

AFFIDAVIT  
FILED *JA*

DEED OF TRUST, MORTGAGE, DEED TO SECURE DEBT,  
SECURITY AGREEMENT AND ASSIGNMENT

THE STATE OF SOUTH  
CAROLINA  
COUNTIES OF GREENVILLE,  
RICHLAND and SPARTANBURG

Preamble

This Deed of Trust, Mortgage, Deed To Secure Debt, and Security Agreement and Assignment (hereinafter called "Deed of Trust"), executed by CROWN CENTRAL LEASING CORPORATION, a Maryland corporation (hereinafter called "Grantor"), the successor by merger to Corco Realty Corporation, Delta Realty Corporation, Barco Realty Corporation, James River Realty Corporation, Thriftway Gas Stations, Inc., Energy Oil Company, Inc., and Crown Stations Two, Inc., the mailing address of Grantor being set forth on the execution page hereof; to ARTHUR R. GRALLA, JR., of Harris County, Texas, as Trustee, whose mailing address is 910 Travis Street, Houston, Texas 77002, and also to any Substitute or Successor Trustee as hereinafter provided (all of whom shall be included within the term "Trustee" as used hereinafter); for the use and benefit of BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON; MANUFACTURERS HANOVER TRUST COMPANY; NCNB NATIONAL BANK OF NORTH CAROLINA; FIRST CITY NATIONAL BANK OF HOUSTON; FIRST NATIONAL BANK OF MARYLAND; MARYLAND NATIONAL BANK; AND EQUITABLE BANK, N.A. (all of whom, together with any subsequent holder or holders of the hereinafter described Secured Obligations shall be included within the term "Beneficiary" as used hereinafter), as beneficiary, mortgagee, assignee and Secured Party, as more fully hereinafter set forth, the Beneficiary's mailing address being c/o BANK OF THE SOUTHWEST NATIONAL ASSOCIATION, HOUSTON, 910 Travis Street, Houston, Texas 77002.

W I T N E S S E T H:

WHEREAS, the Grantor has entered into that certain Term Loan Agreement of even date herewith (hereinafter called the "Term Loan Agreement"), by and among the Grantor; Bank of Southwest National Association, Houston, in its individual capacity; Manufacturers Hanover Trust Company, NCNB National Bank of North Carolina, First City National Bank of Houston, First National Bank of Maryland, Maryland National Bank, and Equitable Bank, N.A. (each individually referred to therein and herein as a "Bank" and collectively as the "Banks"); and Bank of Southwest National Association, Houston, as Agent for the Banks (said Bank in its capacity as agent under the Term Loan Agreement, and any successor, such agent being hereinafter referred to as the "Agent"); evidencing the terms and conditions under which the Banks will extend to the Grantor certain loans in an aggregate principal amount of \$52,000,000; and

WHEREAS, to secure to the Banks the full and final payment of the said loans and the other Secured Obligations hereinafter described, the Grantor desires to execute and deliver this Deed of Trust covering the South Carolina Properties, hereinafter described, and other counterparts to this Deed of Trust which secure the same obligations and cover properties located in other states.

2800 3 49231A01

STATE OF SOUTH CAROLINA  
DOCUMENTARY  
STAMP TAX 335.69

