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JUNE 16, 1997

DEPT-01 RECORDING \$35.00
 T30015 TRAN 4542 06/17/97 14:55:00
 #0022 # CT *96-431051
 COOK COUNTY RECORDER

DEPT-01 RECORDING \$35.00
 T30015 TRAN 4542 06/17/97 16:57:00
 #0225 # CT #97-431051
 COOK COUNTY RECORDER

97431051

WE CERTIFY THAT THIS IS A TRUE, CORRECT, AND ACCURATE COPY, EXCEPT FOR THE SIGNATURE AND ACKNOWLEDGEMENT, OF THE SPECIAL WARRANTY DEED MADE BY THE UNO-VEN COMPANY AND PDV MIDWEST REFINING, L.L.C. DATED MAY 1, 1997 AND RECORDED MAY 7, 1997 AS DOCUMENT 97321542.

35.00

CHICAGO TITLE INSURANCE COMPANY

BY: Jodi L. Henninger
 JODI L. HENNINGER
 AUTHORIZED SIGNATOR

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111 West Main St.
Barrington, IL

97321542

: DEPT-01 RECORDING \$33.00
: T#0012 TRAN 5006 05/07/97 14:56:00
: #6525 CG *-97-321542
: COOK COUNTY RECORDER

This space reserved for Recorder's use only.

SPECIAL WARRANTY DEED

This Indenture is made as of the 1st day of May, 1997, between **THE UNO-VEN COMPANY**, an Illinois general partnership ("Grantor") whose address is 3850 North Wilke Road, Arlington Heights, Cook County, Illinois, and **PDV MIDWEST REFINING, L.L.C.**, a Delaware limited liability company ("Grantee"), with an address at 750 Lexington Avenue, New York, New York 10022;

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid, by the Grantee, the receipt and sufficiency whereof is hereby acknowledged, by these presents does **GRANT, BARGAIN, SELL AND CONVEY** unto Grantee, and its successors and assigns, **FOREVER**, all of the real estate legally described on Exhibit A attached hereto and made a part hereof, situated in the County of Cook and State of Illinois;

TOGETHER WITH all and singular the hereditaments and appurtenances thereunto belonging, or in anyway appertaining, and the reversion or reversions, remainder or remainders, buildings, improvements, fixtures affixed or attached to, or situated upon or acquired or used in connection therewith, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either in law or equity of, in and to the above described premises;

TO HAVE AND TO HOLD the said premises as above described, with the appurtenances, unto Grantee, forever.

And Grantor, for itself, and its successors, does covenant, promise and agree to and with Grantee, its successors and assigns, that Grantor has not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and that it **WILL WARRANT AND FOREVER DEFEND**, the said premises against all persons lawfully claiming, or to claim the same, by, through or

** Note: Said document is being rerecorded to deregister property from Torrens. (Affects Parcel 1, Lot 11)*

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BOX 333-CTI

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under it, subject only to those matters described on Exhibit B attached hereto and made a part hereof by this reference.

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\$ 2 5 9 . 0 0

STATE OF ILLINOIS
REAL ESTATE TRANSFER TAX

MAY 7 1997 DEPT. OF REVENUE 259.00
P.R. 10775

0 2 6 2 1 1
\$ 1 2 9 . 5 0

Cook County
REAL ESTATE TRANSACTION TAX
REVENUE
STAMP MAY-7-97 129.50
P.R. 11424

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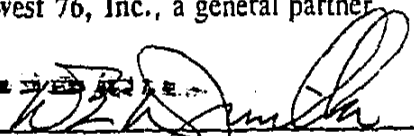
15-11-2015

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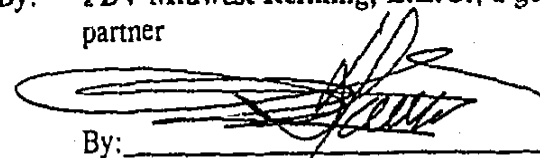
IN WITNESS WHEREOF, Grantor has caused this Indenture to be executed in its name to be signed to these presents by its authorized representative, the day and year first above written.

THE UNO-VEN COMPANY

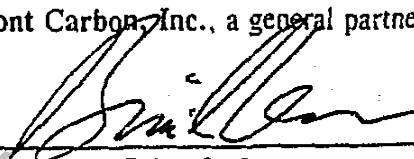
By: Midwest 76, Inc., a general partner

By: 
Name: Donald E. D'Zurilla
Title: Vice-President

By: PDV Midwest Refining, L.L.C., a general partner

By: 
Name: Eduardo Blanco
Title: President

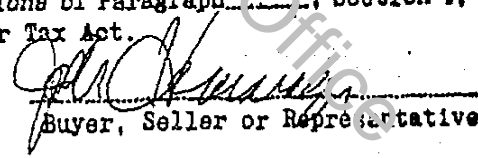
By: Lemont Carbon, Inc., a general partner

By: 
Name: Brian C. Conners
Title: Vice President

This Instrument Prepared by
and After Recording Return to:
Rudnick & Wolfe
203 North LaSalle Street
Suite 1800
Chicago, Illinois 60601
Attn: Barrett J. Schulz, Esq.

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

5/7/97
Date


Buyer, Seller or Representative

Return Subsequent Tax Bills to:
PDV Midwest Refining, L.L.C.
%CITGO Petroleum Corporation operator
P.O. Box 3758
Tulsa, Oklahoma 74102
Attn: Jeannie Sturges,
General Manager Tax

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EXHIBIT A

Legal Description

PARCEL 1:

LOTS 10 AND 11 (EXCEPT THAT PART OF LOT 11 TAKEN FOR STREET, AND EXCEPTING THEREFROM THAT PART TAKEN IN CASE NUMBER 87L050529 FOR WIDENING OF HOUGH AND MAIN STREET) IN ASSESSORS DIVISION OF THE WEST 1/2 OF THE NORTHWEST 1/4 AND THE SOUTH EAST 1/4 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 42 NORTH, RANGE 9, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THAT PART OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 42 NORTH, RANGE 9, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN TOWNSHIP OF BARRINGTON, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF LAND DEEDED BY WARREN HOUGH TO LUCIUS SHERWIN, IN THE CENTER OF HIGHWAY, SAID NORTHWEST CORNER BEING 3 CHAINS WEST OF THE NORTHEAST CORNER OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 OF SAID SECTION 1 AND RUNNING THENCE EAST ALONG CENTER OF SAID HIGHWAY, 58 FEET, MORE OR LESS TO THE WEST LINE OF LAND FORMERLY BELONGING TO DAVID B. BRIGGS, THENCE SOUTH 180 FEET, THENCE WEST 58 FEET MORE OR LESS TO THE WEST LINE OF SAID LAND DEEDED BY HOUGH TO SHERWIN, THENCE NORTH ALONG SAID WEST LINE, 180 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

ALL THAT PART OF LOT 12 IN ASSESSOR'S DIVISION OF WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 42 NORTH, RANGE 9, EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING NORTH OF A LINE COINCIDENT WITH THE NORTH FACE OF THE NORTH WALL OF THE BRICK STORE BUILDING (AS EXISTING AND CONSTRUCTED ON LOTS 12 AND 13 ON DECEMBER 12, 1949) AND THE EXTENSION OF SAID LINE EASTERLY TO THE EASTERLY LINE OF LOT 12 AFORESAID AND WESTERLY TO A LINE PARALLEL WITH AND 139.259 FEET WEST OF THE EAST LINE OF THE WEST 1/2 OF THE NORTHWEST 1/4 OF SECTION 1, TOWNSHIP 42 NORTH, RANGE 9, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN THE VILLAGE OF BARRINGTON, IN THE COUNTY OF COOK, IN THE STATE OF ILLINOIS.

Address: 111 Main Street
Barrington, Illinois

Tax Parcel Number: 01-01-100-094
01-01-100-091
~~01-01-100-014~~

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EXHIBIT B

PERMITTED ENCUMBRANCES

Covenants, conditions and restrictions whether recorded or unrecorded; private, public and utility easements whether recorded or unrecorded; roads and highways, if any; existing leases and tenancies whether recorded or unrecorded; special taxes or assessments for improvements not yet completed; any unconfirmed special tax or assessment; installments not due at the date hereof of any special tax or assessment for improvements heretofore completed; general real estate taxes for any year including, without limitation, any taxes which may accrue by reason of new or additional improvements during any year; mortgages or trust deeds whether recorded or unrecorded, liens or encumbrances, whether choate or inchoate, whether recorded or unrecorded; and any other matters affecting title whether recorded or unrecorded.

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PLAT ACT AFFIDAVIT

STATE OF ILLINOIS

COUNTY OF COOK } SS.

Jodi Henninger, being duly sworn on oath, states that
She resides at 171 N. Clark St Chicago, IL 60601. That the
attached deed is not in violation of 765 ILCS 205/1 for one of the following reasons:

1. Said Act is not applicable as the grantors own no adjoining property to the premises described in said deed;

- OR -

the conveyance falls in one of the following exemptions as shown by Amended Act which became effective July 17, 1959.

2. The division or subdivision of the land into parcels or tracts of five acres or more in size which does not involve any new streets or easements of access.
3. The divisions of lots or blocks of less than one acre in any recorded subdivision which does not involve any new streets or easements of access.
4. The sale or exchange of parcels of land between owners of adjoining and contiguous land.
5. The conveyance of parcels of land or interests therein for use as right of way for railroads or other public utility facilities, which does not involve any new streets or easement of access.
6. The conveyance of land owned by a railroad or other public utility which does not involve any new streets or easements of access.
7. The conveyance of land for highway or other public purposes or grants or conveyances relating to the dedication of land for public use or instruments relating to the vacation of land impressed with a public use.
8. Conveyances made to correct descriptions in prior conveyances.
9. The sale or exchange of parcels or tracts of land existing on the date of the amendatory Act into no more than two parts and not involving any new streets or easements of access.

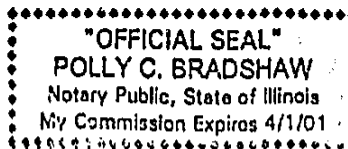
CIRCLE NUMBER ABOVE WHICH IS APPLICABLE TO ATTACHED DEED.

Affiant further states that She makes this affidavit for the purpose of inducing the Recorder of Deeds in Cook County, Illinois, to accept the attached deed for recording.

SUBSCRIBED and SWORN to before me

this 5 day of 7, 19 97

Polly C. Bradshaw
Notary Public



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