

ATTN: JANET BRITLY  
CHICAGO, IL 60601  
203N. LA SALLE ST.  
RUDOLPH + WOLFE

PREPARED BY MAIL TO  
BOX 333-GG

89575688

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.

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

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

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.

A. Chicago Title and Trust Company, as Trustee under Trust Agreement dated September 21, 1970 and known as Trust No. 55823, and Assignor are parties to that certain Lease dated September 21, 1970 ("Lease") with respect to certain premises commonly known as 385 Sauk Trail, Park Forest, Illinois and more particularly described in Exhibit A. The Lease is subject to a Sublease to Scot Lad Foods, Inc. dated June 27, 1972.

R E C I T A S :

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").

Lease dated September 21, 1970 between Unocal and Chicago Title and Trust company, as Trustee under Trust Agreement dated September 21, 1970 and known as Trust No. 55823, for property located at 385 Sauk Trail, Park Forest, Illinois.

\$17.00

ASSIGNMENT AND ASSUMPTION AGREEMENT

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COOK COUNTY ILLINOIS  
RECORDED

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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.

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

THE UNO-VEN COMPANY, an Illinois general partnership

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

By: [Signature]  
Name: [Signature]  
Title: [Signature]

By: [Signature]  
Name: Sherry Fleming  
Title: Vice-President

By: VP/MI MIDWEST, INC., a general partner of the UNO-VEN company

By: [Signature]  
Name: Jose M. Portas  
Title: Secretary

By: UNION OIL COMPANY OF CALIFORNIA, a general partner of the UNO-VEN company

By: [Signature]  
Name: C.J. Maurer  
Title: Assistant Secretary

Property of Cook County Clerk

20-21-853 21

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THE BOARD OF SUPERVISORS  
OF THE COUNTY OF COOK  
DO HEREBY RESOLVE THAT

THE BOARD OF SUPERVISORS  
DO HEREBY RESOLVE THAT

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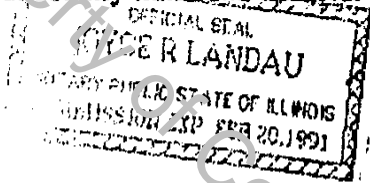
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STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

I, JOYCE LANDAU, a Notary Public in and for said County in the State aforesaid, do hereby certify that JOSE M. PORTAS, Secretary of VPHI MIDWEST, INC., a Delaware 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.

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58-10-81

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



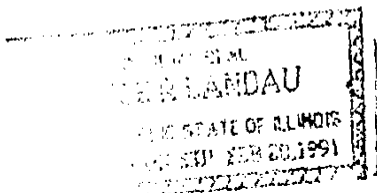
Joyce R. Landau  
Notary Public

My Commission Expires: \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

I, JOYCE LANDAU, a Notary Public in and for said County in the State aforesaid, do hereby certify that ELERY FLEMING, Vice-President of MIDWEST 76, INC., 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.



Joyce R. Landau  
Notary Public

My Commission Expires: \_\_\_\_\_

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IN SENATE  
JANUARY 10, 1901

REPORT  
OF THE  
COMMISSIONERS OF THE LAND OFFICE  
IN RESPONSE TO A RESOLUTION PASSED BY THE SENATE  
MAY 15, 1899

ALBANY, N. Y.:  
J. B. WOODS, PRINTER.  
1901.

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STATE OF NEW YORK

IN SENATE

JANUARY 10, 1901

REPORT  
OF THE  
COMMISSIONERS OF THE LAND OFFICE  
IN RESPONSE TO A RESOLUTION PASSED BY THE SENATE  
MAY 15, 1899

ALBANY, N. Y.:  
J. B. WOODS, PRINTER.  
1901.

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EXHIBIT A

III c.4            385 Sauk Trail  
                    Park Forest, IL

Leasehold estate created by that certain Indenture of Lease made by Park Forest Homes, Inc., a Corporation of Illinois, as Lessor the Pure Oil Company, an Ohio Corporation, as Lessee dated June 24, 1954 and recorded March 12, 1955 as Document 16178523 demising and leasing for a term of 20 years beginning July 1, 1954 and ending June 30, 1974, the premises described as follows:

That part of Outlot 'R' in Block 95 of the Village of Park Forest Area No. 4 being a subdivision of part of the East 1/2 of Section 35 and the West 1/2 of Section 36, Township 35 North, Range 13 East of the third principal meridian, described as follows:

Beginning at a point on the East line of Blackhawk Drive 136.06 feet North of the South West Corner of said Outlot 'R'; thence North 0 degrees 33 minutes 01 seconds West along the East line of Blackhawk Drive, 150 feet; thence Northeasterly on a curve convex to the North West and having a radius of 25 feet, a distance of 43.54 feet to a point on the Southerly line of Sauk Trail; thence South 80 degrees 44 minutes 52 seconds East on the Southerly line of Sauk Trail 37.16 feet to a point of curve; thence Southeasterly on a curve convex to the Northerly and having a radius of 819.87 feet and a distance of 112.83 feet to a point (the last described curve is on the Southerly line of Sauk Trail); thence South 0 degrees 33 minutes 1 seconds East on a line parallel to the East line of said Blackhawk Drive, 141.50 feet; thence South 89 degrees 26 minutes 59 seconds West on a line 90 degrees from the last described line, 175.40 feet to the place of beginning, all 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. Covenants, conditions and restrictions contained in the Plat of Subdivision of part of Village of Park Forest Area No. 4 dated January 22, 1951 and recorded June 25, 1951 as Document 15107640.
4. Public utilities easement dated January 22, 1951 and recorded June 25, 1951 as Document 15107640.
5. Covenants, conditions and restrictions as set forth in the non-disturbance, attornment and subordination agreement dated September 17, 1970 and recorded November 6, 1970 as Document 21310872.
6. Declaration and disclaimer by Park Forest Homes, Inc., a Corporation of Illinois, dated November 19, 1953 and recorded November 24, 1953 as Document 15777988.

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- 10858-10-R
7. Unrecorded Lease dated June 17, 1959, demising Outlot 'R' except part of Outlot 'R' described in Lease recorded as Document 16178523.
  8. Easements for public utilities created by Instruments recorded as Document 14159572, and as Document 14169161, as Document 14863077.
  9. Various and sundry easements for utilities created by Grant dated February 18, 1948 and recorded May 16, 1949 as Document 14552823.
  10. Lease dated September 21, 1970 between Brengle, Inc. and Sharyn Building Corporation.
  11. Sublease dated June 27, 1972 between Union Oil Company and Rudy's Markets, Inc.
  12. Assignment of Lease dated December 1, 1989 between Union Oil Company of California and The Uno-Ven Company.

Tax No.: 31-35-206-001-0000

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