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FIRST MORTGAGE AND DEED OF TRUST

(Series C-3)

FIRST MORTGAGE AND DEED OF TRUST, dated as of December 1, 1970 from Clark-Owens Oil Corp. (the "Company"), an Indiana corporation, having its principal office and place of business at 8530 West National Avenue, Milwaukee, Wisconsin 53227, to New York Life Insurance Company (the "Mortgagee"), a New York corporation having its principal office and place of business at 51 Madison Avenue, New York, New York 10010, and the original holder of all of the Notes (such term and certain other terms are defined in section 41):

To Secure the Payment when and as due and payable of the principal of and the premium, if any, and interest on the Company's 10 3/8% Secured Notes, Series C-1 due 1990, 10 3/8% Secured Notes, Series C-2 due 1990 and 10 3/8% Secured Notes, Series C-3 due 1990, each substantially in the form of Exhibit I attached hereto, issued or to be issued in aggregate principal amounts of \$3,000,000, \$5,000,000 and \$7,000,000, respectively, including \$7,000,000 aggregate principal amount of such 10 3/8% Secured Notes, Series C-3 due 1990 issued on December 21, 1970, together with any notes issued in exchange