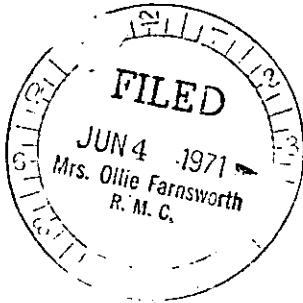


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AMENDMENT TO ASSIGNMENT AND MORTGAGE

RE:

LEASE DATED AS OF OCTOBER 1, 1961

BETWEEN

TENNESSEE PRODUCTION COMPANY

AND

TENNECO OIL COMPANY

THIS AMENDMENT TO ASSIGNMENT AND MORTGAGE (this "Amendment") dated as of November 15, 1968 for convenience, but actually executed by the parties hereto on the dates shown on the notarial certificates, by and between TENNESSEE PRODUCTION COMPANY, a Delaware corporation (the "Company"), having its principal office in the Tennessee Building, Houston, Texas; THE NORTHWESTERN MUTUAL LIFE INSURANCE COMPANY, a Wisconsin corporation ("Northwestern"), having its principal office at 720 East Wisconsin Avenue, Milwaukee, Wisconsin; HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation (the "Trustee"), having its office at 111 West Monroe Street, Chicago, Illinois; and G. N. ASKEW (the "Co-Trustee"), whose post office address is 111 West Monroe Street, Chicago, Illinois, the Trustee and Co-Trustee being hereinafter referred to collectively as the "Trustees";

W I T N E S S E T H:

WHEREAS, the Company, as Lessor, and Tenneco Oil Company, a Delaware corporation ("Lessee") heretofore have entered into that certain Indenture of Lease dated as of October 1, 1961 (the "Lease") under which the Company leased and demised the marketing terminals, extraction plants, products lines and service station properties described therein and in Schedules 1 and 2 thereto for a term commencing October 1, 1961 and ending on October 1, 1976 for basic rentals in the aggregate amount of \$12,304,705 and upon other terms and conditions set forth in the Lease, a counterpart of the Lease being of record or registered in each county or parish of the States of Alabama, Florida, Georgia, Louisiana, Mississippi, South Carolina, Tennessee and Texas listed in Exhibit A attached

(CONTINUED ON NEXT PAGE)

*For Partial Release & Substitution of Properties Agree - see deed
Book 1036 at page 271.*