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GEORGE E. GOUGH
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AMENDED TRUSTEE'S QUIT CLAIM DEED
(Town & Country Locations)

KNOW ALL MEN BY THESE PRESENTS:

E. Neil Stanfield, trustee of the consolidated estates (the "Estate") of United American Fuels, Inc., Hudson-Farris Corporation, Benson 66 Service, Inc., Benvest, L.P., Hudvest, L.P. and Cam-Dell Enterprises, L.P. (collectively, "Debtors"), jointly administered under Case No. 94-13510-BH (Chapter 11), in the United States Bankruptcy Court for the Western District of Oklahoma ("Trustee"), by virtue of the power and authority in me vested and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, in hand paid, the receipt, adequacy and sufficiency of which are hereby acknowledged, does hereby quit claim, grant, bargain, sell and convey unto Contemporary Industries Corporation, a Nevada corporation, of 711 N. 108th Court, Omaha, Nebraska 68154 ("Purchaser"), all of Trustee's and the Estate's right, title, interest, estate and every claim and demand, both at law and in equity, in and to all of the following described premises (the "Covered Property") situated in Douglas County, State of Nebraska:

Leasehold interests in:

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;

55-42700

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

10-30940

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

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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 $89^{\circ}43'$ 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 $90^{\circ}17'$ 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 $89^{\circ}43'$ to the left for a distance of 59.90 feet; thence Easterly on a deflection angle of $90^{\circ}17'$ 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");

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° curve; thence along said 3.1661° 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° 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;

35-15-12
01-6000

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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;

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; and

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;

together with all and singular the hereditaments and appurtenances thereunto belonging, free and clear of any interest therein of creditors of, holders of interests in and general partners in Debtors.

This Amended Trustee's Quit Claim Deed amends and restates that certain Trustee's Quit Claim Deed, recorded in Book 2041, at page 688, in the Deed Records of Douglas County, Nebraska.

THE COVERED PROPERTY IS BEING CONVEYED AND TRANSFERRED TO PURCHASER "AS IS, WHERE IS AND WITH ALL FAULTS". NEITHER TRUSTEE NOR DEBTORS WARRANTS OR MAKES ANY REPRESENTATIONS, EXPRESSED OR IMPLIED, ON THE MERCHANTABILITY, QUANTITY, QUALITY, CONDITION, SUITABILITY OR FITNESS OF THE COVERED PROPERTY (OR OF ANY PARCEL OR ITEM THEREOF) FOR ANY PURPOSE WHATSOEVER, INCLUDING, WITHOUT LIMITATION, COMPLIANCE WITH APPLICABLE ENVIRONMENTAL LAWS. TRUSTEE AND DEBTORS ARE UNDER NO OBLIGATION WHATSOEVER TO UNDERTAKE ANY REPAIRS, ALTERATIONS OR OTHER WORK OF ANY KIND WITH RESPECT TO ANY PORTION OF THE COVERED PROPERTY.

TO HAVE AND TO HOLD the above-described Covered Property unto Purchaser, its successors and assigns forever.

Signed and delivered, as of NOVEMBER 14, 1996.

By: E. Neil Stanfield
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

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) ss.

This instrument was acknowledged before me on November 14, 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)

378
NOTARIAL SEAL AFFIXED
REGISTER OF DEEDS

IN THE UNITED STATES BANKRUPTCY COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA

In re:)	
)	
UNITED AMERICAN FUELS, INC.,	)	Case No. 94-13510-BH
a corporation,	)	(Chapter 11)
)	
HUDSON-FARRIS CORPORATION,	)	Case No. 94-13511-BH
a corporation,	)	(Chapter 11)
s/d/b/a/ Hudson Oil Company)	
)	
BENSON 66 SERVICE, INC.	)	Case No. 94-13512-BH
a corporation,	)	(Chapter 11)
)	
HUDVEST, L.P.,	)	Case No. 95-15798-BH
a limited partnership,	)	(Chapter 11)
)	
BENVEST, L.P.,	)	Case No. 95-15797-BH
a limited partnership,	)	(Chapter 11)
)	
CAM-DELL ENTERPRISES, L.P.,	)	Case No. 95-15799-BH
a limited partnership,	)	(Chapter 11)
)	
Debtors.	)	Jointly Administered and
	)	Consolidated Under Case No.
	)	94-13510-BH

FILED

OCT 30 1996

GRANT PRICE
CLERK, U.S. BANKRUPTCY COURT
WESTERN DISTRICT OF OKLAHOMA

DEPUTY

**SECOND¹ CORRECTED² ORDER AUTHORIZING AND
APPROVING SALE FREE AND CLEAR
(Town & Country Locations)**

¹ This Second Corrected Order is being entered in order to include the legal descriptions which were improperly omitted from the Corrected Order Authorizing and Approving Sale Free and Clear (Town & Country Locations), entered on October 28, 1996.

² On October 28, 1996, Trustee submitted the Application for Corrected Order Authorizing and Approving Sale Free and Clear (Town & Country Locations), requesting entry of an order containing the correct legal description of the Saddle Creek Location, which was, through scrivener's error, incorrect in the original order entered on August 20, 1996. This Corrected Order contains the corrected legal description of the Saddle Creek Location but in all other substantive respects remains unchanged.

SECOND CORRECTED ORDER AUTHORIZING AND APPROVING SALE FREE AND CLEAR (Town & Country Locations) – PAGE 1

The Trustee's Motion for Authorization and Approval of Sale of Covered Property, and Brief in Support; Combined with Notice (Town & Country Locations), filed on July 22, 1996 (the "Motion"), by E. Neil Stanfield, the trustee ("Trustee") of the consolidated 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. (collectively, "Debtors"), in the above captioned, jointly administered and consolidated chapter 11 cases, comes on for hearing before this Court.

NOW, the Court being fully advised in the premises, and pursuant to the announcements made by Trustee at the hearing, finds and concludes:

1. Trustee served the Motion on Debtors, members of the Official Unsecured Creditors' Committee (which committee was dissolved upon confirmation of the Plan (defined below)), the United States Trustee, other parties in interest, who have made a specific written, post-confirmation request to the Trustee for such notice and secured creditors with liens and interests in the Covered Property, more specifically described on Exhibit "A" annexed hereto and by reference made a part hereof.³ No objections or responses to the Motion were timely filed or served by the deadline established by Local Rule 13(c), *i.e.* August 9, 1996. In accordance with Local Rule 13(d), all parties in interest are deemed to have consented to the relief requested therein and granted herein.

2. Pursuant to the Joint Plan of Reorganization (As Modified Through November 28, 1995) (the "Plan"), as confirmed by the Order Confirming Plan, entered on

³ All initially capitalized terms not otherwise defined herein shall have the meanings set forth in the Motion.

December 5, 1995, the purchase price for the Covered Property, as set forth in the Motion, may be "upset" by another bidder making a written offer, in advance of today's hearing, to Trustee for a higher purchase price on substantially the same terms and conditions as the Sale Agreement.

Trustee set the minimum "upset" price for the Covered Property at \$125,000.00 and gave notice thereof.

3. As reflected by the Trustee's Affidavit (Town & Country Locations), filed with the Court on August 19, 1996, Trustee received, in advance of the hearing, written offers of an "upset" price in excess of the Purchase Price, with the highest two upset prices being as follows:

Contemporary Industries	\$200,000.00
Petro Investments, Ltd.	\$160,000.00

Accordingly, Trustee requested that the Court approve Trustee's sale of the Covered Property to Contemporary Industries for \$200,000.00 as the highest and best price for the Covered Property.

IT IS THEREFORE ORDERED that:

a. Trustee be, and hereby is, authorized to sell the Covered Property to Contemporary Industries for \$200,000.00 free and clear of any interest therein of creditors of, holders of interests in and general partners in the Debtors; and

b. Trustee be, and hereby is, authorized and directed to execute such documents and take such actions as are necessary or appropriate to consummate said sale.

Trustee is directed to give notice of entry of this Corrected Order by mailing copies thereof to all parties in interest who were served with copies of the Motion today. Any

party in interest who desires to object to the entry of this Corrected Order shall file an objection on or before November 1, 1996.

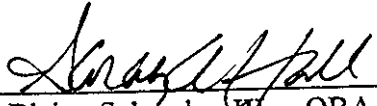
Dated in Oklahoma City, Oklahoma, this 30th day of October, 1996.



RICHARD L. BOHANON
UNITED STATES BANKRUPTCY JUDGE

APPROVED:

E. NEIL STANFIELD, TRUSTEE

By: 

G. Blaine Schwabe, III -- OBA #8001
Sarah A. Hall -- OBA #13692

Of the Firm:

GABLE GOTWALS MOCK SCHWABE
A Professional Corporation
Fifteenth Floor
One Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-5500
Telefacsimile: (405) 235-2875

ATTORNEYS FOR TRUSTEE

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SECOND CORRECTED ORDER AUTHORIZING AND APPROVING SALE FREE AND CLEAR (Town & Country Locations) -- PAGE 4

EXHIBIT "A"
Real Property

Leasehold interests in:

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");

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 $89^{\circ} 01'20''$ E (assumed bearing), 36.75 feet; thence S $00^{\circ} 58'40''$ W, 1.00 foot; thence S $74^{\circ} 59'37''$ E, 36.59 feet; thence S $61^{\circ} 01'01''$ E, 27.58 feet; thence S $86^{\circ} 47'36''$ 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 $01^{\circ} 47'20''$ W on the West line of said Derby Refining Company property, 111.17 feet to the South line of said Lot 3; thence N $89^{\circ} 29'00''$ 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 $89^{\circ} 43'$ 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 $90^{\circ} 17'$ 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 $89^{\circ} 43'$ to the left for a distance of 59.90 feet; thence Easterly on a deflection angle of $90^{\circ} 17'$ 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");

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° curve; thence along said 3.1661° 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° 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");

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");

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

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").