

NO. 796 IMAGE 1303

295459

THE STATE OF TEXAS)
COUNTY OF NUECES)

DEED OF CONVEYANCE, TRANSFER AND ASSIGNMENT

For a valuable consideration, the receipt and sufficiency of which is hereby acknowledge, Gulf States Oil & Refining Co., a Texas corporation (hereinafter called "Grantor"), does hereby grant, bargain, sell, convey, transfer and assign to Koch Refining Company, a Delaware corporation (hereinafter called "Grantee"), its successors and assigns, all of Grantor's property, real, personal and mixed, located in Nueces County, Texas, which is, in a predominant respect, used, useful, necessary or convenient in conducting refining operations at Grantor's petroleum refinery located at Corpus Christi, Texas (the "Refinery") or which constitutes the business of Grantor at the Refinery as heretofore described to Grantee by Grantor, except for those excluded assets described in Exhibit "A" attached hereto.

Grantor makes no representation or warranty, including any implied warranties, with respect to the above, including the warranties of merchantability or fitness for a particular use, except if, as and to the extent made in an Acquisition Agreement dated December 3, 1982 between Grantor and Koch Industries, Inc.

TO HAVE AND TO HOLD all and singular the said interests in lands and other properties granted, conveyed, transferred, assigned and delivered unto Grantee, its successors and assigns, forever, subject, however, to all the terms, conditions and provisions of all instruments of record.

Grantee acknowledges that it has accepted the transfer and conveyance made to it herein and has assumed the contractual obligations and encumbrances of Grantor with respect to the properties herein transferred and conveyed to Grantee, just as if Grantee had been named a party thereto in lieu of Grantor.

IN WITNESS WHEREOF, this instrument is executed, acknowledged, and delivered by Grantor, acting by and through its duly authorized undersigned officers on this 2nd day of December, 1982, effective at 7:00 a.m./p.m. on the 3rd day of December, 1982.

GULF STATES OIL & REFINING CO.

ATTEST:

John T. McMahon
John T. McMahon

By *Gary T. Jones*
Gary T. Jones
Executive Vice President

KOCH REFINING COMPANY

ATTEST:

Frederick J. Hansen
Secretary
FREDERICK J. HANSEN

By *Frederick J. Hansen*
Title: President



RECORDER'S MEMORANDUM
ALL NAMES NOT TYPED
UNDER SIGNATURES

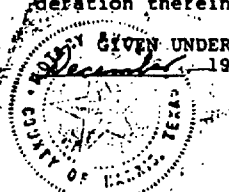
Grantee's Address: PO BOX 2256
Wichita
KANSAS
67201
ATTN: Frederick J Hansen

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STATE OF Texas)
COUNTY OF Harris) ss.:

Before me, the undersigned authority, on this day personally appeared Harry J. Jones, the Exec. V. Pres. of Gulf States Oil & Refining Co., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Harry J. Jones the Exec. V. Pres. of Gulf States Oil & Refining Co., and that he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 3rd day of December, 1982.



Faye Jones
Notary Public in and for said
County and State

FAYE JONES
Notary Public, State of Texas
My Commission Expires November 20, 1984

STATE OF Texas)
COUNTY OF Harris) ss.:

Before me, the undersigned authority, on this day personally appeared B. A. Paulson, the President of Koch Refining Company, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said B. A. Paulson, the President of Koch Refining Company, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 3rd day of December, 1982.



Faye Jones
Notary Public in and for said
County and State

FAYE JONES
Notary Public, State of Texas
My Commission Expires November 20, 1984

Miscellaneous Excluded Assets

1. All tangible assets located on the Refinery and owned by third parties or the Transferred Employees which shall include, but are not limited to, those items referred to in the following categories:

a) All contractors', suppliers', or materialmen's equipment, tools, supplies or vehicles;

b) All personal belongings of the Transferred Employees such as books, bric-a-brac, art work and calculators;

c) Property owned by utilities, carriers and other service companies such as telephone equipment and supplies;

d) Leased property, such as computer hardware, copiers and postage meters.

2. All software items, except those identified in Schedule 6, are not included in the sale of the Refinery, which excluded items are as follows:

a) All accounting programs.

3. All rights Seller has or may have under the Department of Energy Entitlements program or any other enforcement proceeding which may inure to Seller's benefit.

4. All Trade Receivables, commercial or otherwise, as well as all letters of credit or guaranties of payment with respect to such trade receivables obtained by Seller's Corpus Christi refinery prior to December 1, 1982.

Exhibit "A"

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6. All cash in hand and in bank accounts as of December 1, 1982.
7. All insurance policies and prepaid insurance.
8. All assets of every type and nature wherever located of Seller other than (i) those assets described in Schedules 1, 2, 3, 4, 5, 6 and 7 hereof and (ii) assets used primarily in the ordinary course of business of Seller's Corpus Christi Refinery unless such assets are expressly described in paragraph 2.3 of the Acquisition Agreement.
9. All assets, inventories, accounts and contract rights associated with Seller's other businesses including Seller's petroleum products trading business.
10. Miscellaneous Excluded Assets:
 - TI KSR 820 Printer #0482111800 purchased 4/1/80
 - DT80/1L 15" Video Terminal #10157 purchased 2/11/82
 - TI KSR 820 Printer #0482120804 purchased 10/1/80.
11. Apartment No. 6, Marina Building C, Marina Del Sol One Condominiums
12. Two drilling rigs located in Nueces County, Texas title to which are in Gulf States Drilling Company.
13. Logos, emblems, signs, trademarks and trade names and service marks associated with Seller (which Buyer shall permit Seller to remove within a reasonable time after the Effective Time of Closing to the extent practicable).

STATE OF TEXAS
COUNTY OF NUECES
I hereby certify that this instrument was FILED on the
date and at the time stamped herein by me, and was duly
RECORDED, in the Volume and Page of the named RECORDS
of Nueces County, Texas, as stamped herein by me, on

DEC 3 1982

FILED FOR RECORD

Dec 3 1 13 PM '82

Marion Vahlberg

COUNTY CLERK NUECES COUNTY TX



COUNTY CLERK
NUECES COUNTY, TEXAS

DEED RECORDS

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Return to:
1100 Fredrick P. Hahn
General Counsel
Rock Industries, Inc.
P.O. Box 3356
Wichita, Kansas 67201