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ASSIGNMENT OF LEASE

Reference is hereby made to that certain instrument of conveyance styled "General Assignment, Conveyance, Bill of Sale and Transfer", a copy of which is incorporated by reference herein as Exhibit " A " and made a part hereof, dated, executed and delivered on December 31, 1984 whereby TEXACO INC. as Assignor, assigned unto TEXACO REFINING AND MARKETING INC. as Assignee, among other properties, a lease for the real property hereinafter more specifically described. Assignor, in furtherance of its express covenant in said instrument of assignment to execute and deliver to Grantee all such further instruments of conveyance, assignment, and transfer and all such notices, releases, aquittances, and other documents, and to do all such other acts and things, as may be necessary more fully or specifically to convey and assign to and vest in Grantee, its successors and assigns, title to all and singular the properties, assets and rights hereby conveyed, assigned, or transferred", does by these presents ratify, confirm and adopt all of the terms and provisions of said instrument of assignment and for value received, TEXACO INC., a Delaware corporation, with offices at 4601 DTC Blvd. Denver, Colorado 80237 hereby assigns, transfers and sets over to TEXACO REFINING AND MARKETING INC., a Delaware Corporation, with offices at 4601 DTC Blvd. Denver, Colorado 80237, effective December 31st 1984, all of its rights, title and interest in and to that certain lease dated August 15, 1961, and recorded February 25, 1977 as Document Number 23831826 from Leased Stations, Inc., to Texaco Inc. together with Supplement No. 27a To Lease dated April 6, 1977 and recorded May 2, 1978 as Document Number 24428377, covering a tract of land with the improvements thereon in the County of Cook, State of Illinois, more specifically described as follows:

FIRST AMERICAN TITLE INSURANCE
COMPANY OF MID AMERICA
ORDER # C10205

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[Faint, mostly illegible text from the document's body]

Lot 1 and Lots "A" and "B" in Blameuser's Oakton Cicero "L" Subdivision in the South West Quarter of Section 22, Township 41 North, Range 13 East of the Third Principal Meridian, in Cook County, Illinois; excepting therefrom that part of said Lot 1 condemned for Cicero Avenue on a petition by the Village of Niles Center filed July 16, 1930 in the County Court of Cook County, Illinois as Case No. 63866.

10-22-325-047 A 20
10-22-325-024
8001 SKOKIE AND OAKTON
SKOKIE, IL

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100 North LaSalle Street
Suite 2107
Chicago, Illinois 60602
Phone 312-782-8838



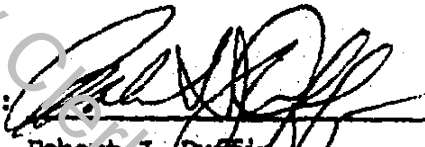
**First American Title Insurance Company
of Mid-America**

February 6, 1987

TO: THE OFFICE OF THE REGISTRAR OF TITLES

The undersigned, First American Title Insurance Company of Mid-America, in order to induce the Registrar to accept for filing the attached documents, does hereby represent that said documents were originally delivered to Texaco Refining & Marketing, Inc. in the ordinary course of its business. Texaco Refining & Marketing, Inc. then retained said documents in its files until the time of closing. At the time of closing, Texaco Refining & Marketing, Inc. delivered said documents to the undersigned First American Title Insurance Company of Mid-America for registration with the Torrens Office. Said documents were held in escrow subsequently from the date of closing until date hereof. Said First American Title Insurance Company of Mid-America and its successors, shall, at all times, indemnify and save harmless the Registrar of Titles, Cook County, Illinois, against all loss or damage to same, arising by reason of the late delivery of said documents and the registering of same on the Torrens Certificate and the registering of same on the Torrens Certificate of Title # 1287831 and in relation to premises described therein, and all costs, charges, damages, and expenses, and all claims and demands of every kind and nature, actions, causes of actions, suits and controversies, whether groundless or otherwise, arising therefrom.

BY:


Robert J. Duffin
Cook County Counsel
100 N. LaSalle
Chicago, IL 60602

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State of Illinois
County of Cook

I, the undersigned, a Notary Public, in and for said County and State aforesaid, DO HEREBY CERTIFY THAT Robert J. Duffin personally known to me to be the same person whose name is subscribed to the foregoing instrument, as having executed the same, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act for the uses and purposes therein setforth.

Given under my hand and Notarial Seal this 6th day of February, 1987.


John M. McKenzie

My Commission Expires June 20, 1989

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State of Illinois
County of Cook
Clerk of the Court

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Lot One (1) and Lot "A" and Lot "B" in Blameuser's Oakton-Cicero "L" Subdivision in the Southwest Quarter of Section 22, Township 41 North, Range 13, East of the Third Principal Meridian, in Cook County, Illinois; excepting therefrom that part of said Lot 1 condemned for Cicero Avenue on a petition by the Village of Niles Center filed July 16, 1930 in the County Court of Cook County, Illinois as Case Number 63866, in Cook County, Illinois.

In Witness Whereof, the Grantor has hereunto set its hand, by and through its duly authorized officers this 4th day of April, 1986, but effective as of December 31, 1984 as aforesaid.

Attest:

TEXACO, INC.

Pauline S. Cowart
PAULINE S. COWART,
ASSISTANT SECRETARY

BY *J. L. Francis*
J. L. FRANCIS
Vice President R.R. CRENSHAW

FORM APPROVED

Also known as: Skokie Boulevard & Oakton Street, Skokie, Illinois

This instrument was prepared by Jerome L. Francis, Attorney, Texaco Inc., 4601 DTC Boulevard, Denver, Colorado 80237.

2-9-87 Description affects property of #1287831 and letter property #1287831

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this 1st day of January, 2001.

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STATE OF Texas)
COUNTY OF Harris) ss.

I, Yvette Adams, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that R.R. Dickison personally known to me to be the Vice President of Texaco Inc., the corporation, and Pauline S. Covert personally known to me to be the Assistant Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Yvette Adams Vice President, and Assistant Secretary, signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 4th day of April, 19 86.

Yvette Adams
Notary Public

My commission expires Jan. 28, 1987

YVETTE ADAMS
Notary Public, State of Texas
My Commission Expires January 28, 1987

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[Faint, illegible text from a document, possibly a contract or legal notice, is visible in the background.]

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4 (1)

EXHIBIT "A"

GENERAL ASSIGNMENT

CONVEYANCE, BILL OF SALE AND TRANSFER

FROM

TEXACO INC.

TO

TEXACO REFINING AND MARKETING INC.

Dated December 31, 1964

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THIS GENERAL ASSIGNMENT, CONVEYANCE, BILL OF SALE AND TRANSFER (hereinafter called "Assignment"), effective as of December 31, 1984, from Texaco Inc., a Delaware corporation, hereinafter called "Grantor," to Texaco Refining and Marketing Inc., a Delaware corporation, hereinafter called "Grantee."

W I T N E S S E T H :

That Grantor by these presents and in exchange for the issuance to the Grantor by the Grantee of that number of shares of Grantee's common stock having an aggregate fair market value equal to the fair market value of the net assets transferred to Grantee hereunder, does hereby sell, convey, assign, transfer, set over, and deliver unto Grantee, and unto its successors and assigns, all and singular, the properties, assets, rights, liabilities and obligations of whatsoever kind or nature of Grantor pertaining to (1) Grantor's refining, marketing and transportation of petroleum products within the United States, all as currently operated by the Texaco USA Division of Grantor, including the stock of the subsidiaries and affiliates of Grantor related to such operations as set forth in Exhibit 4A attached hereto and including any property designated as "surplus" by Texaco USA, (2) Grantor's domestic marine fleet, (3) Grantor's domestic marine sales and aviation sales operations as currently operated by the marine sales and aviation sales divisions of Grantor, and (4) Grantor's crude oil and petroleum product purchase, sale and exchange agreements, including, without limitation oil division and transfer orders and inventories.

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INCLUDING, BUT NOT LIMITED TO:

A. Grantor's refineries and including with such refineries, but not limited to, processing units, research facilities, office buildings, fee properties, leaseholds, inventories, automotive equipment, storage tanks, tank farms, tank cars and all equipment, facilities, materials, supplies, licenses, permits and contracts, used in connection therewith or related thereto, but excluding from the foregoing and (B) through (F) below any patents of Grantor or licenses to Grantor for use of proprietary technology which shall be licensed or extended to Grantee.

B. Grantor's petroleum marketing bulk plants, terminals, service stations, and truck stops (whether owned in fee or leased by Grantor), automotive equipment, warehouses, marketing offices, signs, inventories (refined petroleum products and TBA), equipment, facilities, materials and supplies, licenses, permits, and contracts used in connection therewith or related thereto.

C. Grantor's interests in pipelines and rights therein or thereto related to its aforesaid petroleum marketing, transportation and refining operations.

D. Grantor's product terminals (whether owned in fee or leased), railroad tank car leases, transport trucks, warehouses,

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equipment, facilities, materials and supplies used in connection with or related to petroleum marketing, transportation and refinery operations.

E. Grantor's net working capital and other assets and liabilities related to its aforesaid petroleum marketing, transportation and refining operations, and domestic marine and aviation sales operations.

F. Rights of way, easements, servitudes, franchises, permits, interests and licenses (except process and technology licenses); and all dispensing, display, repair, maintenance and other equipment; all piping, fittings, connections and other facilities for or related to the refining, transportation and marketing of petroleum products and other products; all office furniture, fixtures, supplies and inventories; all contracts, agreements and leases of every kind and character, and Grantor's interests in or under all contracts, agreements and leases; and all bank accounts, deposits, books and records relating to the assets, properties, facilities and accounts transferred to Grantee hereby.

G. Shares of stock in Grantor's subsidiaries and affiliates which subsidiaries and affiliates are primarily engaged in Grantor's aforesaid petroleum marketing, transportation and refining operations, as set forth in Exhibit 4A attached hereto and incorporated herein by this reference.

EXPRESSLY RESERVING, EXCEPTING AND EXCLUDING, HOWEVER, from this Assignment that property owned by Grantor on the effective date hereof as generally described in Exhibit "4B" attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD unto said Grantee, its successors and assigns forever, together with all and singular the properties, assets, rights and appurtenances, thereto belonging or in anywise incident or appertaining thereto; and Grantor hereby binds itself, its successors and assigns to specially warrant title to the said properties, assets and rights unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof occurring or arising out of occurrences or omissions by, through or under Grantor, but not otherwise. This Assignment is made with full substitution and subrogation of Grantee in and to all covenants and warranties by others heretofore given or made in respect to said properties, assets, and rights or any part thereof.

Grantor covenants to hereafter execute and deliver to Grantee, from time to time, other general and specific conveyances, assignments, and other instruments relating to certain of its properties, assets, and rights, and Grantor hereby covenants to and with Grantee, its successors and assigns, so long as Grantor is authorized by applicable law so to do, at Grantor's expense, to execute and deliver to Grantee all such other further instruments of conveyance, assignment, and transfer and all such notices, releases, acquittances, and other documents, and to do

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all such other acts and things, as may be necessary more fully or specifically to convey and assign to and vest in Grantee, its successors or assigns, title to all and singular the properties, assets and rights hereby conveyed, assigned, or transferred. Nothing contained in such other general and specific instruments of conveyance, assignment, and transfer (except to such extent as may be therein specifically stated with reference to specific properties) shall be deemed to limit or restrict the properties, assets, and rights, herein conveyed, assigned, or transferred to Grantee. Notwithstanding any other date shown therein, any grant, deed, assignment, agreement, or other instrument subsequently executed is to be effective as of December 31, 1984.

If for any reason any of said property is not transferable at the date of this Assignment without the consent of a third party or parties, or cannot be made transferable by subsequent consent of third party or parties, or if any such assignment without such consent would constitute a breach of any lease, contract or agreement or in any way affect Grantor's or Grantee's rights, or if the transfer of said property would violate any applicable law, rule or regulation, then legal title to such property or rights shall be EXCEPTED AND EXCLUDED from this Assignment and shall not be deemed transferred hereby, but such property and rights shall be held in trust by Grantor for Grantee, its successors and assigns forever, and all the rents, issues, profits, and income therefrom over and above necessary expenses, and the net proceeds upon any sale of such property or rights, shall be turned over to Grantee or its successors or assigns, and any such property or rights so held in trust by Grantor for Grantee shall, if it shall become transferable, be assigned, transferred, conveyed, and delivered over to Grantee by deed, assignment, bill of sale, or such other form of instrument as Grantee shall reasonably request.

This Assignment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original. All such counterparts shall together constitute but one and the same Assignment.

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly executed on this 31st day of December, 1984 by its Vice President, duly authorized.

GRANTOR:

TEXACO INC.

(SEAL)

Attest: RE/604

BY [Signature]

Vice President

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EXHIBIT 4A

TEXACO INC. SUBSIDIARIES TO BE TRANSFERRED TO TEXACO REFINING AND MARKETING INC.

| <u>Name of Company</u> | <u>State of Incorporation</u> |
|------------------------------------|-------------------------------|
| Certified Terminals Corp. | Delaware |
| Charles Oil Co., Inc. | Maryland |
| Claflin-Donohue Company, Inc. | Massachusetts |
| Curran & Burton, Incorporated | Connecticut |
| General Automatic Oil Heat, Inc. | Massachusetts |
| General Industrial Services, Inc. | New York |
| Indian Refining Company | Delaware |
| JEF Realty, Inc. | New Jersey |
| Kallaher Oil Company, Inc. | Rhode Island |
| New Castle Oil Company, Inc. | Delaware |
| Paragon Oil Burner Corporation | New York |
| Paragon Oil Company, Inc. | Maine |
| Paragon Oil Company, Inc. | New Jersey |
| Regent Oil Corp. | Delaware |
| Rhode Island Refining Corp. | Delaware |
| Seaboard Pipe Line Company | Delaware |
| Seattle Fuel Company | Washington |
| Sterling Oil Terminal Corp. | New York |
| Texaco Convent Refining Inc. | Delaware |
| Texaco Oilport Holdings, (I) Inc. | Delaware |
| Texaco Oilport Holdings, (II) Inc. | Delaware |
| Texaco Stations Inc. | Delaware |
| Texaco Tankers Inc. | Delaware |
| Texas Company, The | Alabama |
| Texas Company, The | Connecticut |
| Texas Company, The | Maine |
| Texas Company, The | Maryland |
| Texas Company, The | Nebraska |
| Texas Company, The | New Jersey |
| Texas Company, The | New Mexico |
| Texas Company, Inc., The | New York |
| Texas Pipe Line Company, The | Texas |
| White Fuel Corporation | Connecticut |
| Badger Pipe Line Company | Delaware |
| Colonial Pipeline Company | Delaware |
| Dixie Pipeline Company | Delaware |
| Explorer Pipeline Company | Delaware |
| Kaw Pipe Line Company | Delaware |
| Laurel Pipe Line Company | Ohio |

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Exhibit 4A
Page 2

Name of Company

State of Incorporation

| | |
|--------------------------------------------|----------|
| LOCAP INC. | Delaware |
| LOOP INC. | Delaware |
| Olympic Pipe Line Company | Delaware |
| Texaco-Cities Service Pipe Line Company | Delaware |
| Texas-New Mexico Pipe Line Company | Delaware |
| West Shore Pipe Line Company | Delaware |
| Wolverine Pipe Line Company | Delaware |
| Wyco Pipe Line Company | Delaware |

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EXHIBIT 4B

1. The property, plant and equipment at Grantor's Eagle Point Refinery and Westville Sales Terminal in Westville, New Jersey, including assets related to Grantor's petrochemical operations, but excluding inventories.
2. Grantor's inventories of natural gas liquids.

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IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the County of Cook, Illinois, this _____ day of _____, 20____.

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GRANTEE'S ACCEPTANCE

Grantee agrees to undertake, pay, satisfy and discharge all the lawful debts and liabilities of the Grantor incurred by Grantor in connection with its ownership and operation of the property, assets and rights assigned by Grantor to Grantee herein. Grantee further hereby accepts this Assignment expressly subject to all covenants, conditions, and obligations of Assignor under or relating to the property, assets, and rights assigned herein and expressly assumes and agrees to be responsible for and discharge said covenants, conditions, and obligations.

IN WITNESS WHEREOF, Grantee has caused this Acceptance to be duly executed on this 31st day of December, 1984 by its Vice President, duly authorized.

GRANTEE:

TEXACO REFINING AND MARKETING INC.

[SEAL]

Attest: A. E. Kuhn

By [Signature]

Vice President

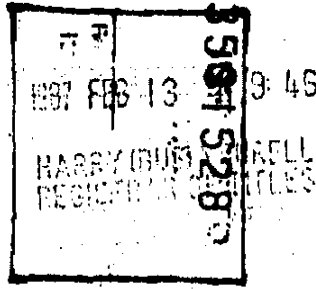
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First American Title Insurance
Company of Mid America
400 North LaSalle Street Suite 400
Chicago, Illinois 60602 750-6780

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