

GENERAL INDENTURE OF CONVEYANCE,
ASSIGNMENT AND TRANSFER

This GENERAL INDENTURE OF CONVEYANCE, ASSIGNMENT AND TRANSFER dated October 29, 1964, from CHAMPLIN OIL & REFINING CO., a Delaware corporation (herein called the "Grantor") to CHAMPLIN PETROLEUM COMPANY, a Delaware corporation, a wholly owned subsidiary of Grantor (herein called the "Grantee"),

W I T N E S S E T H :

That the Grantor, for valuable consideration to it in hand paid by the Grantee, the receipt, adequacy and sufficiency of which are hereby acknowledged, has granted, bargained, sold, conveyed, assigned, transferred, set over and delivered, and by these presents does hereby grant, bargain, sell, convey, assign, transfer, set over and deliver unto the Grantee, and unto its successors and assigns forever, all and singular the properties, assets and rights of the Grantor (save and except only its corporate franchise and corporate stock of the Grantee), wheresoever situated; including but not limited to those situated in The Dominion of Canada, New Zealand and the States of Arkansas, Colorado, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Utah, Wisconsin and Wyoming, including particularly but without limiting the generality of the foregoing (and regardless of whether situated in the aforementioned States or elsewhere) all real estate, real property and interests of every kind in real property, all oil and gas leasehold estates and rights and interests in oil and gas leases, all oil, gas and other minerals, all mineral rights and interests and all royalty, overriding royalty, production payments, carried, working and net profit interests and all other interests payable out of or on account of oil, gas, other hydrocarbon and/or other mineral production, all rights-of-way, easements, permits, licenses, plants, refineries, buildings, warehouses, dwelling houses, service stations, bulk stations, and other structures, all oil wells, gas wells, water wells, injection wells, derricks, pumps, casing, rods, tubing, wellhead equipment, separators, tanks, pipe lines, valves, fittings and other facilities for gathering, storing, treating, handling, transporting or transmitting oil, gas, other hydrocarbons, other petroleum products, other minerals, or water, all loading racks, tanks, lease, field and plant equipment and accessories, oil, gas, other hydrocarbons, other petroleum products and other minerals in storage, whether in surface tanks or underground, all automobiles, trucks and other vehicular equipment, vessels, office furniture, fixtures, supplies, inventories, goods, chattels, merchandise, equipment, tools, accessories and implements, all contracts, agreements and rights or interests in or under contracts and agreements, shares of stock (except stock of Champlin Petroleum Company, the Grantee herein), bonds and other securities, tax notes, tax certificates, notes and accounts receivable, including accounts for petroleum or its products previously sold but not paid for, and other evidences of indebtedness and investment, claims and demands of every nature, and other intangible assets, rights or benefits, all books, papers, files, records and other forms of personal property;

And also all other properties, assets and rights of the Grantor of every name and description, real, personal and mixed, wheresoever situated, and whether or not of the same kind as those hereinabove enumerated, owned by the Grantor or to which it may be entitled, except corporate stock of the Grantee and the corporate franchise of the Grantor.