evidence or evidences of indebtedness issued in exchange for said
Series A Secured Notes or said Additional Notes in replacement
thereof called the Notes) in the aggregate principal amount equal
to the aggregate of the Lessor's Cost as set forth in Schedule C
to the Lease (as hereinafter defined) and the Lessor's Cost set
forth in Schedule C to all Other Leases, (as such term is defined
in the Lease). The Notes are issued under and secured by the
Indenture. The property described in Schedule A hereto and the
improvements thereon and the tanks, pumps, hoists and fixtures,
if any, located thereon (the Property) is being acquired by the
Assignor with a portion of the proceeds of the sale of the Notes,
and is being leased by the Assignor to the Lessee under a lease,
dated as of the date hereof (herein, together with all amendments
and supplements thereto, called the Lease) between the Assignor
and the Lessee. In order to induce the parties purchasing the
Notes to purchase the same and the Trustees to accept the trusts
created by the Indenture, the Lessee and the Assignor are enter-
ing into the undertakings herein set forth with the Trustees.

NOW, THEREFORE, the parties hereto agree as follows:

1. The Assignor, in consideration of the sum of One
Dollar ($1) and other good and valuable consideration, the receipt
whereof is hereby acknowledged, in furtherance of the covenants of
the Indenture and as security for the payment of the principal of,
premium, if any, interest and all other sums payable on the Notes,
and of all other sums payable under the Indenture and the perfor-
mance and observance of the provisions thereof, has assigned, trans-
ferred, conveyed and set over, and by these presents does assign,
transfer, convey and set over to the Trustees (a) all of the Assignor's
estate, right, title and interest under the Lease, together with all
rights, powers, privileges, options and other benefits of the
Assignor as lessor under the Lease, including, but not by way of
limitation, (i) the immediate and continuing right to receive and

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(Continued on next page)