

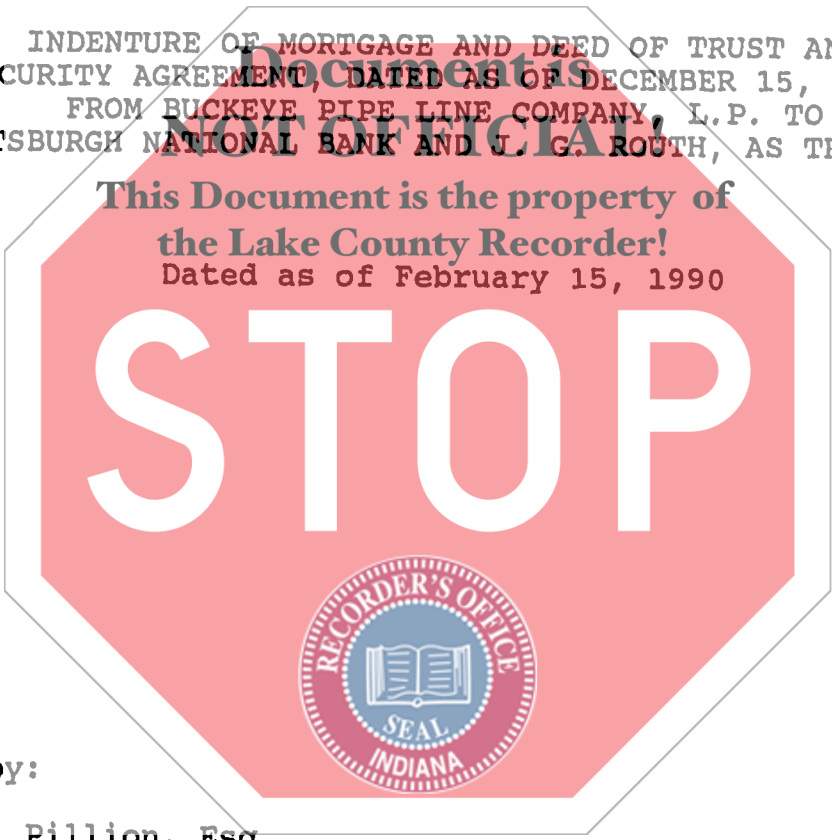
095884

[Lake County, Indiana]

MORTGAGE RECORDING SUPPLEMENT

To

INDENTURE OF MORTGAGE AND DEED OF TRUST AND SECURITY AGREEMENT, DATED AS OF DECEMBER 15, 1986, FROM BUCKEYE PIPE LINE COMPANY, L.P. TO PITTSBURGH NATIONAL BANK AND J. C. ROUTH, AS TRUSTEES



STATE OF INDIANA/S.S. NO.
 LAKE COUNTY
 FILED FEB 15 1990
 APR 18 2 17 PM '90
 ROBERT J. HOLLAND
 RECORDER

Prepared by:

Michael L. Pillion, Esq.
Morgan, Lewis & Bockius
2000 One Logan Square
Philadelphia, PA 19103



14.00
ck

MORTGAGE RECORDING SUPPLEMENT, dated as of February 15, 1990 (the "Supplement"), made by and among BUCKEYE PIPE LINE COMPANY, L.P., a limited partnership duly organized and existing under the laws of the State of Delaware (the "Company"), and PITTSBURGH NATIONAL BANK, a national banking association duly organized and existing under the laws of the United States, having its principal office at One Oliver Plaza, Pittsburgh, Pennsylvania 15265 (the "Trustee"), and J. G. ROUTH, residing at 331 Eastmont Street, Pittsburgh, Pennsylvania 15216 (the "Individual Trustee"), as Trustees (together, the "Trustees");

WHEREAS, pursuant to a certain Indenture of Mortgage and Deed of Trust and Security Agreement, dated as of December 15, 1986 (the "Indenture"), the Company issued and sold thereunder certain notes in the aggregate principal amount of \$300,000,000 and may issue from time to time additional notes thereunder; and

WHEREAS, the Indenture was recorded in the County of Lake, State of Indiana on January 8, 1987, as instrument number 895520; and

WHEREAS, by execution of this Supplement the Company and the Trustees intend to identify additional property acquired by the Company subsequent to the date of the Indenture located in the County of Lake which the Company and the Trustees intend specifically to subject to the Lien of the Indenture.

NOW THEREFORE, in consideration of the above premises, and intending to be legally bound, the Company and the Trustees hereby agree as follows:

1. Capitalized terms used herein and not otherwise defined herein shall have the means set forth in the Indenture.
2. Pursuant to Granting Clause Second of the Indenture, the property of the Company described on Exhibit A attached hereto and made a part hereof is hereby acknowledged to be subject to the Lien of the Indenture to the same extent as if it were specifically identified in the Granting Clauses thereof.
3. This Supplement may be executed in several counterparts, each of which is an original and all of which are identical. Each counterpart of this Supplement is to be deemed an original hereof and all counterparts collectively are to be deemed but one instrument.

IN WITNESS WHEREOF, the Company has caused this Supplement to be executed on its behalf by its General Partner, by the President or one of the Vice Presidents of the General Partner, and the corporate seal of the General Partner to be hereto affixed and said seal and this Supplement to be attested by the General Partner's Secretary or one of its Assistant

Secretaries; and the Trustee, in evidence of its acceptance of the trust hereby created, has caused this Supplement to be executed on its behalf by one of its Vice Presidents, and its corporate seal to be hereto affixed and said seal and this Supplement to be attested by one of its Assistant Secretaries; and the Individual Trustee, in evidence of his acceptance of the trust hereby created, has affixed his hand and seal hereto; all as of the day and year first above written.

Witness:

ROY R. HAASE JR.
ROY R. HAASE JR.
[Print Name]

BUCKEYE PIPE LINE COMPANY, L.P.

By: BUCKEYE PIPE LINE COMPANY,
a Delaware Corporation,
as general partner

Witness:

ROBERT E. LANGRISH
ROBERT E. LANGRISH
[Print Name]

By: *Charles F. Romaker*
Charles F. Romaker
Vice President - Administration

Document
NOT OFFICIAL!

(Corporate Seal)
This Document is the property of
the Lake County Recorder!

Howard L. Meyers
Howard L. Meyers
Secretary

PITTSBURGH NATIONAL BANK,
as Trustee

Witness:

Vera Caliguri
Vera Caliguri
[Print Name]

By: *F. J. Deramo*
F. J. Deramo
Vice President



(Corporate Seal)

Attest:

Amy R. Howcroft
Print Name: Amy R. Howcroft
Trust Officer

Witness:

K. Matthews
K. Matthews
[Print Name]

Witness:

J. Reimond
J. Reimond
[Print Name]

J. G. ROUTH,
as Individual Trustee:

[Signature]

Witness:

Sherry J. Locke
Sherry J. Locke
[Print Name]

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF Lehigh : SS
:

On this, the 14th day of March, 1990,
before me Joy M. Lehman, the undersigned officer,
a Notary Public in and for said state and county, personally
appeared Charles F. Romaker and Howard L. Meyers, known to me (or
satisfactorily proven) to be the Vice President - Administration
and Secretary, respectively, of Buckeye Pipe Line Company, a
Delaware corporation, the sole general partner of Buckeye Pipe
Line Company, L.P., a Delaware limited partnership, the
partnership which executed the foregoing instrument, and they
signed the same, and acknowledged to me that they did so sign
said instrument in the name and on behalf of said corporation as
such officers, respectively; that the same is their free act and
deed as such officers, respectively, and the free and corporate
act and deed of said corporation acting as sole general partner
for and on behalf of Buckeye Pipe Line Company, L.P.; that they
were duly authorized thereunto by its board of directors; and
that the corporate seal affixed to said instrument is the
corporate seal of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.

(SEAL)

Joy M. Lehman
Signature of Notarial Officer

My commission expires:



Notarial Seal
Joy M. Lehman, Notary Public
Allentown, Lehigh County
My Commission Expires Sept. 13, 1993
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF ALLEGHENY :

On this, the 23rd day of MARCH, 1990,
before me MARK C. BAKER, the undersigned officer,
a Notary Public in and for said state and county, personally
appeared F. J. Deramo and AMY R. Howcast, known to me (or
satisfactorily proven) to be the Vice President and Trust
Officer, respectively, of Pittsburgh National Bank, a banking
association organized and existing under the laws of the United
States, the national banking association which executed the
foregoing instrument, and they signed the same, and acknowledged
to me that they did so sign said instrument in the name and on
behalf of said national banking association as such officers,
respectively; that the same is their free act and deed as such
officers, respectively, and the free and corporate act and deed
of said national banking association; that they were duly
authorized thereunto by its board of directors; and that the
corporate seal affixed to said instrument is the corporate seal
of said national banking association.

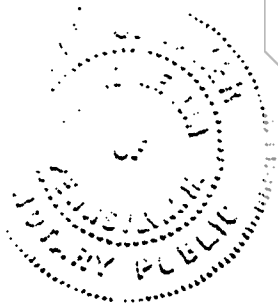
seal.

(SEAL)

IN WITNESS WHEREOF, I hereunto set my hand and official


Signature of Notarial Officer

My commission expires:



NOTARIAL SEAL
MARK C. BAKER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JULY 13, 1992

Member, Pennsylvania Association of Notaries

EXHIBIT A

Two pipeline easements located in T35N, R9W, (2nd PM), Lake County, Indiana:

1. Grantor: Town of Griffith, Indiana
Grantee: Buckeye Pipe Line Company, L.P.
Date of Instrument: December 22, 1989
Date of Recording: February 26, 1990
Instrument Number: 086134

2. Grantor: Joseph F. and Lorelee Kroslack
Grantee: Buckeye Pipe Line Company, L.P.
Date of Instrument: December 22, 1989
Date of Recording: February 26, 1990
Instrument Number: 086133

