

**95th Street Between O & N
East Side of Street
Verification of Valero Ownership of Adjacent Properties**

Affected Property Parcels: Manchester Subdivision, Block 65, Lots 24 & 25

Parcel Identification Number(s): 1401570010001

Legal Description of Land: Res A, Block One (1) Valero Houston Refinery, more specifically Lot Twenty Four (24) and Lot Twenty Five (25) Block 65, Manchester Subdivision, being more fully described in Deeds P361603 and K447752 of the Official Public Records of Harris County, Texas.

Deed Information:

Lot 24 is covered by deed K447752 to Hill Petroleum Co. Document X382841 is an Affidavit of Corporate History that shows that Hill is now Valero Refining.

Lot 25 is covered by deed P361603 to Phibro Energy. Document X382841 is an Affidavit of Corporate History that shows that Phibro is now Valero Refining.

Valero Refining-Texas, L.P.
G&A # 5509

Tract No.	Valero-95 th -2
County of	Harris
State of	Texas

LIMITED TITLE CERTIFICATE

Parcel ID Number: 1401570010001

Legal Description of Land: Res A, Block One (1) Valero Houston Refinery, more specifically Lot Twenty Four (24) and Lot Twenty Five (25) Block 65, Manchester Subdivision, being more fully described in Deeds P361603 and K447752 of the Official Public Records of Harris County, Texas.

Current Vesting Owners: Valero Refining Co Texas

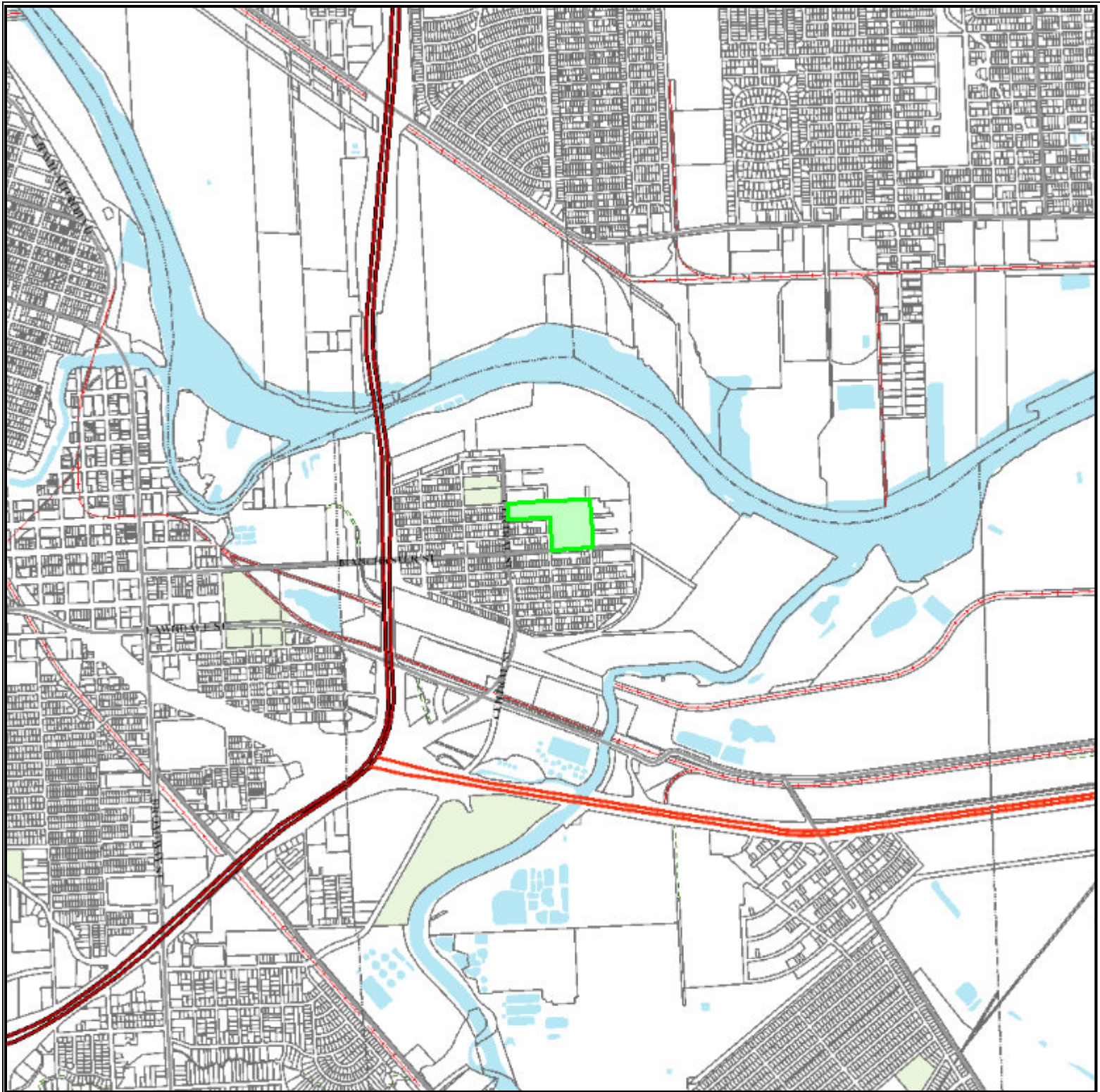
Acquired From: Grantor	Grantee	Type of Instr.	Date of Instr.	Date Instr. Recorded	Vol./Page Doc. No.
Hill Refining Co Hill Petroleum Co Phibro Refining, Inc. Phibro Energy USA, Inc. Basis Petroleum, Inc. Valero Refining Co-Texas	Valero Refining-Texas, L.P.	Affidavit of Corporate History	2/5/2004	2/9/2004	X382841
Lucille Curry	Phibro Energy USA, Inc. a Texas corporation	Warranty Deed	7/23/1993	7/28/1993	P361603
Charter International Oil Company	Hill Petroleum Co Phibro Energy, Inc.	Deed with Vendor's Lien*	3/12/1986	3/12/1986	K447752

Easements: Grantee	Type of Instr.	Date of Instr.	Date Instr. Recorded	Vol./Page Doc. No.
None of Record				

Taxes Paid By:	Address
Valero Refining Co Texas	PO Box 690110 San Antonio, TX 78269

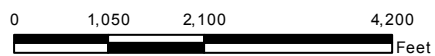
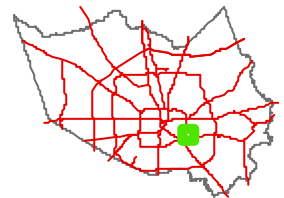
Comments: *Vendor on this deed was Phibro Energy, Inc. Both companies (Hill Petroleum and Phibro Energy, later became a part of Valero in 2004 per the corporate History document provided in this title package

Tax Year: 2020		HARRIS COUNTY APPRAISAL DISTRICT REAL PROPERTY ACCOUNT INFORMATION 1401570010001						Print E-mail			
Owner Services Similar Owner Name Nearby Addresses Same Street Name Related Map 5656D											
Ownership History Fiduciary Information											
Owner and Property Information											
Owner Name & Mailing Address: VALERO REFINING CO TEXAS PO BOX 690110 SAN ANTONIO TX 78269-0110				Legal Description: RES A BLK 1 VALERO HOUSTON REFINERY Property Address: 0 MANCHESTER ST HOUSTON TX 77012							
State Class Code		Land Use Code				Building Class			Total Units		
F2 -- Real, Industrial		8002 -- Land Neighborhood Section 2				E			0		
Land Area	Building Area	Net Rentable Area		Neighborhood		Market Area		Map Facet		Key Map®	
665,161 SF	0	0		5913.01		0 -- Place holder		5656D		535D	
Value Status Information											
Value Status			Notice Date				Shared CAD				
Noticed			04/03/2020				No				
Exemptions and Jurisdictions											
Exemption Type	Districts	Jurisdictions		Exemption Value		ARB Status		2019 Rate		2020 Rate	
None	001	HOUSTON ISD				Certified: 08/21/2020		1.136700			
	040	HARRIS COUNTY				Certified: 08/21/2020		0.407130			
	041	HARRIS CO FLOOD CNTRL				Certified: 08/21/2020		0.027920			
	042	PORT OF HOUSTON AUTHY				Certified: 08/21/2020		0.010740			
	043	HARRIS CO HOSP DIST				Certified: 08/21/2020		0.165910			
	044	HARRIS CO EDUC DEPT				Certified: 08/21/2020		0.005000			
	048	HOU COMMUNITY COLLEGE				Certified: 08/21/2020		0.100263			
	061	CITY OF HOUSTON				Certified: 08/21/2020		0.567920			
Texas law prohibits us from displaying residential photographs, sketches, floor plans, or information indicating the age of a property owner on our website. You can inspect this information or get a copy at HCAD's information center at 13013 NW Freeway.											
Valuations											
Value as of January 1, 2019						Value as of January 1, 2020					
	Market		Appraised			Market		Appraised			
Land	1,396,838				Land	1,396,837					
Improvement	0				Improvement	0					
Total	1,396,838		1,396,838		Total	1,396,837		1,396,837			
5-Year Value History											
Land											
Market Value Land											
Line	Land Use			Unit Type	Units	Size Factor	Site Factor	Appr O/R Factor	Appr O/R Reason	Total Adj	Unit Price
1	8002 -- Land Neighborhood Section 2 4428 -- Industrial Warehouse - Heavy - Non-Metallic			SF	665,161	1.00	1.00	0.60	Shape or Size	0.60	3.50
Building											
(No Building Data)											



**Harris
County
Appraisal
District**

DETAIL MAP OF ACCOUNT NUMBER 1401570010001



Date: 9/15/2020

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may **not** have been prepared for or be suitable for legal, engineering, or surveying purposes. It does **not** represent an on-the-ground survey and only represents the approximate location of property boundaries.



AFFIDAVIT OF CORPORATE HISTORY

THE STATE OF TEXAS §

COUNTY OF BEXAR §

X382841
02/09/04 300350635

\$75.00

BEFORE ME, the undersigned authority, on this day personally appeared J. Stephen Gilbert, Assistant Secretary of Valero Corporate Services Company, sole general partner of Valero Refining-Texas, L.P., and stated as follows:

Attached hereto are certified copies of the following documents on file with the Secretary of State of Texas reflecting the following changes in the name or structure of predecessors of Valero Refining-Texas, L.P.:

1. Hill Refining Company – Articles of Incorporation dated July 11, 1975.
2. Hill Petroleum Company – Change of name to Hill Petroleum Company from Hill Refining Company dated July 17, 1975.
3. Phibro Refining, Inc. – Change of name to Phibro Refining, Inc. from Hill Petroleum Company dated April 1, 1991.
4. Phibro Energy USA, Inc. – Articles of Merger of Phibro Asphalt, Inc., Phibro Refining-Texas City, Inc., PRI Petroleum, Inc. and Phibro Marine Fuels, Inc. into Phibro Refining, Inc. and change of name to Phibro Energy USA, Inc. dated December 30, 1991, to be effective December 31, 1991.
5. Basis Petroleum, Inc. – Change of name to Basis Petroleum, Inc. from Phibro Energy USA, Inc. dated February 13, 1996, to be effective April 1, 1996.
6. Valero Refining Company-Texas – Change of name to Valero Refining Company-Texas from Basis Petroleum, Inc. dated September 3, 1997, to be effective September 1, 1997.
7. Valero Refining-Texas, L.P. – Conversion to Valero Refining-Texas, L.P. from Valero Refining Company-Texas dated October 30, 2001, to be effective November 1, 2001.

EXECUTED as of this 5th day of **February, 2004.**

VALERO REFINING-TEXAS, L.P., a Texas limited partnership

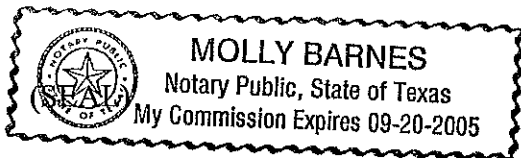
By: Valero Corporate Services Company,
a Delaware corporation, its General Partner

By: J. Stephen Gilbert
J. Stephen Gilbert, Assistant Secretary

THE STATE OF TEXAS §

COUNTY OF BEXAR §

SWORN TO AND SUBSCRIBED BEFORE ME on this 5th day of February, 2004 by J. Stephen Gilbert, Assistant Secretary of Valero Corporate Services Company, a Delaware corporation, general partner of VALERO REFINING-TEXAS, L.P., a Texas limited partnership, on behalf of said limited partnership.

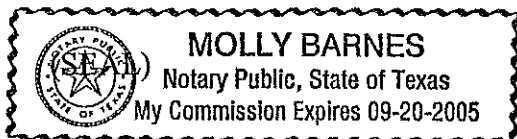


Molly Barnes
Notary Public in and for the State of Texas
My Commission Expires: 09/20/2005

THE STATE OF TEXAS §

COUNTY OF BEXAR §

This instrument was acknowledged before me on February 5th, 2004, by J. Stephen Gilbert, Assistant Secretary of Valero Corporate Services Company, a Delaware corporation, general partner of VALERO REFINING-TEXAS, L.P., a Texas limited partnership, on behalf of said limited partnership.



Molly Barnes
Notary Public in and for the State of Texas
My Commission Expires: 09/20/2005

UPON RECORDATION, RETURN TO:

✓
Greg N. Martin, Esq.
Baker Botts L.L.P.
910 Louisiana, Suite 3123
Houston, TX 77002

FILED
2004 FEB -9 PM 3:27
Shirley B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles of Incorporation

July 11, 1975

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on January 21, 2004.




Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION
OF
HILL REFINING COMPANY

FILED
In the Office of the
Secretary of State of Texas

JUL 11 1975

James B. Chote
Deputy Director, Corporation Division

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is Hill Refining Company.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are:

To deal in and transact business with respect to real and personal property and services subject to the Texas Business Corporation Act and to Part Four of the Texas Miscellaneous Corporation Laws Act; and

In general, to carry out any other business and to have and exercise all the powers conferred by the laws of Texas upon corporations formed under the Texas Business Corporation Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares of Common Stock of \$1.00 par value per share. No shareholder shall have any preemptive right to acquire any shares or securities of any class, whether now or hereafter

authorized, which may at any time be issued, sold or offered for sale by the corporation.

The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus therefor and unrestricted reduction surplus available therefor.

ARTICLE V.

The corporation will not commence business until there is received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000), consisting of money paid, labor done or property actually received.

ARTICLE VI.

The address of its initial registered office is 900 First City National Bank Building, Houston, Texas 77002; and the name of its initial registered agent at such address is Andrew E. Hill.

ARTICLE VII.

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

A. C. King	900 First City National Bank Bldg. Houston, Texas 77002
J. N. Warren	900 First City National Bank Bldg. Houston, Texas 77002
Andrew E. Hill	900 First City National Bank Bldg. Houston, Texas 77002

The right to cumulate votes in the election of directors is expressly prohibited.

ARTICLE VIII.

The names and addresses of the incorporators are:

John S. Watson	2100 First City National Bank Building Houston, Texas 77002
William G. Lee	2100 First City National Bank Building Houston, Texas 77002
Robert S. Baird	2100 First City National Bank Building Houston, Texas 77002

ARTICLE IX.

Except as may be provided in the Bylaws, the Board of Directors of this corporation is expressly authorized to alter, amend or repeal the Bylaws of this corporation or adopt new Bylaws, without any action on the part of the shareholders; but the Bylaws made by the Directors and the powers so conferred may be altered or repealed by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 11th day of July, 1975.

John S. Watson
John S. Watson

William G. Lee
William G. Lee

Robert S. Baird
Robert S. Baird

THE STATE OF TEXAS §

COUNTY OF HARRIS §

I, Vickie Elaine Looney, a Notary Public, do hereby certify that on this 11th day of July, 1975, personally appeared before me JOHN S. WATSON, WILLIAM G. LEE, and ROBERT S. BAIRD, who, being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

Vickie Elaine Looney
Notary Public in and for
Harris County, Texas
VICKIE ELAINE LOONEY
Notary Public in and for Harris County, Texas
My Commission Expires June 1, 1977

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles Of Amendment

July 17, 1975

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.




Geoffrey S. Connor
Secretary of State

PHONE(512) 463-5555
Prepared by: Beverly Mayfield

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

TTY7-1-1

ARTICLES OF AMENDMENT
BY THE SHAREHOLDERS
TO THE ARTICLES OF INCORPORATION
OF
HILL REFINING COMPANY

FILED
In the Office of the
Secretary of State of Texas

JUL 17 1975

Bip Kimbrough
Director, Corporation Division

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation for the purpose of changing the name of the corporation.

ARTICLE I.

The name of the corporation is Hill Refining Company.

ARTICLE II.

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on July 16, 1975. ARTICLE I of the Articles of Incorporation is hereby amended so as to read as follows:

"ARTICLE I.

The name of the corporation is Hill Petroleum Company."

ARTICLE III.

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

ARTICLE IV.

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

ARTICLE V.

The amendment does not effect a change in the amount of stated capital of the corporation which is \$1,000.

Dated: July 16, 1975

HILL REFINING COMPANY

By Andrew E. Hill
President

By Curtis E. Burson
Secretary

THE STATE OF TEXAS
COUNTY OF HARRIS

I, Jickie Elaine Looney, a Notary Public, do hereby certify that on this 16th day of July, 1975 personally appeared before me Andrew E. Hill, who declared that he is President of the corporation executing the foregoing document, and Curtis Burson, who declared that he is Secretary of the corporation executing the foregoing document, and being first duly sworn, acknowledged that they signed the foregoing document in the capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Jickie Elaine Looney
Notary Public in and for
Harris County, Texas



Office of the Secretary of State

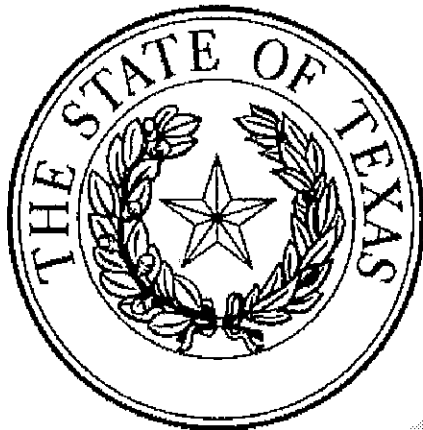
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles Of Amendment

April 01, 1991

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.




Geoffrey S. Connor
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
HILL PETROLEUM COMPANY

APR 1 1991
Corporations Section

ARTICLE ONE

The name of the corporation is Hill Petroleum Company.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted on March 20, 1991.

Article I is amended to read:

The name of the corporation is Philbro Refining, Inc.

ARTICLE THREE

The number of shares of the corporation outstanding and entitled to vote at the time of such adoption was 1,000.

ARTICLE FOUR

The holders of all shares outstanding and entitled to vote have signed a consent in writing adopting said amendment.

HILL PETROLEUM COMPANY

By: [Signature]
Its: Director & Vice President-
Supply & Trading

0 3 1 3 3 7 0 2 2 0 9

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF
HILL PETROLEUM COMPANY**

THE UNDERSIGNED, being the sole shareholder of Hill Petroleum Company (the "Company"), does hereby consent to the following resolutions:

WHEREAS, the Board of Directors of the Company has recommended to the sole shareholder that the name of the Company be changed to Phibro Refining, Inc., and that the Articles of Incorporation be amended as set forth in the Articles of Amendment attached hereto as Exhibit "A";

NOW THEREFORE BE IT

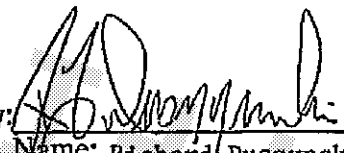
RESOLVED that the name of the Company be changed to Phibro Refining, Inc.;

RESOLVED FURTHER, that the Articles of Incorporation be amended as set forth in the Articles of Amendment attached hereto as Exhibit "A";

RESOLVED FURTHER, that the officers of the Company be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, to take or cause to be taken all such action, and to sign, execute, verify, acknowledge, certify to, file and deliver all such instruments and documents, as shall in the judgment of any such officer, be necessary or appropriate in order to effectuate the purposes of the foregoing resolution, the authorization and approval of the same by the Company to be conclusively evidenced by such execution and delivery.

EXECUTED as of this 20th day of March, 1991.

PHIBRO REFINING, INC.
a Delaware corporation

By: 
Name: Richard Duszynski
Title: Vice President -
Economics & Planning

CONSENT TO USE OF NAME

Phibro Refining - Texas City, Inc., a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of Phibro Refining, Inc. in the State of Texas.

IN WITNESS WHEREOF, the said Phibro Refining-Texas City, Inc. has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 6th day of March 19 91.

Phibro Refining-Texas City, Inc.

By: Ernst Weir

President

Attest:
Michael D. Young
Michael D. Young
Secretary

(SEAL.)

(GENERAL - 500 - 7/1/90)



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:


VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles Of Merger

December 30, 1991

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.




Geoffrey S. Connor
Secretary of State

PHONE(512) 463-5555
Prepared by: Beverly Mayfield

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

TTY7-1-1

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF MERGER
OF
PHIBRO ASPHALT, INC.
PHIBRO REFINING-TEXAS CITY, INC.
PRI PETROLEUM, INC.
PHIBRO MARINE FUELS, INC.
WITH AND INTO
PHIBRO REFINING, INC.

DEC 30 1991

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The names of the corporations to be merged under these Articles and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Phibro Refining, Inc.	Texas
Phibro Asphalt, Inc.	Delaware
Phibro Refining-Texas City, Inc.	Delaware
PRI Petroleum, Inc.	Delaware
Phibro Marine Fuels, Inc.	Delaware

2. The laws of the State of Delaware under which each of Phibro Asphalt, Inc., Phibro Refining-Texas City, Inc., PRI Petroleum, Inc. and Phibro Marine Fuels, Inc. is organized permit such merger.

3. The Agreement and Plan of Merger (the "Plan") is set forth as Exhibit A and incorporated by reference into these Articles.

4. Pursuant to the Plan, the merger shall be effective as of the 31st day of December, 1991, at 11:59 p.m. E.S.T.

5. As to the undersigned domestic corporation, the approval of whose sole stockholder is required, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>No. of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Phibro Refining, Inc.	1,000	Common	N/A

6. As to the undersigned domestic corporation, the approval of whose sole stockholder is required, the number of shares represented by written consent of sole stockholder approving and not approving the Plan are as follows:

Name of Corporation	Total Number of Shares Rep. by Written Consent for the Plan	Total Number of Shares Rep. by Written Consent Against the Plan	Number of Shares Entitled to Vote as a Class		
			Class	Voted For Plan	Voted Against Plan
Phibro Refining, Inc.	1,000	-0-	Common	N/A	N/A

7. The Plan and the performance of its terms were duly authorized by all action required by the laws of the State of Delaware, the state of incorporation of Phibro Asphalt, Inc., Phibro Refining-Texas City, Inc., PRI Petroleum, Inc. and Phibro Marine Fuels, Inc. and by their respective constituent documents.

Dated: December 27, 1991.

PHIBRO REFINING, INC.
a Texas corporation

By: Robert M. Flavin
Robert M. Flavin
Executive Vice President -
Operations & Administration

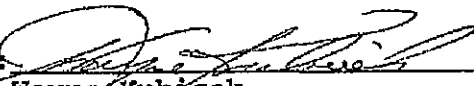
PHIBRO ASPHALT, INC.
a Delaware corporation

By: Wayne Kubicek
Wayne Kubicek
Assistant Secretary

PHIBRO REFINING-TEXAS CITY, INC.
a Delaware corporation

By: Wayne Kubicek
Wayne Kubicek
Vice President

PRI PETROLEUM, INC.
a Delaware corporation

By: 
Wayne Kubicek
Assistant Secretary

PHIBRO MARINE FUELS, INC.
a Delaware corporation


By: 
Wayne Kubicek
Assistant Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of December, 31, 1991, pursuant to Section 252 of the General Corporation Law of the State of Delaware, and Article 5.01 of the Texas Business Corporation Act, by and among Phibro Asphalt, Inc., Phibro Refining - Texas City, Inc., PRI Petroleum, Inc., Phibro Marine Fuels, Inc., all being Delaware corporations (such corporations being hereinafter collectively referred to as the "Non-Surviving Corporations"), and Phibro Refining, Inc., a Texas corporation ("Phibro Refining"), (the Non-Surviving Corporations and Phibro Refining being hereinafter collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of each of the Constituent Corporations deem it advisable and in the best interests of said corporations that the Non-Surviving Corporations be merged with and into Phibro Refining (Phibro Refining sometimes hereinafter referred to as the "Surviving Corporation") as authorized by the laws of the States of Delaware and Texas under and pursuant to the terms and conditions hereinafter set forth, and each such Board has fully approved this Agreement and Plan of Merger (this "Plan");

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval or adoption of this Plan by the requisite vote of the sole stockholder of each of the Constituent Corporations, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I

Merger

Section 1.1. Surviving Corporation. Subject to the adoption and approval of this Plan by the requisite vote of the sole stockholder of each of the Constituent Corporations and to the other conditions hereinafter set forth, the Non-Surviving Corporations shall be, upon the effective date of the merger, as defined in Section 1.3 hereof, merged into a single, surviving corporation, which shall be Phibro Refining, which shall continue its corporate existence and remain a Texas corporation governed by and subject to the laws of that State.

Section 1.2. Stockholder Approval. This Plan shall be submitted for adoption and approval by the sole stockholder of each of the Constituent Corporations in accordance with the applicable laws of the States of Delaware or Texas, as appropriate, at either a Special Meeting called and held for such purpose or by Written Statement of Consent of the Sole Stockholder.

Section 1.3. Effective Date. The merger shall become effective on the 31st day of December, 1991, at 11:59 p.m. E.S.T. The date upon which the merger shall become effective, as defined by this Section 1.3, is referred to in this Plan as the "Effective Date."

ARTICLE II

Name and Continuing Corporate Existence of Surviving Corporation

Section 2.1. Name and Existence. The corporate name of Phibro Refining, the Surviving Corporation whose corporate existence is to survive this merger, shall be changed to "Phibro Energy USA, Inc." pursuant to an amendment to Phibro Refining's Articles of Incorporation. Phibro Refining shall continue after this merger as the Surviving Corporation, and its identity, existence, purpose, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of the Non-Surviving Corporations shall be wholly merged into Phibro Refining, the Surviving Corporation, and Phibro Refining shall be wholly vested therewith. Accordingly, on the Effective Date, the separate existence of the Non-Surviving Corporations, except insofar as continued by statute, shall cease.

ARTICLE III

Governing Law and Certificate of Incorporation of Surviving Corporation

Section 3.1. Texas Law Governs and Phibro Refining's Articles of Incorporation Survive. The laws of Texas shall continue to govern the Surviving Corporation. On the Effective Date, Article I of the Articles of Incorporation of Phibro Refining shall be amended to read as follows: "The name of the corporation is Phibro Energy USA, Inc." From and after the Effective Date, such Articles of Incorporation, as so amended, and as the same may thereafter be amended as provided by law, shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE IV

Bylaws of Surviving Corporation

Section 4.1. Phibro Refining's Bylaws Survive. On and after the Effective Date, the Bylaws of Phibro Refining, as in effect on the Effective Date, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions of law, the Articles of Incorporation, and the Bylaws of the Surviving Corporation.

ARTICLE V

Directors and Officers of
Surviving Corporation

Section 5.1. Directors and Officers of Surviving Corporation. On and after the Effective Date, the board of directors and officers of Phibro Refining holding office on the Effective Date shall constitute the board of directors and officers of the Surviving Corporation, who shall hold office until the next Annual Meeting of the Stockholders and Directors and until their successors shall have been elected and qualified.

ARTICLE VI

Capital Stock of Surviving Corporation

Section 6.1. Capital Stock as in Phibro Refining's Articles of Incorporation. The authorized number of shares of capital stock of the Surviving Corporation, the par value, designation, preferences, rights and limitations thereof and the express terms hereof, shall be as set forth in the Articles of Incorporation of the Surviving Corporation.

ARTICLE VII

Cancellation of Securities on Merger

Section 7.1. Cancellation of Non-Surviving Corporation's Stock. The sole stockholder of all of the Constituent Corporations will remain the sole stockholder of the Surviving Corporation. Accordingly, on the Effective Date, each share of common stock of the Non-Surviving Corporations then issued and outstanding or held in treasury prior to the Effective Date, shall, without further action on the part of the Surviving Corporation, be cancelled and retired.

Section 7.2. Non-Surviving Corporations' Transfer Books Closed. On the Effective Date, the stock transfer books of each of

the Non-Surviving Corporations shall be deemed closed, and no transfer of any shares of the Non-Surviving Corporations shall thereafter be made or consummated.

ARTICLE VIII

Assets and Liabilities

Section 8.1. Assets and Liabilities of Non-Surviving Corporations Become Those of Surviving Corporation. On the Effective Date, all rights, privileges, powers, immunities and franchises of each of the Non-Surviving Corporations, both of a public and private nature, and all property, real, personal, and mixed, and all debts due on whatever account, as well as stock subscriptions and all other choses or things in action, and all and every other interest of or belonging to or due to any of the Non-Surviving Corporations, shall be taken by or deemed to be transferred to and shall vest in the Surviving Corporation without further act or deed, and all such rights, privileges, powers, immunities and franchises, property, debts, choses or things in action, and all and every other interest of each of the Non-Surviving Corporations shall be thereafter as effectively the property of the Surviving Corporation as they were of the respective Non-Surviving Corporations, and the title to any real or other property and any interest therein, whether vested by deed or otherwise, of any of the Non-Surviving Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of each of the Non-Surviving Corporations shall be preserved unimpaired and all debts, liabilities, restrictions, obligations and duties of the respective Non-Surviving Corporations, shall thenceforth attach to the Surviving Corporation and may be enforced against and by it to the same extent as if said debts, liabilities, restrictions, obligations and duties had been incurred or contracted by it. All actions or proceedings pending by or against any of the Non-Surviving Corporations may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation shall be substituted in place of any of the Non-Surviving Corporations.

Section 8.2. Conveyances to Surviving Corporation. Each of the Non-Surviving Corporations hereby agrees, respectively, that from time to time, as and when requested by the Surviving Corporation, or its successors and assigns, to execute and deliver or cause to be executed and delivered, all such deeds, conveyances, assignments and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation, its successors and assigns, may deem necessary or desirable in order to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of

all of the property, rights, privileges, powers, immunities, franchises and interests referred to in this Article VIII of the Plan and otherwise carry out the intents and purposes of the Plan.

Section 8.3. Accounting Treatment. The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amount at which they, respectively, shall then be carried on the books of such Constituent Corporation, subject to such adjustments or elimination of inter-company items as may be appropriate in giving effect to the merger.

ARTICLE IX

Other Provisions with Respect to Merger

Section 9.1. Filing Documents of Merger. After the approval or adoption of this Plan by the sole stockholder of each Constituent Corporation in accordance with the requirements of the laws of the States of Delaware and Texas, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the States of Delaware and Texas.

ARTICLE X

Approval of the Merger

Section 10.1. Approval of the Merger. In order for the merger to become effective, the following action shall have been taken:

(1) This Plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the Texas Business Corporation Act, as appropriate;

(2) The Articles of Merger (with this Plan attached as a part thereof), setting forth the information required by, and executed and acknowledged in accordance with, the Texas Business Corporation Act, shall be filed in the office of the Secretary of State of the State of Texas and a Certificate of Merger shall be issued by such Secretary of State; and

(3) The Certificate of Merger, setting forth the information required by, and executed and acknowledged in accordance with, the General Corporation Law of the State

of Delaware, shall be filed in the Office of the Secretary of State of the State of Delaware.

ARTICLE XI

Miscellaneous

Section 11.1. Successors and Assigns. This Plan shall be binding upon and shall inure to the benefit of the parties hereto, their successors and assigns.

Section 11.2. Counterparts. For the convenience of the parties and pursuant to the filing of this Plan, any number of counterparts thereof may be executed and each such counterpart shall be deemed an original instrument, but all such counterparts together shall constitute but one instrument and a fully executed counterpart thereof shall be delivered to each party hereto.

Section 11.3. Applicable Law. This Plan shall be governed by and construed and enforced in accordance with the laws of the State of Texas.

Section 11.4. Entire Agreement. This Plan constitutes the entire Agreement and understanding between the Constituent Corporations, and supersedes any prior agreement or understanding relating to the subject matter of this Plan. This Plan may be modified or amended only by written instrument executed by all parties hereto.

Section 11.5. Termination and Abandonment Before or After Stockholder Votes. The Plan may be terminated and the merger contemplated herein abandoned on or prior to the Effective Date, whether before or after adoption by the sole stockholder of any of the Constituent Corporations, by the mutual consent of all of the Constituent Corporations, and this Plan shall become void and have no effect without any liability on the part of any party.

IN WITNESS WHEREOF, the corporate parties have caused this Plan to be signed in their respective corporate names by their respective duly authorized officers, all as of the day and year first above written.

ATTEST:

PHIBRO ASPHALT, INC.

By: _____
Wayne Kubicek
Assistant Secretary

By: _____
Michael D. Young
Secretary

ATTEST:

PHIBRO REFINING - TEXAS CITY, INC.

By: _____
Michael D. Young
Secretary

By: _____
Wayne Kubicek
Vice President

ATTEST:

PRI PETROLEUM, INC.

By: _____
Wayne Kubicek
Assistant Secretary

By: _____
Michael D. Young
Secretary

ATTEST:

PHIBRO MARINE FUELS, INC.

By: _____
Wayne Kubicek
Assistant Secretary

By: _____
Michael D. Young
Secretary

ATTEST:

PHIBRO REFINING, INC.

By: _____
Wayne Kubicek
Assistant Secretary

By: _____
Robert M. Flavin
Executive Vice President -
Operations & Administration



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles Of Amendment

February 13, 1996

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHIBRO ENERGY USA, INC.**

FILED
In the Office of the
Secretary of State of Texas
FEB 13 1996
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act ("Act"), the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Phibro Energy USA, Inc.

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the sole shareholder of the corporation on February 12, 1996. The amendment alters or changes Article I of the Articles of Incorporation, which is amended to read in its entirety as follows:

The name of the corporation is Basis Petroleum, Inc.

ARTICLE THREE

The foregoing amendment shall be effective as of the 1st day of April, 1996, at 12:01 a.m., C.S.T.

ARTICLE FOUR

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

ARTICLE FIVE

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment.

Dated: February 12, 1996.

PHIBRO ENERGY USA, INC.

By: [Signature]
Name: Walter Kautsky
Title: Secretary of General Council



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

VALERO REFINING COMPANY-TEXAS
Filing Number: 36358900

Articles Of Amendment

September 03, 1997

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.




Geoffrey S. Connor
Secretary of State

1 0 2 4 4 7 0 1 4 9 5
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BASIS PETROLEUM, INC.

FILED
In the Office of the
Secretary of State of Texas
SEP. 3 1997
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act ("Act"), the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is Basis Petroleum, Inc.

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the sole shareholder of the corporation on August 29, 1997. The amendment alters or changes Article I of the Articles of Incorporation, which is amended to read in its entirety as follows:

"ARTICLE I.

The name of the corporation is Valero Refining Company-Texas."

ARTICLE THREE

The foregoing amendment shall be effective as of the 1st day of September, 1997, at 12:01 a.m., C.S.T.

ARTICLE FOUR

The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.

ARTICLE FIVE

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a consent in writing pursuant to Article 9.10 of the Act adopting said amendment.

Dated: September 2, 1997

BASIS PETROLEUM, INC.

By: 

William B. Greehey
Chairman of the Board, Chief Executive
Officer and Proxy

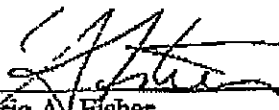
CONSENT TO USE OF NAME

To the Secretary of State of
the State of Texas
Statutory Filings Division
Corporations Section
James Earl Rudder Office Building
1019 Brazos Street
Austin, Texas 78711

Valero Refining Company, a Delaware corporation authorized to do business in Texas, hereby consents to the use of the name "Valero Refining Company-Texas" by Valero Refining Company-Texas, a Texas corporation, for the purpose of said corporation filing its Articles of Amendment to the Articles of Incorporation.

Executed this 3rd day of September, 1997.

Valero Refining Company


Eric A. Fisher
Assistant Secretary

UNOFFICIAL COPY



Office of the Secretary of State

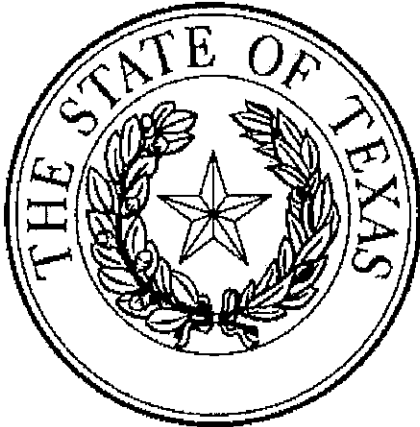
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Valero Refining-Texas, L.P.
Filing Number: 800023619

Articles of Conversion

October 30, 2001

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 21, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

ARTICLES OF CONVERSION

FOR

VALERO REFINING COMPANY-TEXAS

FILED

In the Office of the
Secretary of State of Texas

OCT 30 2001

Corporations Section

The undersigned being the duly authorized representative of Valero Refining Company-Texas, a Texas corporation, hereby executes these Articles of Conversion pursuant to Article 5.18 of the Texas Business Corporation Act ("TBCA"):

It is hereby certified as follows:

1. The name of the converting corporation is "Valero Refining Company-Texas", a Texas corporation ("Converting Entity").
2. The name of the limited partnership to which the Converting Entity is to be converted is "Valero Refining-Texas, L.P.", a Texas limited partnership ("Converted Entity").
3. A Plan of Conversion and Reorganization for the Converting Entity to convert into a Texas limited partnership ("Plan") has been duly approved and has not been abandoned. An executed copy of the Plan is on file at the principal place of business of the Converting Entity at One Valero Place, San Antonio, Texas 78212, and will be on file from and after the conversion at the principal place of business of the Converted Entity at One Valero Place, San Antonio, Texas 78212 and will be furnished by the Converting Entity (prior to the conversion) or Converted Entity (after the conversion) on written request without cost to any partner or shareholder of the Converted Entity or Converting Entity (as applicable).
4. Approval of the Plan was duly authorized by all action required by the TBCA, the laws of Texas and the Converting Entity's constituent documents. The Converting Entity has 2,000 shares of authorized common stock, \$0.01 par value (and no other authorized stock) with 1,000 shares outstanding, all of which voted in favor of the conversion and adoption of the Plan.
5. Under the Plan, the Converted Entity will continue its existence in the form of a Texas limited partnership.
6. Under the Plan, the Converted Entity will be liable for payment of all applicable fees and franchise taxes of the Converting Entity as required by law.

7. As provided in the Plan, the conversion shall be effective at 12:01 a.m. on November 1, 2001.

Dated as of October 30, 2001.

Valero Refining Company-Texas

By: T. Wyatt Stripling

T. Wyatt Stripling
Vice President

45069787.1

CERTIFICATE OF LIMITED PARTNERSHIP
OF
VALERO REFINING-TEXAS, L.P.

1. The name of this limited partnership is "Valero Refining-Texas, L.P."
2. This limited partnership is formed pursuant to a Plan of Conversion and Reorganization for Valero Refining Company-Texas, a Texas corporation ("Converting Entity"), under Section 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act. The address of the Converting Entity is One Valero Place, San Antonio, Texas 78212, and it was originally formed as a Texas corporation on July 11, 1975.
3. The address of the limited partnership's registered office in Texas is 1021 Main Street, #1150, Houston, Texas 77002 and the name of the limited partnership's registered agent in Texas at such address is CT Corporation System.
4. The address of the principal office in the United States where records of the partnership are to be kept is One Valero Place, San Antonio, Texas 78212.
5. The name, mailing address, and street address of the sole general partner is:

Name of General Partner

Mailing and Street Address

Valero Corporate Services Company

One Valero Place
San Antonio, Texas 78212

6. This Certificate of Limited Partnership shall be effective on November 1, 2001.

The undersigned affirms under penalty of perjury that this Certificate is executed on October 30, 2001, and to the best of its knowledge and belief, the facts stated in this Certificate are true.

General Partner:

**VALERO CORPORATE SERVICES
COMPANY**

By: T. Wyatt Stupling

T. Wyatt Stupling
Vice President

CONSENT TO USE OF NAME

To the Secretary of State of
the State of Texas
Division of Corporations
1019 Brazos, Suite 105
Austin, TX 78701

Each of Valero Refining Company-California, Valero Refining Company-Louisiana, and Valero Refining Company-New Jersey, each Delaware corporations qualified to do business in Texas, hereby consents to the use of the name "Valero Refining-Texas, L.P." by Valero Refining Company-Texas, a Texas corporation, which will change its name to "Valero Refining-Texas, L.P." during a conversion, to be effective on or about November 1, 2001.

Executed this 30th day of October, 2001.

VALERO REFINING COMPANY-CALIFORNIA

By: T. Wyatt Stripling
T. Wyatt Stripling
Vice President

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

FEB - 9 2004



Dorely B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

VALERO REFINING COMPANY-LOUISIANA

By: T. Wyatt Stripling
Title: _____
T. Wyatt Stripling
Vice President

VALERO REFINING COMPANY-NEW JERSEY

By: T. Wyatt Stripling
Title: _____
T. Wyatt Stripling
Vice President

43071406.1

TOTAL P.05

WD
P361603

WARRANTY DEED

GF #

ATTN:

HOLD
HOUSTON TITLE
9306 1154
New

THE STATE OF TEXAS §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

07/28/93 00280149 P361603 \$ 7.00

That LUCILLE CURRY, a feme sole ("Grantor"), whose current mailing address is 1600 Texas Street, Apt. #11, Fort Worth, Texas 76102, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other valuable consideration to the Grantor paid by the Grantee herein named, the receipt and sufficiency of which is hereby acknowledged, has GRANTED, SOLD AND CONVEYED, and by these presents does GRANT, SELL AND CONVEY unto PHIBRO ENERGY USA, INC., a Texas corporation ("Grantee") of Harris County, Texas, all of the following described real property, together with all improvements thereon, in Harris County, Texas, to-wit:

7
X
Lots Twenty-five (25) and Twenty-six (26), in Block Sixty-five (65) of MANCHESTER, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 6, Page 26, of the Map Records of Harris County, Texas.

This conveyance is made and accepted subject only to the restrictions contained in Volume 6, Page 26, of the Map Records of Harris County, Texas, and in Volume 761, Page 500 of the Deed Records of Harris County, Texas, to the extent the same are valid and subsisting and affect the property.

TO HAVE AND TO HOLD the above described property and premises, together with all and singular the rights and appurtenance thereto in anywise belonging unto the said Grantee, its successors and assigns forever; and Grantor does hereby bind herself, her heirs, administrators, executors and assigns to WARRANT AND FOREVER DEFEND all and singular the said property and premises unto the said Grantee, its successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXECUTED this 23 day of July, 1993.

Grantor:

Lucille Curry

LUCILLE CURRY

Social Security No. 460-16-0367

166-42-1972

166-42-1973

Grantee's Address:

Phibro Energy USA, Inc.
500 Dallas, Suite 3200
Houston, TX 77002

THE STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

This instrument was acknowledged before me on July 23, 1993,
by LUCILLE CURRY.



Annie M. Sampler
Printed Name: Annie M. Sampler
Notary Public in and for the
State of T E X A S

My Commission Expires: 8-13-94

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me; and was
duly RECORDED, in the Official Public Records of Real Property of
Harris County, Texas on

JUL 28 1993



Dee C. Ryan
COUNTY CLERK
HARRIS COUNTY, TEXAS

Dee C. Ryan
COUNTY CLERK
HARRIS COUNTY, TEXAS

93 JUL 28 PM 2:35

FILED

Recd
K447752

041-64-1732

DEED WITH VENDOR'S LIEN

THE STATE OF TEXAS

COUNTY OF HARRIS

“ §
§
§

KNOW ALL MEN BY THESE PRESENTS:

03/12/86 00228803 K447752 \$ 48.00

48
X
THAT CHARTER INTERNATIONAL OIL COMPANY, a Texas corporation of Harris County, Texas ("Grantor"), for and in consideration of the sum of TEN DOLLARS (\$10.00) and other consideration in cash to the undersigned paid by HILL PETROLEUM COMPANY, a Texas corporation ("Grantee"), the receipt of which is hereby acknowledged, which cash consideration was paid to the Grantor herein by PHIBRO ENERGY, INC. ("Lender"), at the instance and request of the Grantee herein, the receipt of which is hereby acknowledged, as evidence of which said Grantee has executed and delivered its one certain promissory note of even date herewith, in the principal sum of Forty-Five Million and No/100 Dollars (\$45,000,000.00) payable to the order of Lender, as therein provided and bearing interest at the rates specified and providing for acceleration of maturity in event of default and for attorney's fees, (the "Note") (the terms and conditions of which are incorporated herein by reference as though fully set forth herein), has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL, and CONVEY, unto Grantee, those certain tracts of land situated in Harris County, Texas, and more fully described in Exhibit "A" attached hereto and made a part hereof (the "Land"), together with

(i) all buildings, structures, fixtures, and improvements located thereon (the "Improvements");

(ii) all of Grantor's right, title, and interest in and to all easements, tenements, hereditaments, privileges, and appurtenances in any way belonging or appertaining to the Land or Improvements;

(iii) all of Grantor's right, title, and interest in and to any land lying in the bed of any highway, street, road, avenue or alley open or proposed, in front of or abutting or adjoining the Land; all of Grantor's right, title and interest in and to adjacent strips or gores of real estate; and all of Seller's right, title and interest in and to any award made after the date hereof in lieu thereof and in and to any unpaid award for damage to the Land by reason of a change of grade of any highway, street, road or avenue adjoining the Land;

(iv) all rights to the present or future use of wastewater, drainage, water or other utility facilities to the extent transferable and to the extent such use benefits the Land or Improvements, including without limitation all reservations of or commitments covering any such use in the future, whether now owned or hereafter acquired (including specifically all Wastewater Capacity Reservations and Capital Recovery Charge Receipts, if any, issued by the City of Houston and relating to the Land or Improvements); and

(v) all of the Grantor's right, title and interest in and to (1) the use of all easements, if any, whether or not of record, appurtenant to the Land and (2) the use of all strips and rights-of-way, if any, abutting, adjacent, contiguous or adjoining the Land

(collectively the "Property"), SUBJECT, HOWEVER, to those exceptions, reservations and other matters described on Exhibit "B" attached hereto and made a part hereof for all purposes, to the extent and only to the extent the same are valid and subsisting and affect the Property.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereunto in anywise belonging unto Grantee, its successors and assigns forever.

But it is expressly agreed that the Vendor's Lien as well as the Superior Title in and to the Property, subject, however, to the matters set forth as Exhibit "B" hereto, is retained against the Property until the Note and all interest thereon are fully paid according to the face, tenor, effect and reading thereof, when this Deed shall become absolute, with said Vendor's Lien and Superior Title herein retained to the extent of cash advanced by Lender being hereby transferred, assigned, sold and conveyed to Lender, its successors and assigns, without warranty by or recourse on Grantor.

Notwithstanding anything herein to the contrary, this Deed is made without any warranty of title, either expressed or implied. EXCEPT AS EXPRESSLY PROVIDED IN OTHER AGREEMENTS BETWEEN GRANTOR AND GRANTEE, THE PROPERTY IS SOLD "AS IS" AND GRANTOR MAKES NO WARRANTY, EITHER EXPRESSED OR IMPLIED, IN FACT OR BY LAW, WHETHER OF MERCHANTABILITY, FITNESS FOR ANY

PARTICULAR PURPOSES, CONDITION OR OTHERWISE, CONCERNING ANY OF THE PROPERTY.

EXECUTED this 12th day of March, 1986.

CHARTER INTERNATIONAL OIL COMPANY W

By *J. D. Francis* President

ATTEST:

William Buck
Assistant Secretary

GRANTOR

Address of Grantee:
Hill Petroleum Company
600 Steamboat Road
Greenwich, Connecticut 06830

with copy to:
Greg N. Martin
Hutcheson & Grundy
3300 Citicorp Center
Houston, Texas 77002

THE STATE OF TEXAS

COUNTY OF HARRIS

§
§
§
This instrument was acknowledged before me on this the 12 day of March, 1986, by *James D. Francis* President of Charter International Oil Company, a Texas corporation, on behalf of said corporation.

[Signature]
Notary Public in and for
The State of TEXAS

My Commission Expires:

JOHN S. HOLLYFIELD
Notary Public in and for the State of Texas
My Commission Expires 10-31-88.

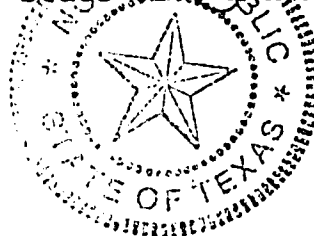


EXHIBIT "A"

TRACT: 7.6302 ACRES
JUNE 27, 1975

HARRIS COUNTY, TEXAS

PART I
TRACT I

CALLAHAN & VINCE SURVEY
J. R. HARRIS SURVEY
MAIN OFFICE - TRACT NO. 1

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 7.6302 ACRES OF LAND, OUT OF THE CALLAHAN AND VINCE SURVEY AND THE J. R. HARRIS SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A POINT FOR CORNER, BEING THE NORTHEAST CORNER OF THE TRACT HEREIN BEING DESCRIBED AT ITS INTERSECTION WITH THE SOUTH RIGHT-OF-WAY OF MANCHESTER AVENUE 70 FOOT RIGHT-OF-WAY, AND THE WEST BOUNDARY OF THE PUBLIC BELT RAILROAD 50 FOOT RIGHT-OF-WAY, SAID POINT BEING MARKED BY A 4" BOILER PIPE (RECOVERED) HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,184,594.79$; $Y=704,158.69$ AND BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "0913" AND HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,184,769.63$; $Y=702,744.24$ AND BEING $N07^{\circ} 02' 47''W$, 1,425.22 FEET TO SAID POINT OF BEGINNING.

THENCE $S02^{\circ} 45' 56''E$, 511.05 FEET ALONG THE EAST BOUNDARY OF THIS TRACT, COMMON WITH THE WEST BOUNDARY LINE OF THE AFOREMENTIONED PUBLIC BELT RAILROAD 50 FOOT RIGHT-OF-WAY, TO A POINT FOR CORNER, BEING THE SOUTHEAST CORNER OF THIS TRACT AT ITS INTERSECTION WITH THE NORTH RIGHT-OF-WAY BOUNDARY OF THE MUNICIPAL BELT RAILROAD 50 FOOT RIGHT-OF-WAY, MARKED BY A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED AS FOLLOWS: " $X=3,184,619.45$; $Y=703,648.24$ ". AT 510.48 FEET PASS A 3" GALVANIZED IRON PIPE AT FENCE CORNER.

THENCE $N71^{\circ} 31' 45''W$, 1,347.96 FEET ALONG THE SOUTHERLY BOUNDARY OF THIS TRACT, AS PARTIALLY FENCED AND OCCUPIED, TO A POINT FOR CORNER, BEING THE SOUTHWEST CORNER OF THIS TRACT AT ITS INTERSECTION WITH THE EAST BOUNDARY OF OCCIDENTAL CHEMICAL COMPANY OF TEXAS PROPERTY. AT 1,112.20 FEET PASS A 2" GALVANIZED IRON PIPE AT FENCE CORNER, BEING 0.53 FEET NORTH OF SAID PROPERTY LINE.


THENCE $N03^{\circ} 09' 54''W$, 18.02 FEET ALONG THE WEST BOUNDARY OF THIS TRACT, COMMON WITH THE EAST BOUNDARY OF THE AFOREMENTIONED OCCIDENTAL CHEMICAL CO. OF TEXAS PROPERTY, TO A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED AS FOLLOWS: " $X=3,183,339.93$; $Y=704,093.30$ ".

THENCE $N87^{\circ} 01' 01''E$, 1,256.56 FEET ALONG THE NORTH BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE SOUTH BOUNDARY OF THE AFOREMENTIONED MANCHESTER AVENUE 70 FOOT RIGHT-OF-WAY, TO THE POINT OF BEGINNING CONTAINING 7.6302 ACRES OF LAND. AT 55.18 FEET PASS A 3" GALVANIZED IRON PIPE AND FENCE CORNER. AT 954.53 FEET PASS A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED AS FOLLOWS: " $X=3,184,293.17$; $Y=704,142.98$ ". TOGETHER WITH EASEMENT RIGHTS CONTAINED IN THAT CERTAIN DEED RECORDED IN VOLUME 398, PAGE 395 DEED RECORDS OF HARRIS COUNTY, TEXAS.

RAS:hrrf

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", MAIN OFFICE TRACT NO. 1, DATED JUNE 11, 1975.




N. R. RICKER
REG. PUBLIC SURVEYOR NO. 557

COPY UNOFFICIAL

EXHIBIT "A"

TRACT: 15.7878 ACRES

HARRIS COUNTY, TEXAS

JUNE 27, 1975

PART I
TRACT II

CALLAHAN & VINCE SURVEY

J. R. HARRIS SURVEY

TANK FARM TRACT NO. 2

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 15.7878 ACRES OF LAND, OUT OF THE CALLAHAN & VINCE SURVEY AND THE J. R. HARRIS SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A POINT FOR CORNER, BEING THE NORTHEAST CORNER OF THIS TRACT MARKED BY A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,184,679.44; Y=703,575.48", SAID POINT OF BEGINNING BEING AT ITS INTERSECTION WITH THE SOUTH RIGHT-OF-WAY OF THE MUNICIPAL BELT RAILROAD 50 FOOT RIGHT-OF-WAY, A WESTERLY BOUNDARY OF THE LIQUILUX GAS SERVICES, INC. PROPERTY, AND BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "0913" HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,184,769.63; Y=702,744.24, AND BEING N06° 11' 31"W, 836.12 FEET TO SAID POINT OF BEGINNING.

THENCE S03° 43' 26"E, 205.70 FEET ALONG THE EAST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING COMMON WITH A WESTERLY BOUNDARY OF SAID LIQUILUX GAS SERVICES, INC. PROPERTY, TO A 3/4" PIPE IN CONCRETE (RECOVERED) FOR CORNER, BEING THE SOUTHEAST CORNER OF THIS TRACT, HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,184,692.80; Y=703,370.22.

THENCE S72° 15' 56"W, 390.63 FEET ALONG A SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH A NORTHERLY BOUNDARY OF SAID LIQUILUX GAS SERVICES, INC. PROPERTY, TO A 3" GALVANIZED IRON PIPE AT FENCE CORNER AT ITS INTERSECTION WITH THE WEST BOUNDARY OF SAID CALLAHAN & VINCE SURVEY, BEING COMMON WITH THE EASTERLY BOUNDARY OF SAID J. R. HARRIS SURVEY, SAID CORNER BEING REFERENCED FROM A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC REFERENCE MONUMENT 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,184,320.43; Y=703,261.23" AND BEING S01° 46' 16"E, 10.00 FEET ALONG SAID COMMON SURVEY LINE TO THE AFOREMENTIONED PROPERTY CORNER.

THENCE S01° 46' 16"E, 129.07 FEET ALONG AN EASTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING COMMON WITH THE WESTERLY BOUNDARY OF THE AFOREMENTIONED LIQUILUX GAS SERVICES, INC. PROPERTY, AND BEING ALSO THE AFOREMENTIONED COMMON SURVEY LINE, THE WEST BOUNDARY OF SAID CALLAHAN & VINCE SURVEY, COMMON WITH THE EAST BOUNDARY OF SAID J. R. HARRIS SURVEY, TO A 3" GALVANIZED IRON PIPE AND FENCE CORNER, BEING THE SOUTHERNMOST SOUTHEAST CORNER OF THIS TRACT AT ITS INTERSECTION WITH THE NORTHERLY RIGHT-OF-WAY OF THE G. H. & H. RAILROAD 50 FOOT RIGHT-OF-WAY.

TRACT: 15.7878 ACRES

HARRIS COUNTY, TEXAS

THENCE ALONG THE SOUTHERN BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, AND ALONG AN ARC (TO THE RIGHT), BASED ON A CENTRAL ANGLE OF $38^{\circ}07'29''$ (RIGHT), A RADIUS OF 507.14 FEET, HAVING AN ARC LENGTH OF 337.45 FEET AND HAVING A CHORD CALL OF $N85^{\circ}03'30''$ W, 331.26 FEET TO A POINT OF COMPOUND CURVE (P. C. C.).

THENCE ALONG AN ARC (TO THE RIGHT) AND CONTINUING ALONG SAID SOUTH BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, AND COMMON WITH THE NORTHERLY RIGHT-OF-WAY OF THE AFOREMENTIONED G. H. & H. RAILROAD 50 FOOT RIGHT-OF-WAY, BASED ON A CENTRAL ANGLE OF $18^{\circ}23'11''$ (RIGHT), A RADIUS OF 1,898.63 FEET, HAVING AN ARC LENGTH OF 609.26 FEET, AND HAVING A CHORD CALL OF $N57^{\circ}22'48''$ W, 606.67 FEET TO A POINT FOR CORNER AND POINT OF TANGENCY (P. T.) MARKED BY AN AXLE IN CONCRETE (RECOVERED).

THENCE $N48^{\circ}11'13''$ W, 154.93 FEET ALONG SAID SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING COMMON WITH THE AFOREMENTIONED G. H. & H. RAILROAD 50 FOOT NORTH RIGHT-OF-WAY, TO A POINT FOR CORNER, BEING THE SOUTHWEST CORNER OF THIS TRACT MARKED BY A 4" X 4" CONCRETE MONUMENT (RECOVERED) BY FENCE CORNER, SAID MONUMENT HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,183,368.25$; $Y=703,581.08$, AND BEING AT ITS INTERSECTION WITH THE EAST BOUNDARY OF OCCIDENTAL CHEMICAL CO. OF TEXAS PROPERTY.

THENCE $N03^{\circ}09'54''$ W, 441.19 FEET ALONG THE WEST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, AND BEING COMMON WITH THE AFOREMENTIONED EAST BOUNDARY OF SAID OCCIDENTAL CHEMICAL CO. OF TEXAS PROPERTY, TO A 3" GALVANIZED IRON PIPE AT FENCE CORNER AND PROPERTY CORNER, BEING THE NORTHWEST CORNER OF THIS TRACT, AND BEING AT ITS INTERSECTION WITH THE SOUTHERLY RIGHT-OF-WAY OF THE MUNICIPAL BELT RAILROAD 50 FOOT RIGHT-OF-WAY.

THENCE $S71^{\circ}31'45''$ E, 1,408.09 FEET ALONG THE NORTH BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE SOUTH BOUNDARY OF THE AFOREMENTIONED MUNICIPAL BELT RAILROAD 50 FOOT RIGHT-OF-WAY, TO THE POINT OF BEGINNING CONTAINING 15.7878 ACRES OF LAND. TOGETHER WITH EASEMENTS RIGHTS CONTAINED IN THAT CERTAIN DEED RECORDED IN VOLUME 398, PAGE 395, DEED RECORDS OF HARRIS COUNTY, TEXAS.

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", TANK FARM TRACT NO. 2, DATED JUNE 11, 1975.



N. R. Ricker
 N. R. RICKER
 REG. PUBLIC SURVEYOR NO. 557

TRACT: 0.4995 ACRES

HARRIS COUNTY, TEXAS

JUNE 27, 1975

PART I
TRACT III

J. R. HARRIS SURVEY

MAIN OFFICE AND TANK FARM AREA - TRACT NO. 3

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, AND CONTAINING 0.4995 ACRES OF LAND, OUT OF THE J. R. HARRIS SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A POINT FOR CORNER, BEING THE NORTHWEST CORNER OF THIS TRACT MARKED BY A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,183,372.16; Y=703,510.51" AND BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "0714" AND HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,183,501.90; Y=703,200.49, AND BEING N22° 42' 34"W, 336.07 FEET TO SAID POINT OF BEGINNING, SAID POINT OF BEGINNING BEING ALSO AT ITS INTERSECTION WITH THE WEST BOUNDARY OF A CITY OF HOUSTON PROPERTY AT ITS INTERSECTION WITH THE SOUTHERLY RIGHT-OF-WAY OF THE G. H. & H. RAILROAD 50 FOOT RIGHT-OF-WAY BOUNDARY.

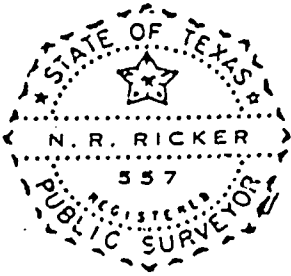
THENCE S48° 11' 13"E, 187.43 FEET ALONG THE NORTH BOUNDARY OF THIS TRACT, BEING COMMON WITH THE AFOREMENTIONED SOUTHERLY BOUNDARY OF SAID G. H. & H. RAILROAD 50 FOOT RIGHT-OF-WAY, TO A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED "X=3,183,511.85; Y=703,385.55", SAID POINT BEING THE NORTHEAST CORNER OF THIS TRACT.

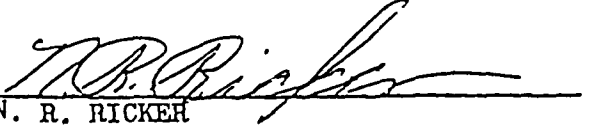
THENCE S18° 35' 47"W, 156.74 FEET ALONG THE EAST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH A WESTERLY BOUNDARY OF SAID G. H. & H. RAILROAD COMPANY PROPERTY, TO A POINT FOR CORNER, BEING THE SOUTHEAST CORNER OF THIS TRACT AT ITS INTERSECTION WITH THE NORTHERLY RIGHT-OF-WAY OF LAWDALE AVENUE. AT 1.27 FEET PASS A FENCE CORNER.

THENCE N82° 38' 28"W, 83.38 FEET ALONG THE SOUTH BOUNDARY OF THIS TRACT, BEING COMMON WITH THE NORTH BOUNDARY OF THE AFOREMENTIONED LAWDALE AVENUE RIGHT-OF-WAY, TO A POINT FOR CORNER, BEING THE SOUTHWEST CORNER OF THIS TRACT, COMMON WITH A SOUTHEAST CORNER OF THE CITY OF HOUSTON PROPERTY (AN UNDEVELOPED PARK AREA).

THENCE N05° 09' 54"W, 244.03 FEET ALONG THE WEST BOUNDARY OF THIS TRACT, COMMON WITH THE EAST BOUNDARY OF THE AFOREMENTIONED CITY OF HOUSTON PROPERTY, TO THE POINT OF BEGINNING CONTAINING 0.4995 ACRES OF LAND.

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", MAIN OFFICE AND TANK FARM TRACT NO. 3, DATED JUNE 11, 1975. .




N. R. RICKER
REG. PUBLIC SURVEYOR NO. 557

TRACT: 144.1181 ACRES
JUNE 27, 1975

HARRIS COUNTY, TEXAS

PART II
TRACT I
CALLAHAN & VINCE SURVEY
REFINERY COMPLEX

041-64-1741

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 144.1181 ACRES OF LAND OUT OF THE CALLAHAN & VINCE SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A 3" GALVANIZED IRON PIPE AT FENCE CORNER, HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,186,936.07$, $Y=705,391.38$, SAID POINT OF BEGINNING BEING A WESTERLY PROPERTY CORNER, AS FENCED AND OCCUPIED, OF SAID REFINERY COMPLEX OWNED BY CHARTER INTERNATIONAL OIL COMPANY OF HOUSTON, TEXAS, AND BEING ALSO THE ORIGINAL SOUTHWEST CORNER OF BLOCK 94 OF THE ORIGINAL MANCHESTER ADDITION IN HOUSTON, TEXAS, AT THE NORTHWEST INTERSECTION OF AVENUE Q WITH THE EAST BOUNDARY OF CENTRAL AVENUE, AND BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "1112" AND HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,186,801.36$, $Y=702,048.49$ AND BEING $N02^{\circ} 18' 27''E$, 3,345.60 FEET TO SAID POINT OF BEGINNING, WITH SAID POINT OF BEGINNING BEING ALSO REFERENCED BY A CONCRETE MONUMENT WITH BRASS CAP SET FOR CONTROL AND REFERENCE CORNER BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: " $X=3,186,934.74$; $Y=705,389.88$ ", AND BEING $N41^{\circ} 40' 00''E$, 2.00 FEET TO SAID FENCE CORNER AND POINT OF BEGINNING.

THENCE $N03^{\circ} 19' 56''W$, 510.14 FEET ALONG THE WESTERLY BOUNDARY OF SAID CHARTER INTERNATIONAL OIL COMPANY PROPERTY, AS FENCED AND OCCUPIED, BEING ALSO THE WESTERLY BOUNDARY OF SAID BLOCK 94 AND BLOCK 104 OF SAID ORIGINAL MANCHESTER ADDITION, COMMON WITH THE EAST RIGHT-OF-WAY OF SAID CENTRAL AVENUE, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE FOR FENCE CORNER IN THE NORTHEASTERLY INTERSECTION OF AVENUES AND CENTRAL AVENUE RIGHT-OF-WAYS, SAID POINT BEING REFERENCED BY A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: $X=3,186,905.09$, $Y=705,899.16$ " AND BEING $N41^{\circ} 39' 37''E$, 2.00 FEET TO THE AFOREMENTIONED 3" GALVANIZED IRON PIPE AT FENCE CORNER.

THENCE $S86^{\circ} 39' 11''W$, 70.00 FEET ALONG A SOUTHERLY BOUNDARY OF SAID CHARTER INTERNATIONAL OIL COMPANY PROPERTY, AS FENCED AND OCCUPIED, COMMON WITH THE NORTH RIGHT-OF-WAY OF THE AFOREMENTIONED AVENUE S, TO A POINT FOR CORNER.

THENCE $N03^{\circ} 19' 56''W$, 99.77 FEET, TO A POINT FOR CORNER.

THENCE $S86^{\circ} 31' 48''W$, 341.65 FEET, AS PARTIALLY FENCED AND OCCUPIED, TO A POINT FOR CORNER ALONG A COMMON BOUNDARY, A SOUTHERLY BOUNDARY OF SAID CHARTER INTERNATIONAL OIL COMPANY PROPERTY, AND THE NORTH BOUNDARY OF THE AFOREMENTIONED ORIGINAL MANCHESTER ADDITION BLOCK 113, SAID CORNER BEING MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER.

041-64-1742

THENCE N03° 24' 57"W, 490.98 FEET ALONG THE WESTERNMOST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH AN EASTERLY BOUNDARY OF THE NAVIGATION DISTRICT PROPERTY, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER.

THENCE N76° 52' 12"E, 914.87 FEET ALONG A NORTHERLY BOUNDARY OF THIS TRACT, AS PARTIALLY FENCED AND OCCUPIED, COMMON WITH A SOUTHERLY BOUNDARY OF SAID NAVIGATION DISTRICT PROPERTY, TO A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC 1975" WITH COORDINATES STAMPED "X=5,187,351.40 Y=706,673.42". AT 668.16 FEET PASS A 3" GALVANIZED IRON PIPE AND FENCE CORNER.

THENCE N00° 12' 45"E, 282.40 FEET ALONG A WESTERLY BOUNDARY OF THIS TRACT, COMMON WITH THE EASTERLY BOUNDARY OF SAID NAVIGATION DISTRICT PROPERTY, TO A POINT ON TANGENT (P. O. T.) AND INTERSECTION POINT WITH REFERENCE LINE AS SET FOR THE AGREED BOUNDARY LINE AS ESTABLISHED AND AGREED TO BY AND BETWEEN SIGNAL OIL & GAS COMPANY, HARRIS COUNTY HOUSTON SHIP CHANNEL NAVIGATION DISTRICT, STANDARD DREDGING CORPORATION AND THE UNITED STATES OF AMERICA DATED APRIL 30, 1965, AND FILED ON MAY 3, 1965, SAID POINT OF INTERSECTION BEING S00° 12' 45"W, 85.00 FEET FROM THE AGREED BOUNDARY LINE AT WATER'S EDGE.

THENCE ALONG SAID AGREED BOUNDARY REFERENCE LINE AS FOLLOWS:

N87° 33' 30"E, 385.18 FEET TO A POINT

S81° 06' 30"E, 365.60 FEET TO A POINT

S71° 01' 30"E, 441.27 FEET TO A POINT

S62° 25' 30"E, 353.35 FEET TO A POINT

S60° 25' 30"E, 386.30 FEET TO A POINT

S47° 20' 30"E, 384.00 FEET TO A POINT

S35° 40' 30"E, 560.00 FEET TO A POINT

S43° 40' 30"E, 300.00 FEET TO A POINT

S32° 30' 30"E, 244.75 FEET TO A POINT

AND S52° 50' 30"E, 637.00 FEET TO A POINT AT ITS INTERSECTION WITH THE EAST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE WESTERLY BOUNDARY OF MANCHESTER TERMINALS CORPORATION PROPERTY, SAID POINT BEING ALSO S38° 05' 35"W, 47.50 FEET FROM WATER'S EDGE AND AGREED BOUNDARY LINE.

THENCE S38° 05' 35"W, 1,254.28 FEET ALONG SAID EASTERLY BOUNDARY OF THIS TRACT, COMMON WITH THE WESTERLY BOUNDARY OF SAID MANCHESTER TERMINALS CORPORATION PROPERTY, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER MARKED BY A 6" STEEL POST FOR FENCE CORNER AT ITS INTERSECTION WITH THE NORTHERLY RIGHT-OF-WAY OF MANCHESTER AVENUE.

041-64-1743

THENCE N57° 11' 52"W, 1,075.51 FEET ALONG A SOUTHERLY BOUNDARY OF THIS TRACT, AS PARTIALLY FENCED AND OCCUPIED, COMMON WITH THE NORTHERLY RIGHT-OF-WAY OF MANCHESTER AVENUE, TO A POINT FOR CORNER. AT 12.00 FEET PASS A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,189,836.42; Y=703,914.10". AT 912.00 FEET PASS END OF FENCE. AT 1,058.20 FEET PASS A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,188,957.04; Y=704,480.87".

THENCE S86° 29' 30"W, 363.90 FEET ALONG A SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING ALSO THE SOUTHERLY BOUNDARY OF SAID ORIGINAL MANCHESTER ADDITION BLOCK 56, COMMON WITH A NORTHERLY BOUNDARY OF THE AFOREMENTIONED MANCHESTER AVENUE, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER.

THENCE ALONG THE WESTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, AND SEVERING SAID ORIGINAL MANCHESTER ADDITION BLOCK 56, AS FOLLOWS:

N03° 19' 03"W, 98.57 FEET TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER

N86° 34' 48"E, 124.78 FEET TO A 3" GALVANIZED IRON PIPE AT FENCE CORNER

N03° 23' 42"W, 156.41 FEET TO A 3" GALVANIZED IRON PIPE AT FENCE CORNER, BEING ALSO A POINT ON THE SOUTH BOUNDARY OF BLOCK 66 OF SAID ORIGINAL MANCHESTER ADDITION, COMMON WITH THE NORTH RIGHT-OF-WAY OF AVENUE N

AND S86° 40' 26"W, 75.00 FEET ALONG THE SOUTH BOUNDARY OF THE AFOREMENTIONED BLOCK 66, COMMON WITH THE NORTH RIGHT-OF-WAY OF SAID AVENUE N, TO A POINT FOR CORNER.

THENCE, SEVERING THE AFOREMENTIONED BLOCK 66 OF SAID ORIGINAL MANCHESTER ADDITION, AS FOLLOWS:

N03° 23' 42"W, 100.00 FEET TO A POINT FOR CORNER

S86° 40' 26"W, 23.74 FEET TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE FENCE POST

N03° 14' 21"W, 99.04 FEET, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT ITS INTERSECTION WITH THE NORTH BOUNDARY OF THE AFOREMENTIONED BLOCK 66 OF SAID ORIGINAL MANCHESTER ADDITION, COMMON WITH THE SOUTH RIGHT-OF-WAY OF AVENUE O OF SAID ORIGINAL MANCHESTER ADDITION.

AND N86° 38' 32"E, 48.25 FEET, AS FENCED AND OCCUPIED, ALONG THE NORTH BOUNDARY OF SAID BLOCK 66, COMMON WITH THE SOUTH RIGHT-OF-WAY OF SAID AVENUE O, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE FOR FENCE CORNER.

041-64-1744

THENCE ALONG A WESTERLY BOUNDARY OF THIS TRACT, CROSSING SAID AVENUE O AND SEVERING BLOCK-76 OF SAID ORIGINAL MANCHESTER ADDITION, AS FOLLOWS:

NO3° 33' 32"W, 155.27 FEET, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER
S86° 55' 01"W, 50.56 FEET, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE
AND
S03° 28' 51"E, 100.03 FEET, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT ITS INTERSECTION WITH THE SOUTH BOUNDARY OF SAID BLOCK 76, COMMON WITH THE NORTH RIGHT-OF-WAY OF SAID AVENUE O.

THENCE S86° 53' 32"W, 299.80 FEET ALONG A SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH A SOUTHERLY BOUNDARY OF SAID BLOCK 76, AND BEING COMMON WITH THE NORTH RIGHT-OF-WAY OF SAID AVENUE O, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT ITS INTERSECTION WITH THE EASTERLY RIGHT-OF-WAY OF 96TH STREET.

THENCE NO3° 16' 08"W, 254.93 FEET ALONG A WESTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING ALSO THE WEST BOUNDARY OF THE AFOREMENTIONED BLOCK 76, COMMON WITH THE EASTERLY RIGHT-OF-WAY OF THE AFOREMENTIONED 96TH STREET, TO A POINT FOR CORNER AT THE NORTHEASTERLY INTERSECTION OF SAID 96TH STREET AND AVENUE P, SAID POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER, AND BEING REFERENCED FROM A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION AND STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=5,188,257.77; Y=705,213.22", AND BEING N41° 41' 18"E, 2.00 FEET TO SAID 3" GALVANIZED IRON PIPE AND PROPERTY FENCE CORNER.

THENCE S86° 38' 44"W, 655.38 FEET ALONG THE SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING ALSO THE SOUTH BOUNDARY OF BLOCK 85 OF SAID ORIGINAL MANCHESTER ADDITION, COMMON WITH THE NORTH RIGHT-OF-WAY OF SAID AVENUE P, TO A POINT FOR CORNER, BEING THE NORTHEASTERLY INTERSECTION OF THE AFOREMENTIONED AVENUE P AND 95TH STREET, SAID POINT BEING MARKED BY A 3" GALVANIZED IRON PIPE FOR FENCE CORNER, AND BEING ALSO REFERENCED FROM A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION AND STAMPED "CIOC REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=5,187,603.52; Y=705,174.87", AND BEING N41° 36' 52"W, 2.00 FEET TO SAID 3" GALVANIZED IRON PIPE AT FENCE AND PROPERTY CORNER.

THENCE NO3° 25' 00"W, 253.54 FEET ALONG A WESTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING COMMON WITH THE WESTERLY BOUNDARY OF THE AFOREMENTIONED BLOCK 85 OF SAID ORIGINAL MANCHESTER ADDITION, AND BEING COMMON WITH THE EAST RIGHT-OF-WAY OF SAID 95TH STREET, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE LOCATED AT THE NORTHEASTERLY INTERSECTION OF SAID 95TH STREET AND AVENUE Q.

THENCE S86° 39' 57"W, 654.77 FEET ALONG A SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE SOUTHERLY BOUNDARY OF BLOCK 94 OF SAID ORIGINAL MANCHESTER ADDITION, AND BEING COMMON WITH THE NORTH RIGHT-OF-WAY OF THE AFOREMENTIONED AVENUE Q, TO THE POINT OF BEGINNING CONTAINING 138.8169 ACRES OF LAND WITHIN IN THIS METES AND BOUNDS DESCRIPTION.

IN ADDITION THERE ARE 5.3012 ACRES OF LAND CONTAINED WITHIN THE ABOVEMENTIONED AGREED BOUNDARY REFERENCE LINE DESCRIBED AND THE AGREED BOUNDARY LINE (WATER'S EDGE) AS PREVIOUSLY REFERENCED AND NOTED BY PARTIES CONCERNED, THUS HAVING A TOTAL OF 144.1181 ACRES OF LAND CONTAINED WITHIN CHARTER INTERNATIONAL OIL COMPANY REFINERY AREA COMPLEX.

I, R. A. SALINAS, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", REFINERY COMPLEX, DATED JUNE 11, 1975, REVISED JANUARY 13, 1986...



R. A. SALINAS
CADASTRAL SURVEYING & MAPPING CORPORATION



TRACT: 16.4349 ACRES

HARRIS COUNTY, TEXAS

JUNE 30, 1975

PART II

TRACT II

041-64-1746

CALLAHAN & VINCE SURVEY

16 ACRE TANK FARM

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 16.4349 ACRES OF LAND, OUT OF THE CALLAHAN & VINCE SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A POINT FOR CORNER, BEING THE SOUTHWEST CORNER OF THIS TRACT MARKED BY A CONCRETE MONUMENT (RECOVERED) FOR CORNER, AND HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,188,428.01$; $Y=703,091.41$, SAID POINT OF BEGINNING BEING AT ITS INTERSECTION WITH THE SOUTHEASTERLY BOUNDARY OF THE PUBLIC BELT RAILROAD 50 FOOT RIGHT-OF-WAY, AND THE NORTH BOUNDARY OF THE MANCHESTER TERMINALS RAILROAD 50 FOOT RIGHT-OF-WAY, SAID POINT OF BEGINNING BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "1112" AND HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,186,801.36$; $Y=702,048.49$ AND BEING $N57^{\circ} 20' 03"E$, 1,932.27 FEET TO SAID POINT OF BEGINNING.

THENCE ALONG THE WESTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, AND COMMON WITH THE AFOREMENTIONED SOUTHEASTERLY BOUNDARY OF SAID PUBLIC BELT RAILROAD 50 FOOT RIGHT-OF-WAY, AS FOLLOWS:

ALONG AN ARC (TO THE LEFT) HAVING A CENTRAL ANGLE OF $74^{\circ} 59' 46"$ (LEFT), A RADIUS OF 981.49 FEET, HAVING AN ARC LENGTH OF 1,284.70 FEET, AND HAVING A CHORD CALL OF $N34^{\circ} 09' 34"E$, 1,194.94 FEET TO A POINT FOR CORNER AND POINT OF TANGENCY (P. T.) MARKED BY A CONCRETE MONUMENT AT FENCE CORNER (RECOVERED). AT 8.56 FEET PASS A FENCE CORNER

AND $N03^{\circ} 20' 19"W$, 235.95 FEET ALONG THE AFOREMENTIONED COMMON BOUNDARY LINE, AS FENCED AND OCCUPIED, TO A POINT FOR CORNER, BEING THE NORTHWEST CORNER OF THIS TRACT MARKED BY A CONCRETE MONUMENT AT FENCE CORNER (RECOVERED) AND HAVING A TEXAS PLANE COORDINATE VALUE OF $X=3,189,085.22$; $Y=704,315.75$, SAID POINT FOR CORNER BEING AT ITS INTERSECTION WITH THE EAST BOUNDARY OF THE AFOREMENTIONED PUBLIC BELT RAILROAD RIGHT-OF-WAY, AND THE SOUTH RIGHT-OF-WAY OF MANCHESTER AVENUE 70 FOOT RIGHT-OF-WAY.

THENCE $S57^{\circ} 04' 23"E$, 984.74 FEET ALONG THE NORTHEASTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE SOUTHERLY RIGHT-OF-WAY BOUNDARY OF THE AFOREMENTIONED MANCHESTER AVENUE, TO A POINT FOR CORNER, BEING THE NORTHEAST CORNER OF THIS TRACT MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER, AND BEING ALSO AT ITS INTERSECTION WITH THE WESTERLY RIGHT-OF-WAY OF THE AFOREMENTIONED MANCHESTER TERMINALS RAILROAD 45 FOOT RIGHT-OF-WAY.

041-64-1747

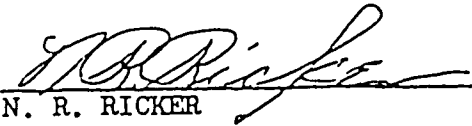
THENCE S37° 58' 04"W, 496.14 FEET ALONG THE EASTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE WESTERLY BOUNDARY OF THE AFOREMENTIONED MANCHESTER TERMINALS RAILROAD 45 FOOT RIGHT-OF-WAY, TO A POINT OF CURVATURE (P. C.).

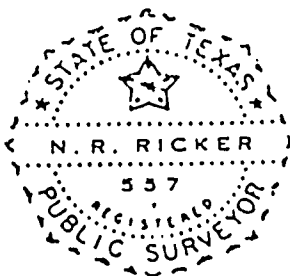
THENCE ALONG AN ARC (TO THE RIGHT) AND ALONG THE ABOVE MENTIONED COMMON BOUNDARY LINE, AS FENCED AND OCCUPIED, BASED ON A CENTRAL ANGLE OF 03° 09' 25" (RIGHT), A RADIUS OF 696.19 FEET, HAVING AN ARC LENGTH OF 38.36 FEET, AND HAVING A CHORD CALL OF S39° 32' 46" W, 38.35 FEET TO A 3" GALVANIZED IRON PIPE AT FENCE CORNER, BEING A SOUTHEASTERLY CORNER OF THIS TRACT.

THENCE N56° 34' 10"W, 5.00 FEET TO A POINT FOR CORNER, AS FENCED AND OCCUPIED, MARKED BY A 3" GALVANIZED IRON PIPE, TO A POINT WHERE THE ABOVEMENTIONED MANCHESTER TERMINALS RAILROAD RIGHT-OF-WAY WIDENS TO A 50 FOOT RIGHT-OF-WAY.

THENCE ALONG AN ARC (TO THE RIGHT), AND ALONG THE SOUTHERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, HAVING A CENTRAL ANGLE OF 45° 26' 08" (RIGHT), A RADIUS OF 691.19 FEET, HAVING AN ARC LENGTH OF 548.11 FEET AND HAVING A CHORD CALL OF S63° 48' 49"W, 533.86 FEET TO A POINT OF TANGENCY (P. T.), AND CONTINUE ALONG THE AFOREMENTIONED COMMON BOUNDARY LINE, AS FENCED AND OCCUPIED, THE SOUTH BOUNDARY OF THIS TRACT, COMMON WITH THE AFOREMENTIONED MANCHESTER RAILROAD 50 FOOT RIGHT-OF-WAY, S86° 47' 03"W, 670.89 FEET TO A CONCRETE MONUMENT AND POINT OF BEGINNING CONTAINING 16.4349 ACRES OF LAND. AT 662.35 FEET PASS A FENCE CORNER POST AT RAILROADS RIGHT-OF-WAY INTERSECTION. TOGETHER WITH EASEMENT RIGHTS CONTAINED IN THAT CERTAIN DEED RECORDED IN VOLUME 735, PAGE 278 DEED RECORDS OF HARRIS COUNTY, TEXAS.

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", 16 ACRE TANK FARM, DATED JUNE 11, 1975.


N. R. RICKER
REG. PUBLIC SURVEYOR NO. 557



I, R. A. SALINAS, A REGISTERED PUBLIC SURVEYOR HEREBY CERTIFY THAT THE ATTACHED METES AND BOUNDS DESCRIPTION OF A CERTAIN TRACT CONTAINING 16.4349 ACRES OF LAND IS THE SAME AS THAT SHOWN ON SURVEY PLAT AND DATED JUNE 11, 1975 AND VERIFIED BY ME ON THE GROUND THIS DATE JANUARY 10, 1986.

R. A. SALINAS
CADASTRAL SURVEYING & MAPPING CORPORATION

EXHIBIT "A"

TRACT: 0.0398 ACRES

HARRIS COUNTY, TEXAS

PART II

TRACT III

CALLAHAN & VINCE SURVEY

METERING STATION

041-64-1748

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 0.0398 ACRES OF LAND, OUT OF THE CALLAHAN & VINCE SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL IS REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A POINT FOR CORNER MARKED BY A GALVANIZED IRON PIPE AT FENCE CORNER AND PROPERTY CORNER, SAID POINT BEING THE NORTHERNMOST CORNER OF THIS TRACT, HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,191,998.28; Y=702,542.84, SAID POINT BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "1112" AND HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,186,801.36; Y=702,048.49 AND BEING N84° 33' 58"E, 5,220.38 FEET, AND BEING ALSO REFERENCED FROM A 3" PIPE SET IN CONCRETE (RECOVERED) AND BEING THE NORTHEAST CORNER OF THE CHARTER INTERNATIONAL OIL COMPANY CRUDE OIL TRACT, HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,189,880.19; Y=703,127.79 AND BEING S74° 33' 41"E, 2,197.38 FEET TO SAID POINT OF BEGINNING.

THENCE TRAVERSING AROUND THE NORTHEASTERLY, SOUTHEASTERLY, SOUTHWESTERLY AND NORTHWESTERLY BOUNDARY OF THE TRACT HEREIN BEING DESCRIBED, AS FENCED AND OCCUPIED, AND BOUNDED ON ALL FOUR SIDES BY ATLANTIC RICHFIELD COMPANY PROPERTY, AS FOLLOWS:

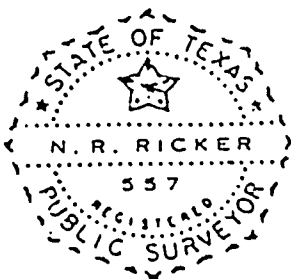
S47° 35' 54"E, 34.80 FEET TO A POINT FOR CORNER, BEING THE EASTERNMOST CORNER OF THIS TRACT MARKED BY A GALVANIZED IRON PIPE FENCE CORNER POST AND PROPERTY CORNER

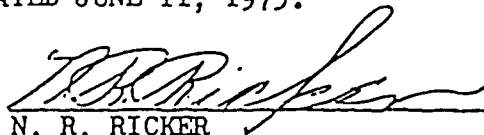
S42° 03' 14"W, 49.20 FEET TO A POINT FOR CORNER, BEING THE SOUTHERNMOST CORNER OF THIS TRACT MARKED BY A GALVANIZED IRON PIPE FENCE CORNER POST AND PROPERTY CORNER

N49° 29' 58"W, 34.90 FEET ALONG THE SOUTHWESTERLY BOUNDARY OF THIS TRACT TO A POINT FOR CORNER MARKED BY A GALVANIZED IRON PIPE FENCE CORNER POST AND PROPERTY CORNER

AND N42° 09' 14"E, 50.36 FEET ALONG THE NORTHWESTERLY BOUNDARY OF THIS TRACT TO A POINT FOR CORNER AND POINT OF BEGINNING CONTAINING 0.0398 ACRES OF LAND.

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", METERING STATION, DATED JUNE 11, 1975.




N. R. RICKER
REG. PUBLIC SURVEYOR NO. 557

TRACT: 28.9624 ACRES

HARRIS COUNTY, TEXAS

JUNE 27, 1975

PART III

CALLAHAN & VINCE SURVEY

CRUDE OIL TANK FARM

041-64-1749

A TRACT OF LAND SITUATED IN THE STATE OF TEXAS, COUNTY OF HARRIS, CONTAINING 28.9624 ACRES OF LAND OUT OF THE CALLAHAN & VINCE SURVEY, HARRIS COUNTY, TEXAS, AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS: ALL CONTROL BEING REFERRED TO THE TEXAS PLANE COORDINATE SYSTEM, LAMBERT PROJECTION, SOUTH CENTRAL ZONE.

BEGINNING AT A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION FOR CORNER, BEING THE WESTERNMOST CORNER OF THE TRACT HEREIN BEING DESCRIBED, AND STAMPED "CI0C 1975" WITH COORDINATES STAMPED AS FOLLOWS:

"X=3,187,541.82; Y=702,787.94", SAID POINT BEING REFERENCED FROM A CITY OF HOUSTON CONCRETE MONUMENT WITH BRASS CAP STAMPED "1112" AND HAVING A TEXAS PLANE COORDINATE VALUE OF X=3,186,801.36; Y=702,048.49 AND BEING N45° 02' 21"E, 1,046.46 FEET TO SAID POINT OF BEGINNING, SAID POINT OF BEGINNING BEING ALSO AT ITS INTERSECTION WITH THE NORTH BOUNDARY OF THE MUNICIPAL BELT RAILROAD RIGHT-OF-WAY AND THE SOUTHEASTERLY RIGHT-OF-WAY OF THE PUBLIC BELT RAILROAD RIGHT-OF-WAY.

THENCE N74° 22' 23"E, 948.00 FEET ALONG THE NORTHWESTERLY BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, BEING COMMON WITH THE SOUTHEASTERLY RIGHT-OF-WAY OF THE AFOREMENTIONED PUBLIC BELT RAILROAD RIGHT-OF-WAY, TO A POINT FOR CORNER MARKED BY A 3" GALVANIZED IRON PIPE AT FENCE CORNER, SAID POINT FOR CORNER BEING REFERENCED FROM A CONCRETE MONUMENT WITH BRASS CAP SET BY CADASTRAL SURVEYING AND MAPPING CORPORATION STAMPED "CI0C REFERENCE CORNER 1975" WITH COORDINATES STAMPED AS FOLLOWS: "X=3,188,454.53; Y=703,044.79" AND BEING S09° 30' 26"E, 1.50 FEET TO SAID FENCE CORNER AND PROPERTY CORNER. AT 0.71 FEET PASS A 3" GALVANIZED IRON PIPE FENCE CORNER.

THENCE N86° 36' 29"E, 1,427.91 FEET ALONG THE NORTH BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, COMMON WITH THE SOUTH RIGHT-OF-WAY OF THE MANCHESTER RAILROAD 50 FOOT RIGHT-OF-WAY AND THE MANCHESTER TERMINALS CORPORATION PROPERTY, TO A 3" GALVANIZED IRON PIPE SET IN CONCRETE AT FENCE CORNER AND PROPERTY CORNER FOR THE NORTHEAST CORNER OF THIS TRACT.

THENCE S51° 48' 29"E, 949.71 FEET ALONG THE EAST BOUNDARY OF THIS TRACT, AS FENCED AND OCCUPIED, TO A 3" GALVANIZED IRON PIPE AND END OF FENCE AT WATER'S EDGE OF SIMS BAYOU, BEING THE SOUTHEAST CORNER OF THIS TRACT.

THENCE ALONG THE SOUTH BOUNDARY OF THIS TRACT AT WATER'S EDGE, AND MEANDERING ALONG THE LEFT BANK OF SIMS BAYOU, AS FOLLOWS:

S65° 21' 45"W, 106.72 FEET TO A POINT

S75° 50' 41"W, 123.23 FEET TO A POINT

N76° 25' 06"W, 128.21 FEET TO A POINT

041-64-1750


N55° 51' 25"W, 43.47 FEET TO A POINT
 N69° 18' 41"W, 100.13 FEET TO A POINT
 N68° 44' 21"W, 100.08 FEET TO A POINT
 N72° 36' 29"W, 86.24 FEET TO A POINT
 S88° 37' 44"W, 23.53 FEET TO A POINT
 N82° 32' 54"W, 102.18 FEET TO A POINT
 N88° 41' 52"W, 100.50 FEET TO A POINT
 S64° 34' 38"W, 16.18 FEET TO A POINT AT BEGINNING OF BULKHEAD
 S87° 20' 46"W, 84.94 FEET ALONG BULKHEAD
 S86° 23' 53"W, 42.70 FEET TO END OF BULKHEAD
 S89° 11' 12"W, 57.41 FEET TO A POINT
 S85° 35' 31"W, 100.00 FEET TO A POINT
 S81° 35' 17"W, 100.24 FEET TO A POINT
 S83° 52' 26"W, 100.05 FEET TO A POINT
 S89° 46' 03"W, 100.27 FEET TO A POINT AT BEGINNING OF BULKHEAD
 S89° 35' 45"W, 100.24 FEET ALONG BULKHEAD
 S85° 32' 06"W, 100.00 FEET ALONG BULKHEAD
 S85° 18' 19"W, 100.00 FEET ALONG BULKHEAD
 S84° 08' 37"W, 106.84 FEET TO END OF BULKHEAD
 S83° 44' 55"W, 93.25 FEET TO A POINT
 S73° 11' 16"W, 106.14 FEET TO A POINT
 AND S20° 35' 36"W, 156.45 FEET TO A POINT AND POINT FOR CORNER
 AT SAID WATER'S EDGE, BEING THE SOUTHWEST CORNER OF THIS TRACT.

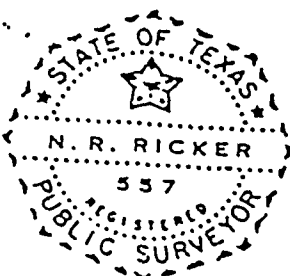
THENCE DEPARTING FROM SAID SIMS BAYOU ALONG THE WESTERLY BOUNDARY OF THIS TRACT, BEING COMMON WITH THE EASTERLY RIGHT-OF-WAY OF SAID MUNICIPAL BELT RAILROAD RIGHT-OF-WAY, AS FOLLOWS:

N71° 08' 57"W, 418.29 FEET TO A POINT FOR CORNER. AT 8.23 FEET PASS A 3" GALVANIZED IRON PIPE AND END OF FENCE

AND N63° 16' 58"W, 622.66 FEET TO THE POINT OF BEGINNING CONTAINING 28.9624 ACRES OF LAND. TOGETHER WITH EASEMENT RIGHTS CREATED AND CONTAINED IN THOSE CERTAIN INSTRUMENTS RECORDED IN VOLUME 398, PAGE 200 AND VOLUME 735, PAGE 278 BOTH OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS.

I, N. R. RICKER, A REGISTERED PUBLIC SURVEYOR OF TEXAS, HEREBY CERTIFY THAT THE FOREGOING METES AND BOUNDS DESCRIPTION IS THE SAME AS SHOWN ON A CERTAIN CERTIFIED PLAT ENTITLED EXHIBIT "B", CRUDE OIL TANK FARM, DATED JUNE 11, 1975.


 N. R. RICKER
 REG. PUBLIC SURVEYOR NO. 557



PART IV

(Manchester Subdivision Lots)

The following described lots located in the Manchester Addition to the City of Houston according to the map or plat thereof recorded in Volume 6, Page 26, Map Records of Harris County, Texas:

A. Manchester Lots Inside Refinery Fence (some of these lots may be included in the legal description of Land in Parts I, II and III above)

- Block 56 - Lots 1 - 13, both inclusive
Lots 39 - 48, both inclusive
- Block 66 - Lots 1 - 11, both inclusive
Lots 37 - 48, both inclusive
- Block 76 - Lots 1 - 10, both inclusive
Lots 13 - 48, both inclusive
- Block 85 - Lots 1 - 48, both inclusive
- Block 86 - Lots 1 - 48, both inclusive
- Block 94 - Lots 1 - 48, both inclusive
- Block 95 - Lots 1 - 48, both inclusive
- Block 96 - Lots 1 - 48, both inclusive
(Irregularly shaped - needs metes and bounds description)
- Block 104 - Lots 1 - 48, both inclusive
- Block 105 - Lots 1 - 48, both inclusive
- Block 106 - (Irregularly shaped - needs metes and bounds description)
- Block 114 - Lots 1 - 24, both inclusive
- Block 115 - Lots 1 - 24, both inclusive

B. Manchester Lots Outside Refinery Fence

- Block 16 - Lots 43 - 46, both inclusive, together with Tract II as described in deed filed May 19, 1977 under Harris County Clerk's File No. F-147715 (Irregularly shaped - needs metes and bounds description)
- Block 36 - Lots 13 and 14
- Block 45 - Lots 9 - 12, both inclusive
Lots 25 - 43, both inclusive
- Block 46 - Lots 41 - 46, both inclusive
- Block 54 - Lots 23 and 24
Lots 25 - 27, both inclusive
- Block 55 - Lots 1 - 11, both inclusive
Lots 27 - 31, both inclusive
Lots 34 - 36, both inclusive
Lots 41 - 44, both inclusive

Block 56 - Lots 20 and 21
North 1/2 of Lots 22 - 24, both inclusive
Lots 25 - 28, both inclusive
Lots 39 and 40

Block 64 - Lots 13 - 18, both inclusive
Lots 25 - 28, both inclusive

Block 65 - Lots 1 - 10, both inclusive
Lots 15 - 20, both inclusive
Lots 23 and 24
Lots 27 and 28
Lots 31 - 34, both inclusive
Lots 39 and 40
Lots 47 and 48

Block 66 - Lots 9 - 13, both inclusive
Lots 16 - 34, both inclusive
Lot 36

Block 72 - Lots 1 and 2

Block 74 - Lots 13 - 15, both inclusive
Lots 23 - 40, both inclusive
Lots 43 - 48, both inclusive

Block 75 - Lots 5 and 6
Lots 11 and 12
Lots 19 and 20
Lots 31 - 34, both inclusive
Lots 37 - 42, both inclusive

Block 84 - Lots 1 and 2
Lots 6 and 7
Lots 11 - 19, both inclusive
Lots 25 - 30, both inclusive
Lots 35 and 36
Lots 41 - 48, both inclusive

1870R
3-11-86

EXHIBIT "B"
PERMITTED EXCEPTIONS

PART I
TRACT I
MAIN OFFICE - TRACT NO. 1

1. Terms, conditions and stipulations of that certain Lease Agreement between Signal Oil and Gas Company and Harris County Houston Ship Channel Navigation District dated October 21, 1968, recorded in Volume 2176, Page 157 of the Contract Records of Harris County, Texas. (affecting 0.126 acres).

2. Right of way from Signal Oil and Gas Company to Houston Lighting and Power Company conveyed by unrecorded easement dated September 30, 1963, across a 4.2044 acre tract in the J.R. Harris Survey, Abstract No. 27, as shown on HL&P Sketch No. AH-15931-H.

PART I
TRACT II
TANK FARM TRACT NO. 2

3. A pipeline easement as granted by Signal Oil & Gas Company to Texas-New Mexico Pipe Line Company by easement dated August 24, 1962, recorded in Volume 4861, Page 436 of the Deed Records of Harris County, Texas.

PART I
TRACT III
MAIN OFFICE AND TANK FARM AREA - TRACT NO. 3

NONE

PART II
TRACT I
REFINERY COMPLEX

4. Easement from Signal Oil and Gas Company to Wiltower Properties, Inc. dated November 15, 1960, recorded in Volume 4209, Page 446 of the Deed Records of Harris County, Texas and Volume 4209, Page 450 of the Deed Records of Harris County, Texas. (Volume 4209, Page 450 affecting 0.9586 acre in Tract I).

5. Easement for pipeline purposes from Eastern States Petroleum & Chemical Corporation to Texas Eastern Transmission Corporation dated October 9, 1958, recorded in Volume 3598, Page 8 of the Deed Records of Harris County, Texas.

6. Sewer and water line easement reserved by City of Houston in deed dated August 22, 1969, filed under Harris County Clerk's File No. C-983496, Volume 7755, Page 577, Deed Records of Harris County, Texas.

7. Water meter easement 10' wide and 30' long granted by Charter International Oil Company to City of Houston in instrument dated February 16, 1984, filed under Harris County Clerk's File No. J-457409, Film Code Reference No. 079-81-1658, Official Public Records of Real Property of Harris County, Texas ("Property Records").

8. Utility easement 10' wide and 50' long granted by Charter International Oil Company to Houston Lighting & Power Co. and more particularly set out in instrument dated April 16, 1975, filed under Harris County Clerk's File No. E-438700, Film Code Reference No. 120-19-2190, Property Records.

9. Easement for electric transmission and distribution lines granted by Eastern States Petroleum Company, Inc. to Houston Lighting and Power Company by instrument dated August 20, 1958, recorded in Volume 3580, Page 594 of the Deed Records of Harris County, Texas. (for power lines and down guys)

10. Down guy easement granted by Signal Oil and Gas Company to Houston Lighting and Power by instrument dated November 6, 1967, recorded in Volume 7012, Page 40 of the Deed Records of Harris County, Texas.

11. Utility easement 81 feet in width granted by Signal Oil and Gas Company to Houston Lighting & Power, in instrument dated March 20, 1961, recorded in Volume 4340, Page 518 of the Deed Records of Harris County, Texas. (transformer station)

12. Agreement effective June 1, 1960, granting Signal Oil and Gas Company the right to fence in certain railroad right of way and track belonging to Harris County Houston Ship Channel Navigation District.

13. Industrial District Contract dated November 15, 1977, and effective October 1, 1977, between the City of Houston, Texas, and CIOC, covering Tract 3.

PART II
TRACT II

16-ACRE TANK FARM

14. Easement from Signal Oil and Gas Company to Wiltower Properties, Inc. dated November 15, 1960, recorded in Volume 4209, Page 446 of the Deed Records of Harris County, Texas and Volume 4209, Page 450 of the Deed Records of Harris County, Texas. (Volume 4209, Page 446 affecting 8.658 acres in Tract II)

15. Storm sewer and drainage easements granted by Eastern States Petroleum Company, Inc. to the City of Houston, Texas, dated September 14, 1953, recorded in Volume 2660, Page 638 of the Deed Records of Harris County, Texas.

16. A pipeline easement as granted by W. D. Haden Company to Warren Petroleum Corporation by easement dated March 21, 1956, recorded in Volume 3132, Page 713 of the Deed Records of Harris County, Texas.

17. A pipeline easement as granted by W. D. Haden Company to Texas Eastern Transmission Corporation by easement dated April 2, 1958, recorded in Volume 3501, Page 417 of the Deed Records of Harris County, Texas.

PART II
TRACT III

METERING STATION

NONE

PART III
CRUDE OIL TANK FARM

18. A pipeline easement as granted to Wanda Petroleum Company by instrument dated July 16, 1965, recorded in Volume 5963, Page 425 of the Deed Records of Harris County, Texas.

19. A pipeline easement as granted by W. D. Haden Company to Warren Petroleum Corporation by easement dated March 21, 1956, recorded in Volume 3132, Page 713 of the Deed Records of Harris County, Texas.

20. A pipeline easement as granted by W. D. Haden Company to Texas Eastern Transmission Corporation by easement dated April 2, 1958, recorded in Volume 3501, Page 417 of the Deed Records of Harris County, Texas.

21. A pipeline easement as granted by W. D. Haden Company to Industrial Gas Supply Corporation by instrument dated July 24, 1964, recorded in Volume 5606, Page 281 of the Deed Records of Harris County, Texas.

22. Utility easement 10 feet granted by Signal Oil & Gas Company to Houston Lighting & Power in easement dated March 14, 1968, recorded in Volume 7163, Page 294 of the Deed Records of Harris County, Texas.

PART IV
MANCHESTER SUBDIVISION LOTS

23. Restrictive covenants as set out in various deeds out of Magnolia Park Land Company and read the same as those recorded in Volume 680, page 553; Volume 682, Page 173; Volume 782, Page 113; and Volume 752, Page 26, all in the Deed Records of Harris County, Texas, to the extent they are valid and subsisting.

24. Map or plat of Manchester Addition to the City of Houston, recorded in Volume 6, Page 26, Map Records of Harris County, Texas.

25. Down guy easement granted by Signal Oil and Gas Company to Houston Lighting and Power by instrument dated November 6, 1967, recorded in Volume 7012, Page 40 of the Deed Records of Harris County, Texas.

26. Utility easement 81 feet in width granted by Signal Oil and Gas Company to Houston Lighting & Power, in instrument dated March 20, 1961, recorded in Volume 4340, Page 518 of the Deed Records of Harris County, Texas. (transformer station)

1844R
3-11-86

STATE OF TEXAS }
COUNTY OF HARRIS }

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

MAR 12 1986



Quita Roddenberry
COUNTY CLERK,
HARRIS COUNTY, TEXAS

NO. 1844R

RECORDS SECTION
6710 Texas Commerce Tower
Houston, Texas 77002

FILED
MAR 12 3 11 PM 1986
Quita Roddenberry
COUNTY CLERK
HARRIS COUNTY, TEXAS