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803 PAGE 309

THIS ASSIGNMENT OF RENTS AGREEMENT (herein called the "Assignment"), dated as of July 15, 1958, between STADEVCO, INC. (a Delaware corporation having its principal office at Room 1788, The Pure Oil Building, 35 E. Wacker Drive, Chicago 1, Illinois, herein called the "Assignor"), and BANKERS TRUST COMPANY (a New York trust company having its principal office at 16 Wall Street, New York, N. Y.), as Trustee (herein called the "Assignee") under an Indenture dated as of July 15, 1957 (such Indenture, as amended by all indentures supplemental thereto heretofore or hereafter entered into pursuant to the terms thereof, being herein called the "Indenture") between the Assignor and the Assignee;

WITNESSETH:

WHEREAS, the Assignor represents and warrants that it is the Lessor under a certain Lease (herein called the "Lease") of lands with buildings thereon, more particularly described in Schedule "1" attached hereto and made a part hereof (said lands and buildings being herein called the "Properties"), dated as of July 15, 1958, with The Pure Oil Company, an Ohio corporation, as Lessee (herein called the "Lessee"); and

WHEREAS, the Assignor deems it advisable for its corporate purposes to borrow money and issue therefor in series its promissory notes (herein called the "Notes"), all Notes issued and to be issued under and secured by the Indenture, to be paid in part from the proceeds of and secured in part by an assignment of a portion of the rentals payable under the terms and conditions of the Lease; and

WHEREAS, the Assignor has heretofore issued and delivered \$2,000,000 aggregate principal amount of its Series A Notes; and

WHEREAS, the Assignor has requested certain investors to purchase \$2,500,000 aggregate principal amount of its Series B Notes; and

WHEREAS, said investors have delivered agreements with the Assignor to purchase the principal amount of the Series B Notes as

(Continued on next page)

For Release See Deed Book 827 Page 377

For Probate See Deed Book 607 Page 521  
 For Confirmation of Assignment See Deed Book 827 Page 353