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48<sup>00</sup> (3)

**AMENDED ASSIGNMENT OF  
CONTRACTS AND LEASES, AND AGREEMENT  
(Town & Country Locations)**

This Amended Assignment of Contracts and Leases, and Agreement is executed as of, but not necessarily on, this 14<sup>th</sup> day of NOVEMBER 1996, by E. Neil Stanfield ("Stanfield"), as trustee ("Trustee") of the consolidated bankruptcy estates of United American Fuels, Inc., Hudson-Farris Corporation, Benson 66 Service, Inc. (the "Corporations"), Benvest, L.P., Hudvest, L.P. and Cam-Dell Enterprises, L.P. (the "Partnerships; the Corporations and the Partnerships, collectively, "Debtors"), and Contemporary Industries Corporation, a Nevada corporation ("Assignee"), with reference to the following:

1. By Amended Trustee Quit Claim Deed, dated as of NOVEMBER 14, 1996, Trustee has conveyed to the Assignee all of his interest in the leasehold estates in the real property described on Exhibit "A", attached hereto and by reference made a part hereof, and the improvements situated on such real property and the appurtenances thereunto belonging (the "Real Property").

2. By Amended Trustee Quit Claim Bill of Sale, dated as of NOVEMBER 14 1996, Trustee has conveyed to the Assignee the personal property owned by Trustee or Debtors and located on the Real Property (the "Personal Property"; the Real Property and the Personal Property, collectively, the "Property").

3. By means of this instrument, Trustee will assign to the Assignee all leases and contracts covering any part of the Property and all rents, issues, profits and deposits with respect thereto, and Assignee will assume all rights, obligations and duties under, and will agree to indemnify and hold Trustee harmless from any and all liability arising from, the Assumed Contracts (defined below) after the date of this Assignment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, Trustee hereby assigns, transfers and sets over unto the Assignee all leases and contracts covering any part of the Property, including, without limitation, the leases and contracts described on Attachment "1" annexed hereto and made a part hereof, and all rents, issues, profits and deposits (whether security deposits or otherwise) thereunder (collectively, the "Assumed Contracts").

Assignee accepts any liability and assumes the obligations and duties relating to the Assumed Contracts from and after the date of this Assignment, and Assignee shall be responsible for, and shall indemnify and hold Trustee, the Debtors and the Debtors' bankruptcy estate harmless from and against any and all claims, demands, suits, damages, losses, obligations, liabilities and expenses (including reasonable attorneys, fees) arising out of Assignee's failure to perform and discharge all obligations and duties arising from the Assumed Contracts after the date of this Assignment.

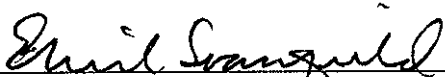
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This Amended Assignment of Contracts and Leases, and Agreement (Town & Country Locations) amends and restates that certain Assignment of Contracts and Leases, and Agreement (Town & Country Locations), recorded in Book 1186, at page 537, in the Miscellaneous Records of Douglas County, Nebraska.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the date set forth above.

By:   
E. NEIL STANFIELD, TRUSTEE FOR THE  
CONSOLIDATED BANKRUPTCY ESTATES OF  
UNITED AMERICAN FUELS, INC., HUDSON-FARRIS  
CORPORATION, BENSON 66 SERVICE, INC.,  
BENVEST, L.P., HUDVEST, L.P. AND CAM-DELL  
ENTERPRISES, L.P., JOINTLY ADMINISTERED  
UNDER CASE NO. 94-13510-BH (CHAPTER 11),  
UNITED STATES BANKRUPTCY COURT FOR THE  
WESTERN DISTRICT OF OKLAHOMA

CONTEMPORARY INDUSTRIES CORPORATION, a  
Nevada Corporation

By:   
\_\_\_\_\_, \_\_\_\_\_ President

STATE OF OKLAHOMA     )  
                                      )  
COUNTY OF OKLAHOMA    )     ss.

This instrument was acknowledged before me on November 17, 1996, by E. Neil Stanfield, trustee for the consolidated bankruptcy estates of United American Fuels, Inc., Hudson-Farris Corporation, Benson 66 Service, Inc., Benvest, L.P., Hudvest, L.P. and Cam-Dell Enterprises, L.P., jointly administered under Case No. 94-13510-BH (Chapter 11), United States Bankruptcy Court for the Western District of Oklahoma.

Michelle R. Smith  
Notary Public

My Commission Expires:

May 1, 2000  
(SEAL)

NOTARIAL SEAL AFFIXED  
REGISTER OF DEEDS

STATE OF Nebraska     )  
                                      )  
COUNTY OF Douglas    )     ss.

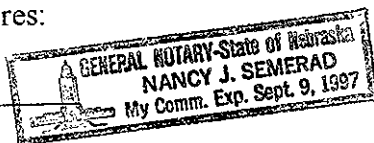
This instrument was acknowledged before me on 11-15-96, 1996, by Bruce E Dawson, \_\_\_\_\_ President of Contemporary Industries Corporation.

Nancy J. Semerad  
Notary Public

My Commission Expires:

(SEAL)

sah/381



NOTARIAL SEAL AFFIXED  
REGISTER OF DEEDS

EXHIBIT "A"  
Real Property

Leasehold interests in:

55-42700

Lots 5 and 6, in Block 4, in WEST LAWN PARK ADDITION, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska ("Center Street");

10-30940

That part of Lots 1, 2 and 3, in Block 14, in POPPLETON PARK ADDITION, an Addition to the City of Omaha, in Douglas County, Nebraska, described as follows: Beginning at the point of intersection of the Southerly R.O.W. line of California Street and the East R.O.W. line of the Omaha Beltline Railway; thence Easterly on the Southerly R.O.W. line of California Street on the following described courses; thence S 89° 01'20" E (assumed bearing), 36.75 feet; thence S 00° 58'40" W, 1.00 foot; thence S 74° 59'37" E, 36.59 feet; thence S 61° 01'01" E, 27.58 feet; thence S 86° 47'36" E, 24.55 feet to a point on the West line of the Derby Refining Company property as recorded in Deed Book 1627, Page 316 in the Douglas County Register of Deeds; thence S 01° 47'20" W on the West line of said Derby Refining Company property, 111.17 feet to the South line of said Lot 3; thence N 89° 29'00" West 117.24 feet on the South line of said Lot 3 to a point on the East R.O.W. line of said Omaha Railway, thence North 135.90 feet to the point of beginning; and

Part of Lots 1, 2 and 3, Block 14, and parts of Lots 9, 10 and 11, Block 13, POPPLETON PARK ADDITION, as surveyed, platted and recorded, in Douglas County, Nebraska, and vacated 45th Avenue and vacated alley included therein more particularly described as follows: Beginning at a point 10.5 East of the Northwest corner of said Lot 9, Block 13, Poppleton Park, said point being the intersection of the West line of Saddle Creek Road and the South line of California Street; thence Westerly along the South R.O.W. line of California Street for a distance of 136.0 feet; thence Southerly on a deflection angle of 89° 43' to the left, for a distance of 135.90 feet to the South line of said Lot 3, thence Easterly on the South line of said Lot 3 a deflection angle of 90° 17' to the left, for a distance of 16.28 feet to the SE Corner of said Lot 3; thence Southerly on the East line of Lots 4 and 5, said Block 14 a deflection angle of 89° 43' to the left for a distance of 59.90 feet; thence Easterly on a deflection angle of 90° 17' to the left, for a distance of 71.57 feet to a point on the Westerly line of Saddle Creek Road; thence Northerly along the Westerly R.O.W. line of Saddle Creek Road to the point of beginning, except that part deeded to the City of Omaha by deed recorded January 15, 1964,

Book 1208 at page 173 of the records of Douglas County, Nebraska  
("Saddle Creek");

01-60000

A tract of land located in the Southwest Quarter of Section 35, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, more particularly described as follows: Commencing at the West Quarter corner of said Section 35-15-12; thence South  $00^{\circ}05'$  West (assumed bearing) along the West line of the Southwest Quarter of said Section 35 a distance of 48 feet; thence South  $81^{\circ}08'$  East a distance of 97.5 feet; thence South  $11^{\circ}59'$  East a distance 112.4 feet along the Northeasterly right-of-way line of Interstate Highway No. 80 interchange to a point of curvature of a  $3.1661^{\circ}$  curve; thence along said  $3.1661^{\circ}$  curve (with Northerly tangent bearing of South  $08^{\circ}52'$  West) to the left for a distance of 271.25 feet to a point of tangency; thence South  $89^{\circ}43'$  East, perpendicular to the tangent line of said  $3.1661^{\circ}$  curve a distance 37.00 feet to a point; thence North  $00^{\circ}17'00''$  East a distance of 81.87 feet to the point of beginning; thence continuing North  $00^{\circ}17'00''$  East a distance of 106.70 feet; thence South  $81^{\circ}11'15''$  East a distance of 119.18 feet; thence North  $60^{\circ}33'45''$  East a distance of 56.25 feet; thence North  $08^{\circ}48'45''$  East a distance of 42.00 feet to a point on the southerly bank of the Big Papillion Creek, thence South  $52^{\circ}21'10''$  East along said Southerly bank of the Big Papillion Creek a distance of 46.64 feet; thence South  $00^{\circ}14'42''$  West a distance of 210.10 feet to the point of beginning; EXCEPT a tract of land located in part of the Southwest One-Quarter of Section 35, Township 15 North, Range 12 East of the 6th P.M., in Douglas County, Nebraska, described as follows: Commencing at the West One-Quarter corner of said Section 35; thence South  $02^{\circ}08'42''$  East (assumed bearing) along the West line of said Southwest One-Quarter and along the centerline of 84th Street 255.14 feet; thence North  $87^{\circ}51'18''$  East 135.85 feet; thence South  $83^{\circ}30'20''$  East 119.18 feet; thence North  $58^{\circ}13'02''$  East 23.16 feet to the point of beginning; thence continuing North  $58^{\circ}13'02''$  East 33.09 feet; thence North  $06^{\circ}23'37''$  East 41.99 feet to the Southerly bank of the Big Papillion Creek; thence South  $54^{\circ}34'21''$  East along said Southerly bank 46.43 feet; thence South  $02^{\circ}04'07''$  East 107.39 feet to a point on the proposed Southwesterly right-of-way line of said Big Papillion Creek; thence along said proposed Southwesterly right-of-way line on the following two described courses: (1) North  $45^{\circ}58'32''$  West 51.34 feet; (2) thence North  $43^{\circ}39'09''$  West 54.46 feet to the point of beginning ("South 84th Street");

NW SW

20-38400

Lots 1, in Block 2, in THORNBURG PLACE, EXCEPT, the North five feet of the West five feet deeded to the City of Omaha, an

addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska ("Leavenworth");

04-81000

Lot 10, in Block 93, in SOUTH OMAHA, now a part of the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska ("South 24th Street"); and

23-05660

The East 190 feet of Sublot 1 of Lots 5 and 6, and the East 54 feet of the North 10 feet of Sublot 8 of Lot 6, and the East 14 feet of Sublot 10 of Lot 6, in CAPITOL ADDITION, an Addition to the City of Omaha, as surveyed, platted and recorded, in Douglas County, Nebraska ("Farnam Street").

ATTACHMENT "1"  
Assumed Contracts

1. Sublease Agreement, dated February 7, 1994, by and between Total Petroleum, Inc. and The Benson Corporation (covering Center Street, North Saddle Creek, South 84th Street and Leavenworth), as amended;
2. Sublease Agreement, dated February 7, 1994, by and between Total Petroleum, Inc. and The Benson Corporation (covering South 24th Street and Farnam Street), as amended.