

10

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD

2007 027884

2007 APR 15 AM 2:00

MICHAEL A. ...  
RECORDER

**SUBORDINATION AND CONSENT**

**WHEREAS**, SUN LIFE ASSURANCE COMPANY OF CANADA, a Canadian corporation, having an office at One Sun Life Executive Park, Wellesley Hills, Massachusetts 02481 ("Lender") is the owner and holder of the debt secured by the mortgages identified on Exhibit B attached hereto and incorporated herein (collectively, the "Mortgage");

**WHEREAS**, Gas-Mart USA, Inc., a Missouri corporation ("Borrower"), and CONOCOPHILLIPS COMPANY, a Delaware corporation ("Seller"), are parties to that certain Real Estate Contract (Multi-Sites Involving Fee and Leasehold Estates) with an effective date of November 14, 2003 (the "Contract") subsequent to which date Borrower assigned its rights in the Contract to its affiliate, FUEL SERVICE MART, INC., a Missouri corporation ("FSM"). Pursuant to the Contract and its related addenda, FSM has granted to Seller the right to repurchase the property described on Exhibit A attached hereto and incorporated herein upon the occurrence of certain events (the "Repurchase Option"). A memorandum of the Repurchase Option was recorded on February 24, 2004 in the Office of the Recorder of Deeds of Lake County, Indiana as Instrument Number 2004-015283, re-recorded March 10, 2004 as Instrument Number 2004-020360;

**WHEREAS**, Lender has requested that FSM and Seller subordinate the Repurchase Option to the lien of the Mortgage and FSM and Seller have agreed accordingly.

**NOW, THEREFORE**, in consideration of the foregoing recitals and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, FSM and Seller hereby consent to the execution, delivery and recording of the Mortgage and hereby subordinate their respective rights and obligations under the Repurchase Option to the liens, rights and obligations created by the Mortgage.

Sun Life Assurance Company of Canada is an intended beneficiary of this Subordination and Consent and shall have the right to enforce it.

*D.D.M.  
6/19/07  
3100*

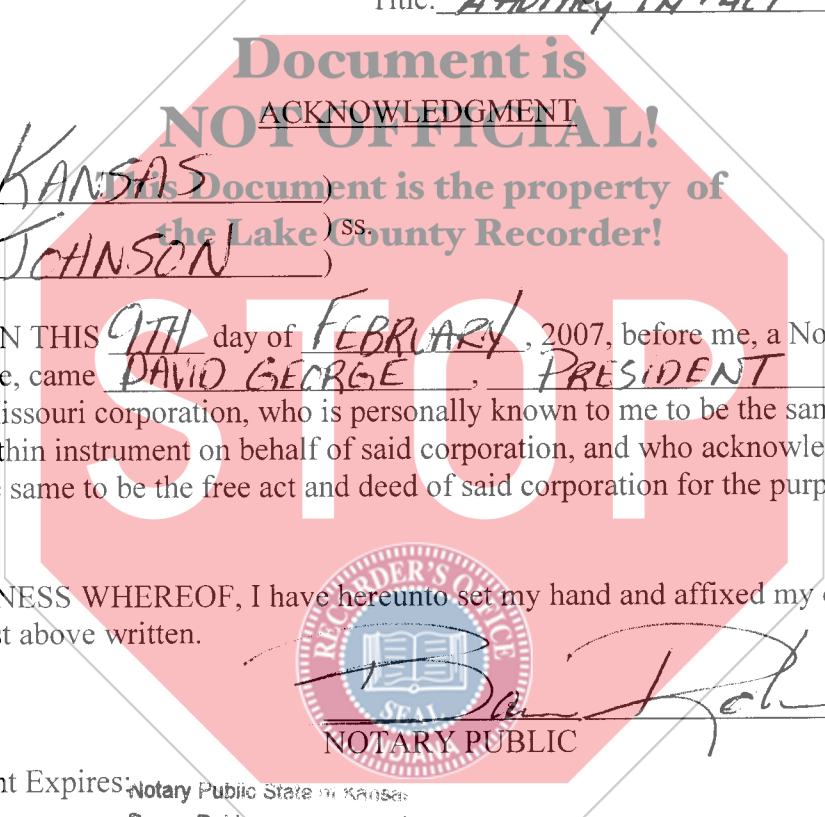
IN WITNESS WHEREOF, FSM and Seller have executed this Subordination and Consent as of FEBRUARY 12, 2007.

FUEL SERVICE MART, INC.  
a Missouri corporation

By: [Signature]  
Name: DAVID GEORGE  
Title: PRESIDENT

CONOCOPHILLIPS COMPANY  
a Delaware corporation

By: [Signature]  
Name: RANDALL D. AMEN  
Title: ATTORNEY IN FACT



STATE OF KANSAS  
COUNTY OF JOHNSON

NOW ON THIS 9TH day of FEBRUARY, 2007, before me, a Notary Public in and for said state, came DAVID GEORGE, PRESIDENT of **Fuel Service Mart, Inc.**, a Missouri corporation, who is personally known to me to be the same person who executed the within instrument on behalf of said corporation, and who acknowledged the execution of the same to be the free act and deed of said corporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

[Signature]  
NOTARY PUBLIC

My Appointment Expires: Notary Public State of Kansas  
Sama Robinsor  
My Appt Exp 06/04/2010

ACKNOWLEDGMENT

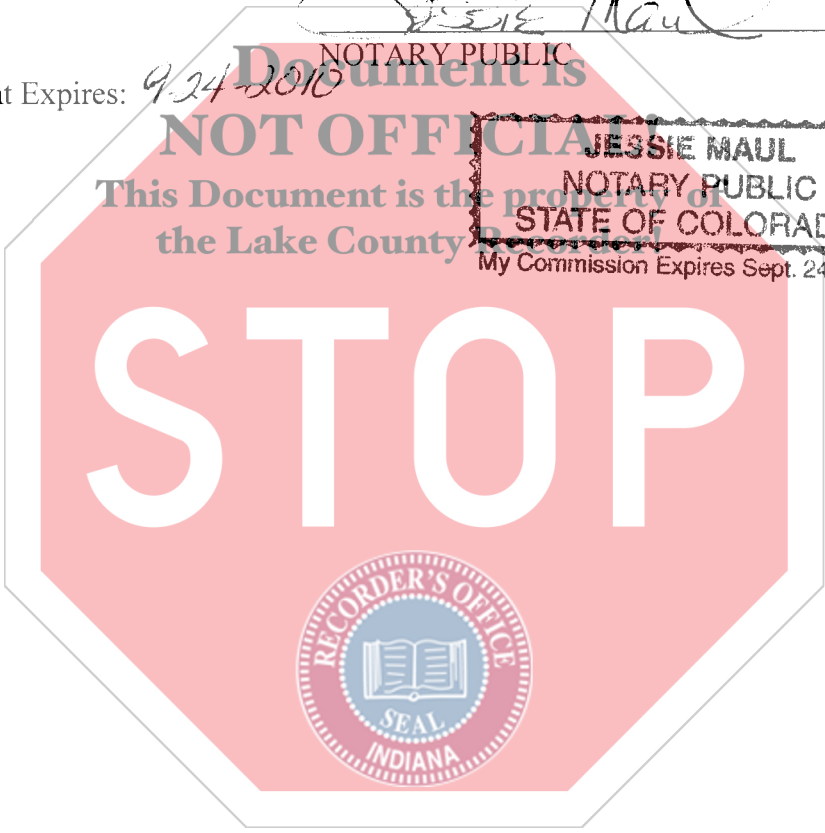
STATE OF Colorado )  
 ) ss.  
COUNTY OF ARAPAHOE )

NOW ON THIS 12<sup>TH</sup> day of FEBRUARY, 2007, before me, a Notary Public in and for said state, came RANDALL D. AMEL, ATTORNEY-IN-FACT of **ConocoPhillips Company**, a Delaware corporation, who is personally known to me to be the same person who executed the within instrument on behalf of said corporation, and who acknowledged the execution of the same to be the free act and deed of said corporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.

Jessie Maul  
NOTARY PUBLIC

My Appointment Expires: 9-24-2010



EXC-7a

7  
STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD

2004 015283

STATE OF INDIANA  
LAKE COUNTY  
FILED FOR RECORD  
2004 FEB 24 AM 11:40  
MORRIS W. CARTER  
RECORDER

#47

MEMORANDUM OF REPURCHASE OPTION

Site #2706091

THIS MEMORANDUM OF REPURCHASE OPTION ("Memorandum") is entered into as of the day of ~~February~~ 2004, by and between ConocoPhillips Company, a Delaware corporation ("Seller") and Fuel Service Mart, Inc., a Missouri corporation ("Buyer").

- Buyer acquired certain real property from Seller, commonly known as 323 Ridge Rd, Munster, IN 46321, and more particularly described on Exhibit A attached hereto and incorporated herein by this reference ("Property").
- As a condition to the conveyance of the Property by Seller to Buyer, Buyer granted to Seller an option to repurchase the Property upon the terms and conditions contained in that certain Real Estate Sales Contract dated November 14, 2003 (the "Contract").
- If not earlier terminated or exercised, pursuant to the terms of the Contract, Seller's option to repurchase the Property terminates on February 28, 2014.
- A copy of the relevant portions of the Contract may be obtained by written request from Seller or Buyer to the following addresses:

Fuel Service Mart, Inc  
8349 Melrose  
Lenexa KS 66214

ConocoPhillips Company  
Real Property Administration  
Plaza Office Building, Room 810G  
315 S Johnstone  
Bartlesville OK 74004

5. This Memorandum may be executed in one or more counterparts, each of which shall be deemed an original instrument and all of which combined shall constitute one and the same instrument.

HOLD FOR MERIDIAN TITLE CORP  
1578663

(SIGNATURE PAGE FOLLOWS)

THIS DOCUMENT BEING RECORDED  
TO CORRECT LEGAL DESCRIPTION ENH01A

22-  
MT DG 015283



IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date set forth above.

**SELLER:**  
CONOCOPHILLIPS COMPANY, a Delaware corporation

**BUYER:**  
FUEL SERVICE MART, INC, a Missouri corporation

By: Randall D Amen  
Name: Randall D. Amen  
Its: Attorney-in-Fact  
Date: 2-3-04

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

Prepared By: Tammy Harrison, ConocoPhillips Company, Real Estate Department,  
13059 East Peakview Avenue, Suite 110, Centennial, Colorado 80111

ACKNOWLEDGMENTS ON FOLLOWING PAGE



ACKNOWLEDGMENTS

STATE OF COLORADO )  
 ) ss.  
COUNTY OF ARAPAHOE )

BE IT REMEMBERED, that on this 3<sup>rd</sup> day of February, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came Randal D. Amen as Attorney-in-Fact for CONOCOPHILLIPS COMPANY, a Delaware corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.



Sheila T. Wallace  
Notary Public  
My Commission Expires: 9/11/06

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

BE IT REMEMBERED, that on this \_\_\_\_\_ day of \_\_\_\_\_, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came \_\_\_\_\_ as \_\_\_\_\_ for Fuel Service Mart, Inc., a Missouri corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

**This Document is the property of  
the Lake County Recorder!**

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

**STOP**



IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the date set forth above.

**SELLER:**  
CONOCOPHILLIPS COMPANY, a Delaware corporation

**BUYER:**  
FUEL SERVICE MART, INC, a Missouri corporation

By: \_\_\_\_\_ By: David G...  
Name: Randall D. Amen Name: David G...  
Its: Attorney-in-Fact Its: Pres.  
Date: \_\_\_\_\_ Date: 2-4-04

Prepared By: Tammy Harrison, ConocoPhillips Company, Real Estate Department,  
13059 East Peakview Avenue, Suite 110, Centennial, Colorado 80111

ACKNOWLEDGMENTS ON FOLLOWING PAGE



ACKNOWLEDGMENTS

STATE OF COLORADO )  
 ) ss.  
COUNTY OF ARAPAHOE )

BE IT REMEMBERED, that on this \_\_\_\_ day of \_\_\_\_\_, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came **Randall D. Amen as Attorney-in-Fact for CONOCOPHILLIPS COMPANY, a Delaware corporation**, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

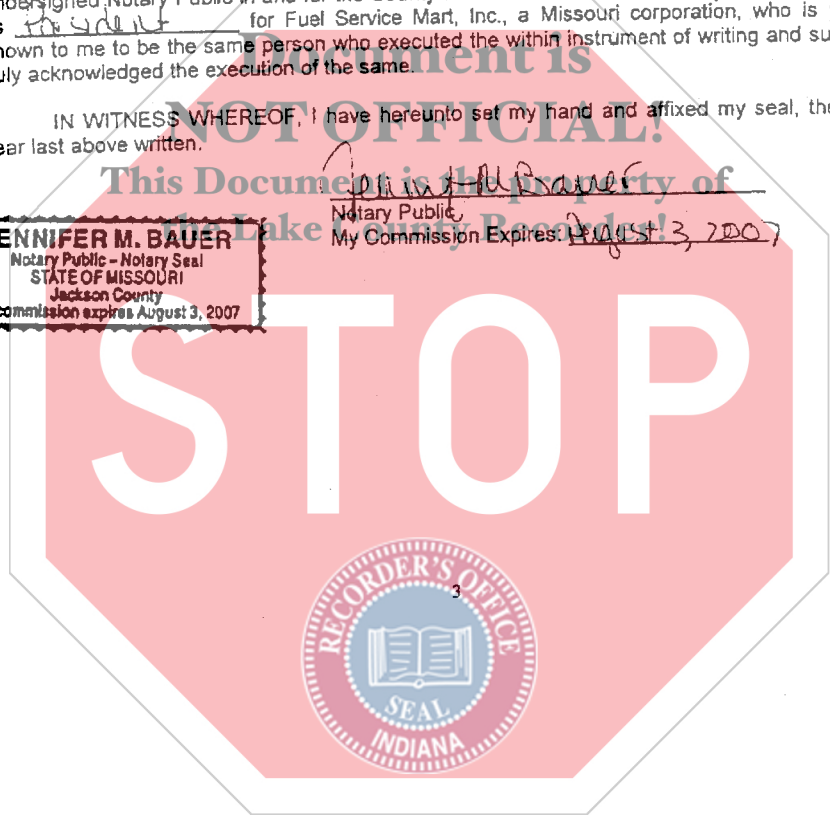
STATE OF Missouri )  
 ) ss.  
COUNTY OF Jackson )

BE IT REMEMBERED, that on this 4<sup>th</sup> day of February, 2004, before me the undersigned Notary Public in and for the County and State aforesaid, came David George as President for Fuel Service Mart, Inc., a Missouri corporation, who is personally known to me to be the same person who executed the within instrument of writing and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year last above written.

Jennifer M. Bauer  
Notary Public  
My Commission Expires: AUGUST 3, 2007

**JENNIFER M. BAUER**  
Notary Public - Notary Seal  
STATE OF MISSOURI  
Jackson County  
My commission expires August 3, 2007





**EXHIBIT A**  
**LEGAL DESCRIPTION ("the Property")**  
**Site No. 2706091**

**LEGAL DESCRIPTION:**  
Lots 8 and 9 in Block 2 in Golfmoor, being a subdivision in the Northeast 1/4 of Section 33, Township 38 North, Range 13, East of the Third Principal Meridian, in Cook County, Illinois.

*All attached  
for correct legal  
description*



EXHIBIT A

That part of Lot 5, Arie Jabaay's Subdivision of a part of the West Half of Section 13 and a part of the North Half of Section 24, Township 36 North, Range 10 West of the Second Principal Meridian, in the Town of Munster described as commencing at a point on the North line of Ridge Road 160 feet Southeasterly from the West line of said Lot 5, measured along the North line of Ridge Road; thence running southeasterly along the North line of Ridge Road 124.61 feet to the West line of Lyman Street; thence North along Lyman Street 107.3 feet; thence Northwesterly parallel with the North line of Ridge Road 124.15 feet; thence South parallel with the West line of said Lot 5, 107.25 feet to the place of beginning, in Lake County, Indiana.

Described By Survey As:

Part of Lot 5, Arie Jabaay's Subdivision of a part of the West half of Section 13 and a part of the North half of Section 24, Township 36 North, Range 10 West in the Town of Munster described as follows: Beginning at an iron pipe on the North line of Ridge Road 160 feet Southeasterly from the West line of Lot 5; thence North 00 degrees 00 minutes 00 seconds East, 106.74 feet to an iron pipe; thence South 80 degrees 12 minutes 40 seconds East, 124.62 feet to an iron pipe on the West line of Lyman Street; thence along said West line South 00 degrees 00 minutes 15 seconds West, 106.74 feet to the North line of Ridge Road; thence along said North line North 80 degrees 12 minutes 40 seconds West, 124.61 feet to the Point of Beginning.



THE RECORDER'S OFFICE  
LAKELAND, INDIANA  
201 E. CHURCH STREET  
LAKELAND, INDIANA 46761  
PHONE: 765-852-1100