

WHEREAS,

A. By Lease dated the 1st day of December, 1956 TREMARCO CORPORATION, a Delaware corporation, leased to GULF REFINING COMPANY, a Delaware corporation, certain premises in the Town of Columbiana, County of Shelby, State of Alabama; and

B. A Short Lease dated December 1, 1956 was recorded December 27, 1956 in the Office of the Judge of Probate of Shelby County, Alabama, in Deed Book 184, Page 45, in order that third parties may have notice of the estate of Gulf Refining Company and of said Lease, the aforesaid premises being described therein and identified as Schedule "I" - No. NOTR-10; and

C. By Agreement of Assignment and Consent dated December 4, 1956, and recorded in the Office of the Judge of Probate of Shelby County, Alabama in Deed Book 184, Page 54, all of the estate, right, title and interest of TREMARCO CORPORATION in and to said Lease and said Short Lease was assigned, conveyed, transferred and set over unto MELLON NATIONAL BANK AND TRUST COMPANY and D. A. HAZLETT, as Trustees; and

D. Gulf Refining Company, under a plan of reorganization dated December 31, 1956, assigned on said date to Gulf Oil Corporation, a Pennsylvania corporation, all of its right, title and interest in and to the said described Lease and Short Lease, which Lease and Short Lease are owned by Gulf Oil Corporation; and

E. By Warranty Deed dated December 31, 1958, and recorded in the Office of the Judge of Probate of Shelby County, Alabama, in Deed Book 202, Page 176, Tremarco Corporation, a Delaware corporation, conveyed all of its right, title and interest in and to the premises described in Schedule "I" annexed hereto to Tremarco Corporation of Alabama, an Alabama Corporation; and

F. As of November 28, 1972, Mellon National Bank and Trust Company was merged with and into a new corporation known as Mellon Bank, N.A., which has succeeded to all the rights and obligations of Mellon National Bank and Trust Company in its capacity as such Trustee; and

G. GULF OIL CORPORATION is the successor by merger effective August 31, 1973 to all of the rights, title and interest of TREMARCO CORPORATION of Alabama and of Tremarco Corporation in and to the leased premises and in and to the said Lease, said Short Lease (which leases survived the merger and under which leases GULF OIL CORPORATION is now both Lessor and Lessee) and said Agreement of Assignment and Consent; and

H. As of April 22, 1977, pursuant to the provisions of the Indenture of Mortgage and Deed of Trust and in the manner specified therein, D. A. Hazlett resigned as Individual Trustee and N. R. Smith was appointed successor Individual Trustee, accepted such appointment and thereby succeeded to and became fully vested with the estates, properties, rights, and trusts of his predecessor under the Indenture of Mortgage and Deed of Trust with like effect as if originally named thereunder; and

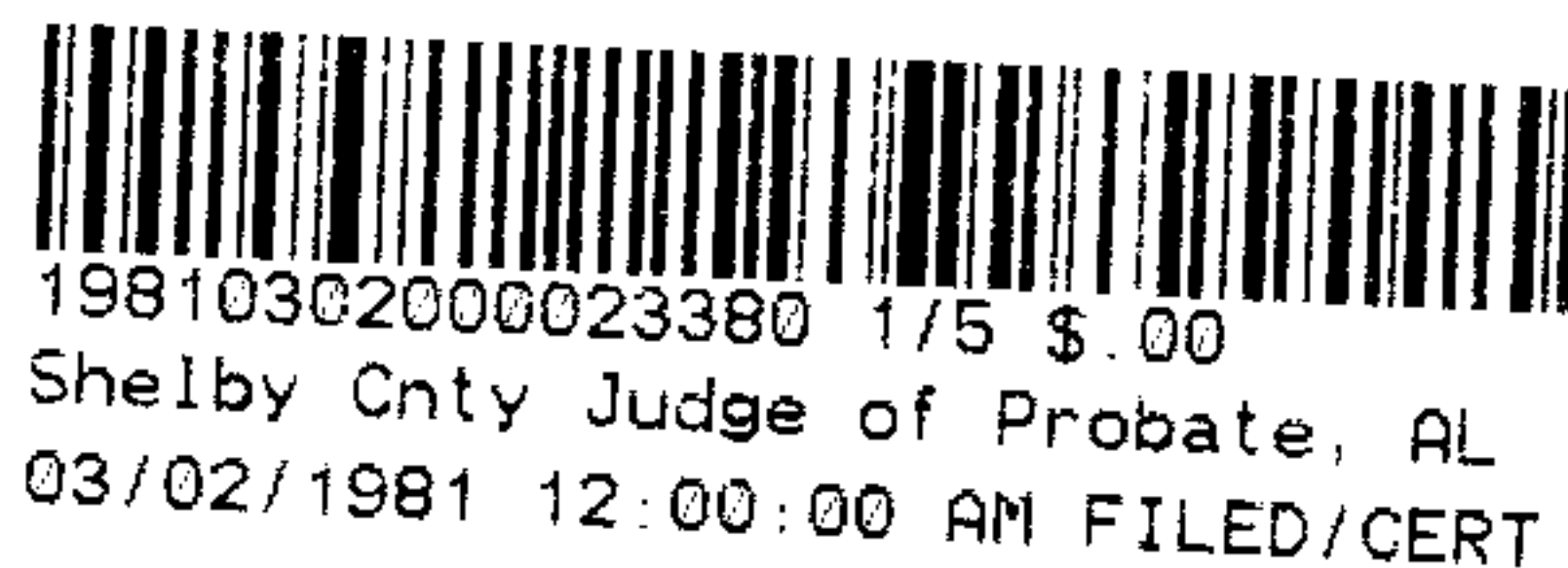
I. It is desired to cancel and terminate said Lease, said Short Lease, and said Agreement of Assignment and Consent.

NOW THEREFORE,

THIS CANCELLATION AGREEMENT WITNESSETH that said Lease, said Short Lease, and said Agreement of Assignment and Consent are hereby cancelled and terminated as of the 6TH day of JANUARY 1981, and all parties thereto are forever released from any and all claims incident thereto.

J. MAX ARDARY, Assistant Secretary of GULF, certifies as follows:

(a) The Board of Directors of GULF has, by general resolution, empowered any Vice President of Gulf Oil Company - U.S., to authorize the action,



Joe Williams
200-2304114
Columbiana, AL

NOT RECORDED
FEB 27 1981
3010 24 444
BIRMINGHAM, AL 35203

referred to in this instrument with respect to the Property, without limitation and to designate and appoint one or more employees or representatives to do any act which he, himself, has been authorized and empowered to do by such resolution.

(b) E.F. EISEMAN, SR, a duly appointed and acting Vice President of Gulf Oil Company - U.S., did duly make, constitute and appoint J. C. HARDEMAN Attorney-in-Fact of Gulf Oil Corporation and authorized and directed J. C. HARDEMAN to do and perform the acts referred to in this instrument without limitation.

(c) J. C. HARDEMAN, whose signature appears below is such Attorney-in-Fact of Gulf Oil Corporation.

J. C. HARDEMAN hereby certifies that he has authorized, and he does hereby authorize, the action referred to in this instrument with respect to the Property.

Executed as of 6th day of JANUARY 1981.

In Presence of:

GULF OIL CORPORATION

James A. Jackson

BY:

J. C. Hardean
J. C. HARDEMAN, Attorney-in-Fact

ATTEST:

James A. Jackson

J. Max Ardary
J. MAX ARDARY, Assistant Secretary

STATE OF Texas)
COUNTY OF Harris)

19810302000023380 2/5 \$.00
Shelby Cnty Judge of Probate. AL
03/02/1981 12:00:00 AM FILED/CERT

I, JOHN M. MYERS, a Notary Public, in and for said County in said State, hereby certify that J. C. HARDEMAN, whose name as Attorney-in-Fact for GULF OIL CORPORATION, a corporation, is signed to the foregoing written instrument and who is known to me, acknowledged before me, on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal this the 6th day of JANUARY 1981.

John M. Myers
Notary Public


My Commission Expires:

JOHN M. MYERS
Notary Public in and for Harris County, Texas
My Commission Expires November 28, 1984

ALL THAT CERTAIN tract or parcel of land and premises hereinafter particularly described, situate, lying and being in the Town of Columbiana, Shelby County, and State of Alabama:

BOOK 39 PAGE 731

Commence at the Southeast Corner of the SE $\frac{1}{4}$ of NE $\frac{1}{4}$, Section 26, Township 21 South, Range 1 West; thence North 2 degrees 58 minutes West along the Section Line, a distance of 801.27 feet to the point of beginning of the property herein described; thence continue North 2 degrees 58 minutes West along the Section Line and West boundary of Firehouse Street, a distance of 209.57 feet to a point; thence South 73 degrees 43 minutes West along the South boundary of College Street, a distance of 155.98 feet to a point; thence South 18 degrees 01 minutes East a distance of 192.78 feet to a point; thence North 80 degrees 00 minutes East a distance of 102.48 feet to the point of beginning, all of said lot being located in SE $\frac{1}{4}$ of NE $\frac{1}{4}$, Section 26, Township 21, Range 1 West, Shelby County, Alabama.


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Shelby Cnty Judge of Probate, AL
03/02/1981 12:00:00 AM FILED/CERT

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SCHEDULE I

CONSENT OF ASSIGNEES

MELLON BANK, N. A., successor by merger to MELLON NATIONAL BANK AND TRUST COMPANY and N. R. SMITH, as Trustees, Assignees of said Lease and said Short Lease both dated the 1st day of December, 19 56, do hereby agree and consent to the foregoing Cancellation Agreement.

Dated the 6TH day of JANUARY, 19 81.

In Presence of:

MELLON BANK, N. A., successor
by merger to MELLON NATIONAL BANK
AND TRUST COMPANY, TRUSTEE

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[Signature]
G. L. [unclear]

BY [Signature]
Assistant Vice President

BOOK

[Signature]
B. A. [unclear]

ATTEST
[Signature]
Assistant Secretary

[Signature]

[Signature]
N. R. Smith, Trustee

19810302000023380 4/5 \$1.00
Shelby Cnty Judge of Probate, AL
03/02/1981 12:00:00 AM FILED/CERT

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY

I, RONALD J. MCKENNA, a Notary Public, in and for said County in said State, hereby certify that THE CITY, whose name as Assistant Vice President of MELLON BANK, N. A., a corporation, is signed to the foregoing written instrument and who is known to me, acknowledged before me, on this day that being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this the 26TH day of JANUARY, 1981.

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BOOK

My Commission Expires:

RONALD J. MCKENNA, Notary Public
EAST PITTSBURGH, PA.
My Commission Expires April 15, 1983

Ronald J. McKenna
Notary Public

STATE OF PENNSYLVANIA

COUNTY OF ALLEGHENY



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Shelby Cnty Judge of Probate, AL
03/02/1981 12:00:00 AM FILED/CERT

I, RONALD J. MCKENNA, a Notary Public, in and for said County in said State, hereby certify that R. R. Smith whose name was signed to the foregoing written instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the written instrument he executed the same voluntarily, on the day same bears date.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this the 26TH day of JANUARY, 1981.

My Commission Expires:

RONALD J. MCKENNA, Notary Public
EAST PITTSBURGH, PA.
My Commission Expires April 15, 1983

SHIRLEY A. SHELLEY CO.
JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA

1981 MAR -2 PM 2:43

Shirley A. Shelley
JUDGE OF PROBATE

Rec. 750
Ind. 700
850