

APR 14 3 46 PM '65

ASSIGNMENT

THIS ASSIGNMENT, dated as of December 21, 1965, from STAFAC INC., a Delaware corporation with offices at 120 Broadway, New York, New York, 10005, (herein called "Assignor"), to BANKERS TRUST COMPANY, a New York corporation with offices at 16 Wall Street, New York, New York, 10015, as Trustee under an Indenture dated as of August 1, 1961, (herein, together with all Indentures supplemental thereto, called the "Indenture") with Assignor (said Trustee under the Indenture herein called "Assignee") a copy of which Indenture is available for inspection at the principal office of the Assignee in the Borough of Manhattan, City and State of New York;

WHEREAS, Assignor is the lessor under a certain Service Station Lease dated December 21, 1965, (herein called the "Lease") to SHELL OIL COMPANY, a Delaware corporation with offices at 50 West 50th Street, New York, New York, 10020, (herein called "Shell"), of the premises which are at the following respective locations, are fully described in the respective indicated Exhibits (each of which is attached hereto and made a part hereof), and include the buildings and improvements located on each, and also all easements, rights and privileges appurtenant thereto;

<u>Location of Premises</u>	<u>Exhibit</u>
Birmingham, Alabama - Cleburn Ave., S.W. & Avenue "O"	ALR01
Mobile, Alabama - Cottage Hill Road, West of Azalea Road	ALR02
Mobile, Alabama - McVay Drive & Navco Road	ALR03
Mobile, Alabama - Springhill Avenue & Tuscaloosa Street	ALR04
Montgomery, Alabama - Woodley Road & Woodley Terrace	ALR05
Phoenix, Arizona - 43rd Street & Thomas Road	AZR01
Artesia, California - Artesia Blvd. & Gridley Road	CAR01
Bakersfield, California - Ming Avenue & Real Road	CAR02
Baldwin Park, California - Baldwin Park Blvd. & Francisquito Ave.	CAR03
Citrus Heights, California - San Juan Ave. near Greenback Lane	CAR04
Commerce, California - Atlantic Blvd. & Jillson St.	CAR05
Covina, California - Badillo Street & Vincent Avenue	CAR06
Cypress, California - Orange Avenue & Valley View Street	CAR07
Felton, California - State Highway 9 (Baldwin Ave.) near Kirby	CAR08
Fountain Valley, California - Bushard Street & Heil Avenue	CAR09
La Habra, California - Beach Boulevard & Ocean Avenue	CAR10
Long Beach, California - Artesia Street & Walnut Avenue	CAR11
Long Beach, California - Orange Avenue & Seventh Street	CAR12
Long Beach, California - Redondo Avenue & 7th Street	CAR13
Los Angeles, California - Adams Boulevard & Virginia Road	CAR14
Los Angeles, California - Broadway & Mills Avenue	CAR15
Los Angeles Co., California - Compton Avenue & Firestone Blvd.	CAR16
Los Angeles, California - Crenshaw Boulevard & Washington Blvd.	CAR17
Los Angeles, California - Denker Avenue & Santa Barbara Avenue	CAR18
Los Angeles, California - Fairfax Avenue & Slauson Avenue	CAR19
Los Angeles, California - Figueroa Street & Meridian Street	CAR20
Los Angeles, California - 43rd Street & Vermont Avenue	CAR21
Los Angeles, California - Gaffey Street & O'Farrell Street	CAR22
Los Angeles, California - Washington Blvd. & Santa Fe Avenue	CAR23
Newark, California - Mulberry Street & Thornton Avenue	CAR24
Novato, California - Novato Boulevard & Raposa Vista	CAR25
Oakland, California - Park Boulevard & Chatham Road	CAR26
Orange, California - Beach Boulevard & Hazard Avenue	CAR27
Orange Co., California - Placentia Avenue, Superior Ave. & 15th St.	CAR28
Orange, California - Heim Avenue & Tustin Avenue	CAR29
Orcutt, California - Bradley Road & Clark Avenue	CAR30

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