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TOC #103  
Dolton, Illinois

## ASSIGNMENT AND ASSUMPTION OF LEASE

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THIS ASSIGNMENT AND ASSUMPTION OF LEASE, made and entered into to be effective as of October 1, 1993 by and between THORNTON OIL CORPORATION, a Delaware corporation, Suite 200, Thornton Park Plaza, 10101 Linn Station Road, Louisville, Kentucky 40223 (hereinafter called "Assignor") and PBS I JOINT VENTURE, a Kentucky general partnership, Suite 200, Thornton Park Plaza, 10101 Linn Station Road, Louisville, Jefferson County, Kentucky 40223 (hereinafter called "Assignee").

### WITNESSETH:

In consideration of the sum of \$510,494.04 and other good and valuable consideration, the receipt and sufficiency of which Assignor hereby acknowledges, Assignor does hereby sell, assign, and set over to Assignee all of its right, title and interest in and to that certain "Sub-Ground Lease" (and the "Master Lease" referred to therein) dated as of July 23, 1993 from Kmart Corporation, as lessor, to Thornton Oil Corporation, as lessee, demising a certain tract of land located in Cook County, Illinois, and recorded as Document No. 20312113, in Cook County, Illinois. The Sub-Ground Lease and the Master Lease are referred to herein together as "the Lease."

TO HAVE AND TO HOLD the Lease and all rights and options granted thereby throughout the term thereof and any renewal terms thereof, subject, however, to all of the conditions, covenants and rents contained in the Lease.

Assignee, by its execution hereof, accepts the foregoing assignment and agrees to assume, pay, and perform from and after the effective date the due and punctual payment and performance of all of Assignor's obligations under the Lease as fully as if assignee were the lessee therein named and further agrees to indemnify and save Assignor harmless from and against any and all claims, demands, costs, expenses, and judgments, including attorneys fees and expenses of litigation, arising out of the Lease or the use and occupancy of the tract of land and other rights leased thereunder.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Agreement and Assumption of Lease to be effective as of the day and year first above written.

Signed and acknowledged  
in the presence of the  
following witnesses:

Craig A. Handy  
Printed name: Craig A. Handy

THORNTON OIL CORPORATION

By R. Kevin Hobbs  
R. Kevin Hobbs  
Vice President-Finance

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COOK COUNTY, ILLINOIS  
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BOX 333

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H. Alexander Campbell  
Printed name: H. Alexander Campbell

PBS I JOINT VENTURE

Conrad Hobbs  
Printed name: Conrad Hobbs

BY TOSC I CORP., a Kentucky corporation

H. Alexander Campbell  
Printed name: H. Alexander Campbell

By James H. Thornton  
James H. Thornton  
President

COMMONWEALTH OF KENTUCKY )  
: SS  
COUNTY OF JEFFERSON )

Before me, a Notary Public in and for said State and County, personally appeared R. Kevin Hobbs, Vice President-Finance of Thornton Oil Corporation, a Delaware corporation, known to me to be the person who executed the within and foregoing instrument, who acknowledged that he is duly authorized to execute such instrument on behalf of the corporation and that the same is his free and voluntary act and deed and the free and voluntary act and deed of the corporation for the uses and purposes set forth therein.

Witness my hand and seal of office this 23 day of December, 1993.

My commission expires: June 19, 1995

James H. Thornton  
Notary Public

(SEAL)

COMMONWEALTH OF KENTUCKY )  
: SS  
COUNTY OF JEFFERSON )

Before me, a Notary Public in and for said State and County, personally appeared James H. Thornton, President of TOSC I Corp., a Kentucky corporation, the Managing Partner of PBS I Joint Venture, a Kentucky general partnership, known to me to be the person who executed the within and foregoing instrument, who acknowledged that he is duly authorized to execute such instrument on behalf of the corporation as such managing partner and the same is his free and voluntary act and deed and the free and voluntary act and deed of the corporation as such managing partner for the uses and purposes set forth therein.

Witness my hand and seal of office this 23 day of December, 1993.

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My commission expires: June 19, 1995

[Signature]  
Notary Public

[SEAL]

This Instrument Prepared By: ↓ MAIL TO

[Signature]  
H. Alexander Campbell  
WYATT, TARRANT & COMBS  
Citizens Plaza  
Louisville, Kentucky 40202  
(502) 589.5235

(No Exhibits)

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