

Assignment
Lease and Supplement to Lease Registered as Doc # 3922755

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 from Albert Kanefield and Eunice Kanefield to Texaco Inc., dated April 7, 1967 and recorded as Document No. 20-345-523 on December 5, 1967 and Supplement to Lease thereto by and between

ASSIGNMENT OF LEASE

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Dated December 31, 1984

TEXACO REFINING AND MARKETING INC.

TO

TEXACO INC.

FROM

CONVEYANCE, BILL OF SALE AND TRANSFER

GENERAL ASSIGNMENT

EXHIBIT "A"

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

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

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 BSA), equipment, facilities, materials and supplies, licenses, permits, and contracts used in connection therewith or related thereto.

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 Grantor.

INCLUDING, BUT NOT LIMITED TO:

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 A 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 divisions 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.

W I T N E S S E T H :

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."

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[Signature]
Vice President

[Signature]

Witness:

TEXACO INC.

(SEAL)

GRANTOR:

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.

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, 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.

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.

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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
Haw 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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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. K... [Signature]

By [Signature]
Vice President

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RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
TEXACO INC.
SEPTEMBER 23, 1983

RESOLVED, subject to the approval of the Chairman of the Board, that the Vice Chairman of the Board, the President, all of the Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Division Presidents and Department Heads of the Company, and the General Manager, Corporate Real Estate Department are hereby severally authorized from time to time to approve the terms and conditions of the sale, exchange, donation, or other transfer of any real property or other fixed (capital) assets of the Company having a sale value not in excess of \$5,000,000.00, and the Vice Chairman of the Board, the President, all of the Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Division Presidents and Department Heads of the Company, and the General Manager, Corporate Real Estate Department are hereby severally authorized to sign, and the Secretary and the Assistant Secretaries are hereby severally authorized to attest and affix the Company's seal to, such deeds, bills of sale, and other instruments, and to do such other acts, as may be necessary or proper to carry out the purpose of this resolution; and the delivery of any such deed, bill of sale, or other instrument so signed, attested and sealed shall be conclusive evidence that the transaction has the approval of the Chairman of the Board of the Company and has been executed within the authority of this resolution.

A true copy, I certify.


PAULINE S. COWART
Assistant Secretary

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RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF
TEXACO REFINING AND MARKETING INC.
AUGUST 15, 1985


RESOLVED, that the president is authorized, from time-to-time, to approve the terms and conditions of the sale, exchange, donation, or other transfer of any real property or other fixed (capital) assets of the Corporation having a sale value not in excess of \$1,500,000, and is authorized to delegate so much of such authority to other Officers and employees of the Corporation as he deems appropriate for operational efficiency; and

RESOLVED FURTHER, that the president, the executive vice presidents, the senior vice presidents, the vice presidents, the General Manager - Corporate Real Estate, and the regional managers are hereby severally authorized to sign, and the secretary and the assistant secretaries are hereby severally authorized to attest and affix the Corporate seal to, such deeds, bills of sale, and other instruments, and to do such other acts, as may be necessary or proper to carry out the purpose of this resolution; and

RESOLVED FURTHER, that the delivery of any such deed, bill of sale, or other instrument so signed, attested and sealed shall be conclusive evidence that the transaction has the approval of the president of the Corporation and has been executed within the authority of this resolution; and

RESOLVED FURTHER, that the foregoing resolution supersedes the resolution of February 22, 1985, relating to the same subject.

A true copy, I certify.


PAULINE S. COWART
Assistant Secretary

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Return to
Legal Department
Texaco Inc.
4601 OTC Blvd.
Denver, CO 80237

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Texaco Inc., Lessee, and Albert and Eunice Kanefield, Lessors, dated May 22, 1969 and recorded as Document No. 20-909-266 on July 24, 1969 covering a tract of land with the improvements thereon in the County of Cook, State of Illinois, more specifically described as follows:

PTN: 03-20-202-012

Lot One (1) in Luempert Re-Subdivision of Lot 1 (except the North 10 feet thereof) and Lot 37 (except the North 10 feet thereof, and except the South 15.0 feet of the North 25.0 feet of the West 33.0 feet thereof) in C.A. Goelz's Arlington Heights Gardens, being a subdivision in the Northeast Quarter (1/4) of Section 20, Township 42 North, Range 11, East of the Third Principal Meridian, according to Plan of said Luempert Re-subdivision registered in the Office of the Registrar of Titles of Cook County, Illinois, on December 17, 1968 as Document Number 2427066, in Cook County, Illinois.

Also known as Palatine Rd. & Windsor Drive (a/k/a 1315 Palatine Rd.) (a/k/a Palatine & Buffalo Grove Rds.), Arlington Heights, Illinois

IN WITNESS WHEREOF, the Grantor has hereunto set its hand, by and through its duly authorized officers, this 18th day of March 1986.

ATTEST:

TEXACO INC.

FORM APPROVED:

Pauline S. Cowart By J. L. Francis
PAULINE S. COWART, VICE PRESIDENT, J. L. Francis
ASSISTANT SECRETARY TEXACO REFINING AND MARKETING INC.

Pauline S. Cowart By J. L. Francis
PAULINE S. COWART, SR. VICE PRESIDENT, J. L. Francis
ASSISTANT SECRETARY

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

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STATE OF Texas }
COUNTY OF Harris } ss.

I, Melba Adams, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that R. R. Dickinson personally known to me to be the Vice President of Texaco Inc., the corporation, and Pauline S. Conant 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 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 as the 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 18th day of March, 1986.

Melba Adams
Notary Public

My commission expires 1-28-1987

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

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CAROL HOSELEY GRANT
REGISTRAR OF TITLES

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IDENTIFIED No.
Registrar of Torts and CAROL HOSELEY GRANT FATIGHERS

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