

**AFTER  
RECORDING  
RETURN TO:**

**AFTER RECORDING, PLEASE RETURN TO:**

Fidelity National Title Group  
7130 Glen Forest Dr.  
Suite 300

Richmond, VA 23226  
-Attn: [Signature]

**SPECIAL WARRANTY DEED**

**THIS SPECIAL WARRANTY DEED** is made as of the 27 day of April, 2012 by **CONOCOPHILLIPS COMPANY**, a Delaware corporation, having an address at 600 North Dairy Ashford, Houston, Texas, 77079, as owner of the Real Property (as hereinafter defined), in its own name, or as successor-in-interest pursuant to one or more of those transfers or transactions described on **Exhibit A** ("Grantor") to **PHILLIPS 66 COMPANY**, a Delaware corporation, having an address at 420 South Keeler, Bartlesville, Oklahoma, 74004 ("**Grantee**"), for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged. Grantor does hereby CONVEYS unto Grantee, all of Grantor's right, title and interest in and to the real property located in Lancaster County, Nebraska and legally described in **Exhibits B and C**, attached hereto and incorporated herein by this reference, together with all buildings, improvements, fixtures, equipment, machinery and personalty of every description located thereon and owned by Grantor as of the date hereof and all rights, privileges and appurtenances pertaining thereto including all of Grantor's right, title and interest in and to all rights-of-way, open or proposed streets, alleys, easements, strips or gores of land adjacent thereto (herein collectively called the "**Real Property**").

This conveyance is made by Grantor and accepted by Grantee subject to the matters set forth in **Exhibit D** attached hereto and incorporated herein by this reference (collectively, the "**Permitted Exceptions**").

GRANTOR covenants (jointly and severally, if more than one) with GRANTEE that GRANTOR:

(1) is lawfully seized of such real estate, subject to the matters set forth on **Exhibit D** attached hereto;

(2) has legal power and lawful authority to convey the same; and

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(3) warrants and will defend title to the real estate described herein against the lawful claims of all persons claiming by or through Grantor, except and subject to the matters set forth on Exhibit D attached hereto.

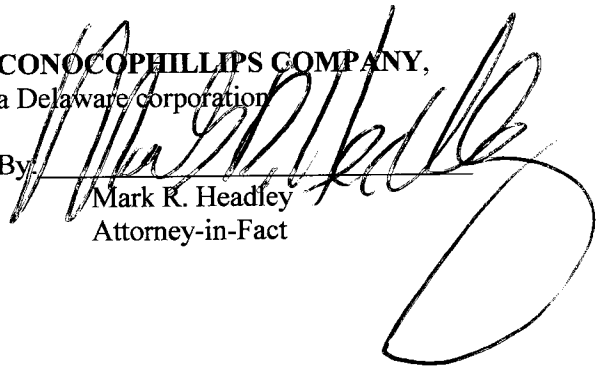
**EXCEPT AS EXPRESSLY PROVIDED HEREIN, GRANTOR DOES NOT WARRANT, EITHER EXPRESSLY OR IMPLIEDLY, THE QUALITY, MARKETABILITY, MERCHANTABILITY, HABITABILITY, VALUE, PHYSICAL ASPECTS OR CONDITIONS OF THE REAL PROPERTY, ANY DIMENSIONS OR SPECIFICATIONS OF THE REAL PROPERTY, THE FITNESS, FEASIBILITY, DESIRABILITY OR CONVERTIBILITY OF THE REAL PROPERTY FOR OR INTO ANY PARTICULAR PURPOSE OR USE, THE CURRENT OR PROJECTED INCOME OR EXPENSES OF THE REAL PROPERTY, OR ANY OTHER MATTER WITH RESPECT TO THE REAL PROPERTY, ANY SUCH WARRANTY BEING HEREBY EXPRESSLY DISCLAIMED AND NEGATED. GRANTEE BY ACCEPTANCE HEREOF ACKNOWLEDGES THAT GRANTEE HAS MADE A COMPLETE INSPECTION OF THE REAL PROPERTY AND ANY IMPROVEMENTS AND FIXTURES LOCATED THEREON, AND IS IN ALL RESPECTS SATISFIED THEREWITH AND ACCEPTS THE SAME "AS IS", "WHERE IS", AND WITH ALL FAULTS.**

**Tax/Parcel ID:** See attached Exhibit B.

*[Signature Page to Follow]*

Signed and delivered the day and year first above written.

CONOCOPHILLIPS COMPANY,  
a Delaware corporation

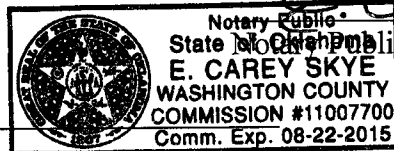
By   
Mark R. Headley  
Attorney-in-Fact

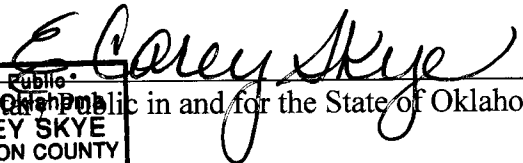
STATE OF OKLAHOMA           )  
  ) SS  
COUNTY OF WASHINGTON    )

On the 27 day of April in the year 2012 before me, the undersigned, personally appeared Mark R. Headley, as Attorney-in-Fact for ConocoPhillips Company, a Delaware corporation, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

GIVEN under my hand and seal of office, this 27 day of April, 2012.

My commission expires: \_\_\_\_\_



  
Notary Public in and for the State of Oklahoma

**EXHIBIT A**  
**TO SPECIAL WARRANTY DEED**

**CORPORATE HISTORY  
OF GRANTOR**

WHEREBY ConocoPhillips Company, a Delaware corporation, has obtained title through certain transactions in which it, or one or more of its predecessor entities, subsidiaries or affiliates, was a party. Such transactions include without limitation mergers, acquisitions, consolidations and corporate name changes. Those transactions that are, or may be, relevant to the real property conveyance(s) are summarized below and are intended to clear any gaps in the chain of title for the properties shown in Exhibit B and Exhibit C.

ConocoPhillips Company is successor by one or more of the following:

<b>Entity (with state of formation)</b>	<b>Relevant Transactions</b>
American Liberty Pipe Line Co. (DE)	(1) American Liberty Pipe Line Co. was formed on December 27, 1935; (2) through certain transactions, ConocoPhillips Company became successor-in-interest to American Liberty Pipe Line Co.
Bayway Refining Company (DE)	Bayway Refining Company merged into ConocoPhillips Company on June 30, 2003.
Conoco Inc. (DE)	Conoco Inc. merged into ConocoPhillips Company on December 31, 2002.
Continental Oil Company (DE)	(1) Marland Oil Company was formed in 1917; (2) Marland Oil Company changed its name to Continental Oil Company on June 26, 1929; (3) Continental Oil Company changed its name to Conoco Inc. in 1979; (4) Conoco Inc. merged into ConocoPhillips Company on December 31, 2002.
Continental Refining Company (PA)	(1) Continental Refining Company was formed on October 31, 1905; (2) through certain transactions, ConocoPhillips Company became successor-in-interest to Continental Refining Company.
Harrison Oil Company (TX)	(1) Harrison Oil Company was formed on April 23, 1925; (2) through certain transactions, ConocoPhillips Company became successor-in-interest to Harrison Oil Company.
Lion Oil Company (DE)	(1) Lion Oil Company merged into Tosco Corporation on February 3, 1978; (2) Tosco Corporation merged into ConocoPhillips Company on January 1, 2003.

Entity (with state of formation)	Relevant Transactions
M M Cattle Co. (TX)	(1) M M Cattle Co. was formed on February 9, 1949; (2) M M Cattle Co. dissolved on December 27, 1996, distributing all of its assets to Phillips Petroleum Company; (3) Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Marcus Hook Refining Company (DE)	Marcus Hook Refining Company merged into ConocoPhillips Company on June 30, 2003.
Phillips Petroleum Company / Co. (DE)	Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Phillips 66 Company (DE)	(1) Phillips 66 Company was formed as a subsidiary of Phillips Petroleum Company on April 14, 1964; (2) Phillips 66 Company merged into Phillips Petroleum Company on December 31, 1991; (3) Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Phillips Chemical Company (DE) (1948-1964)	(1) Phillips Chemical Company was formed as a subsidiary of Phillips Petroleum Company on March 23, 1948; (2) Phillips Chemical Company dissolved on April 14, 1964, distributing all of its assets to Phillips Petroleum Company; (3) Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Phillips Chemical Company (DE) (1989-1994)	(1) Phillips Chemical Company was formed as a subsidiary of Phillips Petroleum Company on January 27, 1989; (2) Phillips Chemical Company dissolved on April 13, 1994, distributing all of its assets to Phillips Petroleum Company; (3) Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Phillips Oil Co. (DE)	(1) Phillips Oil Co. merged into Phillips Petroleum Company on August 1, 1985; (2) Phillips Petroleum Company changed its name to ConocoPhillips Company on December 31, 2002.
Phillips Realty Co.	(1) Phillips Realty Co. liquidated its assets on July 31, 1965 and dissolved on August 3, 1965; (2) ConocoPhillips Company is successor-in-interest to the assets of Phillips Realty Co.

Entity (with state of formation)	Relevant Transactions
Texhoma Oil and / & Refining Company (TX)	(1) Texhoma Oil & Gas Company was formed on September 2, 1916; (2) Texhoma Oil & Gas Company changed its name to Texhoma Oil and Refining Company (used interchangeably in official documentation with "Texhoma Oil & Refining Company") on July 5, 1918; (3) Texhoma Oil and Refining Company changed its name to Continental Oil Company of Texas on October 5, 1926; (4) Continental Oil Company of Texas dissolved on July 14, 1928, distributing all of its assets to Continental Oil Company; (5) Continental Oil Company changed its name to Conoco Inc. in 1979; (6) Conoco Inc. merged into ConocoPhillips Company on December 31, 2002.
Tosco Corporation (NV)	Tosco Corporation merged into ConocoPhillips Company on January 1, 2003.
Tosco Terminal Company (DE)	(1) Tosco Terminal Company was formed as a subsidiary of Tosco Corporation on January 31, 1996; (2) Tosco Terminal Company merged into Toscopetro Corporation on December 17, 2002; (3) Toscopetro Corporation merged into Tosco Corporation on December 31, 2002; (4) Tosco Corporation merged into ConocoPhillips Company on January 1, 2003.
Toscopetro Corporation (DE)	(1) Toscopetro Corporation was formed as a subsidiary of Tosco Corporation on December 28, 1981; (2) Toscopetro Corporation merged into Tosco Corporation on December 31, 2002; (3) Tosco Corporation merged into ConocoPhillips Company on January 1, 2003.

**Exhibit B**  
**To Special Warranty Deed**  
**Legal Descriptions**

**LANCASTER COUNTY, NE**

All that certain property being more particularly described as follows:

**Property ID: RE000127/000**

IT

LOT 18, IRREGULAR TRACTS LOCATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW1/4 NW1/4) OF SECTION 1, TOWNSHIP 8 NORTH, RANGE 6 EAST OF THE P.M., LANCASTER COUNTY, NEBRASKA. SAVE AND EXCEPT ALL OF THE OIL, GAS AND OTHER MINERALS, OF WHATEVER KIND OR NATURE IN, ON OR UNDER THE REAL PROPERTY. SUBJECT TO THE INTEREST CREATED BY SPECIAL WARRANTY DEED DATED DECEMBER 20, 1972, RECORDED JANUARY 11, 1973, AS INST. NO. 73-716 IN THE RECORDS OF LANCASTER COUNTY, NEBRASKA.

**EXHIBIT C**

**To Special Warranty Deed**

**REAL PROPERTY**

**IDENTIFYING INFORMATION**

**LANCASTER COUNTY, NE**

<b>Property ID:</b>	<b>Grantor</b>	<b>Grantee</b>
RE000127/000	SINCLAIR TRANSPORTATION COMPANY	CONOCOPHILLIPS COMPANY
	<b>Doc Book</b>	<b>Doc Page</b>
	628	573
		<b>Instrument Number</b>
		2010016363

**EXHIBIT D**  
**To Special Warranty Deed**  
**PERMITTED EXCEPTIONS**

Subject to the following:

1. The lien of taxes and assessments for the current year and subsequent years;
2. Taxes or special assessments that are not shown as existing liens by the public records;
3. Matters that would be shown by an accurate survey and inspection of the property; and
4. All covenants, restrictions, conditions, easements, reservations, rights-of-way, and other matters of record, to the extent valid, subsisting and enforceable.
5. All covenants, restrictions, conditions, easements, reservations, and rights-of-way, records of which are in Grantee's custody or control, to the extent valid, subsisting and enforceable.

POWER OF ATTORNEY

TO WHOM IT MAY CONCERN:

ConocoPhillips Company ("ConocoPhillips"), a Delaware corporation, having an office and place of business at 600 North Dairy Ashford, Houston, Texas 77079, acting herein through D. G. Hrap, its Vice President, being duly authorized by resolution of its Board of Directors does hereby constitute, make and appoint **Mark R. Headley**, its true and lawful attorney-in-fact, to exercise the following powers for it and in its name, place and stead, from the date hereof, until midnight October 31, 2013, unless sooner canceled or terminated:

(1) to purchase, lease or otherwise acquire; to hold, maintain, improve, operate, or otherwise use; to sell, exchange, let, sublet, convey, surrender or otherwise dispose of or turn to account: any and all kinds of real and personal property and any and all rights and interests therein (including, without limiting the generality of the foregoing, oil, gas and/or other mineral leases, options, permits, royalties and other mineral rights);

(2) to impose, establish, acquire, surrender or release servitudes or easements;

(3) to make application for governmental franchises or permits of every kind and nature;

(4) to enter into any instruments relating to claims for and against ConocoPhillips arising out of contract, alleged negligence or any other basis, including but not restricted to compromises, settlement agreements, releases, covenants not to sue, surety bonds, indemnity bonds and hold harmless agreements, and any and all instruments relating to applications and reports for workers' compensation, including but not limited to applications, financial statements; report of employers' qualifications, injury and accident reports;

(5) to enter into any and all instruments relating to ad valorem tax matters and in connection therewith to file for and accept refunds and to give notices to any agencies and bodies on behalf of ConocoPhillips;

(6) to do such things, perform such acts and to execute, acknowledge and deliver such instruments as may be necessary or convenient in connection with any of the foregoing.

The powers herein conferred shall extend to all acts and transactions in any state of the United States or in any county or parish thereof or in the District of Columbia or within the limits of the Continental Shelf appertaining to the United States of America.

ConocoPhillips hereby declares that each and every thing done, act performed and instrument executed and delivered by its said attorney-in-fact, in connection with the exercise of any or all of the powers hereinabove enumerated, shall be good, valid and effectual to all intents and purposes as if the same had been done, performed, executed or delivered by the said ConocoPhillips in its corporate presence as the case may be; and it hereby ratifies whatsoever said attorney shall lawfully do by virtue hereof.

Executed on October 20, 2008.

Attest:

ConocoPhillips Company

By: [Signature]

Assistant Secretary

By: [Signature]

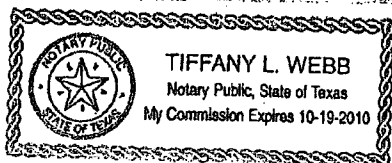
Vice President

D. G. Hrap

STATE OF TEXAS §  
COUNTY OF HARRIS §

Before me, the undersigned Notary Public, authorized to take acknowledgments in said county and state, personally appeared D. G. Hrap, personally known to me and who, being by me duly sworn, did depose and say that his address is 600 North Dairy Ashford Road, Houston, Texas 77079, that he is a Vice President of ConocoPhillips Company, a Delaware corporation, and that the seal affixed to the within and foregoing instrument is the seal of said corporation, that he is informed of the contents of the instrument, and that said instrument was signed by him and sealed on behalf of said corporation by authority of a resolution of its Board of Directors, and he acknowledged to me that said corporation executed said instrument as its own free and voluntary act and deed for the consideration, uses and purposes therein set forth.

Witness my hand and official seal on October 20, 2008.



[Signature]  
Notary Public, State of Texas

2012 APR -4 PM 1:00  
COUNTY CLERK  
HARRIS COUNTY, TEXAS

FILED

✓✓  
Mail to:  
ConocoPhillips Company  
600 N. Dairy Ashford  
Attn: Ryan Thompson  
Houston, TX 77079

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL  
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.  
THE STATE OF TEXAS  
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in the Number Sequence on the date and at the time  
stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris  
County, Texas

APR - 4 2012



*Sta. Stanout*  
COUNTY CLERK  
HARRIS COUNTY, TEXAS