

ASSIGNMENT AND ASSUMPTION AGREEMENT

\$17.00

Lease dated January 22, 1969, as amended,
between Unocal and Chicago Title and Trust Company,
as Trustee under Trust No. 43497,
111 West Washington Street, Chicago, Illinois,
for property located at 9201 West Golf,
Des Plaines, Illinois.

17 958-10-04

This Assignment and Assumption Agreement is made and
executed this 1st day of December, 1989, by Union Oil Company of
California, a California corporation ("Assignor") and The UNO-
VEN Company, an Illinois general partnership ("Assignee").

R E C I T A L S :

A. Chicago Title and Trust Company, as Trustee under Trust
No. 43497, 111 West Washington Street, Chicago, Illinois, and
Assignor are parties to that certain Lease dated January 22,
1969, as amended, ("Lease") with respect to certain premises
commonly known as 9201 West Golf, Des Plaines, Illinois and more
particularly described in Exhibit A.

B. Pursuant to that certain Asset Purchase and
Contribution Agreement among Venezuelan Petroleum Holdings, Inc.,
VPHI Midwest, Inc., Union Oil Company of California, Midwest 76,
Inc., The UNO-VEN Company and Lemont Carbon, Inc. dated October
31, 1989, Assignor intends to assign, transfer and convey to
Assignee all of Assignor's right, title and interest in, to and
under the Lease and Assignee intends to assume and agree to
perform all of Assignor's obligations under the Lease from and
after the date hereof.

NOW, THEREFORE, for valuable consideration, the receipt and
sufficiency of which are hereby acknowledged:

1. Assignor hereby assigns, transfers and conveys unto
Assignee all of its right, title and interest in, to and under
the Lease from and after the date hereof; and

2. Assignee hereby accepts the foregoing assignment and
agrees to assume and perform all of the obligations, terms,
conditions and covenants of Assignor under the Lease subject to
any and all limitations set forth in the Lease from and after the
date hereof.

PREPARED BY MAIL TO:
RUDNICK & WOLFE
203 N. LA SALLE ST.
CHICAGO, IL 60601
ATTN: JANET BAILLY

BOX 333 - GG

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SECRET

CONFIDENTIAL INFORMATION

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Property of Cook County Clerk's Office

The undersigned, being duly sworn, deposes and says that the foregoing is a true and correct copy of the original as the same appears in the files of the undersigned.

Subscribed and sworn to before me this _____ day of _____, 19____.

Notary Public in and for the State of Illinois

My commission expires on _____, 19____.

Witness my hand and the seal of my office this _____ day of _____, 19____.

Notary Public in and for the State of Illinois

My commission expires on _____, 19____.

CONFIDENTIAL

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment and Assumption Agreement to be executed as of the date first above written.

THE UNO-VEN COMPANY, an
Illinois general partnership

UNION OIL COMPANY OF
CALIFORNIA, a California
corporation (d/b/a Unocal)

By: MIDWEST 76, INC.
a General Partner of
The UNO-VEN Company

By: *C.J. Maurer*
Name: C.J. Maurer
Title: Assistant Secretary

By: *E. Fleming*
Name: E. Fleming
Title: Vice-President

By: VPHI MIDWEST, INC.,
a General Partner of
The UNO-VEN Company

By: *Jose M. Portas*
Name: Jose M. Portas
Title: Secretary

By: UNION OIL COMPANY OF CALIFORNIA,
a General Partner of
The UNO-VEN Company

By: *C.J. Maurer*
Name: C.J. Maurer
Title: Assistant Secretary

COOK COUNTY, ILLINOIS
RECORDS DEPARTMENT

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THIS DOCUMENT IS UNOFFICIAL AND SHOULD NOT BE USED FOR OFFICIAL PURPOSES. IT IS PROVIDED FOR INFORMATIONAL PURPOSES ONLY.

AS SHOWN TO BOTH
SIGNED & APPROVED
(NAME AND TITLE)

DATE

PROPERTY OF COOK COUNTY CLERK'S OFFICE

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STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Megan Joan Sparrow, a Notary Public in and for said County in the State aforesaid, do hereby certify that C.J. MAURER, Assistant Secretary of Union Oil Company of California, a California corporation, a general partner of THE UNO-VEN COMPANY, an Illinois general partnership, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such officer, appeared before me this day in person and acknowledged that he signed and delivered such instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes set forth therein; and the officer also then and there acknowledged that he, as custodian of the corporate seal of said corporation, affixed the same to the foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes set forth therein.

GIVEN under my hand and notarial seal this 1st day of December, 1989.


Notary Public

My Commission Expires Feb. 28, 1990
My Commission Expires: _____

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Megan Joan Sparrow, a Notary Public in and for said County in the State aforesaid, do hereby certify that C.J. MAURER, ASSISTANT SECRETARY of Union Oil Company of California, a California corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument as such officer, appeared before me this day in person and acknowledged that he signed and delivered such instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes set forth therein; and the officer also then and there acknowledged that he, as custodian of the corporate seal of said corporation, affixed the same to the foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes set forth therein.

GIVEN under my hand and notarial seal this 1st day of December, 1989.


Notary Public

My Commission Expires Feb. 28, 1990
My Commission Expires: _____

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COOK COUNTY CLERK
JANUARY 1997

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of said County at Chicago, Illinois, this 1st day of January, 1997.



Property of Cook County Clerk's Office

COOK COUNTY CLERK
JANUARY 1997



COOK COUNTY CLERK
JANUARY 1997

11/11/96

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EXHIBIT A

III c.3 9201 Golf
 Des Plaines, IL

10 558 10-22
Leasehold estate as created by that certain Indenture of Lease made by Chicago Title and Trust Company, a Corporation of Illinois, as Trustee under Trust Agreement dated July 11, 1961 and known as Trust Number 43497 to Union 76 Division, Union Oil Company of California, a Corporation of California, dated January 22, 1969 and recorded March 20, 1969 as Document 20787363 and amended by Instrument dated July 18, 1969 and recorded July 28, 1969 as Document 20912127, demising and leasing for a term of 20 years beginning March 1, 1969 and ending February 28, 1989, the premises described as follows:

Parcel 1:

The South 140 feet of the North 190.07 feet (both dimensions as measured on the East and West lines thereof) of the East 150 feet (as measured on the North line thereof) of the North West 1/4 of Section 15, Township 41 North, Range 12 East of the third principal meridian

Parcel 2:

Easement for the benefit of Parcel 1 as created by Instrument from Chicago Title and Trust Company, a Corporation of Illinois, as Trustee under Trust Number 43497, to Union 76 Division, Union Oil Company of California, a California Corporation, dated July 18, 1969 and recorded July 28, 1969 as Document 20912127

For Ingress and Egress Over:

The West 8 feet of the East 158 feet (both dimensions as measured on the North and South lines thereof) of the South 140 feet of the North 190.07 feet (both dimensions as measured on the East and West lines thereof) of the North West 1/4 of Section 15, Township 41 North, Range 12 East of the third principal meridian, in Cook County, Illinois.

Subject to the following permitted encumbrances:

1. A lien for general taxes and special assessments, if any, not yet due and payable.
 2. Matters which would be disclosed by an accurate survey.
 3. Terms, provisions, and conditions relating to the easement described as Parcel 2 contained in the Instrument creating such easement
- Rights of the adjoining owner or owners to the concurrent use of the easement described as Parcel 2.
4. Rights of the public, the State of Illinois and the municipality in and to that part of the land, if any, taken or used for road purposes.

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STATE OF ILLINOIS

IN SENATE, January 10, 1906.

REPORT OF THE COMMISSIONERS OF THE LAND OFFICE, CONCERNING THE PROCEEDINGS OF THE COMMISSIONERS OF THE LAND OFFICE, IN THE MATTER OF THE SALE OF THE PUBLIC LANDS, UNDER THE ACT OF MARCH 3, 1879, AS AMENDED.

ALBION B. HARRIS, COMMISSIONER.

CHICAGO: PUBLISHED BY THE STATE OF ILLINOIS, 1906.

PRINTED BY THE STATE OF ILLINOIS, 1906.

RECEIVED JAN 10 1906

TO THE COMMISSIONERS OF THE LAND OFFICE, CHICAGO, ILLINOIS.

BY THE STATE OF ILLINOIS, 1906.

Property of Cook County Clerk's Office

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5. Easement in favor of the Metropolitan Sanitary District of Greater Chicago, created by Grant dated September 5, 1963 and recorded November 20, 1963 as Document 18976383.
6. Rights of the public, the municipality and the State of Illinois in and to that part of land taken or used for Dee Road.
7. Reservation of a non exclusive perpetual easement for ingress and egress contained in lease from Chicago Title and Trust Company or Trustee known as Trust Number 43497 to Union 76 Division, Union Oil Company of California recorded March 20, 1962 as Document 20787363.
(Affects Parcel 1).
8. Covenants and restrictions contained in Declaration dated February 11, 1969 recorded March 20, 1969 as Document Number 20787364.
9. Sublease dated January 22, 1969, as amended July 18, 1969 between Chicago Title and Trust Company a Trustee under Trust No. 43497 and Unocal.
10. Assignment of Lease dated December 1, 1989 between Union Oil Company of California and The Uno-Ver Company.

Tax No.: 09-15-100-016-0000

10 258-18-02

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