

STATE OF OHIO
LAKE COUNTY
FILED FOR RECORD

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MICHAEL A. BROWN
REC Lake County Packet #1B

ASSIGNMENT OF RIGHTS OF WAY

THIS ASSIGNMENT is entered into and effective as of the 1ST day of December, 2005, by and between 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 ("Seller"), and Muskegon Pipeline LLC, a Delaware limited liability company with offices at 539 South Main Street, Findlay, Ohio 45840 ("Buyer").

RECITALS

WHEREAS, Seller and Marathon Pipe Line LLC, a Delaware limited liability company ("MPL") have entered into an "Asset Purchase Agreement" dated as of December 1, 2005 (the "Purchase Agreement") which provides for the sale and transfer by MPL to Seller 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 MPL to Seller 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 MPL (collectively referred to hereinafter as the "Rights of Way"); and

WHEREAS, MPL, Seller and Buyer have entered into that certain "Contribution Agreement" dated as of December 1, 2005 ("Contribution Agreement") which provides for the contribution and transfer of MPL's and Seller's respective interests in the Pipeline System to Buyer; and

WHEREAS, the Contribution Agreement also provides for the contribution and transfer by Seller to Buyer of an undivided forty percent (40%) interest in and to the Rights of Way; and

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

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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."

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.

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

By: [Signature]
Name: STEPHEN C MUTHAR
Its: VP

Witnesses

[Signature]
Name: Terrence H. Lint II
[Signature]
Name: Debbie Hapner

Muskegon Pipeline LLC

By: [Signature]
Name: CRAIG O. PIERSON
Its: VP

Witnesses:

[Signature]
Name: Terrence H. Lint II
[Signature]
Name: Debbie Hapner



State of OHIO } ss
County of HANCOCK }

Before me, Rebecca M. Miller, a notary public, this 8th day of December, 2005, personally appeared Stephen C. Muther, 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: Rebecca M. Miller
My commission expires:

REBECCA M. MILLER
Notary Public, State of Ohio
My Commission Expires Dec. 12, 2007

State of OHIO } ss
County of HANCOCK }

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

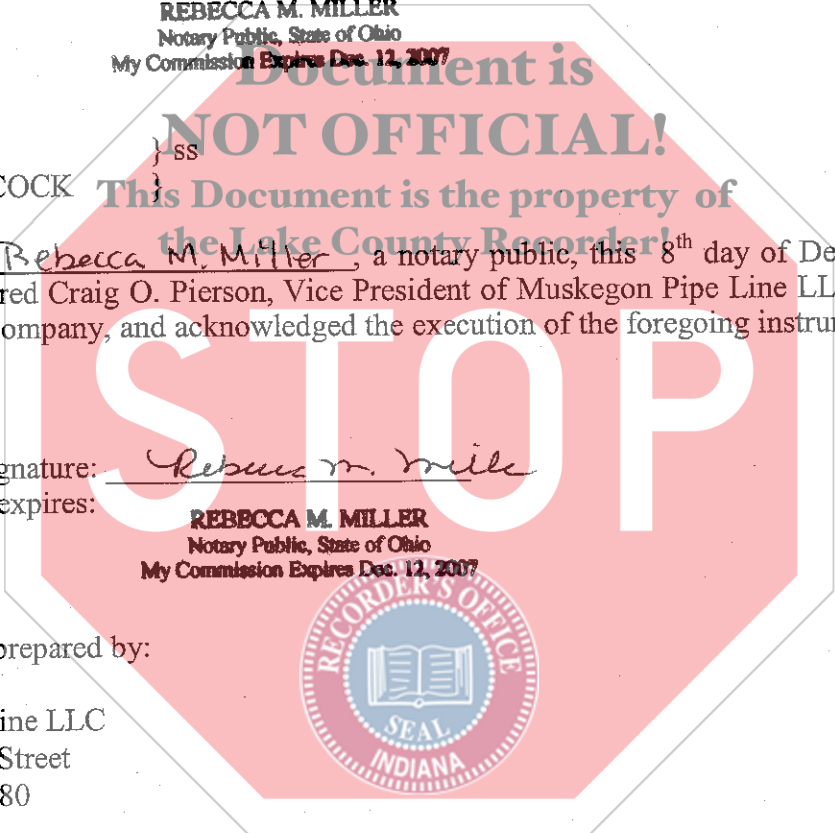
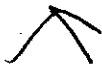
Notary Public Signature: Rebecca M. Miller
My commission expires:

REBECCA M. MILLER
Notary Public, State of Ohio
My Commission Expires Dec. 12, 2007

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

IN
Recorded



ATTACHMENT 1

RIGHTS OF WAY

Contract Date	Conveyor	Book Page		Recording Reference					
		Number	Twp	Dir	Rng	Dir	Sec		
7/10/1957	BLOCKHOUSE INC	696	541	48903	35	N	8	W	8

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

Part of the Northeast Quarter (NE $\frac{1}{4}$) of Section 8, Township 35 North, Range 8 West of the 2nd Principal Meridian, and described as follows: Commencing at the Northwest corner of the Northwest Quarter (NW $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$); thence South 667.7 feet; thence to the North line of the Southwest Quarter (SW $\frac{1}{4}$) of the Northwest Quarter (NW $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of said Section 8; thence East on said North line 160 feet to the Westerly right of way line of State Road 55; thence Northerly on said right of way line to the North line of said Northeast Quarter (NE $\frac{1}{4}$); thence West on the North line of said Northeast Quarter (NE $\frac{1}{4}$) 450.80 feet to the place of beginning, all in Lake County, Indiana; also

Part of the Northeast Quarter (NE $\frac{1}{4}$) of Section 8, Township 35 North, Range 8 West of the 2nd Principal Meridian, and described as follows: Commencing at a point on the North line of the Southwest Quarter (SW $\frac{1}{4}$) of the Northwest Quarter (NW $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of said Section 8, 241.80 feet East of the Northwest corner thereof, said point being on the Easterly right of way line of said State Road 55; thence East on the North line of said Southwest Quarter (SW $\frac{1}{4}$) of the Northwest Quarter (NW $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of Section 8, 312.45 feet to the Westerly right of way line of the Gary and Southern Traction Company, a corporation; thence Northeasterly on said Westerly right of way line 698.0 feet to the center line of a ditch crossing said right of way line; thence deflect 113 degrees 27 minutes to the left and measure Northwesterly in the center of said ditch a distance of 300 feet to an angle in said ditch; thence deflect 33 degrees 35 minutes to the left and measure in the center of said ditch a distance of 380 feet to the Easterly right of way line of State Road 55; thence Southerly on said right of way line to the place of beginning, all in Lake County, Indiana; also

Part of the Northeast Quarter (NE $\frac{1}{4}$) of said Section 8, of Township 35 North, Range 8 West of the 2nd Principal Meridian, described as follows: Commencing at a point on the North line of said Northeast Quarter (NE $\frac{1}{4}$) 70 feet West of the Northeast corner of the Northwest Quarter (NW $\frac{1}{4}$) of the Northeast Quarter (NE $\frac{1}{4}$) of said Section 8; thence West 705.59 feet to the Easterly right of way of State Road 55; thence Southwesterly on said right of way line 154.5 feet to a point in the center line of a ditch; thence Easterly in the center of said Ditch 380.00 feet to a point 85.00 feet South of the North line of said Northeast Quarter (NE $\frac{1}{4}$); thence deflect 33 degrees 35 minutes to the right and measure in the center of said ditch a distance of 300 feet to the Westerly right of way line of the Gary and Southern Traction Company, a corporation; thence Northeasterly on said right of way 72.85 feet to an angle point; thence deflect to the left 12 degrees 11 minutes and measure Northeasterly 95.70 feet to an angle point, thence deflect to the left 24 degrees 54 minutes and measure Northeasterly 123.95 feet to the place of beginning, all in Lake County, Indiana.

BOOK 698 PAGE 541

6-6-81

Prescribed by the
State Board of Accounts
(2005)

County form 170

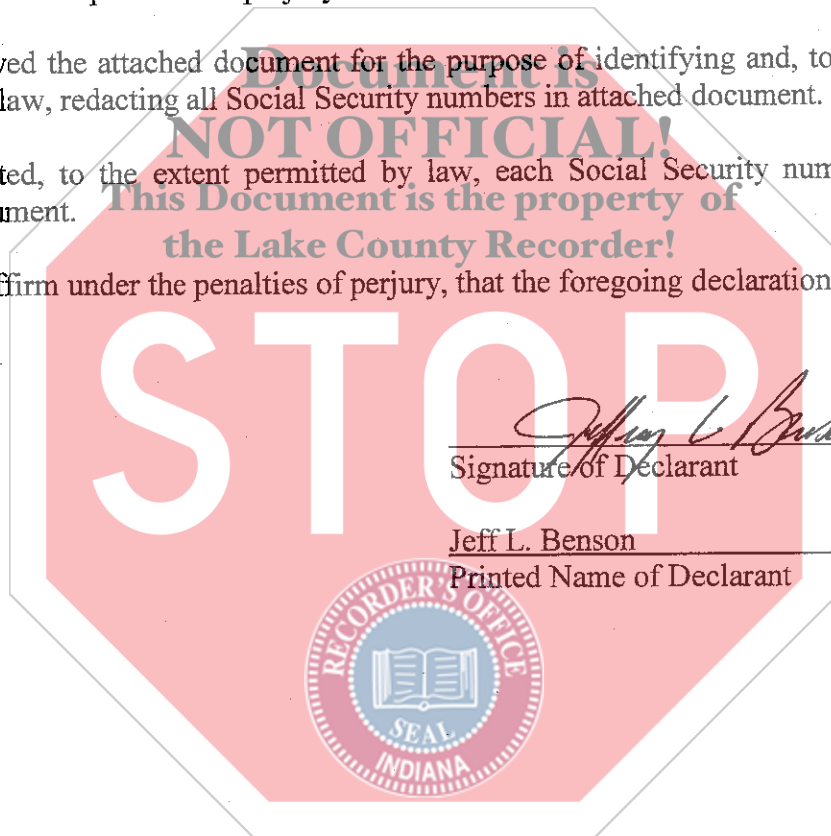
Declaration

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.



Signature of Declarant

Jeff L. Benson

Printed Name of Declarant