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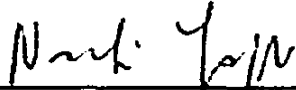
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LEASED STATIONS, INC.

CERTIFICATE

The undersigned, Noordin Jaffer, as Secretary of Leased Stations, Inc., does hereby certify that the attached is a true, accurate and complete copy of duly adopted resolutions of the Board of Directors of Leased Stations, Inc. and that the said resolutions have not been amended, annulled, rescinded or revoked and are in full force and effect on the date hereof.

Witness my hand and the seal of Leased Stations, Inc. this 20th day of August, 1985.

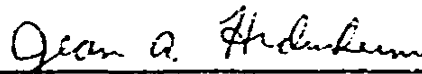


Noordin Jaffer
Secretary

[Corporate Seal]

The undersigned, a Vice President of Leased Stations, Inc., hereby certifies that Noordin Jaffer has been duly elected, has duly qualified and on the date hereof is, Secretary of Leased Stations, Inc., and that the signature above is his genuine signature.

Witness my hand and the seal of Leased Stations, Inc. this 20th day of August, 1985.



Jean A. Hidenheim
Vice President

[Corporate Seal]

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The following Resolution was adopted by the
Board of Directors of Leased Stations, Inc. on September 13,
1965:

RESOLVED, that the President or any Vice President of this Company be and each of them hereby is authorized, from time to time, in the name and on behalf of this Company, to make, execute and deliver any or all grants, conveyances and other instruments creating, granting, approving or consenting to easements, rights-of-way, restrictions or rights of use in respect of any or all real property or interests therein now or at any time hereafter owned by or standing of record in the name of this Company, with or without warranty, covenants, or other undertakings of the Company, and that the Secretary or any Assistant Secretary of this Company be and each of them hereby is authorized from time to time, in the name and on behalf of the Company, to affix the corporate seal to any or all such grants, conveyances or other instruments and to attest the same.

Clerk's Office

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RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
TEXACO REFINING AND MARKETING INC.
AUGUST 15, 1985

RESOLVED, that the president is authorized, from time-to-time, to approve the terms and conditions of the sale, exchange, donation, or other transfer of any real property or other fixed (capital) assets of the Corporation having a sale value not in excess of \$1,500,000, and is authorized to delegate so much of such authority to other Officers and employees of the Corporation as he deems appropriate for operational efficiency; and

RESOLVED FURTHER, that the president, the executive vice presidents, the senior vice presidents, the vice presidents, the General Manager - Corporate Real Estate, and the regional managers are hereby severally authorized to sign, and the secretary and the assistant secretaries are hereby severally authorized to attest and affix the Corporate seal to, such deeds, bills of sale, and other instruments, and to do such other acts, as may be necessary or proper to carry out the purpose of this resolution; and

RESOLVED FURTHER, that the delivery of any such deed, bill of sale, or other instrument so signed, attested and sealed shall be conclusive evidence that the transaction has the approval of the president of the Corporation and has been executed within the authority of this resolution; and

RESOLVED FURTHER, that the foregoing resolution supercedes the resolution of February 22, 1985, relating to the same subject.

A true copy, I certify.


PAULINE S. COWART
Assistant Secretary

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QUITCLAIM DEED

LEASED STATIONS, INC., a Delaware corporation, Grantor, with offices at 200 West 9th Street Plaza, City of Wilmington, State of Delaware for and in consideration of Ten Dollars (\$10.00) conveys and quitclaims to TEXACO REFINING AND MARKETING INC., a Delaware corporation, Grantee, with offices at 4601 DTC Boulevard, Denver, Colorado 80237, all of its interest in the following described premises in the City of Skokie, County of Cook, State of Illinois:

64067

- (a) The land described in Schedule A;
- (b) All buildings, structures and improvements, including underground tanks and spectacular signs (but excluding pumps, hoists, air compressors, lights and other signs) now and hereafter located on such land and all appurtenances thereto; and
- (c) All rights-of-way or use, servitudes, licenses, easements, tenements, hereincumbrances and appurtenances belonging or appertaining to any of the foregoing.

AND Grantor does not make any representation or warranty whatever except that it does covenant that it has not done or suffered anything whereby said premises have been conveyed, mortgaged, transferred or encumbered in any way whatever (except as may be permitted under Section 30 and 38 of Lease dated as of August 15, 1961 between LEASED STATIONS, INC. and TEXACO INC. and assigned to Texaco Refining and Marketing Inc. effective December 31, 1984).

DATED this 20th day of August, 1985.

LEASED STATIONS, INC.

ATTEST:

Noordin M. Jaffer
Secretary

By Jean A. Hidenheim
President
Jean A. Hidenheim

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

The foregoing instrument was acknowledged before me this 20th day of August, 1985, by Jean A. Hidenheim, the Vice President of LEASED STATIONS, INC., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

My Commission Expires:

I reside at:

Rosemary Degnan
Notary Public

ROSEMARY DEGNAN
Notary Public, State of New York
No. 41-4809668
Qualified in Queens County
Commission Expires March 30, 1986

Exempt under provisions of Paragraph G, Section 4, Real Estate Transfer Tax Act.

Jerome L. Francis
JEROME L. FRANCIS

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Property of Cook County Clerk's Office

This instrument was prepared by Jerome L. Francis, Texaco Inc.
Please Return To:

Jerome L. Francis
Attorney
Texaco Inc.
4601 DTC Blvd.
Denver, Colorado 80237

8-20-80

RP #64

Skokie, Illinois
8001 Skokie Blvd. (U.S. 41)
and Oakton St.

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PP #62

Skokie, Illinois
8001 Skokie Blvd. (U.S. 41)
and Oakton St.

CONSENT AND RELEASE

KNOW ALL MEN BY THESE PRESENTS That, MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, 40 Wall Street, New York, New York 10005, the successor to The Hanover Bank as Trustee under an indenture dated as of December 30, 1960 with LEASED STATIONS, INC., and as Assignee under certain Assignment dated as of August 15, 1961 from said LEASED STATIONS, INC., which said Assignment is recorded as Document No. 23 831 826, of the records of Recorder of Deeds of Cook County, Illinois, has heretofore consented to substitutions of certain properties as provided in Sections 30 and 38 of that Lease dated August 15, 1961 between LEASED STATIONS, INC. and Texaco Inc., which said Lease is recorded as Document No. 23 831 826, of the records of Recorder of Deeds of Cook County, Illinois.

Whereas, pursuant to such substitution of properties constituting a part of leased properties under said Lease of August 15, 1961, LEASED STATIONS, INC. conveyed to TEXACO REFINING AND MARKETING INC. the lands described in Quitclaim Deed of AUG 23 1985, reference to which is hereby made for all purposes, and the property covered by such Quitclaim Deed is no longer covered by the Lease, the Indenture and the Assignment, all mentioned above.

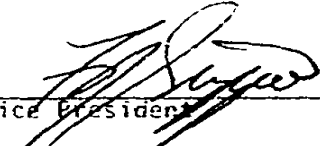
NOW, THEREFORE, in consideration of the premises, MANUFACTURERS HANOVER TRUST COMPANY, Trustee, hereby releases all right, title and interest in and to the lands described in Schedule A, attached hereto and acknowledges that said Quitclaim Deed of AUG 23 1985, is binding upon it and its successors and assigns.

IN WITNESS WHEREOF, Trustee, this 23rd day of August, 1985 has caused this instrument to be executed and its corporate seal to be hereunto affixed and attested by its respective officers hereunto duly authorized.

MANUFACTURERS HANOVER TRUST COMPANY

ATTEST:


Assistant Secretary

By 
Asst. Vice President

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SCHEDULE A

Lot 1 and Lots "A" and "B" in Blameuser's Oakton Cicero "L" Subdivision in the South West Quarter of Section 22, Township 41 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois; excepting therefrom that part of said Lot 1 condemned for Cicero Avenue on a petition by the Village of Niles Center filed July 16, 1930 in the County Court of Cook County, Illinois as Case No. 63866.

Property of Cook County Clerk's Office

This instrument was prepared by Jerome L. Francis, Texaco Inc.
Please Return To:

Jerome L. Francis
Attorney at Law
Texaco Inc.
1501 E. 9th Blvd.
Denver, Colorado 80237

RP #64

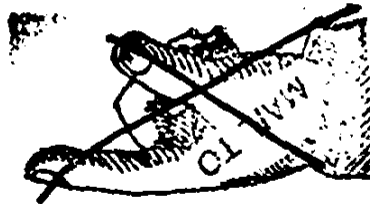
Skokie, Illinois
8001 Skokie Blvd. (U.S. 41)
and Oakton St.

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Property of Cook County Clerk's Office

Return to:
Legal Department
Texaco Inc.
4601 DTC Blvd.
Denver, CO 80237



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STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

The foregoing instrument was acknowledged before me this 23rd day of August, 1985, by F. J. Grappo, the Assistant Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, on behalf of said corporation.

WITNESS my hand and official seal.



Notary Public

My Commission Expires:

I reside at:

PETER FERRERI
Notary Public, State of New York
No. 100275425
Qualified in Queens County
Cert. Rec'd Filed in New York County
Commission Expires March 30, 1986

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COOK COUNTY RECORDER

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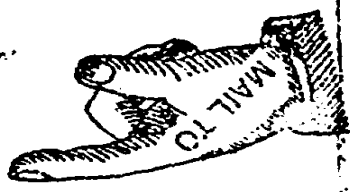
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DELIVER



First American Title Insurance
Company of Mid-America
110 North LaSalle St. Suite 400
Chicago, Illinois 60602 750-6780

Property of Cook County Clerk's Office