

Reg. No. 15,025
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69431 Book 121

MORTGAGE

THIS INDENTURE, made as of this 17th day of February, 1959, by FRANK B. THOMPSON and his wife, IRA WILSON THOMPSON, of 501 Lightfoot Road, Louisville, Jefferson County, Kentucky hereinafter designated as Mortgagor, to Second Thunderbird Stations, Inc., a Delaware corporation, having an office at c/o Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware, hereinafter designated as Mortgagee.

WITNESSETH:

WHEREAS, Mortgagor has this date executed and delivered to Mortgagee a certain promissory note payable to Mortgagee, due and payable May 31, 1985, said note bearing date and being in the principal amount set forth in Schedule A hereto and made a part hereof, which note, together with interest thereon at the rate of 4 1/4% per annum, is payable in quarter annual instalments, all according to the terms and tenor of said note, which, by reference, is made a part hereof for all purposes, and

WHEREAS, Mortgagor is desirous of securing prompt payment of said note in accordance with the terms and conditions thereof, as well as any additional indebtedness accruing to Mortgagee on account of payments or expenditures made by Mortgagee as herein provided;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) to the undersigned Mortgagor in hand paid by Mortgagee, the receipt whereof is hereby acknowledged, and for the purpose of securing prompt payment of the indebtedness hereinabove mentioned as the same becomes due, and other valuable considerations, Mortgagor does hereby grant, bargain, sell, assign, convey, mortgage and warrant unto Mortgagee all of the real property described in Schedule A

[The following 6 lines constitute a part of this Mortgage only if the real property described in Schedule A is there classified as service station property.]

together with all buildings, lube room shelving and storage cabinets, all electrical, plumbing and heating fixtures inside of said buildings and forming an integral part thereof, all driveways, sidewalks, pump islands and retaining walls, all underground tanks, fittings and piping (but excluding piping and connections to pumps), and all lifts and controls (hereinafter called the "Facilities"), but no other equipment or fixtures of any kind or character, and all and singular, the easements, rights-of-way or use, servitudes, licenses, tenements, hereditaments and appurtenances belonging or in anywise appertaining to any of the foregoing,

[The following 3 lines constitute a part of this Mortgage only if the real property described in Schedule A is there classified as bulk station property.]

together with all buildings, structures, fixtures and improvements located on said lands (hereinafter called the "Facilities") and all and singular the easements, rights-of-way or use, servitudes, licenses, tenements, hereditaments, appurtenances, rents, issues and profits now or hereafter belonging or in anywise appertaining to any of the foregoing,

[The following 11 lines constitute a part of this Mortgage only if the real property described in Schedule A is there classified as combined service and bulk station property.]

together with:

(a) For that part of the premises used for Service Station Facilities: all buildings, lube room shelving and storage cabinets, all electrical, plumbing and heating fixtures inside of said buildings and forming an integral part thereof, all driveways, sidewalks, pump islands and retaining walls, all underground tanks, fittings and piping (but excluding piping and connections to pumps), and all lifts and controls, but no other equipment or fixtures of any kind or character, and

(b) For that part of the premises used for Bulk Station Facilities: all buildings, structures, fixtures and improvements located on said lands (all such buildings, structures, fixtures and improvements described in subparagraph (a) and this subparagraph (b)) (except excluded items) being hereinafter collectively called the "Facilities") and all and singular the easements, rights-of-way or use, servitudes, licenses, tenements, hereditaments, appurtenances, rents, issues and profits now or hereafter belonging or in anywise appertaining to any of the foregoing,

(said real property and Facilities being hereinafter collectively called the "Premise"), provided, however, Mortgagor shall be entitled to collect and retain the rents, issues and profits until default hereunder, subject, however, to the terms