)
) SS
COUNTY OF SHELBY)

On this 21st day of February, 2000, before me appeared Ronald A. Belz, to me personally known, who, being by me duly sworn did say that he is the President of Metro Investment Company, a corporation and that said instrument was signed on behalf of said corporation by authority of its President, and said Ronald A. Belz, President of Metro Investment Company acknowledged said instrument to be the free act and deed of said corporation.

In testimony whereof, I have hereunto set my hand and affixed my official seal at my office in said county and state the day and year last above written.

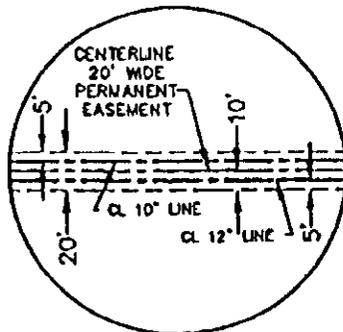
My Commission Expires:
9-12-2000

Janet M. King
Notary Public

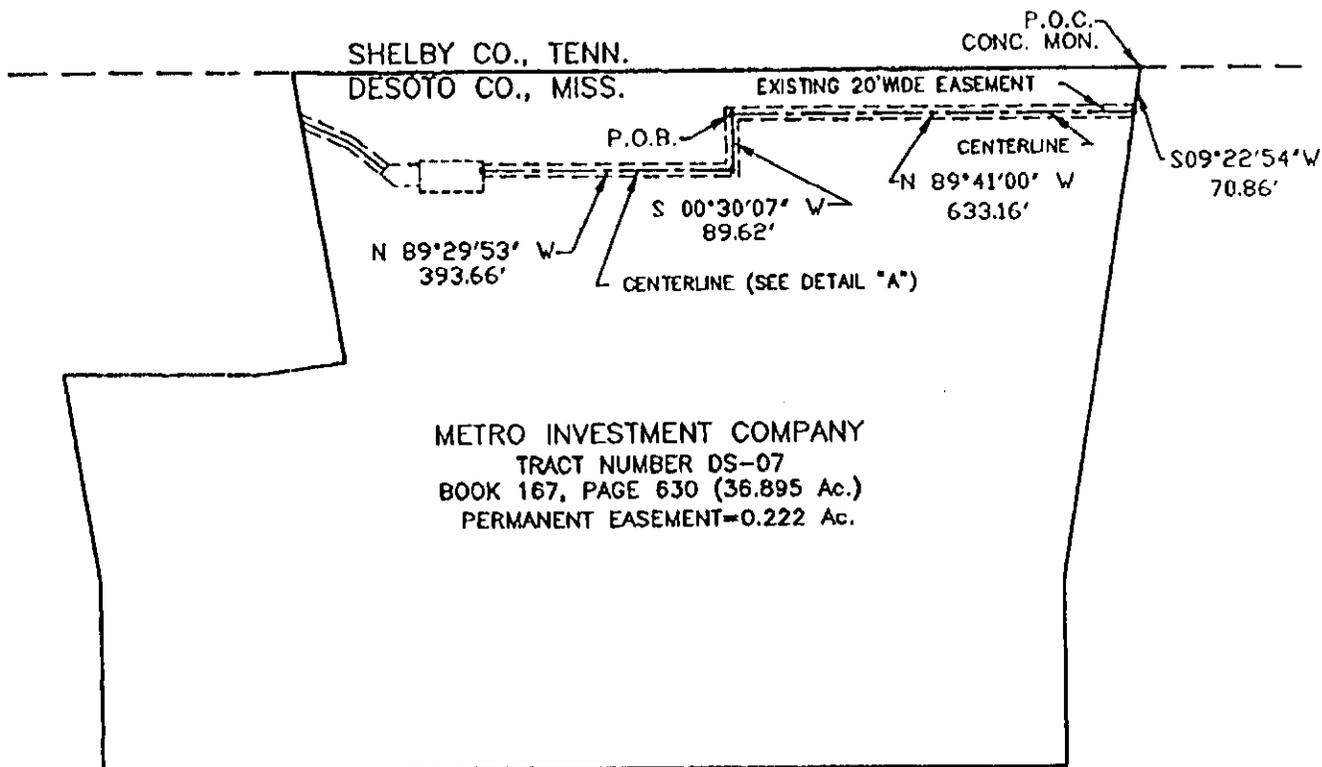


PART OF SECTION 13, T1S-R6W
DESOTO COUNTY, MISSISSIPPI
TRACT NUMBER DS-07

EXHIBIT "A"
PAGE 1 OF 6



R/W DETAIL "A"
SCALE: 1" = 100'



NOTE: Bearings are derived from deed.

LAST PLOTTED BY - SEANN - ON 01/07/00 AT 10:24. SCALE: 1"=300'
T:\05\CAD\1151\PLATS\SA\RE-0001.DWG. LAST SAVED BY - SEANN - ON 01/07/00 AT 10:24. SCALE: 1"=300'

WILLIAMS PIPELINE COMPANY TULSA, OKLAHOMA	PROPOSED PIPELINE CROSSING PROPERTY OF METRO INVESTMENT COMPANY	
	DESOTO COUNTY, MISSISSIPPI	DRAWN BY: D.M.
SCALE: 1" = 300'	DATE: 1/4/00	APPROVED:
		1151-RE-0001

PART OF SECTION 13, T1S-R6W
 DESOTO COUNTY, MISSISSIPPI
 TRACT NUMBER DS-07

EXHIBIT "A"
 PAGE 2 OF 6

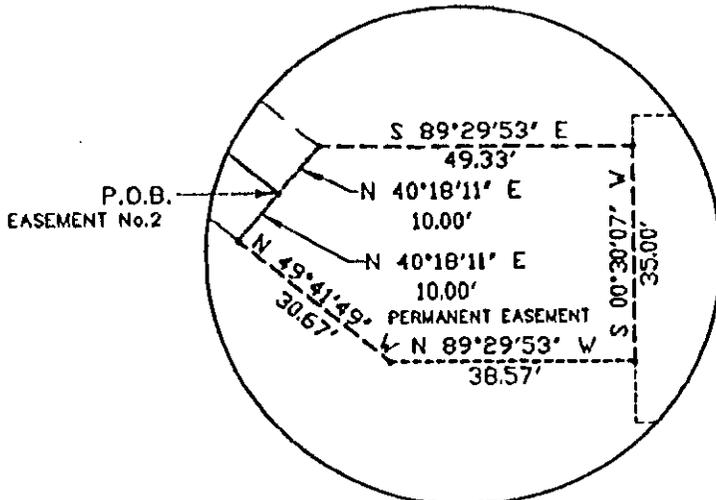
DESCRIPTION

Commencing at the Northeast corner of a 36.895 acre tract of land situate in Section 13, Township 1 South, Range 6 West, DeSoto County, Mississippi and described in Special Warranty Deed dated November 15, 1983 from Bico Associates to Metro Investment Company and recorded in Book 167, Page 630 of the Deed Records of DeSoto County, Mississippi, said point also being on the Mississippi-Tennessee State line; thence S 09°22'54" W with the east line of said 36.895 acre tract of land, 70.86 feet to a point in the centerline of an existing 20' wide easement; thence N 89°41'00" W and across said 36.895 acre tract of land and with the centerline of said existing 20' wide easement, 633.16 feet to a point on the centerline of a 20' wide permanent easement and the Point of Beginning; thence across said 36.895 acre tract of land and with the centerline of said 20' wide permanent easement the following calls; S 00°30'07" W, 89.62 feet; N 89°29'53" W, 393.66 feet.

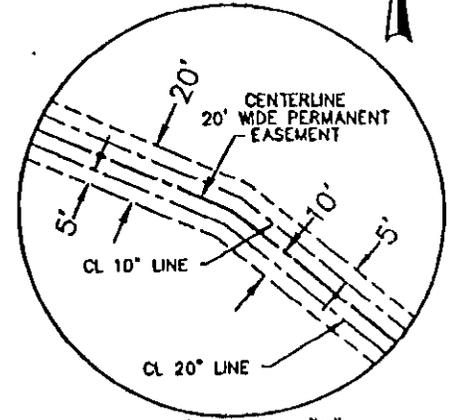
 WILLIAMS PIPELINE COMPANY TULSA, OKLAHOMA	PROPOSED PIPELINE CROSSING PROPERTY OF METRO INVESTMENT COMPANY	
	DESOTO COUNTY, MISSISSIPPI	DRAWN BY: D.M.
SCALE: 1" = 300'	DATE: 1/4/00	1151-RE-0001
APPROVED:		1151-RE-0001

PART OF SECTION 13, T1S-R6W
DESOTO COUNTY, MISSISSIPPI
TRACT NUMBER DS-07

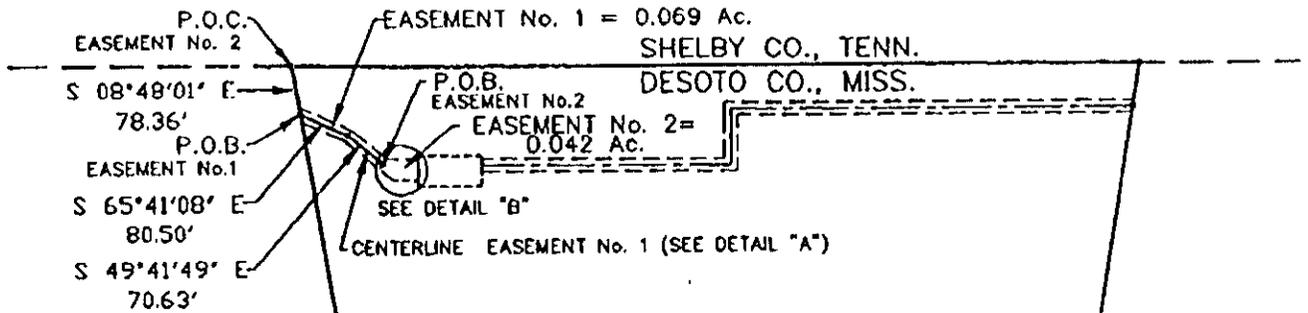
EXHIBIT "A"
PAGE 3 OF 6



DETAIL "B"
SCALE: 1" = 30'



R/W DETAIL "A"
SCALE: 1" = 60'



METRO INVESTMENT COMPANY
TRACT NUMBER DS-07
BOOK 167, PAGE 630 (36.895 Ac.)
PERMANENT EASEMENT=0.111 Ac.

NOTE: Bearings are derived from deed.

LAST PLOTTED BY - SEANN - ON 01/05/00 AT 13:45. Scale: 1"=300
T:\DS\CIV\101151\PLATS_SNA\RE-0002.DWG. LAST SAVED BY - SEANN - ON 01/05/00 AT 13:45. Scale: 1"=300

WILLIAMS PIPELINE COMPANY
TULSA, OKLAHOMA

PROPOSED PIPELINE CROSSING PROPERTY OF
METRO INVESTMENT COMPANY

DESOTO COUNTY, MISSISSIPPI

DRAWN BY: D.M.

1151-RE-0002

SCALE: 1" = 300'

DATE: 1/4/00

APPROVED:

PART OF SECTION 13, T1S-R6W
 DESOTO COUNTY, MISSISSIPPI
 TRACT NUMBER DS-07

EXHIBIT "A"
 PAGE 4 OF 6

DESCRIPTION

EASEMENT No. 1

Beginning at a point on the Northern most West line of a 36.895 acre tract of land situate in Section 13, Township 1 South, Range 6 West, DeSoto County, Mississippi and described in Special Warranty Deed dated November 15, 1983 from Bico Associates to Metro Investment Company recorded in Book 167, Page 630 of the Deed Records of Desoto County, Mississippi, said point being S 08°48'01" E, 78.36 feet from the Northern most Northwest corner of said 36.895 acre tract of land and on the Mississippi-Tennessee State line; Thence across said 36.895 acre tract of land and with the centerline of a 20' wide permanent easement the following calls: S 65°41'08" E, 80.50 feet; S 49°41'49" E, 70.63 feet.

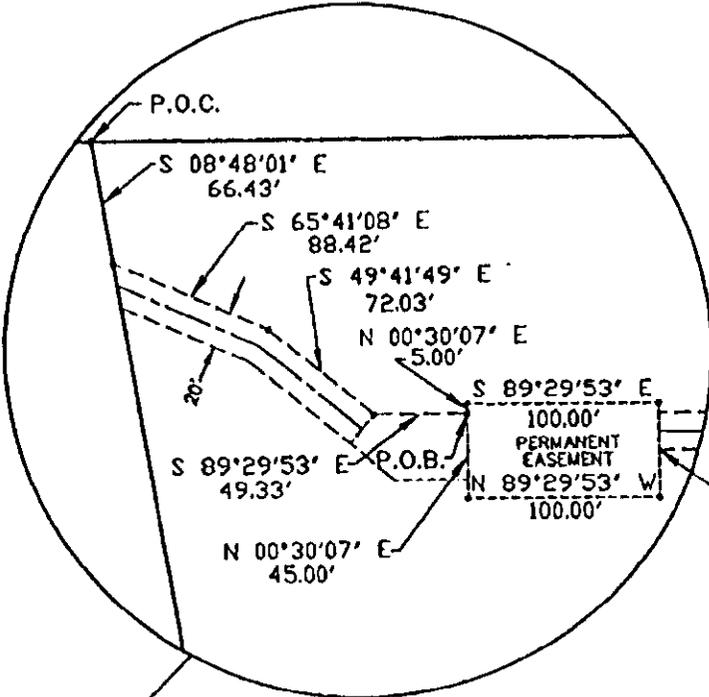
EASEMENT No. 2

Commencing at the Northern most Northwest corner of a 36.895 acre tract of land situate in Section 13, Township 1 South, Range 6 West, DeSoto County, Mississippi and described in Special Warranty Deed Dated November 15, 1983 from Bico Associates to Metro Investment Company and recorded in Book 167, Page 630 of the Deed Records of Desoto County, Mississippi; Thence S 08°48'01" E with the Northern most West line of said 36.895 acre tract of land, 78.36 feet to a point on the centerline of a 20' wide permanent easement; Thence across said 36.895 acre tract of land and with the centerline of said 20' wide permanent easement the following calls: S 65°41'08" E, 80.50 feet; S 49°41'49" E, 70.63 feet to the Point of Beginning; Thence N 40°18'11" E, 10.00 feet; S 89°29'53" E, 49.33 feet; S 00°30'07" W, 35.00 feet; N 89°29'53" W, 38.57 feet; N 49°41'49" W, 30.67 feet; N 40°18'11" E, 10.00 feet to the POINT OF BEGINNING.

 WILLIAMS PIPELINE COMPANY TULSA, OKLAHOMA		PROPOSED PIPELINE CROSSING PROPERTY OF METRO INVESTMENT COMPANY	
		DESOTO COUNTY, MISSISSIPPI	DRAWN BY: D.M.
SCALE: 1" = 300'	DATE: 1/4/00	APPROVED:	1151-RE-0002

PART OF SECTION 13, T1S-R6W
DESOTO COUNTY, MISSISSIPPI
TRACT NUMBER DS-07

EXHIBIT "A"
PAGE 5 OF 6



DETAIL "A"
SCALE: 1" = 100'

SHELBY CO., TENN.
DESOTO CO., MISS.

SEE DETAIL "A"

METRO INVESTMENT COMPANY
TRACT NUMBER DS-07
BOOK 167, PAGE 630 (36.895 Ac.)
PERMANENT EASEMENT = 0.115 Ac.

NOTE: Bearings are derived from deed.

LAST PLOTTED BY - SEANN - ON 01/05/00 AT 17:05. SCALE: 1"=300
T:\DS\CA\01151\PLATS_S\BICO_2.DWG, LAST SAVED BY - SEANN - ON 01/05/00 AT 17:05. SCALE: 1"=300

WILLIAMS PIPELINE COMPANY
TULSA, OKLAHOMA

PROPOSED PIPELINE CROSSING PROPERTY OF
METRO INVESTMENT COMPANY

DESOTO COUNTY, MISSISSIPPI

DRAWN BY: D.M.

1151-RE-0003

SCALE: 1" = 300'

DATE: 1/4/00

APPROVED:

PART OF SECTION 13, T1S-R6W
 DESOTO COUNTY, MISSISSIPPI
 TRACT NUMBER DS-07

EXHIBIT "A"
 PAGE 6 OF 6

DESCRIPTION

Commencing at the Northern most Northwest corner of a 36.895 acre tract of land situate in Section 13, Township 1 South, Range 6 West, DeSoto County, Mississippi and described in Special Warranty Deed dated November 15, 1983 from Bico Associates to Metro Investment Company recorded in Book 167, Page 630 of the Deed Records of DeSoto County, Mississippi, said point also being on the Mississippi-Tennessee State line; thence S 08°48'01" E with the Northern most West line of said 36.895 acre tract of land, 66.43 feet to a point on the North line of a 20' wide permanent easement; thence Southeasterly across said 36.895 acre tract of land and with the North lines of said 20' wide permanent easement the following calls: S 65°41'08" E, 88.42 feet; S 49°41'49" E, 72.03 feet; S 89°29'53" E, 49.33 feet to the Point of Beginning; Thence N 00°30'07" E, 5.00 feet; S 89°29'53"E, 100.00 feet; S 00°30'07" W, 50.00 feet; N 89°29'53" W, 100.00 feet; N 00°30'07" E, 45.00 feet to the point of beginning.

 WILLIAMS PIPELINE COMPANY TULSA, OKLAHOMA		PROPOSED PIPELINE CROSSING PROPERTY OF METRO INVESTMENT COMPANY	
		DESOTO COUNTY, MISSISSIPPI	1151-RE-0003
SCALE: 1" = 300'	DATE: 1/4/00	DRAWN BY: D.M.	APPROVED: