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Doc#: 0710360078 Fee: \$40.00
Eugene "Gene" Moore RHSP Fee: \$10.00
Cook County Recorder of Deeds
Date: 04/13/2007 01:26 PM Pg: 1 of 9

SUBORDINATION AND CONSENT

WHEREAS, SUN LIFE ASSURANCE COMPANY OF CANADA, a Canadian corporation, having an office at One Sun Life Executive Park, Wellesley Hills, Massachusetts 02481 ("Lender") is the owner and holder of the debt secured by the mortgages identified on Exhibit B attached hereto and incorporated herein (collectively, the "Mortgage");

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WHEREAS, Gas-Mart USA, Inc., a Missouri corporation ("Borrower"), and CONOCOPHILLIPS COMPANY, a Delaware corporation ("Seller"), are parties to that certain Real Estate Contract (Multi-Sites Involving Fee and Leasehold Estates) with an effective date of November 14, 2003 (the "Contract") subsequent to which date Borrower assigned its rights in the Contract to its affiliate, FUEL SERVICE MART, INC., a Missouri corporation ("FSM"). Pursuant to the Contract and its related addenda, FSM has granted to Seller the right to repurchase the property described on Exhibit A attached hereto and incorporated herein upon the occurrence of certain events (the "Repurchase Option"). A memorandum of the Repurchase Option was recorded on February 25, 2004 in the Office of the Recorder of Deeds of Cook County, Illinois as Document Number 0405632125;

WHEREAS, Lender has requested that FSM and Seller subordinate the Repurchase Option to the lien of the Mortgage and FSM and Seller have agreed accordingly.

NOW, THEREFORE, in consideration of the foregoing recitals and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FSM and Seller hereby consent to the execution, delivery and recording of the Mortgage and hereby subordinate their respective rights and obligations under the Repurchase Option to the liens, rights and obligations created by the Mortgage.

Sun Life Assurance Company of Canada is an intended beneficiary of this Subordination and Consent and shall have the right to enforce it.

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ACKNOWLEDGMENT

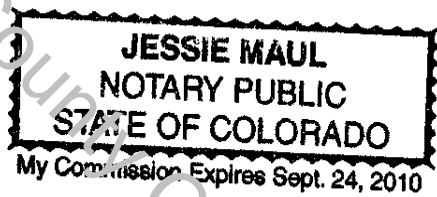
STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

NOW ON THIS 12TH day of FEBRUARY, 2007, before me, a Notary Public in and for said state, came RANDALL D. AMEL, ATTORNEY-IN-FACT of **ConocoPhillips Company**, a Delaware corporation, who is personally known to me to be the same person who executed the within instrument on behalf of said corporation, and who acknowledged the execution of the same to be the free act and deed of said corporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

Jessie Maul
NOTARY PUBLIC

My Appointment Expires: 9-24-2010



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#46

HS



Doc#: 0405632125
 Eugene "Gene" Moore Fee: \$34.50
 Cook County Recorder of Deeds
 Date: 02/25/2004 01:36 PM Pg: 1 of 8

MEMORANDUM OF REPURCHASE OPTION

03-11348 copy

15-1-18

Site #2706226

03-11348 THIS MEMORANDUM OF REPURCHASE OPTION ("Memorandum") is entered into as of the day of FEBRUARY 2004, by and between ConocoPhillips Company, a Delaware corporation ("Seller") and Fuel Service Mart, Inc., a Missouri corporation ("Buyer").

1. Buyer acquired certain real property from Seller, commonly known as 18280 S Pulaski, Country Club, IL 60417 (Permanent Index Number: 28-34-427-001), and more particularly described on Exhibit A attached hereto and incorporated herein by this reference ("Property").

2. As a condition to the conveyance of the Property by Seller to Buyer, Buyer granted to Seller an option to repurchase the Property upon the terms and conditions contained in that certain Real Estate Sales Contract dated November 14, 2003 (the "Contract").

3. If not earlier terminated or exercised, pursuant to the terms of the Contract, Seller's option to repurchase the Property terminates on February 28, 2011.

4. A copy of the relevant portions of the Contract may be obtained by written request from Seller or Buyer to the following addresses:

Fuel Service Mart, Inc.
 8349 Melrose
 Lenexa KS 66214

ConocoPhillips Company
 Real Property Administration
 Plaza Office Building, Room 810G
 315 S Johnstone
 Bartlesville OK 74004

5. This Memorandum may be executed in one or more counterparts, each of which shall be deemed an original instrument and all of which combined shall constitute one and the same instrument.

REVIEW TO:

Jodie Tanner
 LandAmerica
 7557 Rambler P.d.
 Dallas, TX 75231

(SIGNATURE PAGE FOLLOWS)

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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date set forth above.

SELLER:
CONOCOPHILLIPS COMPANY, a Delaware corporation

BUYER:
FUEL SERVICE MART, INC., a Missouri corporation

By: Randall D. Amen

By: _____

Name: Randall D. Amen

Name: _____

Its: Attorney-in-Fact

Its: _____

Date: 2-23-04

Date: _____

Prepared By: Tammy Harrison, ConocoPhillips Company, Real Estate Department,
13059 East Peaview Avenue, Suite 110, Centennial, Colorado 80111

ACKNOWLEDGMENTS ON FOLLOWING PAGE.

PROPERTY OF Cook County Clerk's Office

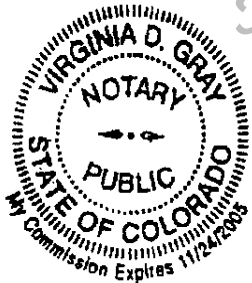
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ACKNOWLEDGMENTS

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

BE IT REMEMBERED, that on this 3rd day of FEBRUARY, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came Randall D. Amen as Attorney in Fact for CONOCOPHILLIPS COMPANY, a Delaware corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written



Virginia D. Gray
Notary Public
My Commission Expires: 11/24/2005

STATE OF _____)
) ss.
COUNTY OF _____)

BE IT REMEMBERED, that on this ____ day of _____, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came _____ as _____ for Fuel Service Mart, Inc., a Missouri corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

Notary Public
My Commission Expires: _____

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IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date set forth above.


SELLER:

CONOCOPHILLIPS COMPANY, a Delaware corporation

BUYER:

FUEL SERVICE MART, INC., a Missouri corporation

By: _____
Name: Randall D. Amen
Its: Attorney-in-Fact
Date: _____

By:  _____
Name: DAVID GEORGE
Its: Pres.
Date: 2-4-04

Prepared By: Tammy Harrison, ConocoPhillips Company, Real Estate Department,
13059 East Peakview Avenue, Suite 110, Centennial, Colorado 80111

ACKNOWLEDGMENTS ON FOLLOWING PAGE.

Property of Cook County Clerk's Office

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ACKNOWLEDGMENTS

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

BE IT REMEMBERED, that on this ____ day of _____, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came **Randall D. Amen** as **Attorney-in-Fact for CONOCOPHILLIPS COMPANY**, a Delaware corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

Notary Public
My Commission Expires: _____

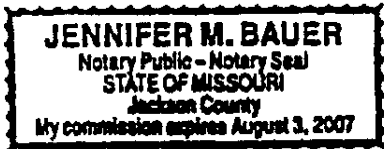
STATE OF Missouri)
) ss.
COUNTY OF Jackson)

BE IT REMEMBERED, that on this 4th day of February, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came David S. Geary as President for Fuel Service Mart, Inc., a Missouri corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

Jennifer M. Bauer

Notary Public
My Commission Expires: August 3, 2007



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EXHIBIT A
LEGAL DESCRIPTION ("the Property")
Site No. 2706226

LEGAL DESCRIPTION:

Lot 1 in Cooper's Grove Resubdivision of part of Flossmoor Terrace, being a resubdivision of part of the Southeast 1/4 of Section 34, Township 36 North, Range 13, East of the Third Principal Meridian, in Cook County, Illinois.

Pin # 28-34-427-001

18280 S. Pulaski Road
Country Club Hills, IL

Property of Cook County Clerk's Office