

EXHIBIT I

CLARK-OWENS OIL CORP.

10 3/8% Secured Note, Series C-3 due 1990

\$7,000,000

New York, New York
December 21, 1970

For Value Received, CLARK-OWENS OIL CORP. (the "Company"), an Indiana corporation, promises to pay to -----New York Life Insurance Company-----, or order, the principal amount of \$7,000,000 in installments as provided below, with interest (computed on the basis of a 360-day year, 30-day month) at the rate of 10 3/8% per annum on the unpaid balance of such principal amount from the date hereof until such principal amount shall have become due and payable (whether at maturity or on a date fixed for any installment payment or any prepayment or by declaration or otherwise), payable in installments as provided below, and with interest on any overdue principal and (to the extent permitted under applicable law) on any overdue interest at the rate of 11 3/8% per annum until paid, payable on demand. Payments of principal, premium, if any, and interest shall be made in lawful money of the United States of America at the principal office of New York Life Insurance Company, as Mortgagee under the Mortgage referred to below, in New York, New York (the "Mortgagee"), or at the principal office of its successor at the time acting as such Mortgagee.

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This Note shall be payable in 80 equal quarterly installments of \$ each, the first consisting entirely of principal and payable on January 1, 1971, together with interest accrued to such date, and the remainder consisting of combined principal and interest payable on the first day of each third succeeding calendar month thereafter to and including October 1, 1990, and in a final installment equal to the unpaid principal amount hereof, together with interest accrued hereon on December 31, 1990. Each installment of combined principal and interest shall be applied first to interest hereon and, then, to the principal hereof.

This Note is one of the 10 3/8% Secured Notes, Series C-3 due 1990 of the Company issued or to be issued originally in the aggregate principal amount of \$7,000,000 pursuant to the Trust Agreement, dated June 1, 1969, by the Company with Fidelity Union