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1800 N. Arlington Heights Rd.
Arlington Heights, IL

DEPT-01 RECORDING \$33.00
140012 TRAN 5012 05/07/97 15:49:00
#6784 : CG # -97-322632
COOK COUNTY RECORDER

This space reserved for Recorder's use only.

Property Office

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 REPAIRING, 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 the Grantee 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 thereto 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 or, 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,

BOX 333-CTI

76 60 13 39 9

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the said premises against all persons lawfully claiming, or to claim the same, by, through or 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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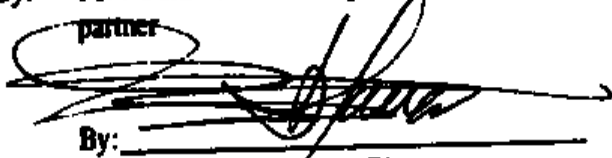
IN WITNESS WHEREOF, Grantor has caused this Indenture to be executed in its name to be signed to these presents by its authorized representative, the day and year first above written.

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.

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:

LOT 2A IN THE RESUBDIVISION OF LOT 2 IN PALATINE AND STATE SUBDIVISION, BEING A SUBDIVISION IN THE NORTHWEST 1/4 OF SECTION 20, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND THE NORTHEAST 1/4 OF SECTION 19, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 23, 1964 AS DOCUMENT NO. 19253056.

(EXCEPT THAT PART OF LOT 2A DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF SAID LOT 2A; THENCE EAST ALONG THE NORTH LINE OF SAID LOT 2A, A DISTANCE OF 226.2 FEET TO THE NORTHEAST CORNER OF SAID LOT 2A; THENCE SOUTH 01 DEGREES, 21 MINUTES, 36 SECONDS EAST, ALONG THE EAST LINE OF SAID LOT 2A, A DISTANCE OF 54.00 FEET; THENCE WEST PARALLEL WITH THE NORTH LINE OF SAID LOT 2A, A DISTANCE OF 125.66 FEET TO A POINT OF CURVATURE; THENCE SOUTHWESTERLY ALONG THE ARC OF A CIRCLE, BEING TANGENT TO LAST DESCRIBED LINE, HAVING A RADIUS OF 127 FEET AND BEING CONVEX TO THE NORTHWEST, AN ARC DISTANCE OF 38.45 FEET TO A POINT OF REVERSE CURVATURE; THENCE SOUTHWESTERLY ALONG THE ARC OF A CIRCLE, HAVING A RADIUS OF 127 FEET AND BEING CONVEX TO THE SOUTHEAST, AN ARC DISTANCE OF 66.73 FEET TO A POINT ON THE WEST LINE OF SAID LOT 2A; THENCE NORTH 0 DEGREES, 21 MINUTES, 36 SECONDS WEST ALONG THE WEST LINE OF SAID LOT 2A, 81.11 FEET TO THE NORTHWEST CORNER OF SAID LOT 2A AND THE PLACE OF BEGINNING, CONTAINING 13,705 SQUARE FEET MORE OR LESS, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

LOT 2B IN THE RESUBDIVISION OF LOT 2 IN PALATINE AND STATE SUBDIVISION, BEING A SUBDIVISION IN THE NORTHWEST 1/4 OF SECTION 20, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, AND IN THE NORTHEAST 1/4 OF SECTION 19, TOWNSHIP 42 NORTH, RANGE 11, EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 23, 1964 AS DOCUMENT 19253056, IN COOK COUNTY, ILLINOIS.

Address: 1800 North Arlington Heights Road
Arlington Heights, Illinois

Tax Parcel Number: 03-20-100-026
03-20-100-015

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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 or 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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SIGNATURE PAGE


GRANTOR:

**THE UNO-VEN COMPANY, an Illinois
general partnership**

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**

GRANTEE:

**PDV MIDWEST REFINING, L.L.C., a
Delaware limited liability company**

By: 
Name: **Eduardo Blanco**
Title: **President**

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