

NEW YORK

## SPECIAL WARRANTY DEED

This Indenture, made the 31<sup>ST</sup> day of DECEMBER, 1988, by Texaco Refining and Marketing Inc., a Delaware corporation ("Grantor"), having an office at 1111 Rusk Street, Houston, Texas 77002, to STAR Enterprise, a general partnership formed under the New York Uniform Partnership Act ("Grantee"), having an office at 12700 Northborough Drive, Suite 400, Houston, Texas 77067.

## WITNESSETH:

In consideration of the mutual covenants set forth in that certain Asset Transfer Agreementd, dated as of December 31, 1988, among Saudi Refining, Inc., Texaco Refining and Marketing (East) Inc., Grantor and Grantee, Grantor does hereby grant and release unto Grantee, its successors and assigns forever, all those certain plots, pieces and parcels of land located in the City of NEW YORK, County of KINGS, State of New York, more particularly described in Schedule A attached hereto and made a part hereof (the "Property"), together with the buildings and improvements thereon erected,

Together with all right, title and interest, if any, of Grantor in and to any streets and roads abutting the Property to the center lines thereof,

Together with the appurtenances and all the estate and rights of Grantor in and to said Property, but

Subject to the exceptions to title set forth in Annex A attached hereto and made a part hereof (the "Permitted Encumbrances"), and further provided, that Grantor expressly saves, retains, reserves and excepts from this conveyance unto itself and its successors and assigns, all right, title and interest in and to any oil, gas, and other minerals (including, without limitation, helium, lignite, sulphur, phosphate and other solid, liquid and gaseous substances), regardless of the nature thereof and whether similar or dissimilar, and the right to explore for, develop and produce same, as well as the right to lease such portion of the Property hereby reserved for such purposes, and all mineral and royalty rights whatsoever in, on, under and pertaining to the Property; but Grantor, its successors and assigns, shall have no right to use, or right of ingress to or egress from any part of the surface of the Property for exploration and producing purposes; and any oil and gas drilling operations shall be conducted by means of wells, the surface locations of which are on other lands and which may be drilled into and bottomed in or under the Property. Grantor shall exercise its rights under the foregoing mineral, oil and gas reservation so as not to disturb any improvements, installations, petroleum or other products contained in such improvements or installations or surface activities on the Property. Grantor is to receive and retain all bonuses, rentals and royalties payable under any such mineral, oil and gas lease or leases.

Grantor may assign, transfer, sell or convey such oil, gas and mineral reservation to any person, corporation, partnership or other entity.

To have and to hold the Property unto Grantee, its heirs, successors and assigns forever.

Grantor covenants that it has not done or suffered anything whereby the Property has been encumbered in any way whatever, except for the Permitted Encumbrances and the aforesaid reservation of oil, gas and minerals. The foregoing covenant is for the benefit of Grantee and the parties now or hereafter constituting Grantee and may not be relied on or enforced by any other entity, including, without limitation, any direct or remote successor in title to Grantee or any title insurer of Grantee or its director or remote successors in title, by way of subrogation or otherwise.

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IN WITNESS WHEREOF, Grantor has duly executed this  
Special Warranty Deed the day and year first above written.

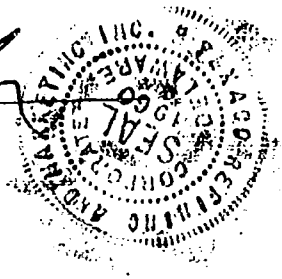
TEXACO REFINING AND MARKETING INC.

By: G.F. Tilton  
G.F. TILTON  
President

ATTEST:

By: R.E. Koch  
R.E. KOCH  
Assistant Secretary

[SEAL]



THE STATE OF NEW YORK §  
§  
COUNTY OF NEW YORK §

On this 31 day of December, 1988, before me  
G.F. Tilton, to me known, who being duly sworn, did depose  
and say he resides at 2107 Sunsh-nc pt. hwywood TX.  
that he is the President of TEXACO REFINING AND MARKETING  
INC., the corporation described in and which executed the  
foregoing instrument and that he signed his name thereto by  
order of the board of directors of said corporation.

Stephen Strager  
Notary Public

My Commission Expires:

STEPHEN STRAGER  
Notary Public, State of New York  
No. 31-4925961  
Qualified in New York County  
Commission Expires April 4, 1990



AW  
HLM

Schedule A

The following described land situated in the Borough of Brooklyn, County of Kings, City and State of New York, to-wit:

TRACT ONE:

Parcel One:

BEGINNING at the corner formed by the intersection of the northeasterly side of North 12th Street and the northwesterly side of Kent Avenue;

THENCE (1), northwesterly along the said northeasterly side of North 12th Street, one thousand and fifty-seven (1057) feet, more or less to the westerly line of a grant made by the State of New York to Cornelius DuBois, October 14, 1851 and being the former permanent water line of the East River established May, 1935;

THENCE (2), southwesterly along said former permanent line of the East River established May 1835 and the said westerly line of said grant to Cornelius DuBois, thirty-one (31) feet, more or less to the center line of North 12th Street, at a point distant one thousand and fifty-one (1051) feet, nine (9) inches westerly from Kent Avenue;

THENCE (3), north, forty-five degrees west, (N. 45° W.) along the center line of North 12th Street, one hundred seventy-five (175) feet, three (3) inches to the exterior pier line established by an Act of the Legislature of the State of New York which became a law April 30th, 1891;

THENCE (4), north, seventy-four degrees, thirty-two minutes east (N. 74° 32' E.) along said pier line, thirty-four (34) feet six (6) inches;

THENCE (5), north, eighty-five degrees, thirty minutes, east (N. 85° 30' E.) along said pier line, sixty-three (63) feet, one and one half (1 1/2) inches;

THENCE (6), south, seventy-three degrees, twelve minutes, east (S. 73° 12' E.) along said pier line one hundred three (103) feet, two and one half (2 1/2) inches to said westerly line of said grant to Cornelius DuBois and being the permanent water line of the East River established May, 1835;

THENCE (7), southeasterly along the present Harbor lines approved by the Secretary of War on June 30, 1947, one hundred ninety-two and ninety-eight one hundredths (192.98) feet, more or less, to an angle in said Harbor lines;

THENCE (8), southeasterly along said Harbor Lines, fifteen (15) feet, more or less to the intersection of said Harbor Lines with the pier and bulkhead line of Bushwick Inlet as laid down in blue ink on a certain map entitled "Map of Water Fronts on the East River; at Bushwick Inlet, Brooklyn, E. D." made by R. Rosa, Surveyor, filed in the office of the Secretary of State on June 5, 1865;

Brooklyn, New York Terminal  
1 North 12th Street  
C\20JMJ3\4 (NY 93)

THENCE (9), easterly in a curve along said pier and bulkhead line of Bushwick Inlet as laid down in blue ink on said map filed June 5, 1865, fifteen (15) feet, more or less, to a point where the southerly line of North 13th Street, if extended westerly to said pier and bulkhead line would intersect said pier and bulkhead line, such point being distant in a straight line drawn westerly at right angles to Kent Avenue, eight hundred seventy-two (872) feet westerly from the northwesterly side of Kent Avenue;

THENCE (10), easterly in a curve along said pier and bulkhead line as laid down in blue ink on said map filed June 5, 1865, five hundred eight (508) feet, more or less, to a point in said pier and bulkhead line which intersects a line drawn at right angles to the center line of North 13th Street measured from a point in said center line of North 13th Street distant three hundred eighty-five (385) feet northwesterly from the northwesterly line of Kent Avenue;

THENCE (11), northerly along said line drawn at right angles to the center line of North 13th Street measured from a point in said center line of North 13th Street distant three hundred eighty-five (385) feet northwesterly from the northwesterly line of Kent Avenue thirty-five (35) feet more or less to a point which would be intersected by a line drawn parallel with the northeasterly side of North 13th Street and at a distance of one hundred (100) feet northeasterly therefrom;

THENCE (12), southeasterly along said line drawn parallel with the northeasterly side of North 13th Street and at a distance of one hundred (100) feet northwesterly therefrom, two hundred thirty (230) feet, six (6) inches, more or less, to its intersection with the pier and bulkhead line established by the Commissioners appointed under the Act of the Legislature of the State of New York, entitled "An Act for the appointment of a Commission for the preservation of the Harbor of New York from encroachments, and to prevent obstructions to the Navigation thereof," passed March 30, 1855;

THENCE (13), southeasterly along the former southerly dock line of Bushwick Creek, one hundred forty-nine (149) feet, six (6) inches, more or less, to the westerly line of Franklin Street;

THENCE (14), southerly along the westerly line of Franklin Street three (3) feet, more or less, to the corner formed by the intersection of the westerly line of Franklin Street and the northwesterly line of Kent Avenue;

THENCE (15), southwesterly along the northwesterly side of Kent Avenue, three hundred seventy-five (375) feet, more or less, to the corner formed by the intersection of the northeasterly line of North 12th Street and the northwesterly line of Kent Avenue, at the point or place of BEGINNING.

TOGETHER with all water rights and privileges thereto belonging or appertaining and all the estate, right, title and interest of the Party of the First Part of, in, to or in respect

of the lands now or formerly under the water of Bushwick Inlet and the East River in front or abreast of or adjacent to the premises hereinbefore described with all rights and privileges thereto belonging or appertaining.

AND, also, any and all right that they may have to fill in and dock out the same, and to collect and receive crantage and wharfage therefrom, and any and all other rights, privileges, enjoyments or advantages that may grow out or arise thereout or out of the accretions thereof.

TOGETHER with all the right, title and interest of the party of the first part of, in and to the strip or parcel of land called North 13th Street, although not opened as a street, and, also the right to claim and obtain compensation therefor in case the same or any part thereof should be taken by the public authorities of the City of Brooklyn for a street and also all the right, title and interest of the Party of the First Part of, in and to said North 12th Street, Kent Avenue (First Street), Franklin Street, and all streets, roads or avenues opened or proposed in front of or adjoining the above described premises to the center lines thereof.

Parcel Two:

BEGINNING at a point on the northwesterly side of Kent Avenue (formerly 1st Street) distant one hundred (100) feet northeasterly from the corner formed by the intersection of the northwesterly side of Kent Avenue with the northeasterly side of North 13th Street;

running THENCE, northeasterly along the northwesterly side of Kent Avenue, fifteen (15) feet, more or less, to the westerly side of Franklin Street;

THENCE, northerly along the westerly side of Franklin Street one hundred ten (110) feet, more or less to the southwesterly side of North 14th Street, if continued across Franklin Street;

THENCE, northerly along the westerly side of Franklin Street, if continued across said North 14th Street, twenty-eight (28) feet six (6) inches;

THENCE, northwesterly and parallel with the southwesterly side of said North 14th Street, one hundred one (101) feet;

THENCE, southerly to a point in the southwesterly side of North 14th Street if continued across Franklin



Street, distant one hundred six (106) feet northwesterly from the westerly side of Franklin Street, measured along said southwesterly side of North 14th Street;

THENCE, southerly along the westerly line of premises described as Parcel 1 in a certain deed made by Albert Daggett, Sheriff, to Samuel I. Hunt, dated July 16, 1877, and recorded July 17, 1877, in Liber 1285 Cp. 492 to the southerly dock line of Bushwick Creek, being the northerly line of land conveyed by Charles P. Buckley and Nathaniel Niles as surviving executors of the Last Will and Testament of Samuel I. Hunt, deceased, to the Standard Oil Company of New York by deed dated 7/20/1910 and recorded 8/17/1910 in Liber 3247 Cp. 85;

THENCE, westerly along said southerly dock line of Bushwick Creek to a point in a line drawn parallel with the northeasterly side of North 13th Street from the point of BEGINNING;

THENCE, southeasterly parallel with the northeasterly side of North 13th Street one hundred fifty (150) feet, more or less, to the northwesterly side of Kent Avenue, at the point or place of BEGINNING.

TOGETHER with all right, title and interest of, in and to a strip of land, if any, adjoining the premises hereinabove described on the northeasterly side thereof, and lying between the northeasterly line of the premises above described and a line drawn parallel with and distant twenty-four (24) feet, six (6) inches northeasterly from the southwesterly side of North 14th Street, if continued across Franklin Street.

AND TOGETHER with all the right, title and interest, if any, of the Party of the First Part of, in and to any other lands now or formerly under the waters of Bushwick Creek or Inlet and the East River and in and to said Creek and River in front of said premises.

TOGETHER with all right, title and interest, if any, of the Party of the First Part in and to any streets and roads abutting the above described premises to the center lines thereof,

The above described tract one being the same premises conveyed to Paragon Oil Company, Inc. (now Texaco Inc.) by Deed dated August 4, 1958, from Masbeth Rail and Terminal Corp. and recorded in the Kings County Register's Office in Liber of Conveyance 8654, Page 328.

TRACT TWO:

Parcel One:

BEGINNING at the corner formed by the intersection of the westerly side of Franklin Street with the United States pierhead and bulkhead line of the northerly side of Bushwick Creek;

running THENCE, northerly along the westerly side of Franklin Street 327 feet 4 inches to the point where said westerly side of Franklin Street is intersected by the southerly line of Tax Lot 22 in Block 2591, as the Tax Map was on 1/15/1919;

running THENCE, northwesterly along said southerly line of the Tax Lot 22 forming an interior angle with the westerly side of Franklin Street 114 degrees 58 minutes 49 seconds, 123 feet 4 1/2 inches to a point;

THENCE, still northwesterly along said southerly line of Tax Lot 22, forming an interior angle of 197 degrees 58 minutes 03 seconds with the preceding course, 62 feet 4 1/2 inches;

THENCE, still northwesterly along said southerly line of Tax Lot 22, forming an interior angle of 178 degrees 13 minutes 23 seconds with the preceding course, 30 feet 0 1/2 inch;

THENCE, still northwesterly along said southerly line of Tax Lot 22, forming an interior angle of 176 degrees 55 minutes 17 seconds with the preceding course, 31 feet 2 1/2 inches;

THENCE, still northwesterly along said southerly line of Tax Lot 22, forming an interior angle of 183 degrees 53 minutes 12 seconds with the preceding course, 27 feet 4 3/4 inches to the northerly line of lands of the estate of Henry Hilton, deceased, said northerly line being also the southerly line of Tax Lot 1 in Block 2591, as the Tax Map was on 1/15/1919;

running THENCE, southwesterly along said northerly line of lands of the estate of Henry Hilton, deceased, forming an interior angle of 106 degrees 29 minutes 37 seconds with the preceding course, 61 feet 0 1/2 inch, to the center line of former West Street;

running THENCE, northerly along the center line of former West Street, forming an interior angle of 286 degrees 22 minutes 42 seconds with the preceding course, 5 feet 5 1/4 inches to land now or formerly of Cunningham Realty Co.;

running THENCE, southwesterly along land now or formerly of Cunningham Realty Co., forming an interior angle of 73 degrees 49 minutes 40 seconds with the preceding course, 460 feet 8 3/4 inches to the said United States pierhead and bulkhead line on the northerly side of Bushwick Creek;

running THENCE, southeasterly along said United States pierhead and bulkhead line forming an interior angle of 44 degrees 57 minutes 01 seconds with the preceding course 1 foot 9 inches to a point;

THENCE, still southeasterly along said United States pierhead and bulkhead line on the northerly side of Bushwick Creek, forming an interior angle of 183 degrees 43 minutes 16 seconds with the preceding course 312 feet 0 3/8 inches to a point;

THENCE, still southeasterly along said United States pierhead and bulkhead line on the northerly side of Bushwick Creek, forming an interior angle of 180 degrees 27 minutes 21 seconds with the preceding course, 391 feet 3 1/4 inches to the corner, the point or place of BEGINNING.

Parcel Two:

BEGINNING at the point in the westerly line of Franklin Street where the northerly United States pierhead and bulkhead line of Bushwick Creek intersects said westerly line of Franklin Street;

(1) running THENCE, southerly along the said westerly line of Franklin Street which is coincident with the U. S. pierhead and bulkhead line of Bushwick Creek, 157 feet 5 1/8 inches to its intersection with the westerly line of Kent Avenue, said point being where the southerly U. S. pierhead and bulkhead line of Bushwick Creek intersects the said westerly line of Franklin Street;

(2) THENCE, northwesterly along said southerly U. S. pierhead and bulkhead line of Bushwick Creek 51 feet 8 inches to an angle point therein;

(3) THENCE, northwesterly in a straight line forming an interior angle of 184 degrees 00 minutes 15 seconds with the last mentioned course, 85 feet 10 3/8 inches to a wooden bulkhead which is the high water line of Bushwick Creek;

(4) THENCE, northeasterly forming an interior angle of 78 degrees 24 minutes 52 seconds with the last mentioned course and along said wooden bulkhead and said high water line 45 feet 1 3/8 inches to another wooden bulkhead;

(5) THENCE, northeasterly forming an interior angle of 226 degrees 12 minutes 40 seconds with the last mentioned course and along a wooden bulkhead and along the high water line of Bushwick Creek 53 feet 10 3/4 inches to the northerly U. S. pierhead and bulkhead line of Bushwick Creek at a point therein distant 56 feet 5 1/2 inches westerly from the point of BEGINNING measured along said northerly U. S. pierhead and bulkhead line of Bushwick Creek;

(6) THENCE, easterly along said northerly U. S. pierhead and bulkhead line of bushwick Creek 56 feet 5 1/2 inches to the westerly line of Franklin Street at the point or place of BEGINNING.

TOGETHER with all the right, title and interest, if any, of the Party of the First Part of, in and to all gores and strips of land adjoining the hereinabove described parcel and all the right, title and interest, if any, of the Party of the First



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Part of, in and to Bushwick Creek and the East River including but not limited to any riparian rights in and to Bushwick Creek and the East River.

TOGETHER with all right, title and interest, if any, of the Party of the First Part in and to any streets and roads abutting the above-described premises to the center lines thereof.

The above-described Tract One being the same premises conveyed to Texaco Inc. by Deed dated June 8, 1964, from D. Costagliola & Co. Inc. and recorded in the Kings County Registers Office in Liber of Conveyance 9263, Page 318.

## ANNEX A

"Permitted Encumbrances" means (a) liens for taxes, assessments or other governmental charges (including liens or encumbrances incurred in connection with workers compensation, unemployment insurance and social security benefits) not yet due or which are being contested in good faith by appropriate proceedings diligently conducted and for which Grantor or an affiliate of Grantor has established appropriate reserves, (b) mechanics', materialmen's, carriers', warehousemen's and similar liens not of record or such liens that are of record but (i) which are being contested in good faith by appropriate proceedings diligently conducted by Grantor and (ii) for which Grantor or an affiliate of Grantor has established appropriate reserves, (c) judgment liens with respect to judgments which Grantor or an affiliate of Grantor is in good faith appealing by proceedings diligently conducted, for which Grantor or an affiliate of Grantor has secured a stay of execution pending such appeal and for which Grantor or an affiliate of Grantor has established appropriate reserves, (d) easements, rights of way, exceptions, agreements, covenants and restrictions which do not in the aggregate materially interfere with or impair the actual use of the Property:

(i) any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (A) the ownership, occupancy, use, or enjoyment of the Property, (B) the character, dimensions or location of any improvement now or hereafter erected on or comprising part of such Property, (C) a separation in ownership or a change in the dimensions or area of such Property or any portion thereof, or (D) environmental protection;

(ii) rights of utility companies to maintain and operate wires, lines, cables, pipes, holes, boxes and other fixtures, facilities and equipment in, over and upon the Property or any portion thereof;

(iii) the state of facts that would be shown by an accurate survey or physical inspection of the Property;

(iv) underground encroachments, if any, including, without limitation, pipes and drains, and such rights as may exist for entry upon the Property to maintain and repair such encroachments;

(v) riparian rights of others, including without limitation, rights of others to drain through creeks or streams, if any, which cross the Property and the natural flow of such creeks or streams;

(vi) any governmental police power or right of eminent domain whether or not a notice of exercise thereof has been reported in the public record;

(vii) Uniform Commercial Code Financing Statements or conditional bills of sale;

(viii) the leases in effect on the date hereof and the rights thereunder of lessees other than Grantor or its affiliates;

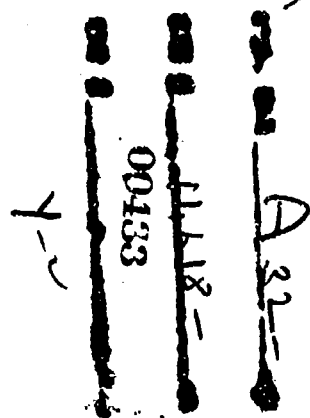
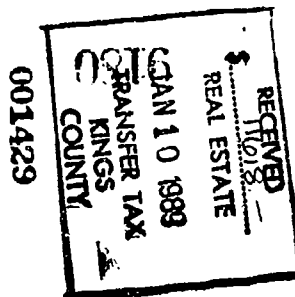
(ix) any and all right, title and interest of Grantor, any of its affiliates or any other person whatsoever, in and to any minerals located on, under or appurtenant to any of the Property, including without limitation, the rights to be reserved herein;

(x) rights of the United States government, or the state in which the Property is located, to any portion of such Property beyond the current or any former high water mark; and

(xi) rights of service station operators other than Grantor pursuant to federal or state statutes.

Return to.

STAR ENTERPRISE  
303 Fellowship Rd  
MOORESTOWN NJ  
08057



Block 2277 lot 1  
Block 2590 lots 25  
+  
100

LOC. VER. BY TAX MAP   

01-10-89 PAID B-01 575693 CNAPP \$2.00

01-10-89 PAID B-01 575692 SST \$11,618.00

01-10-89 PAID B-01 575691 DEED \$172.00

KINGS COUNTY  
OFFICE OF THE CLERK  
JAN 10 1989