



WHEN RECORDED, RETURN TO:
HALL, ESTILL, HARDWICK, GABLE,
GOLDEN & NELSON, P.C.
320 South Boston Avenue, Suite 400
Tulsa, Oklahoma 74103-3708
(918) 594-0400
Attn: Matt Crook

Doc#: 0807918005 Fee: \$74.00
Eugene "Gene" Moore RHSP Fee:\$10.00
Cook County Recorder of Deeds
Date: 03/19/2008 10:23 AM Pg: 1 of 20

3 of 4 11164791

ASSIGNMENT AND ASSUMPTION OF
LEASE AGREEMENT

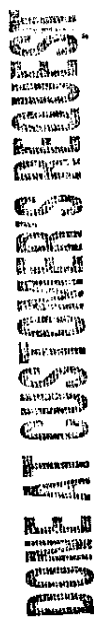
THIS ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT ("*Assignment*") is effective as of the 20th day of February, 2008 (the "*Effective Date*"), by and between SemMaterials, L.P., an Oklahoma limited partnership ("*Assignor*"), SemMaterials Energy Partners, L.L.C., a Delaware limited liability company ("*Assignee*"), and The Sanitary District of Chicago, an Illinois corporation ("*Lessor*").

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby GRANTS, TRANSFERS, CONVEYS and ASSIGNS to Assignee all of Assignor's right, title and interest in and to the following:

that certain lease, between Assignor (as ultimate successor in interest to Marine Oil Terminal), as lessee, and Lessor, as lessor, dated October 24, 1940, as amended (the "*Lease*"); the real property which is the subject of the Lease is more specifically described on Exhibit "A" attached hereto.

This Assignment is subject to the following terms and conditions:

- Contribution Agreement:** This Assignment is subject to all terms, covenants and conditions of that certain Contribution Agreement by and between Assignor, Assignee and K.C. Asphalt, L.L.C., a Colorado limited liability company ("*K.C. Asphalt*"), dated as of January 28, 2008 (the "*Agreement*"). Notwithstanding any other provision hereof to the contrary, nothing contained herein shall in any way supersede, modify, replace, amend, change, rescind, waive, exceed, expand, enlarge or in any way affect any of the provisions, including, without limitation, any of the representations, warranties, covenants, indemnities, limitations, rights or remedies contained in the Agreement, and this Assignment is intended solely to effect the assignment of the Lease by Assignor to Assignee as contemplated by the Agreement.
- Owner of Record:** Lessor hereby represents and warrants to Assignor and Assignee that it is the record owner of all of the real property which is leased to Assignor pursuant to the Lease.
- Assumption of Obligations:** From and after the Effective Date, Assignee, with respect to the assignment of the Lease, hereby assumes and agrees to pay and perform all Assignor's rights, obligations and liabilities accruing from and after the Effective Date and arising out of the Lease.



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4. **Retained Property Rights**: Assignor is hereby retaining and reserving for itself those rights and obligations as specified in that certain Retained Leasehold Interest Agreement by and between Assignor and Assignee of even date herewith (the “***Retained Leasehold Agreement***”) and in that certain Terminal Access and Use Agreement by and among Assignor, Assignee and K.C. Asphalt of even date herewith.
5. **No Defaults Under Lease; Estoppel**: Lessor and Assignor acknowledge and agree that, as of the Effective Date, the Lease is in full force and effect and that there has been and is no default with respect thereto and there are no existing or claimed conditions which with the giving of notice or the passage of time or both will constitute a default on the part of Lessor or Assignor under the terms of the Lease. The parties hereto hereby agree that following the Effective Date, the Lease shall constitute a valid and binding obligation of the Lessor and Assignee, and that Assignee shall assume and succeed to all the rights of “Lessee” with respect to the Premises thereunder, subject to the Retained Leasehold Agreement. Lessor and Assignor further agree that there are no amendments or modifications to the Lease other than as set forth above, and that the Lease is presently in full force and effect and constitutes the valid and binding obligation of Lessor and Assignor, enforceable against Lessor and Assignor in accordance with its terms. The rents provided in the Lease have been paid in a timely manner and have not been prepaid.
6. **Restrictions**: This Assignment is made subject to the restrictions set forth on Exhibit “B” attached hereto and incorporated herein by reference.
7. **Observance of Laws**: This Assignment is subject to all applicable laws, ordinances, rules and regulations affecting the Lease.
8. **Conflicts**: In the event of any conflicts between the provisions of this Assignment and the Agreement, same shall be resolved in accordance with the following order of priority, as between Assignor and Assignee: (i) the Agreement; and (ii) this Assignment.
9. **Successors and Assigns**: The terms, covenants, and conditions hereof bind and inure to the benefit of the parties hereto and their respective permitted successors and assigns.
10. **Counterparts**: This Assignment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon one and the same instrument.


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This INSTRUMENT OF TRANSFER, ASSIGNMENT AND ASSUMPTION is executed as of the Effective Date.


ASSIGNOR

SemMaterials, L.P.
By: SemOperating G.P., L.L.C.
Its: General Partner

By: 
Print Name: Jerry Parsons
Title: Executive Vice President - Asphalt Operations

ASSIGNEE

SemMaterials Energy Partners, L.L.C.

By: 
Print Name: Alex Stallings
Title: Chief Accounting Officer

LESSOR

The Sanitary District of Chicago

By: _____
Print Name: _____
Title: _____

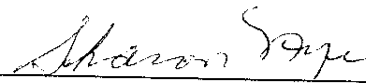
Property of Cook County Clerk's Office

UNOFFICIAL COPY

Acknowledgement

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on FEBRUARY 19, 2008, by Jerry Parsons, as Executive Vice President - Asphalt Operations of SemOperating G.P., L.L.C., the general partner of SemMaterials, L.P.



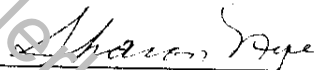
(Signature of Notarial Officer)

Title (and Rank)
(Commission No.: 00202759-5)
(My Commission Expires: 9-26-08)
(Notarial Seal)



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on FEBRUARY 19, 2008, by Alex Stallings, as Chief Accounting Officer of SemMaterials Energy Partners, L.L.C.



(Signature of Notarial Officer)

Title (and Rank)
(Commission No.: 00202759-5)
(My Commission Expires: 9-26-08)
(Notarial Seal)



UNOFFICIAL COPY

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on _____, 2008, by _____, as _____ of The Sanitary District of Chicago.

(Signature of Notarial Officer)

Title (and Rank)

(Commission No.: _____)

(My Commission Expires: _____)

(Notarial Seal)

Property of Cook County Clerk's Office

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EXHIBIT A

Chicago, Illinois

Lot Fifty-four (54) (except the East 50 feet and the Southerly 17 feet thereof) also the East 200 feet of Lot 56 (except the Southerly 17 feet thereof) in Sanitary District Trustees' Subdivision of the right of way from the North and South center line of Section 30, Township 39 North, Range 14, East of the third principal meridian, to the Will County line, in Cook County, Illinois.

Also described as follows:

A tract of land being part of Lots 54 and 56 in Sanitary District Trustees' Subdivision of the right-of-way from the North and the South center line of Section 30, Township 39 North, Range 14 East, of the third principal meridian, to the Will County Line, in Cook County, Illinois. Being more particularly described as follows:

Commencing at the Northeast corner of said Lot 54; thence South 66 degrees 17 minutes 35 seconds along the Northerly property line of said Lot 54, a distance of 54.61 feet to the point of beginning; thence South 00 degrees 00 minutes 00 seconds along a line 50.00 feet West of and parallel to the Easterly line of said Lot 54, a distance of 333.23 feet; thence South 66 degrees 05 minutes 00 seconds along a line 17.00 feet North of and parallel to the Southerly line of said Lots 54 and 56, a distance of 862.68 feet; thence North 00 degrees 12 minutes 11 seconds West, a distance of 336.16 feet to the Northerly line of said Lot 56; thence North 66 degrees 17 minutes 35 seconds East along the Northerly line of said Lots 56 and 54, a distance of 862.58 feet to the point of beginning, containing 264,348 square feet, or 6.07 acres, more or less.

The above description is the same property as contained in the report for title insurance issued by Lawyers Title Insurance Corporation Commitment Number 10686805, having an effective date of May 6, 2005.

PIN: 19-04-200-056-0000
19-04-200-055-0000

4100 S. CICERO AVE, CHICAGO

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Exhibit "B" Exceptions

1. Taxes for the year 2007 and subsequent assessments not yet due or payable.
2. Easement for a right of way for ingress and egress over a road over the southerly 30 feet of the land, as set forth in lease from The Sanitary District of Chicago, as lessor, to U.S. Industrial Chemicals, Inc., as lessee, dated September 5, 1940 and recorded July 25, 1951 as Document 15131618, as amended by agreement dated July 31, 1951 and recorded August 7, 1951 as Document 15140396 made by and between The Sanitary District of Chicago and National Distillers Products Corporation, and as amended by Supplemental Agreement to lease made by and between The Metropolitan Sanitary District of Greater Chicago and National Distillers Products Corporation dated October 11, 1956 and recorded July 24, 1957 as Document 16966236.
3. Easement Agreement recorded November 18, 1964 as Document 19307156 made by The Metropolitan Sanitary District of Greater Chicago and Marine Oil Terminal Company, lessee, to the City of Chicago for the construction of bridge foundations and appurtenances in, over and upon that part of the land hereinafter described, and the terms and provisions contained therein, and as shown on survey dated 10/13/05 prepared by Gregory S. McVicar P.L.S. No. 3512.

(Affects that part of Lot 54 described as beginning at the intersection of the northerly line of said Lot 54 and a line drawn parallel to and 48.48 feet west of and normally distant from the easterly line of said Lot 54; thence south along said parallel line 7.57 feet; thence west 19.09 feet to the northerly line of said Lot 54; thence easterly along said northerly line of said Lot 54 to the point of beginning.)
4. Easement for a right of way for ingress and egress over a road over the southerly 30 feet of the land, as set forth in lease from The Metropolitan Sanitary District of Greater Chicago, a municipal corporation of Illinois, as lessor, to Transport Service Co., an Illinois corporation, as lessee, dated April 15, 1954 and recorded February 4, 1969 as Document 20746847, and as shown on survey dated 10/13/05 prepared by Gregory S. McVicar P.L.S. No. 3512.
5. Terms, provisions, conditions and limitations, contained in the Agreement and Application for Sewer Service Connection to the City of Chicago Sewers made by Marine Oil Terminal, a division of Gustafson Oil Co., dated January 30, 1976 and recorded April 28, 1976, as Document 23466505, for premises used as fuel oil storage terminal.
6. Leasehold estate in favor of SemMaterials, L.P., an Oklahoma limited partnership, as disclosed by Memorandum of lease agreement dated September 27, 2005 and recorded October 19, 2005 as Document Number 0529255157, demising the land for a term of ninety-nine years, with the lease expiring October

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31, 2039, and all rights thereunder of, and all acts done or suffered thereunder by said lessee or by any party claiming by, through, or under said lessee.

7. Easement Agreement made by The Metropolitan Sanitary District of Greater Chicago to Northern Illinois Gas Company and its successors and assigns, to construct, install, operate, maintain and remove a four-inch gas main underneath a portion of the land, together with the right of ingress and egress to and from said land, dated October 4, 1979 and recorded October 20, 1983 as Document 26829672, and the terms and provisions contained therein, and as shown on survey dated 10/13/05 prepared by Gregory S. McVicar P.L.S. No. 3512.

(Affects a 10 foot wide strip of land described as beginning at a point on the east line of said Northeast ¼ being 1275 feet north of the south line of said Northeast ¼; thence southwesterly parallel with and 75 feet northwesterly of (measured at right angles to) the center line of the right of way of the Atchison Topeka & Sante Fe Railroad 385 feet to the point of beginning; thence southwesterly parallel with and 75 feet northwesterly of said railroad right of way center line, a distance of 422 feet to the point of tie-in with the existing gas system of Northern Illinois Gas Company.)

8. Terms, provisions, conditions and limitations, as set forth in an agreement dated May 8, 1958 and recorded February 22, 1990 as Document 90084775, made by The Metropolitan Sanitary District of Greater Chicago, a municipal corporation, to Texas Eastern Transmission Corporation, and the right of all persons claiming thereunder, granting the right to construct, maintain, operate, repair and remove 2 main and 3 spur all steel welded 14 inch pipelines, including any necessary control valves and appurtenances, for the transportation of petroleum products upon, under and across an undisclosed portion of Lots 56, 58 and other property.

Note: We also find the following document recorded February 22, 1990 as Document 90084776. We cannot locate the exact location of the pipeline which is the subject of said agreement.

By instrument recorded February 23, 1990 as Document 90086959, Texas Eastern Transmission Corporation assigned its interest in the pipelines and easements to Texas Eastern Products Pipeline Company.

By instrument recorded March 6, 1990 as Document 90099190, Texas Eastern Products Pipeline Company assigned its interest in the pipelines and easements to TE Products Pipeline Company, Limited Partnership.

9. Rights of SemMaterials, L.P. under Retained Leasehold Interest Agreement dated as of FEBRUARY 19 2008, recorded under 807918004 in the Real Property Records of Cook County, Illinois.
10. Ordinance recorded December 4, 1995 as Document 95835187 amending the use of public and private sewers and drains, private sewer disposal, installation and

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connection of building sewers, discharge of waters and wastes into the public sewer system, and providing penalties for violation thereof, and the terms and provisions contained therein.

Property of Cook County Clerk's Office



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11/64741

W/ #3



PTAX-203 Illinois Real Estate Transfer Declaration

Please read the instructions before completing this form. This form can be completed electronically at tax.illinois.gov/retd.

Step 1: Identify the property and sale information.

1 4100 S. Cicero Ave.
Street address of property (or 911 address, if available)
CHICAGO, IL 60804
City or village ZIP
NA SOUTH TOWN
Township

2 Write the total number of parcels to be transferred. 2

3 Write the parcel identifying numbers and lot sizes or acreage.
Parcel identifying number Lot size or acreage
a 19-04-200-055-0000 together
b 19-04-200-056-0000 6.25 acres
c _____
d _____
Write additional parcel identifiers and lot sizes or acreage in Step 3.

4 Date of instrument: 02/20/08
Month Year

5 Type of instrument (Mark with an "X"):
 Quit claim deed Executor deed Warranty deed
 Beneficial interest Other (specify): see note 1 below

6 Yes No Will the property be the buyer's principal residence?
7 Yes No Was the property advertised for sale?
(i.e., media, sign, newspaper, realtor)

8 Identify the property's current and intended primary use.
Current Intended (Mark only one item per column with an "X")
a Land/lot only
b Residence (single-family, condominium, townhome, or duplex)
c Mobile home residence
d Apartment building (6 units or less) No. of units: _____
e Apartment building (over 6 units) No. of units: _____
f Office
g Retail establishment
h Commercial building (specify): _____
i Industrial building
j Farm
k Other (specify): Asphalt terminal

County: _____
Date: _____
Doc. No.: _____
Vol.: _____
Page: _____
Received by: _____

9 Identify any significant physical changes in the property since January 1 of the previous year and write the date of the change.
Date of significant change: NA / _____ / _____
(Mark with an "X")
 Demolition/damage Additions Major remodeling
 New construction Other (specify): _____

10 Identify only the items that apply to this sale. (Mark with an "X")
a Fulfillment of installment contract — year contract initiated: _____
b Sale between related individuals or corporate affiliates
c Transfer of less than 100 percent interest
d Court-ordered sale
e Sale in lieu of foreclosure
f Condemnation
g Auction sale
h Seller/buyer is a relocation company
i Seller/buyer is a financial institution or government agency
j Buyer is a real estate investment trust
k Buyer is a pension fund
l Buyer is an adjacent property owner
m Buyer is exercising an option to purchase
n Trade of property (simultaneous)
o Sale-leaseback
p Other (specify): see note 1 below
q Homestead exemptions on most recent tax bill:
1 General/Alternate _____ \$ _____
2 Senior Citizens _____ \$ _____
3 Senior Citizens Assn. smnt Freeze \$ _____

Step 2: Calculate the amount of transfer tax due.

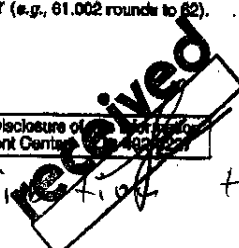
Note: Round Lines 11 through 18 to the next highest whole dollar. If the amount on Line 11 is over \$1 million and the property's current use on Line 8 above is marked "a," "g," "h," "i," or "k," complete Form PTAX-203-A, Illinois Real Estate Transfer Declaration Supplemental Form A. If you are recording a beneficial interest transfer, do not complete this step. Complete Form PTAX-203-B, Illinois Real Estate Transfer Declaration Supplemental Form B.

11 Full actual consideration 11 \$ 0
12a Amount of personal property included in the purchase 12a \$ 0
12b Was the value of a mobile home included on Line 12a? 12b Yes No
13 Subtract Line 12a from Line 11. This is the net consideration for real property. 13 \$ 0
14 Amount for other real property transferred to the seller (in a simultaneous exchange) as part of the full actual consideration on Line 11 14 \$ 0
15 Outstanding mortgage amount to which the transferred real property remains subject 15 \$ 0
16 If this transfer is exempt, use an "X" to identify the provision. 16 b k m
17 Subtract Lines 14 and 15 from Line 13. This is the net consideration subject to transfer tax. 17 \$ 0
18 Divide Line 17 by 500. Round the result to the next highest whole number (e.g., 61.002 rounds to 62). 18 0
19 Illinois tax stamps — multiply Line 18 by 0.50. 19 \$ 0
20 County tax stamps — multiply Line 18 by 0.25. 20 \$ 0
21 Add Lines 19 and 20. This is the total amount of transfer tax due. 21 \$ 0

PTAX-203 (R-B/05)

This form is authorized in accordance with 35 ILCS 200/31-1 et seq. Disclosure of this form is REQUIRED. This form has been approved by the Form Management Committee.

1. Assignment of Lease as 107 transfer to a wholly owned subsidiary.



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Step 3: Write the legal description from the deed. Write, type (minimum 10-point font required), or attach the legal description from the deed. If you prefer, submit an 8 1/2" x 11" copy of the extended legal description with this form. You may also use the space below to write additional parcel identifiers and lots sizes or acreage from Step 1, Line 3.

See Attachment

Step 4: Complete the requested information.

The buyer and seller (or their agents) hereby verify that to the best of their knowledge and belief, the full actual consideration and facts stated in this declaration are true and correct. If this transaction involves any real estate located in Cook County, the buyer and seller (or their agents) hereby verify that to the best of their knowledge, the name of the buyer shown on the deed or assignment of benefit interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois. Any person who willfully falsifies or omits any information required in this declaration shall be guilty of a Class B misdemeanor for the first offense and a Class A misdemeanor for subsequent offenses. Any person who knowingly submits a false statement concerning the identity of a grantee shall be guilty of a Class C misdemeanor for the first offense and of a Class A misdemeanor for subsequent offenses.

Seller Information (Please print.)

Assignor Sam Materials, L.P. by Sea Operating, L.P., L.L.C. NA
 Seller's or trustee's name its general partner, by: Buyer's trust number (if applicable - not an SSN or FEIN)
6502 S. Yale Ave. Tulsa OK 74136
 Street address (after sale) City State ZIP
Jerry Parsons (918) 524-8100
 Seller's or agent's signature Jerry Parsons, Executive V.P. - Asphalt operations Seller's daytime phone

Buyer Information (Please print.)

Assignee Sam Material Energy Partners, L.L.C., by: NA
 Buyer's or trustee's name Buyer's trust number (if applicable - not an SSN or FEIN)
6129 S. Yale Ave., Suite 500 Tulsa OK 74136
 Street address (after sale) City State ZIP
Alex Stallings (918) 524-8100
 Buyer's or agent's signature Alex Stallings, Chief Accounting Officer Buyer's daytime phone

Mail tax bill to:

Assignor - see above - Attn: Tax Department
 Name or company Assignor City State ZIP
 Street address

Preparer Information (Please print.)

Adam Brandon - Hall Estill et al NA
 Preparer's and company's name Preparer's tax number (if applicable)
320 S. Boston Ave Tulsa OK 74103
 Street address City State ZIP
Ad (918) 524-0680
 Preparer's signature Preparer's daytime phone
agrandon@hallestill.com

Identify any required documents submitted with this form. (Mark with an "X") Extended legal description Form PTAX-203-A
 Itemized list of personal property Form PTAX-203-B

To be completed by the Chief County Assessment Officer					
1	County	Township	Class	Cook-Minor	Code 1 Code 2
2	Board of Review's final assessed value for the assessment year prior to the year of sale.				
	Land				
	Buildings				
	Total				
					3 Year prior to sale _____
					4 Does the sale involve a mobile home assessed as real estate? <input type="checkbox"/> Yes <input type="checkbox"/> No
					5 Comments

Illinois Department of Revenue Use	Tab number
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EXHIBIT A

Chicago, Illinois

Lot Fifty-four (54) (except the East 50 feet and the Southerly 17 feet thereof) also the East 200 feet of Lot 56 (except the Southerly 17 feet thereof) in Sanitary District Trustees' Subdivision of the right of way from the North and South center line of Section 30, Township 39 North, Range 14, East of the third principal meridian, to the Will County line, in Cook County, Illinois.

Also described as follows:

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The above description is the same property as contained in the report for title insurance issued by Lawyers Title Insurance Corporation Commitment Number 10686805, having an effective date of May 6, 2005.

PIN: 19-04-200-056-0000
19-04-200-055-0000

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PTAX-203-A

11164791

Illinois Real Estate Transfer Declaration Supplemental Form A

(Non-residential: sale price over \$1 million)

File this form with Form PTAX-203, Illinois Real Estate Transfer Declaration, and the original deed or trust document at the County Recorder's office within the county where the property is located if the following conditions are met:

- On Form PTAX-203, Line 11 the sale price is over \$1 million, and
- On Form PTAX-203, Line 8 the property's current use is marked "Apartment building (over 6 units)," "Office," "Retail establishment," "Commercial building," "Industrial building," or "Other."

Please read the instructions on the back of this form.

Do not write in this area. This space is reserved for the County Recorder's Office use.

County:

Date:

Doc. No.:

Vol.:

Page:

Received by:

Step 1: Identify the property and sale information.

1 Write the property's street address, city or village, and township. (From Line 1 of Form PTAX-203)

4100 S. Cicero Ave. CHICAGO IL 60804 SOUTHTOWN
Street address of property (or #11 address, if available) City or village Parcel Identifier: 19-04-200-056-0000 Township

2 Write the parcel identifying number from Line 3a of Form PTAX-203.

3 Write the total number of months the property was for sale on the market.*

4a Was the improvement occupied on the sale date? * A "No" response means that all improvements were totally unoccupied. Months Yes No

If the answer is "No," write the total number of months all improvements were unoccupied before the sale date. Go to Line 5.

4b Write the approximate percentage of total square footage of improvements occupied or leased on the sale date. Include all improvements. Months 100 Percent

4c Did the buyer occupy the property on the sale date? Yes No

If the answer is "No," go to Line 5.

4d Will the buyer continue to occupy part or all of the property after the sale? Yes No

4e Write the beginning and ending dates of the buyer's lease agreement. Lease dates: 11 / 1940 to 10 / 2039
Month Year Month Year

4f Briefly describe any renewal options. NA

5 If the buyer owns other properties within an approximate one-half mile radius of the property, complete the following information for the two closest properties owned by the buyer.

Property	Street address	City or village	Parcel identifying number
Property 1	NA		
Property 2	NA		

6 Did Line 12a of Form PTAX-203 include an amount for a transfer of personal property? Yes No
If the answer is "Yes," submit a list of personal property transferred.*

7 Did the seller's financing arrangements affect the sale price on Line 11 of Form PTAX-203? * Yes No
If the answer is "Yes," please explain how the financing affected the sale price.

8 In your opinion, is the net consideration for real property entered on Line 13 of Form PTAX-203 a fair reflection of the market value on the sale date? Yes No
If the answer is "No," please explain.

Tax free contribution of ground lease with Sanitary District of Chicago to wholly owned subsidiary (Estimated value of real property equals \$6,046,253.)

Step 2: Complete the requested information.

The buyer and seller (or their agents) hereby verify that to the best of their knowledge and belief, the facts stated in this form are true and correct. Any person who willfully falsifies or omits any information required in this form shall be guilty of a Class B misdemeanor for the first offense and a Class A misdemeanor for subsequent offenses.

Ass: Seller's or trustee's name: Sen Materials, L.P., by Sem Operating Ass: Seller's Address: 6502 S. Yale Ave. City: Tulsa State: OK ZIP: 74136

Ass: Seller's or agent's signature: [Signature] Date: 2-19-08

Ass: Buyer's or trustee's name: Sen Materials Energy Partners, L.L.C. Ass: Buyer's Address: 6120 S. Yale Ave Suite 500 City: Tulsa State: OK ZIP: 74136

Ass: Buyer's or agent's signature: [Signature] Date: 2-19-08

* See instructions. PTAX-203-A (N-9/99)

This form is authorized in accordance with 35 ILCS 200/31-1 et seq. Disclosure of this information is REQUIRED. This form has been approved by the Forms Management Center. IL-492-0227

received [Signature]

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Chicago, Illinois

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Commencing at the Northeast corner of said Lot 54; thence South 66 degrees 17 minutes 35 seconds along the Northerly property line of said Lot 54, a distance of 54.61 feet to the point of beginning; thence South 00 degrees 00 minutes 00 seconds along a line 50.00 feet West of and parallel to the Easterly line of said lot 54, a distance of 333.23 feet; thence South 66 degrees 05 minutes 00 seconds along a line 17.00 feet North of and parallel to the Southerly line of said Lots 54 and 56, a distance of 862.68 feet; thence North 00 degrees 12 minutes 11 seconds West, a distance of 336.16 feet to the Northerly line of said Lot 56; thence North 66 degrees 17 minutes 35 seconds East along the Northerly line of said Lots 56 and 54, a distance of 862.58 feet to the point of beginning, containing 264,348 square feet, or 6.07 acres, more or less.

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PIN: 19-04-200-056-0000
19-04-200-055-0000

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PTAX-203-B

11164791

Illinois Real Estate Transfer Declaration Supplemental Form B

(Beneficial interest transfers - do not use for deeds or trust documents)

Do not write in this area. This space is reserved for the County Recorder's Office use.

County:

Date:

Doc. No.:

Vol.:

Page:

Received by:

Mark if taxpayer cannot prove prior payment. _____

File this form with Form PTAX-203 and the transferring document at the county recorder's office where the property is located.

On PTAX-203:

- write the type of beneficial interest transfer in the "Other" field on Step 1, Line 5.
- do not complete Step 2.
- substitute the appropriate terms for "seller" and "buyer" in Step 4.
- add PTAX-203-B to the list of required submissions in Step 4.

Please read the instructions on the back of this form.

Step 1: Identify the property

1 Write the property's street address, city or village, and township from Line 1 on Form PTAX-203.

4100 S. Cicero Ave., Stickney, IL 60804 NA
Street address of property (or 911 address, if available) City or village 19-04-200-055-000 Township

2 Write the parcel identifying number from Line 3a on Form PTAX-203. Parcel identifier: 19-04-200-056-0000

3 Mark the interest transferred. Ground lease (go to Step 2) Controlling interest in real estate entity (go to Step 3)
 Co-op unit (go to Step 4) Other (specify): _____ (go to Step 4)

Step 2: Ground lease information

4 Does the ground lease provide for a term of 30 or more years including any expired portion and all options to renew or extend? Yes No

5 Does the lessee have an interest in any improvements on the parcel? Yes No

6 Write the beginning and ending dates of the initial lease term.

Lease term: 11 / 1940 to 10 / 2039
Month Year Month Year

7 Briefly describe any extension or renewal options.
NA

Step 3: Real estate entity information (Attach additional sheet if needed.)

8 Mark type of transfer. Single transfer Series of related transfers (Skip Lines 9a and 9b if single transfer.)

9a Write the date and the percent of interest transferred. Mark if the state transfer tax has been paid for any prior transfer.

Date transferred	%	Prior Payment	Yes	No
_____	_____	Prior Payment	<input type="checkbox"/> Yes	<input type="checkbox"/> No
_____	_____	Prior Payment	<input type="checkbox"/> Yes	<input type="checkbox"/> No
_____	_____	Prior Payment	<input type="checkbox"/> Yes	<input type="checkbox"/> No
_____	_____	Prior Payment	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Aggregate percent transferred %

9b Write the amount of transfer taxes paid for all prior transfers of any interests included on Line 9a. 9b \$ _____

10a Is the real estate entity liable for corporate franchise taxes as a result of this transfer? 10a Yes No

10b Write the amount of corporate franchise tax paid (excluding fees, interest, and penalties). 10b \$ NA

10c Identify corporate franchise tax return information.

Corporate Name	File No.	BCA Form No.	Date paid
NA			

Step 4: Calculate the amount of transfer tax due. (Round Lines 11a through 15 to the next highest whole dollar.)

11a Full actual consideration	11a \$	0 - see note 1 below
11b Does Line 11a include a contingent payment for any interest on which state transfer taxes have been paid?	11b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12a Amount of personal property included in the purchase.	12a \$	0
12b Was the value of a mobile home included on Lines 11a and 12a?	12b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13 Subtract Line 12a from Line 11a.	13 \$	0
14 Amount for other real property transferred to the seller (in a simultaneous exchange) as part of the full actual consideration on Line 11a.	14 \$	0
15 Outstanding mortgage amount to which the transferred real property remains subject.	15 \$	0
16 If this transfer is exempt, use an "X" to identify the provision.	16	<input checked="" type="checkbox"/> b <input type="checkbox"/> k <input type="checkbox"/> m
17 Subtract Lines 14 and 15 from Line 13.	17 \$	0
18 Illinois tax — \$.50 per \$500 of value or fraction thereof on Line 17.	18 \$	0
19 County tax.	19 \$	0
20 Amount of transfer taxes paid (amount from Line 9b).	20 \$	0
21 Amount of corporate franchise tax paid (amount from Line 10b).	21 \$	0
22 Add Lines 18 and 19, then subtract Lines 20 and 21. Total amount of transfer tax due.	22 \$	0

This form is authorized in accordance with 35 ILCS 200/31-1 et seq. Disclosure of this information is REQUIRED. This form has been approved by the Forms Management Center. IL-492-0227

1. Tax Free contribution to wholly owned subsidiary (the value of the real property is estimated at \$6,046,253)

received

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Instructions for Form PTAX-203-B

General Information

You must file Form PTAX-203, Illinois Real Estate Transfer Declaration, and any required documents at the county recorder's office within the county where the property is located. It is due within three business days after the transfer or at the time of recordation, whichever is earlier. You must prove that the tax was paid (or pay the tax again) if you record this transfer at a later date.

Note: You must file Form PTAX-203-B, Illinois Real Estate Transfer Declaration Supplemental Form B, if you are transferring a beneficial interest in real property without using a deed or trust document.

Definitions

The tax is imposed on the privilege of transferring title to real estate or a beneficial interest in real property that is located in Illinois. A "beneficial interest" includes, but is not limited to, the lessee interest in a ground lease, the indirect interest in real property as reflected by a controlling interest in a real estate entity, or any other type of interest with the right to use or occupy real property or the right to receive income from real property.

- A **ground lease** (including any interest of the lessee in the related improvements) is subject to tax if it provides for a term of 30 or more years when all options to renew or extend are included, whether or not any portion of the term has expired.
- A **controlling interest transfer** is subject to tax if it includes more than 50 percent of the fair market value of all ownership interests or beneficial interests in a real estate entity. A "real estate entity" means any person including, but not limited to, any partnership, corporation, limited liability company, trust, other entity, or multi-tiered entity, that exists or acts substantially for the purpose of holding directly or indirectly title to or beneficial interest in real property. There is a rebuttable presumption that an entity is a real estate entity if it owns, directly or indirectly, real property having a fair market value greater than 75 percent of the total fair market value of all of the entity's assets, determined without deduction for any mortgage, lien, or encumbrance.
- Examples of **other types** of transfers of a beneficial interest include air rights, air space rights, co-operative housing rights, condominium rights, development rights, easements, mining rights, royalty interests, timber rights and time share rights.

Real Estate Entity-Aggregation of related transfers

Unless made pursuant to contracts executed prior to June 1, 2004, related transfers will be aggregated for the purpose of determining whether there has been a transfer of a controlling interest in a real estate entity.

Related transfers include

- Multiple transfers of interests in the same real estate entity that occur within a rolling 24-month period by the same transferor.
- Multiple transfers of interests in the same real estate entity that occur within a rolling 24-month period by different transferors who act in concert as a result of common ownership.
- Multiple transfers of interests in the same real estate entity that occur within a rolling 24-month period by different transferors who act in concert as a result of a common purpose in structuring and executing the transfers including instances when sales agreements contain mutual terms or other agreements bind the transferors to a particular course of action.

Step 3: Real estate entity information

Line 10b — Write an amount only if the real estate entity was liable and actually paid corporate franchise taxes under the Business Corporation Act of 1963 as a result of a controlling interest transfer.

Step 4: Calculate the amount of transfer tax due.

Line 11a — Write the full actual consideration (including the total value of the aggregate interest on Line 9a for controlling interest transfers). Full actual consideration is the total sale price or amount actually paid (or required to be paid) for the real estate or beneficial interest in real property, whether paid in money or otherwise, including personal property, real property, services, or other items of value. Include the amount of any indebtedness or other obligation that is cancelled, discharged, or otherwise released. Include the amount of outstanding mortgages to which the property remains subject after the transfer. Include the amount for other real estate transferred in a simultaneous exchange between the same parties. Include the amount of any back real estate taxes or other taxes paid by the transferee. Do not include any amount credited against the sale price or refunded for improvements or repairs.

Lines 12a, 14, and 15 — See corresponding instructions on Form PTAX-203, Illinois Real Estate Transfer Declaration.

Explain any special circumstances.

Tax free contribution of ground lease with Sanitary District of Chicago to wholly owned subsidiary.

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EXHIBIT A

Chicago, Illinois

Lot Fifty-four (54) (except the East 50 feet and the Southerly 17 feet thereof) also the East 200 feet of Lot 56 (except the Southerly 17 feet thereof) in Sanitary District Trustees' Subdivision of the right of way from the North and South center line of Section 30, Township 39 North, Range 14, East of the third principal meridian, to the Will County line, in Cook County, Illinois.

Also described as follows:

A tract of land being part of Lots 54 and 56 in Sanitary District Trustees' Subdivision of the right-of-way from the North and the South center line of Section 30, Township 39 North, Range 14 East, of the third principal meridian, to the Will County Line, in Cook County, Illinois. Being more particularly described as follows:

Commencing at the Northeast corner of said Lot 54; thence South 66 degrees 17 minutes 35 seconds along the Northerly property line of said Lot 54, a distance of 54.61 feet to the point of beginning; thence South 00 degrees 00 minutes 00 seconds along a line 50.00 feet West of and parallel to the Easterly line of said lot 54, a distance of 333.23 feet; thence South 66 degrees 05 minutes 00 seconds along a line 17.00 feet North of and parallel to the Southerly line of said Lots 54 and 56, a distance of 862.68 feet; thence North 00 degrees 12 minutes 11 seconds West, a distance of 336.16 feet to the Northerly line of said Lot 56; thence North 66 degrees 17 minutes 35 seconds East along the Northerly line of said Lots 56 and 54, a distance of 862.58 feet to the point of beginning, containing 264,348 square feet, or 6.07 acres, more or less.

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COOK COUNTY



REAL ESTATE TRANSFER DECLARATION

The following is required by the Cook County Real Property Tax Ordinance effective September 1, 1993. Any transferor or transferee who fails to file with the Recorder a real property transfer declaration as required by Section 7 of this ordinance or a supplemental transfer declaration as required by Section 10 of this ordinance or willfully falsifies the value of transferred real estate, shall be subject to a penalty equal to the amount of the applicable tax; and shall be fined an amount not to exceed \$1000.00 or imprisoned for a period not to exceed six months, or both.

Except as to Exempt Transactions, the Recorder is prohibited by law from accepting any deed, assignment or other instrument of transfer for recordation unless it is accompanied by a declaration containing all of the information requested therein.

Recorder's Validation

PROPERTY IDENTIFICATION:

Address of Property 4100 S. Cicero Ave CHICAGO 60804
 Street or Rural Route City Zip Code

Permanent Real Estate Index No. 1904-200-055/056 Township SOUTH TOWN

Date of Deed 2-2008 Type of Deed ASSIGNMENT OF LEASE

TYPE OF PROPERTY:

- Single Family
- Condo, co-op
- 4 or more units (residential)
- Mixed use (commer. & resid.)
- Commercial
- Industrial
- Vacant Land
- Other (attach description)

INTEREST TRANSFERRED

- Fee title
- Beneficial interest in a land trust
- Lessee interest in a ground lease
- Controlling interest in real estate entity (ord. Sec. 2)
- Other (attach description)

LEGAL DESCRIPTION:

Sec. _____ Twp. _____ Range _____
 (Use additional sheet, if necessary)

COMPUTATION OF TAX:

Full actual consideration	\$	<u>0</u>
Less amount of personal property included in purchase	\$	<u>0</u>
Net consideration for real estate	\$	<u>0</u>
Less amount of mortgage to which property remains subject	\$	<u>0</u>
Net taxable consideration	\$	<u>0</u>
Amount of tax stamps (\$.25 per \$500 or part thereof)	\$	<u>0</u>

ATTESTATION OF PARTIES: We hereby declare the full actual consideration and above facts contained in this declaration to be true and correct.

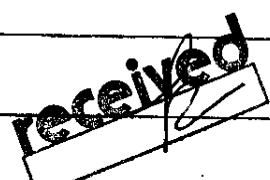
SEM MATERIALS, L.P. 6502 S. Yale Ave Tulsa 74136
 Name and Address of Seller (Please Print) Street or Rural Route City Zip Code

Signature: [Signature] Seller or Agent

SUB MATERIALS ENERGY PARTNERS 6120 S. Yale Ave Tulsa 74136
 Name and Address of Buyer (Please Print) Street or Rural Route City Zip Code

Signature: [Signature] Buyer or Agent

Use space below for tax mailing address, if different from above.



UNOFFICIAL COPY**EXEMPT TRANSFERS**

(Check the Appropriate Box)

Exempt transfers are subject to the requirement contained in subsection 7(c) of this ordinance.

7(c) "No transfer shall be exempt from the tax imposed by this ordinance unless the declaration describes the facts supporting the exemption and is accompanied by such supporting documentation as the Recorder may reasonably require."

- A. Transfers of real property made prior to May 21, 1979 where the deed was recorded after that date or assignments of beneficial interest in real property dated prior to August 1, 1985, where the assignment was delivered on or after August 1, 1985;
- B. Transfers involving real property acquired by or from any governmental body or acquired by any corporation, society, association, foundation or institution organized and operated exclusively for charitable, religious or educational purposes or acquired by any international organization not subject to local taxes under applicable law; (Copy of IRS granting tax exempt status must be attached)
- C. Transfers in which the deed, assignment or other instrument of transfer secures debt or other obligations;
- D. Transfers in which the deed, assignment or other instrument of transfer, without additional consideration, confirms, corrects, modifies, or supplements a deed, assignment or other instrument of transfer previously recorded or delivered;
- E. Transfers in which the transfer price is less than \$100.00;
- F. Transfers in which the deed is a tax deed;
- G. Transfers in which the deed, assignment or other instrument of transfer releases property which secures debt or other obligations;
- H. Transfers in which the deed is a deed of partition; provided, however, that if a party receives a share greater than its undivided interest in the real property, then such party shall be liable for tax computed upon any consideration paid for the excess;
- I. Transfers between a subsidiary corporation and its parent or between subsidiary corporations of a common parent either pursuant to a plan of merger or consolidation or pursuant to an agreement providing for the sale of substantially all of the seller's assets;
- J. Transfers from a subsidiary corporation to its parent for no consideration other than the cancellation or surrender of the subsidiary's stock and transfers from a parent corporation to its subsidiary for no consideration other than the issuance or delivery to the parent of the subsidiary's stock;
- K. Transfers made pursuant to a confirmed plan of reorganization as provided under section 1146 (c) of Chapter 11 of the U.S. Bankruptcy Code of 1978, as amended;
Provide bankruptcy court docket number: _____;
- L. Deeds representing transfers subject to the imposition of a documentary stamp tax imposed by the government of the United States, except that such deeds shall not be exempt from filing the declaration; and
- M. Transfers in which the deed or other instrument of transfer is issued to the mortgagee or secured creditor pursuant to a mortgage or security interest foreclosure proceeding or sale or pursuant to a transfer in lieu of foreclosure.

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EXHIBIT A

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