

Attachment 5 – Deed
Natchitoches Parish Port
NorthPort Tract



ACT OF CASH SALE	*	UNITED STATES OF AMERICA
	*	
BY	*	STATE OF LOUISIANA
	*	
CHARLES RAY COTTON AND DOROTHY M. LEACH COTTON	*	PARISH OF NATCHITOCHE
	*	
IN FAVOR OF	*	
	*	
THE NATCHITOCHE PARISH PORT COMMISSION	*	

* * * * *

BE IT KNOWN, that on this 13th day of October, 2009;

BEFORE ME, Mark L. Roberts, a Notary Public, duly commissioned and qualified in and for the Parish of Natchitoches, State of Louisiana, and in the presence of the undersigned competent witnesses;

PERSONALLY CAME AND APPEARED:

CHARLES RAY COTTON [SSN XXX-XX-5697] and DOROTHY M. LEACH COTTON [SSN XXX-XX-4318], husband and wife, both persons of the full age of majority and residents of Natchitoches Parish, Louisiana, whose mailing address is 555 Parkway Drive, Natchitoches, Louisiana 71457,

hereinafter collectively referred to as "Vendors,"

AND

BE IT KNOWN, that on this 13th day of October, 2009;

BEFORE ME, Mark L. Roberts, a Notary Public, duly commissioned and qualified in and for the Parish of Natchitoches, State of Louisiana, and in the presence of the undersigned competent witnesses;

PERSONALLY CAME AND APPEARED:

THE NATCHITOCHE PARISH PORT COMMISSION, a Commission created and existing pursuant to Louisiana law, having a mailing address of 5690 Highway 486, Building No. 1, Campti, LA 71411, represented herein by its duly authorized President, Ralph Ingram, Jr.,

hereinafter referred to as "Vendee,"

WHO AFTER BEING DULY SWORN, DID DECLARE AS FOLLOWS:

Vendors do by these presents grant, bargain, sell, convey and deliver, with full guarantee and warranty of title and with complete transfer and subrogation of all rights and actions of warranty which Vendors have or may have against all former owners and vendors of the property herein conveyed, together with all rights of prescription, whether acquisitive or liberative, to which Vendors may be entitled, unto Vendee here present accepting and purchasing from Vendors, and acknowledging delivery and possession thereof, the property described on Exhibit A attached hereto and incorporated herein by this reference, together with all rights, ways, privileges, easements, servitudes and appurtenances thereto belonging (the "Property"), subject to those matters described in the attached Exhibit B;

TO HAVE AND TO HOLD unto Vendee and Vendee's successors and assigns forever.

This sale is made for the consideration of the sum of ONE MILLION TWO HUNDRED THOUSAND AND NO/100 (U.S. \$1,200,000.00) DOLLARS, cash in hand paid, the receipt and sufficiency of which are hereby acknowledged by Vendors, and Vendors grant full acquittance and discharge therefor.

Vendors hereby reserve unto themselves and except from this sale all oil, gas and hydrocarbon fugacious minerals in, on or under the Property, but without any right to enter upon the surface of the Property for the exploration, development and/or extraction of the same (the "Mineral Right"). Prescription of the Mineral Right is interrupted as long as title to the Property remains with Vendee or any successor that is an "acquiring authority" as defined by La. R.S. 31:149.

This Act of Cash Sale is executed in compliance with and fulfillment of that certain Option Agreement between Vendors and Vendee dated May 21, 2009, filed under Instrument No. 324143 and recorded in Conveyance Book 631, at Page 713 and Mortgage Book 902, at Page 325 of the records of Natchitoches Parish, Louisiana.

This Act of Cash Sale may be executed in multiple counterparts, each of which shall be deemed to be an original and all such counterparts taken together shall be deemed to constitute one and the same instrument.

Tax, Mortgage and Conveyance Certificates are waived by the parties hereto and they relieve and release the notaries of all responsibility and liability in connection therewith.

THUS DONE, SIGNED AND PASSED in the State of Louisiana, Parish of Natchitoches, before me, Notary, in the presence of the undersigned competent witnesses, who have hereunto signed their names, together with said appearer and me, Notary, on the date set forth above.

WITNESSES:

REL Breedlove, Jr.
Witness Signature
REL BREEDLOVE, JR.
Printed Name of Witness

Charles Ray Cotton
Charles Ray Cotton

Dorothy M. Leach Cotton
Dorothy M. Leach Cotton

Michelle C Chambers
Witness Signature
Michelle C Chambers
Printed Name of Witness

Mark L. Robson

Notary Public

Name: Mark L. Robson

Louisiana Notary/Bar Roll No.: 21056

My Commission is for Life.

THUS DONE, SIGNED AND PASSED in the State of Louisiana, Parish of Natchitoches, before me, Notary, in the presence of the undersigned competent witnesses, who have hereunto signed their names, together with said appearer and me, Notary, on the date set forth above.

WITNESSES:

THE NATCHITOCHEs PARISH PORT COMMISSION

REL Breedlove, Jr.
Witness Signature
REL BREEDLOVE, JR.
Printed Name of Witness

By: Ralph C. Ingram, Jr.
Ralph Ingram, Jr., President

Michelle Chambers
Witness Signature
Michelle C Chambers
Printed Name of Witness

[Signature]
Notary Public
Name: Mark L. Roberts
Louisiana Notary/Bar Roll No.: 21056
My Commission is for Life.

EXHIBIT A

TRACT I

That certain piece, parcel or tract of ground containing 383.73 acres, more or less, located in Sections 39, 41, 45 and 88, Township 10 North, Range 7 West, Natchitoches Parish, Louisiana, as the same is more fully shown by reference to a plat of survey by Glen L. Cannon, R.L.S., dated June 24, 1994, recorded with a Collateral Mortgage recorded in Mortgage Book 590, Page 503, under Original Instrument No. M-223632, mortgage records of Natchitoches Parish, Louisiana, and which said tract being more particularly described as follows, to-wit:

Beginning at point "C" on a plat of survey for Deloyce Blewer dated October 3, 1984 by Billy D. Crow, R.L.S., which said point being marked by an X-Tie found along the Southernmost section line of Section 69, Township 10 North, Range 7 West, Natchitoches Parish, Louisiana and from said point run thence South 15 degrees East a distance of 176.2 feet to Point "B" on a plat of survey for E.P. & Clara Brown, dated November, 1949, by Gaiennie Hyams, R.L.S. in which said point being located on the Westernmost Section line of Section, 6, Township 10 North, Range 7 West, Natchitoches Parish, Louisiana; thence run South 49 degrees West 1,656.5 feet to an iron rod set in the Northeast Corner of the property herein described and being the Point of Beginning; and, from said Point of Beginning thence continue South 49 degrees West 3,136.85 feet to an axle located on the Easternmost Right of Way of Louisiana Highway No. 486; thence continue South 49 degrees West a distance of 304.8 feet to the Northwest Corner of the tract herein described marked by an iron rod; thence run South 78 degrees 38 minutes East 121.9 feet; thence run South 71 degrees 30 minutes East 94.7 feet; thence run South 49 degrees 50 minutes East 127.9 feet; thence run South 44 degrees 14 minutes East 536.0 feet; thence South 41 degrees 18 minutes East 275.5 feet; thence run South 40 degrees 14 minutes East 146.2 feet; thence run South 35 degrees 5 minutes East 345.5 feet; thence run South 11 degrees 34 minutes East 141.0 feet; thence run South 8 degrees East 458.4 feet; thence run South 4 degrees 55 minutes East 695.8 feet; thence run South 9 degrees 23 minutes East 115.8 feet; thence run South 36 degrees 47 minutes East 136.1 feet; thence run South 16 degrees 22 minutes West 130.9 feet; thence run South 15 degrees 50 minutes West 78.5 feet; thence run South 14 degrees 40 minutes West 96.4 feet; thence run South 11 degrees 3 minutes West 97.7 feet; thence run South 5 degrees 1 minute West 96.3 feet; thence run South 0 degrees 53 minutes East 93.4 feet; thence run South 6 degrees 12 minutes East 74.5 feet to the Southwest Corner of the tract herein described; thence run North 79 degrees East a distance of 2,692.87 feet to an iron rod; thence run North 49 degrees East 1,650 feet to a point; thence run North 15 degrees West 805.20 feet to an iron rod; thence run North 70 degrees East a distance of 291.6 feet to an iron rod; thence run North 41 degrees West 662.4 feet to a point; thence run North 15 degrees West 491.45 feet to a point located on the Western Right of Way of the K.C.S. Railroad; thence run North 45 degrees 7 minutes 20 seconds West 2,966.81 feet to the Point of Beginning of the tract herein described.

LESS AND EXCEPT

That certain tract or parcel of land, located in Natchitoches Parish, Louisiana, Section 39, Township 10 North, Range 7 West, containing 5.5 acres, more or less, and more fully described as follows:

BEGINNING at a found axle on the easterly right of way of Louisiana Highway Number 486 and the northerly most property line of Charles R. Cotton, et ux, and having a latitude of 31.848948 degrees North and a longitude of 93.078045 degrees West. THENCE along the northerly most property line of Charles R. Cotton, et ux North 49 degrees, 12 minutes, 44 seconds, East for a distance of 798.60 feet to a corner having a latitude of 31.850391 degrees North and a longitude of 93.076107 degrees West. THENCE South 40 degrees, 55 minutes, 07 seconds East for a distance of 300.00 feet to a corner having a latitude of 31.849770 degrees North and longitude of 93.075470 degrees West. THENCE South 49 degrees, 12 minutes, 43 seconds West for a distance of 798.60 feet to a corner on the easterly right of way lines of Louisiana Highway Number 486 having a latitude of 31.848327 degrees North and a longitude of 93.077409 degrees West. THENCE along the easterly right of way of Louisiana Highway Number 486 North 40 degrees, 55 minutes, 07 seconds West for a distance of 300.00 feet to the POINT OF BEGINNING. The property is more fully described on that certain plat of survey dated October 10, 2008, attached to an Act of Exchange recorded in Conveyance Book 629, at Page 32 of the records of Natchitoches Parish, Louisiana.

TRACT II

That certain tract of land located in Natchitoches Parish, Louisiana, Section 9, Township 10 North, Range 7 West. Said tract contains 5.507 acres, more or less, and is more fully described as follows:

BEGINNING at the intersection of the west line of Section 9, Township 10 North—Range 7 West and the westerly right of way line of the Kansas City Southern Railroad and also being the northerly most property corner of Crosstex LIG, LLC property having a latitude of 31.848877 degrees North and a longitude of 93.063660 degrees West. THENCE along the westerly right of way of the Kansas City Southern Railroad South 44 degrees, 53 minutes, 56 seconds East, a distance of 1,126.20 feet to a corner on the northerly property line of Deblieux and Kelly, Inc. property, having a longitude of 31.846696 degrees North and a longitude of 93.061087 degrees West. THENCE along the northerly property line of Deblieux and Kelly, Inc. South 49 degrees, 01 minutes, 49 seconds West for a distance of 296.29 feet to a corner on the easterly most property line of Charles R. Cotton, et ux having a latitude of 31.846158 degrees North and a longitude of 93.061804 degrees West. THENCE along the easterly property line of Charles R. Cotton, et ux, North 40 degrees, 47 minutes, 16 seconds West for distance of 681.51 feet to a corner having a latitude of 31.847571 degrees North and a longitude of 93.063246 degrees West; THENCE continuing along the easterly property line of Charles R. Cotton, et ux, North 14 degrees, 49 minutes, 42 seconds West for a distance of 492.42 feet to the POINT OF BEGINNING. The property is more fully described on that certain plat of survey dated October 7, 2008, and attached to an Act of Exchange recorded in Conveyance Book 629, at Page 32 of the records of Natchitoches Parish, Louisiana, being the same property acquired by Crosstex in that certain Act of Cash Sale dated October 17, 2006, recorded in the conveyance records of Natchitoches Parish, Louisiana, under Entry No. 299783 of COB 608 at Page No. 538.

EXHIBIT B

1. Central Louisiana Electric Company, Inc. Right-of-Way Permit for Electric Transmission Lines by S. Nelken Estate in favor of Central Louisiana Electric Company, Inc., dated January 22, 1965, recorded in Conveyance Book 261, at Page 691 of the records of Natchitoches Parish, Louisiana.
2. Grant of Right of Way for Public Highway by Adrian D. Land, et al in favor of State of Louisiana Depart of Highways, dated November 16, 1956, recorded in Conveyance Book 229, at Page 311 of the records of Natchitoches Parish, Louisiana.
3. Right of Way Grant by S. Nelkin, est. in favor of Sylvan Nelken, Agt. To Gravity Drainage District No.1, dated November 5, 1950, recorded in Conveyance Book 212, at Page 519 of the records of Natchitoches Parish, Louisiana.
4. Right of Way Agreement by Charles Ray Cotton a/k/a Charles R. Cotton and Dorothy M. Leach Cotton a/k/a Dorothy M. Cotton to Crosstex LIG, LLC, dated December 16, 2008, recorded in Conveyance Book 629, at Page 41 of the records of Natchitoches Parish, Louisiana.
5. Right of Way Agreement by Charles Ray Cotton a/k/a Charles R. Cotton and Dorothy M. Leach Cotton a/k/a Dorothy M. Cotton to Crosstex LIG, LLC, dated August 14, 2006, recorded in Conveyance Book 610, at Page 116, as amended by Amendment to Right of Way Agreement, dated March 21, 2007, recorded in Conveyance Book 630, at Page 28 all of the records of Natchitoches Parish, Louisiana.
6. Right of Way Deed by Carl P. Henry, et al in favor of State of Louisiana, dated November 25, 1930, recorded in Conveyance Book 165, at Page 375 41 of the records of Natchitoches Parish, Louisiana.
7. Right of Way Grant by Carl P. Henry, et al in favor of Gravity Drainage District No. 1, dated December 15, 1950, recorded in Conveyance Book 212, at Page 507 41 of the records of Natchitoches Parish, Louisiana.
8. Central Louisiana Electric Company, Inc. Right-of-Way Permit for Electric Transmission Lines by Sharon A. Henry, et al in favor of CLECO, date January 26, 1965, recorded in Conveyance Book 261, at Page 698 41 of the records of Natchitoches Parish, Louisiana.
9. Central Louisiana Electric Company, Inc. Right-of-Way Permit for Electric Transmission Lines by Cora Lee H. Perkins in favor of CLECO, dated February 22, 1965, recorded in Conveyance Book 262, at Page 663 of the records of Natchitoches Parish, Louisiana.
10. Central Louisiana Electric Company, Inc. Right-of-Way Permit for Electric Transmission Lines by Ludlow B. Baynard, et al in favor of CLECO, dated February 22, 1965,

recorded in Conveyance Book 262, at Page 665 of the records of Natchitoches Parish, Louisiana.

The reference to any restrictions, servitudes, easements, rights of way or encroachments adversely affecting the title or physical condition of the property described on Exhibit A above shall not be construed as an acknowledgment, confirmation or reestablishment thereof.

The following resolution was offered by Luke Frederick and seconded by Sam Fowler at a duly scheduled meeting held on the 13th day of October, 2009.

RESOLUTION OF THE NATCHITOCHEES PARISH PORT COMMISSION

RESOLUTION APPROVING PURCHASE OF 383.74 ACRES, MORE OR LESS, FROM CHARLES R. COTTON AND DOROTHY L. COTTON ADJACENT TO THE NATCHITOCHEES PARISH PORT SITE

WHEREAS, the Natchitoches Parish Port Commission (the "Port Commission") has entered into an Option Agreement with Charles R. Cotton and Dorothy L. Cotton dated May 21, 2009, filed under Instrument No. 324143 and recorded in Conveyance Book 631, at Page 713 and Mortgage Book 902, at Page 325 of the records of Natchitoches Parish, Louisiana (the "Option Agreement"), which Option Agreement granted the Port Commission the option of purchasing certain immovable property for the price of \$1,200,000.00, cash.

AND WHEREAS, the Port Commission desires to exercise its rights under the Option and purchase the property described in the Option Agreement.

NOW, THEREFORE, be it hereby resolved that Ralph Ingram, Jr., the President of the Port Commission, is authorized, empowered, and directed to purchase for and on behalf of the Commission from Charles R. Cotton and Dorothy L. Cotton for the price of ONE MILLION TWO HUNDRED THOUSAND AND NO/100 (U.S. \$1,200,000.00) DOLLARS, cash, and on such other terms as the President, in his sole and uncontrolled discretion, shall deem acceptable, the following described property:

TRACT I

That certain piece, parcel or tract of ground containing 383.73 acres, more or less, located in Sections 39, 41, 45 and 88, Township 10 North, Range 7 West, Natchitoches Parish, Louisiana, as the same is more fully shown by reference to a plat of survey by Glen L. Cannon, R.L.S., dated June 24, 1994, recorded with a Collateral Mortgage recorded in Mortgage Book 590, Page 503, under Original Instrument No. M-223632, mortgage records of Natchitoches Parish, Louisiana, and which said tract being more particularly described as follows, to-wit:

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located on the Westernmost Section line of Section, 6, Township 10 North, Range 7 West, Natchitoches Parish, Louisiana; thence run South 49 degrees West 1,656.5 feet to an iron rod set in the Northeast Corner of the property herein described and being the Point of Beginning; and, from said Point of Beginning thence continue South 49 degrees West 3,136.85 feet to an axle located on the Easternmost Right of Way of Louisiana Highway No. 486; thence continue South 49 degrees West a distance of 304.8 feet to the Northwest Corner of the tract herein described marked by an iron rod; thence run South 78 degrees 38 minutes East 121.9 feet; thence run South 71 degrees 30 minutes East 94.7 feet; thence run South 49 degrees 50 minutes East 127.9 feet; thence run South 44 degrees 14 minutes East 536.0 feet; thence South 41 degrees 18 minutes East 275.5 feet; thence run South 40 degrees 14 minutes East 146.2 feet; thence run South 35 degrees 5 minutes East 345.5 feet; thence run South 11 degrees 34 minutes East 141.0 feet; thence run South 8 degrees East 458.4 feet; thence run South 4 degrees 55 minutes East 695.8 feet; thence run South 9 degrees 23 minutes East 115.8 feet; thence run South 36 degrees 47 minutes East 136.1 feet; thence run South 16 degrees 22 minutes West 130.9 feet; thence run South 15 degrees 50 minutes West 78.5 feet; thence run South 14 degrees 40 minutes West 96.4 feet; thence run South 11 degrees 3 minutes West 97.7 feet; thence run South 5 degrees 1 minute West 96.3 feet; thence run South 0 degrees 53 minutes East 93.4 feet; thence run South 6 degrees 12 minutes East 74.5 feet to the Southwest Corner of the tract herein described; thence run North 79 degrees East a distance of 2,692.87 feet to an iron rod; thence run North 49 degrees East 1,650 feet to a point; thence run North 15 degrees West 805.20 feet to an iron rod; thence run North 70 degrees East a distance of 291.6 feet to an iron rod; thence run North 41 degrees West 662.4 feet to a point; thence run North 15 degrees West 491.45 feet to a point located on the Western Right of Way of the K.C.S. Railroad; thence run North 45 degrees 7 minutes 20 seconds West 2,966.81 feet to the Point of Beginning of the tract herein described.

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BE IT FURTHER RESOLVED that the President is authorized, empowered, and directed for and on behalf of the Port Commission, to execute an Act of Cash Sale related to the purchase authorized above and any other documentation related to

said purchase, containing such terms, provisions and conditions as the President, in his sole and uncontrolled discretion, shall deem acceptable.

Upon this resolution being submitted to a vote, the vote thereon was as follows:

Yeas: 5


Neas: 0

Absent: 0

This resolution was declared adopted on this 13th day of October, 2009.



Sam Fowler, Secretary



Ralph Ingram, Jr., President