Exhibit II

SCHEDULE OF PRINCIPAL REAL ESTATE HOLDINGS OF CHAMPLIN PETROLEUM COMPANY AND PONTIAC REFINING CORP.

REFINERIES:	
Enid, Oklahoma	Fee
Corpus Christi, Texas	Fee
NATURAL GAS PROCESSING PLANTS:	
Bishop, Texas (Gulf Plains Plant)	Fee (subject to reverter upon abandonment of plant)
Carthage, Texas	Fee
Conroe, Texas (Midland Gasoline Corp. Plant)	Leasehold
Enid, Oklahoma	Leasehold
Oklahoma City, Oklahoma (Witcher Plant)	Fee
PRODUCTS PIPELINE TERMINALS:	
Oklahoma City, Oklahoma	Fee
Enid, Oklahoma	Fee
Hutchinson, Kansas	Fee
Superior, Nebraska	Fee
Columbus, Nebraska	Fee
Rock Rapids, Iowa	Fee
OFFICE BUILDINGS:	
Fort Worth, Texas	Fee
Enid, Oklahoma	Fee
Oklahoma City, Oklahoma	Fee

