

13445

2622

WHEN RECORDED MAIL TO:
HUMBLE OIL & REFINING COMPANY
ATTENTION: LAW DEPARTMENT
GATEWAY EAST BUILDING
1800 AVENUE OF THE STARS
LOS ANGELES, CALIFORNIA 90081

ASSIGNMENT OF LEASES

For valuable consideration, the receipt and adequacy of which are hereby acknowledged, STANDARD OIL COMPANY OF CALIFORNIA, SIGNAL OIL COMPANY DIVISION, a Delaware Corporation, hereinafter called "Assignor", hereby assigns, transfers and conveys to HUMBLE OIL & REFINING COMPANY, a Delaware Corporation, hereinafter called "Assignee", in full and absolute title, all of the leases and leasehold estates, located in the County of Klamath, State of Oregon, evidenced by and described in the memoranda of leases or leases described in Exhibit "A" attached hereto and by this reference made a part hereof, together with all options to purchase or acquire title to said demised premises, and all future rents, issues, profits, revenues and other income thereof, all of Assignor's right, title and interest in all subleases, contracts or other agreements which may affect or relate in any way thereto, all of Assignor's right, title and interest in any easements, rights-of-way and proprietary interests appurtenant to said leases and leasehold estates, all of Assignor's right, title and interest in all buildings, fixtures, improvements, betterments and personalty located on the respective leased premises or appurtenant thereto as of the date of this Assignment, and all of Assignor's right, title and interest in all franchises, variances, permits and licenses (which by their nature are assignable) which affect or relate to such leases and leasehold estates.

Assignor warrants that all obligations required by said leases and leasehold estates prior to the effective date hereof have been fully discharged, except for current taxes not yet delinquent (which taxes shall be prorated as of the effective date hereof); that said leases and leasehold estates are valid and subsisting as of the date hereof; and that Assignor has the right to sell and assign the same to Assignee.

Assignee hereby accepts the property and estates herein assigned, transferred and conveyed subject to all existing and presently effective assignments, subleases, contracts and other agreements, all partial surrenders and partial quitclaims of said leases and leasehold estates, and all easements, rights-of-way, liens, zoning ordinances, encumbrances, covenants, conditions and restrictions,

if any, which may affect or relate to said assigned property and estates.

From and after the effective date hereof, Assignee shall assume and discharge (1) all of Assignor's remaining obligations under and appertaining to said assigned property and estates; (2) all of Assignor's obligations as guarantor of loans to dealers, distributors, employees and others made in connection therewith; and (3) all of Assignor's current contractual liabilities, including accounts payable, relating to the said assigned property and estates, or their operations.

This Assignment of Leases is made with full substitution and subrogation of Assignee in and to all covenants and warranties by others heretofore given or made in respect of said assigned property and estates to the extent the same may be substituted or subrogated.

This Assignment of Leases is binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns, forever.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment of Leases, in duplicate originals, this 29th day of March, 1967, but effective as of the thirty-first day of March, 1967.

STANDARD OIL COMPANY OF CALIFORNIA
SIGNAL OIL COMPANY DIVISION

By J. A. Leming
Attorney in Fact

By C. H. Wiegmann
Attorney in Fact

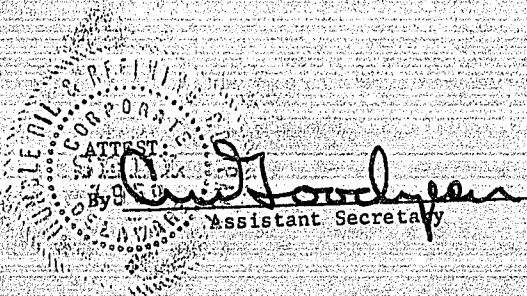
"Assignor"

HUMBLE OIL & REFINING COMPANY

Form Approved

By G. E. Chavetta
Vice President

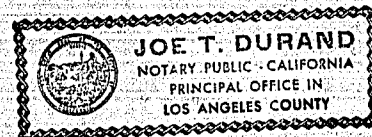
"Assignee"



STATE OF CALIFORNIA)
) ss.
 COUNTY OF LOS ANGELES)

On this 29th day of March, 1967, before me, JOE T. DURAND, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared J. R. FLEMING and C. H. WIEGMANN, Attorneys in Fact of Standard Oil Company of California, Signal Oil Company Division, a Delaware corporation, who, being duly sworn, stated that they are the Attorneys in Fact of said corporation; that they executed the foregoing instrument by authority of and in behalf of said principal; and they acknowledged said instrument to be the act and deed of said principal.

In Witness Whereof, I have hereunto set my hand and affixed my official seal at my office in the County and State aforesaid the day and year in this certificate first above written.



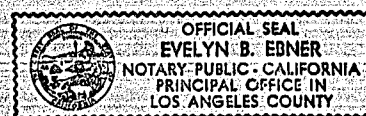
Joe T. Durand
 JOE T. DURAND - Notary Public in and for
 the County of Los Angeles, State of
 California

My Commission expires:
 March 12, 1968.

STATE OF CALIFORNIA)
) ss.
 COUNTY OF LOS ANGELES)

On this 29th day of March, 1967, before me, EVELYN B. EBNER, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared S. E. CHARLTON and D. W. GOODYEAR, Vice President and Assistant Secretary of Humble Oil & Refining Company, a Delaware corporation, who, being duly sworn, stated that they are the Vice President and Assistant Secretary of said corporation; that they executed the foregoing instrument by authority of and in behalf of said principal; and they acknowledged said instrument to be the act and deed of said principal.

In Witness Whereof, I have hereunto set my hand and affixed my official seal at my office in the County and State aforesaid the day and year in this certificate first above written.



Evelyn B. Ebner
 EVELYN B. EBNER - Notary Public in and
 for the County of Los Angeles, State of
 California

My Commission expires:
 February 17, 1970.

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EXHIBIT "A"

That certain unrecorded Lease (pertaining to Service Station No. 312-12) dated November 18, 1953, by and between Eva Clark Thomas, a widow, Ruby M. Bell, a married woman, and Lindy H. Thomas, a married man, as Lessor, and Standard Oil Company of California, Signal Oil Company Division, as Lessee, a Memorandum of which was recorded on December 22, 1953, as Instrument No. 89555, in Volume 264, Page 494, of the Deed Records of Klamath County, State of Oregon.

STATE OF OREGON; COUNTY OF KLAMATH; ss.

Filed for record at request of Klamath County Title Company
this 13th day of April A.D. 1967 at 12:03 o'clock P.M., and
duly recorded in Vol. M-67, of Deeds on Page 2622
DOROTHY ROGERS, County Clerk
By Cynthia Wheeler

Fee \$46.00

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