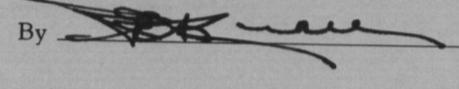


CONSENT OF PHILLIPS PETROLEUM COMPANY  
TO RENT ASSIGNMENTS

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, PHILLIPS PETROLEUM COMPANY, a Delaware corporation ("Phillips"), hereby consents to the provisions of the within Assignment of Assigned Rents by ELLEN STATIONS, INC., to Trustees. Phillips agrees to pay to BANKERS TRUST COMPANY, a New York corporation, and to W. R. Mesenbrink, residing at 1966 South Signal Hills Drive, Kirkwood 22, Missouri, as trustees, or to their successors or assigns, all rentals required to be paid and delivered to them pursuant to said Assignment and shall make no claim of any right of offset, credit, counterclaim or other deduction therefrom.

WITNESS the due execution hereof this 1st day of July, 1966.

PHILLIPS PETROLEUM COMPANY

By 

R. E. BONNELL  
(Type or Print Name)