

786165

Amoco Pipeline Co
200 E. Randolph Dr
P.O. Box 6110A
Chicago IL 60680
121 600-84-35
attn Susan Davis

MEMORANDUM OF OPTION AGREEMENT
TO REPURCHASE PIPELINE

TICOR TITLE INSURANCE
Crown Point, Indiana

THIS MEMORANDUM of Option Agreement to Repurchase Pipeline, dated August 28, 1984 by and between Amoco Pipeline Company, a Maine corporation, authorized to transact business as a foreign corporation in the State of Indiana and having its principal business office at 200 East Randolph Drive, Chicago, Illinois 60601 (hereinafter referred to as "Grantor") and ARCO Pipe Line Company, a Delaware corporation authorized to transact business as a foreign corporation in the State of Indiana and having its principal business office at ARCO Building, Independence, Kansas 67301 (hereinafter referred to as "Optionee"),

WITNESSETH THAT:

WHEREAS, pursuant to a certain agreement captioned "Pipeline Sale and Purchase Agreement" bearing date of August 17, 1984 (said Agreement being hereinafter called the "Agreement"), Optionee has sold to Grantor (as buyer therein) and Grantor has purchased from Optionee (as seller therein) a certain crude oil pipeline system, which is basically twenty-two (22) inches in diameter, extending for a distance of approximately ten (10) miles located in Lake County, Indiana (hereinafter referred to as the "Pipeline"), consisting of a 22-inch trunk pipeline with a 12-inch spur line, an 18-inch spur line, and related equipment, easements, fee lands, subleases, leases, licenses, permits, personal property and equipment, and being more particularly located and described in Exhibit "A" attached hereto and hereby made a part hereof; and

WHEREAS, the Agreement includes a repurchase option with respect to the Pipeline, and the parties hereto desire to execute and record this Memorandum as evidence thereof;

NOW, THEREFORE, in consideration of the execution of the Agreement, Grantor hereby gives and grants to Optionee, its successors and assigns, the exclusive right and option (the "Option") to repurchase the Pipeline as described in the Agreement, to be exercised at any time within five (5) years after August 28, 1984 for a purchase price and on the terms and conditions set forth in the Agreement, with respect to which the following information is set forth:

1. The name and address of the seller as set forth in the Agreement are the name and address of Optionee as set forth in the caption of this Memorandum.

FILED

DEC 26 1984

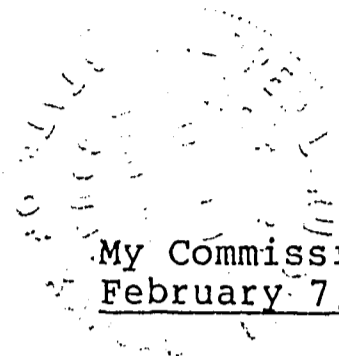
Lyle O. Smith
AUDITOR LAKE COUNTY

1163

STATE OF INDIANA / S.S. NO.
LAKE COUNTY
FILED FOR RECORD
DEC 28 10 45 AM '84
WILLIAM B. BROWN
RECORDER

11.50
TW

In testimony whereof, I have hereunto subscribed my name, and affixed my official seal at Independence, Kansas, this 27th day of August, 1984.



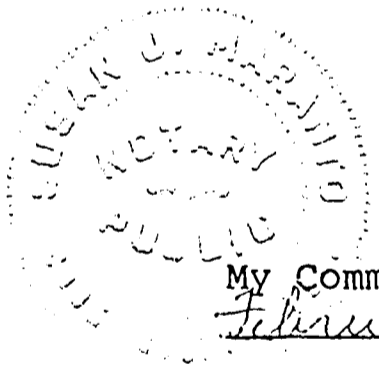
Mildred L. Russell
Notary Public, Montgomery
County, Kansas

My Commission Expires:
February 7, 1988

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

Before me, Susan J. Maranto this 28th day of August, 1984 personally appeared Amoco Pipeline Company by H. A. Parker and D. B. Pinkert, its President and Secretary respectively, and acknowledged the execution of the foregoing instrument.

In testimony whereof, I have hereunto subscribed my name, and affixed my official seal at Chicago, Illinois, this 28th day of August, 1984.



Susan J. Maranto
Notary Public, Cook
County, Illinois

My Commission Expires:
February 24, 1987

This instrument was prepared by David A. Fowler, Senior Attorney, ARCO Pipe Line Company, ARCO Building, Independence, KS 67301.

EXHIBIT "A"

Approximately 10.8 miles of pipeline, consisting of a trunk line comprised of approximately 10.2 miles of 22-inch diameter pipeline (hereinafter referred to as "22-inch trunk pipeline"), and two spur lines off said trunk line comprised of approximately .5 miles of 12-inch diameter pipeline (hereinafter referred to as "12-inch spur line"), and .1 miles of 18-inch diameter pipeline (hereinafter referred to as "18-inch spur line"), extending through the Cities of Schererville, Highland, Hammond, and East Chicago, Lake County, Indiana, described as follows:

22-inch Trunk Pipeline

Beginning at the downstream flange (north side) of ARCO Pipe Line Company's (APL's) 22-inch block valve (No. 56816) located on APL's Griffith Gate Plant Site, said site being situated in the SW $\frac{1}{4}$ of Section 4, T35N, R9W, City of Schererville, Lake County, Indiana. Point of beginning is further identified as approximate APL survey station 3968+32;

Thence bearing north along the east side of New York Central Railroad for a distance of approximately 5.9 miles at which location it bears northeasterly and crosses the New York Central Railroad and the Michigan Central Railroad and enters Shell Oil Company's tank farm;

Thence bearing north on Shell Oil Company property and on west side of New York Central Railroad to a point approximately 700 feet south of the Grand Calumet River and approximately 200 feet north of the Indiana East - West Toll Road;

Thence meandering westerly between the Grand Calumet River and Indiana E-W Toll Road crossing Indianapolis Blvd. After crossing Indianapolis Blvd., it continues westerly on the north side of and parallel to Roxana Drive for approximately 1900 feet at which point it bears northwesterly crossing the Grand Calumet River approximately 200 feet northeast of where the Indiana Toll Road crosses the Grand Calumet River;

Thence continuing northwesterly to a point approximately 400 feet south of the intersection of 151st Street and White Oak Avenue, which point is under the superstructure of the Indiana E-W Toll Road;

Thence bearing north along the west R/W of White Oak Avenue from 151st Street to a point approximately 0.3 miles north of 141st Street;

Thence turning 90° bearing east crossing White Oak Avenue and entering APL's leased property site known as APL's East Chicago Terminal, and terminating at the end of reverse bend to the scraper trap on said East Chicago Terminal, all of which is situated in the SW¹/₄ of Section 20, T37N, R9W, City of East Chicago, Lake County, Indiana. Point of termination is further identified as the first flange down-stream of the scraper trap by-pass and cross-over piping.

The 22-inch trunk pipeline consists of 53,898 feet of 22-inch diameter pipe, three 22-inch block valves, cathodic protection equipment, and various fittings, appurtenances and facilities associated with a cross-country trunk line. The above pipe footage includes 251 feet of spare 22-inch pipe installed through casing at 177th Street. Also, a 16-inch take-off valve (Explorer connection) is installed on the 22-inch trunk pipeline at Shell Oil Company's Tank Farm. The terminal end includes a scraper trap and related by-pass piping, consisting of one (1) 30" scraper trap, one (1) 22" valve on scraper trap, two (2) 18" valves (by-pass and cross-over) together with associated flanges and fittings, plus two (2) 18" valves, one (1) 20" valve together with associated flanges and fittings.

Spur Lines

12-inch Spur Line

12-inch spur line, also known as the Lakeside 12-inch pipeline, begins at an 8-inch take-off connection on the 22-inch trunk pipeline, said take-off being 1536 feet north of the south section line of Section 33, T36N, R9W, Lake County, Indiana (or 1536 feet north of Main Street, City of Highland, Indiana). Point of beginning is further described as APL survey station 4012+87 on the 22-inch trunk pipeline;

Thence connecting to the 8-inch take-off and bearing northwesterly crossing New York Central Railroad, then bearing north along west side of said railroad for a distance of approximately 750 feet, thence bearing northwesterly approximately 1400 feet to its termination on Lakeside Refining Company property situated in the NE $\frac{1}{4}$ of Section 32, T36N, R9W, of Lake County, Indiana.

The 12-inch spur line consists of 2406 feet of 12-inch diameter pipe, one 8-inch valve and miscellaneous 8-inch and 12-inch fittings. The terminal end of the 12-inch spur line is closed with $\frac{1}{2}$ -inch plate.

18-inch Spur Line

The 18-inch spur line, also known as Witco 18-inch delivery (formerly Allby 18-inch Delivery), begins at an 18-inch take-off connection on the 22-inch trunk pipeline, said connection being 303 feet south of the north section line of Sec. 29, T37N, R9W, Lake County, Indiana (or 303 feet south of 141st Street, City of East Chicago). Point of beginning is further described as APL survey station 4484+12 on the 22-inch trunk pipeline;

Thence bearing west and south, terminating at the tank valves of two 55,000 barrel storage tanks owned by others. An 18-inch connection to Amoco Pipeline is located near the 22-inch trunk pipeline take-off location.

The 18-inch spur line consists of 676 feet of 18-inch diameter pipe, three 18-inch valves, miscellaneous fittings and sampling facilities (small building, sump tank, sump pump, etc.) which are located on a 30 foot x 50 foot leased site adjacent to the take-off connection on the 22-inch trunk pipeline.