

BILL OF SALE  
VALERO REFINING COMPANY – TENNESSEE, L.L.C.

This Bill of Sale is made as of the 31st day of December, 2018, by VALERO REFINING COMPANY – TENNESSEE, L.L.C., a Delaware limited liability company (“Assignor”), to the ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee (“Assignee”).

WITNESSETH:

That Assignor, for valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, assign, and transfer unto Assignee, all right, title and interest in and to certain personal property described in Exhibit A attached hereto and currently located at 543 Mallory Road, Memphis, Tennessee 38109, or at other locations situated within Shelby County, Tennessee, and utilized by Lessee for its operations;

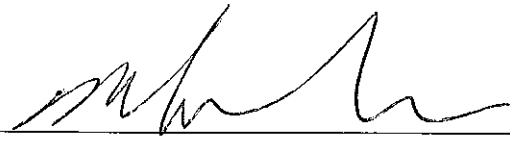
That Assignor does hereby avow itself to be the true and lawful owner of said property;

That Assignor has full power, good right, and lawful authority to dispose of said property in the manner aforesaid; and

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly qualified officers, to be effective as of the date first above written.

[SIGNATURE PAGE TO FOLLOW]

VALERO REFINING COMPANY – TENNESSEE,  
L.L.C.

By:  \_\_\_\_\_

Name and Title: Martin Loeber - SVP Ad Valorem Tax

EXHIBIT A

PERSONAL PROPERTY

Memphis Refinery  
 PILOT Lease Program - Capital Expenditures  
 For Fiscal Year: 2018

Project Def.	Description	PILOT Group #	Pilot Grp Desc	GrandTotal: TOT
MM14-5531	Replace PTU with Dewatering Boxes	5	Manufacturing Equipment	294,402.93
MM16-0124	APACS Migration - WCU	5	Manufacturing Equipment	4,432,975.67
MM16-0208	LPG Flare Header and Seal Pot Piping	5	Manufacturing Equipment	1,829,613.81
		5 Total		6,556,992.41
		Grand Total		6,556,992.41