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9201 West Golf Rd.
Des Plaines, IL

97333203

DEPT-01 RECORDING \$33.00
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COOK COUNTY RECORDER

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ASSIGNMENT AND ASSUMPTION OF LEASES

THIS ASSIGNMENT AND ASSUMPTION OF LEASES (the "Assignment") is made and entered into as of the 1st day of May, 1997 by and between **THE UNO-VEN COMPANY**, an Illinois general partnership (the "Grantor"), having an address of 3850 North Wilke Road, Arlington Heights, Cook County, Illinois, and **PDV MIDWEST REFINING, L.L.C.**, a Delaware limited liability company (the "Grantee"), having an address at 750 Lexington Avenue, New York, New York 10022.

RECITALS:

- A. Grantor, as Seller, and Grantee, as Purchaser, have entered into that certain Partnership Interest Retirement Agreement dated as of April 11, 1997 (the "Agreement") for the purchase and sale of certain assets and liabilities, as more particularly described therein, which assets include, without limitation, any and all leases affecting the real property legally described on Exhibit A hereto, which leases include without limitation, those leases described on Exhibit B attached hereto and made a part hereof (collectively, the "Leases").
- B. Grantor hereby assigns the Leases and Grantee assumes the obligations of Grantor thereunder, pursuant to the terms described herein.

NOW, THEREFORE, in consideration of the recitals set forth above, which are made a part of this Assignment, the mutual covenants hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

- Grantor hereby transfers and assigns to Grantee all of its right, title, claim and interest in and to said Leases.

BOX 333-CTT

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2. **Grantee hereby accepts the foregoing assignment and assumes all of Grantor's rights, duties, liabilities and obligations in, to and under the Leases, and agrees to pay, perform and discharge all the covenants, promises, conditions and agreements in connection with the Leases.**
3. **This Assignment and Assumption shall be governed by, interpreted under and construed and enforceable in accordance with the laws of the State of Illinois.**
4. **This Agreement shall be binding upon and shall inure to the benefit of Grantor, Grantee, and their respective legal representatives, heirs, successors and assigns.**

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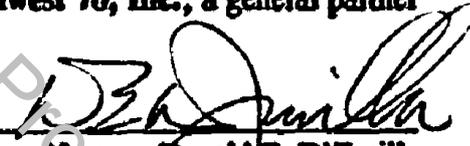
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SIGNATURE PAGE

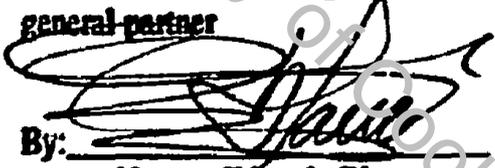
GRANTOR:

**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. Connors
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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EXHIBIT A

Legal Description

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 QUARTER OF SECTION 15, TOWNSHIP 41 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

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 NO. 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 150 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

Address: 9201 W. Golf Road, Des Plaines, Illinois

Tax Parcel Number: 09-15-100-016

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EXHIBIT B

LEASES

- i. Lease recorded March 30, 1969 as Document No. 20787363 as amended by Document No. 20912127.

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