



PARTIAL RELEASE
AND
SUBSTITUTION OF PROPERTIES AGREEMENT

Vol 1036 Page 271

THIS PARTIAL RELEASE AND SUBSTITUTION OF PROPERTIES AGREEMENT entered into this 14th day of April, 1976, between (1) TENNESSEE PRODUCTION COMPANY, a Delaware corporation (the "LESSOR"), having its principal office in the Tenneco Building, Houston, Texas, (2) TENNECO OIL COMPANY, a Delaware corporation (the "LESSEE"), having its principal office in the Tenneco Building, Houston, Texas, (3) HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation (the "CORPORATE TRUSTEE"), having its office at 111 West Monroe Street, Chicago, Illinois, and (4) R. S. STAM (the "INDIVIDUAL TRUSTEE") whose address is 111 West Monroe Street, Chicago, Illinois:

W I T N E S S E T H:

WHEREAS, by a lease dated as of October 1, 1961, LESSOR did lease and let or sublease and sublet to LESSEE, together with other properties, the tracts of land designated and located as follows and being more particularly described in Exhibit "A" attached hereto and made a part hereof, such tracts of land being hereinafter collectively referred to as Parcel No. 1:

1. Miss 031 Washington and Edison Streets
Greenville, Washington County, Mississippi
2. S. Car 003 Augusta Road
Greenville, Greenville County, South Carolina
3. Tenn 004 Central Street
Knoxville, Knox County, Tennessee
4. Tenn 007 Chapman Highway and Young High Pike
Knoxville, Knox County, Tennessee
5. Tenn 011 Rose Ave. and U. S. Highway 11
Lenoir City, Loudon County, Tennessee

and,

WHEREAS, by a Partial Release and Substitution of Properties Agreement dated June 21, 1971, and recorded in Volume 2675 at Page 288 of the Public Records of DeKalb County, Georgia, that tract or parcel of land located and designated as follows and being more particularly described in the said Exhibit "A" as attached hereto and made a part hereof as a part of Parcel No. 1, was made subject to the provisions of the above-mentioned Lease and the hereinafter mentioned Assignment and Mortgage:

6. GA 089 3615 Clairmont Road
Atlanta, DeKalb County, Georgia

Prepared by:

Frank R. McWhorter, Attorney
P. O. Box 2511
Houston, Texas 77001

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