

ASSIGNMENT AND ASSUMPTION AGREEMENT

A. Recitals. The parties hereto make the following recitals:

1. The parties are Harry J. Barkett ("Assignor") and Petroleum Packers of Jacksonville II, Inc., a Florida corporation ("Assignee").
2. Assignor has executed that certain "Asset Purchase Agreement" ("Agreement") dated as of December 29, 1997 between Sun Company, Inc., as Seller, and Assignor, or his Permitted Assigns, as Buyer.
3. The Agreement provides for the sale to Assignor of the "Purchased Assets" as described in Article 2, Section 2.1 of the Agreement, and for the assumption of certain "Assumed Liabilities" as set forth in Section 2.3 thereof.
4. Assignee is a "Permitted Assign" under the terms of the Agreement.

B. Covenants. Now, therefore, in consideration of the premises, the parties hereby agree as follows:

1. Assignor does hereby assign, transfer and set over unto Assignee all of Assignor's right, title and interest in and to the "Purchased Assets" as described in Article 2, Section 2.1 of the Agreement.
2. Assignee does hereby assume all of the obligations described as "Assumed Liabilities" as set forth in Article 2, Section 2.3, of the Agreement, and shall save Assignor

harmless from any liability therefor.

IN WITNESS WHEREOF, the parties have executed the foregoing Assignment and

Assumption Agreement this 26th day of March, 1998.

Signed, sealed and delivered in
the presence of:

Dennis J. Madden

(Printed name of witness)

Lori K. Auen

(Printed name of witness)

HARRY J. BARKETT, individually

PETROLEUM PACKERS OF
JACKSONVILLE II, INC.

HARRY J. BARKETT, President

ACKNOWLEDGMENT

STATE OF Florida)
) SS:
COUNTY OF Hillsborough)

The execution of the foregoing Assignment and Assumption Agreement was acknowledged before me this 26 day of March, 1998 by HARRY J. BARKETT, individually, and as President of Petroleum Packers of Jacksonville II, Inc.

Lori Auen
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 12/20/99
Commission No.: CC514650

Printed Name: Lori Auen

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