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STATE OF OHIO
LAKE COUNTY
FILED FOR RECORD

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Lake County Packet #1A
#35

MICHAEL A. BROWN
1000000

ASSIGNMENT OF RIGHTS OF WAY

THIS ASSIGNMENT is entered into and effective as of the 1st day of December, 2005, by and between Marathon Pipe Line LLC, (successor in interest to Muskegon Pipe Line Corporation) a Delaware limited liability company with offices at 539 South Main St., Findlay, Ohio 45840 ("Seller"), and Buckeye Pipe Line Holdings, L. P., a Delaware limited partnership with offices at 5 Radnor Corporate Center, Suite 500, 100 Matsonford Road, Radnor, Pennsylvania 19087 ("Buyer").

RECITALS

WHEREAS, Seller and Buyer have entered into an "Asset Purchase Agreement" dated as of December 1, 2005 (the "Purchase Agreement") which provides for the sale and transfer by Seller to Buyer of an undivided forty percent (40%) interest in that certain Pipeline System as more particularly described therein; and

WHEREAS, the Purchase Agreement also provides for the sale and transfer by Seller to Buyer of an undivided forty percent (40%) interest in and to those certain rights of way, licenses, easements and grants which are more particularly described in Attachment 1 hereto pursuant to which the Pipeline System has been operated by Seller (collectively referred to hereinafter as the "Rights of Way"); and

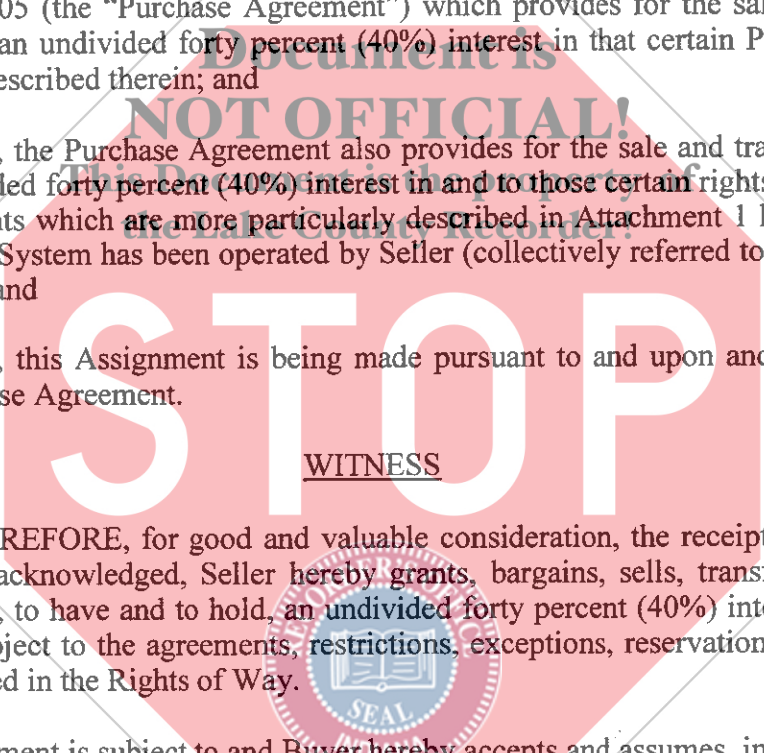
WHEREAS, this Assignment is being made pursuant to and upon and is subject to the terms of the Purchase Agreement.

WITNESS

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Seller hereby grants, bargains, sells, transfers, conveys and assigns unto Buyer, to have and to hold, an undivided forty percent (40%) interest in and to the Rights of Way, subject to the agreements, restrictions, exceptions, reservations, conditions, and limitations contained in the Rights of Way.

This Assignment is subject to and Buyer hereby accepts and assumes, in place and instead of Seller, full responsibility for and agrees to perform, pay, discharge and to comply with all of the express and implied covenants, obligations, conditions and liabilities set forth in or relating to the Rights of Way arising from and after the date first written above.

Buyer acknowledges that it has inspected the Rights of Way and accepts the same "AS IS, WHERE IS."



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PEGGY HOLINGA KATONA
LAKE COUNTY AUDITOR

1800
OK # 224610
CP

The terms and provisions of this Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, this Assignment is executed and effective as of the date first written.

Marathon Pipe Line LLC

Witnesses:

By: Craig O. Pierson

Denise Detamore

Name: Craig O. Pierson

Name: Denise Detamore

Its: Vice President, Operations

David Murphy

Name: David Murphy

Buckeye Pipe Line Holdings, L.P.
by: **Buckeye GP LLC, its general partner**

Witnesses

By: Stephen C. Muther

Denise Detamore

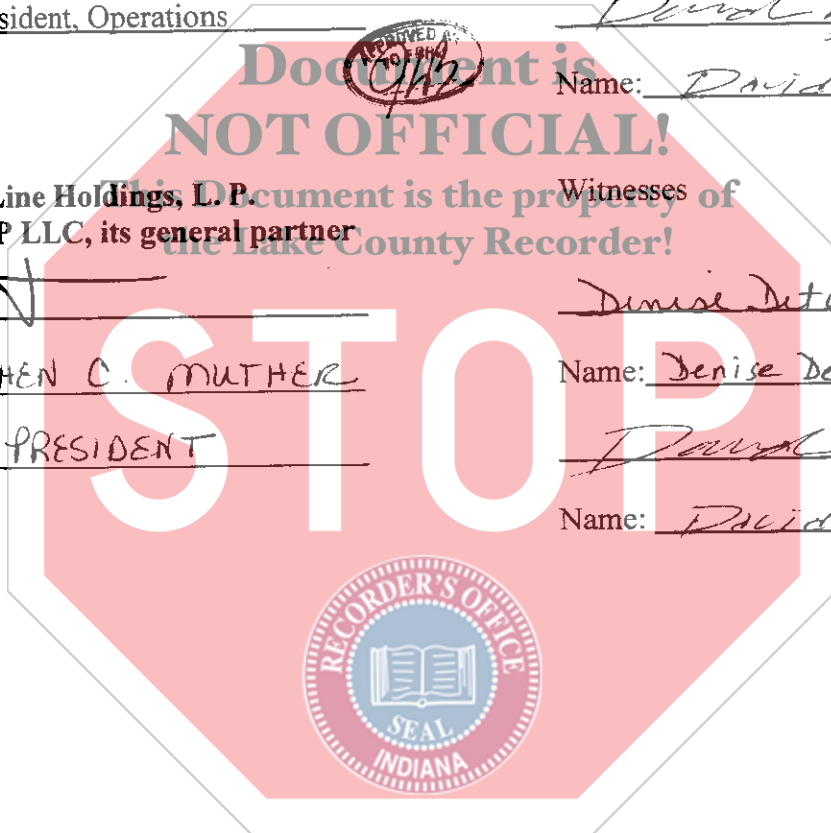
Name: STEPHEN C. MUTHER

Name: Denise Detamore

Its: VICE PRESIDENT

David Murphy

Name: David Murphy



State of OHIO } ss
County of HANCOCK }

Before me, CYNTHIA BAYER, a notary public, this 8th day of December, 2005, personally appeared Craig O. Pierson, Vice President, Operations of Marathon Pipe Line LLC, a Delaware limited liability company, and acknowledged the execution of the foregoing instrument on behalf of the company.

Notary Public Signature: Cynthia Bayer
My commission expires:

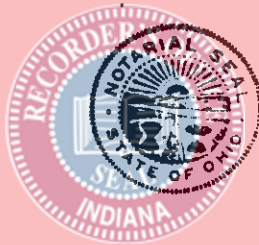


Cynthia Bayer, Attorney-At-Law
Notary Public - State of Ohio
My Commission has no expiration date
Sec. 147.03 R.C

State of OHIO } ss
County of HANCOCK }

Before me, CYNTHIA BAYER, a notary public, this 8th day of December, 2005, personally appeared Stephen E. Mutter, h. vice President of Buckeye GP LLC, a Delaware limited liability company, the general partner of Buckeye Pipe Line Holdings, L. P., a Delaware limited partnership, and acknowledged the execution of the foregoing instrument on behalf of the partnership.

Notary Public Signature: Cynthia Bayer
My commission expires:



Cynthia Bayer, Attorney-At-Law
Notary Public - State of Ohio
My Commission has no expiration date
Sec. 147.03 R.C

This instrument prepared by:
Jeff L. Benson
Marathon Pipe Line LLC
539 South Main Street
Findlay, OH 45480

After recording, please return to:
LandAmerica Commercial Services (SRG)
4111 Executive Parkway, Suite # 304
Westerville, OH 43081-3862

{207658.DOC} IN
Recorded

ATTACHMENT 1

RIGHTS OF WAY

Contract Date	Conveyor	Book Page		Recording Reference						
		Number	Twp	Dir	Rng	Dir	Sec			
8/12/1957	MILANOVICH, ELIE	700	294	53016	35	N	8	W	11	

situated in Lake County, State of Indiana, to-wit:

Commencing at a point on the West line of Section Eleven (11), in Township Thirty-five (35) North, of Range Eight (8) West of the Second Principal Meridian in Lake County in the State of Indiana, Twenty-seven (27) feet South of the North line of said Section Eleven (11), thence running in a line parallel to and Twenty-seven (27) feet South of said North line of said Section Eleven (11) to a point on the East line of the $W\frac{1}{2}$ of the $W\frac{1}{2}$ of the NW $\frac{1}{4}$ of said Section Eleven (11) Twenty-seven (27) feet South of the North line of said Section Eleven (11),

SEP 1

Andrew S.
AUDITOR, LAKE

together with the right of ingress and egress to and from said pipe line over the North thirty (30) feet of the $W\frac{1}{2}$ of the $W\frac{1}{2}$ of the NW $\frac{1}{4}$ of said Section Eleven (11) for the purposes aforesaid.



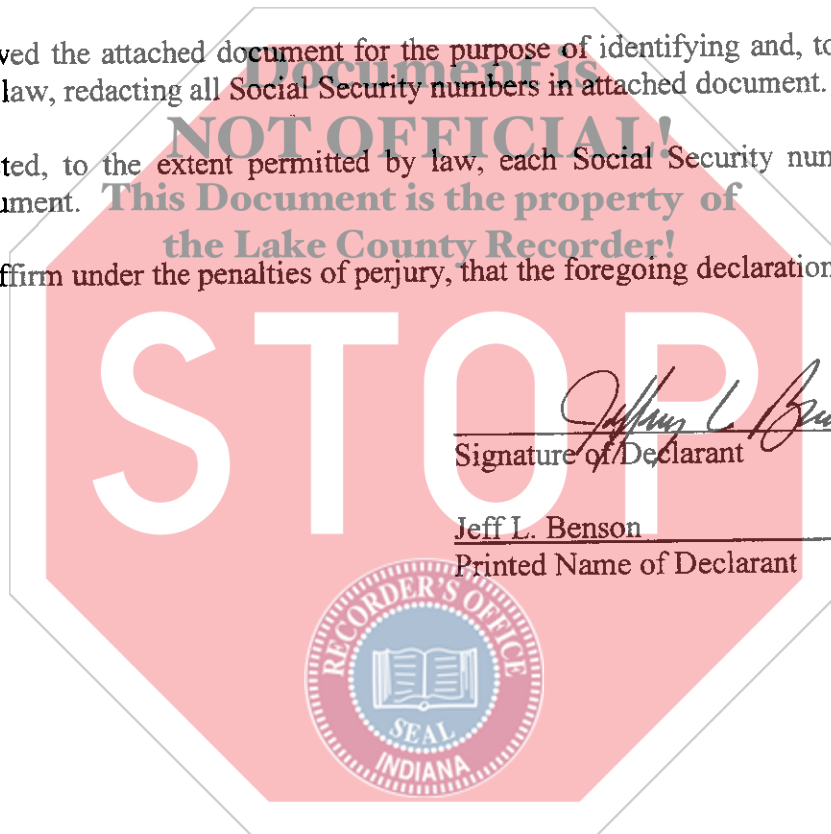
Declaration

This form is to be signed by the preparer of a document and recorded with each document in accordance with IC 36-2-7.5-5(a).

I, the undersigned preparer of the attached document, in accordance with IC 36-2-7.5, do hereby affirm under the penalties of perjury:

1. I have reviewed the attached document for the purpose of identifying and, to the extent permitted by law, redacting all Social Security numbers in attached document.
2. I have redacted, to the extent permitted by law, each Social Security number in the attached document.

I, undersigned, affirm under the penalties of perjury, that the foregoing declarations are true.



Jeffrey L. Benson
Signature of Declarant

Jeff L. Benson
Printed Name of Declarant