

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

This Bill of Sale is made as of the 31st day of December, 2015, 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, 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;

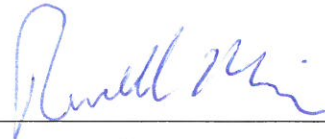
That Assignor has full power, good right, and lawful authority to dispose of said property in the manner aforesaid; and

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.

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

By: _____

Name and Title: _____



Director of Tax

2/11/2016 - Approved

Memphis Refinery
PILOT Lease Program - Capital Expenditures
For Fiscal Year: 2015 - Final

2/11/2016

Project Def.	Description	PILOT Group	PILOT Group Desc	CYA - Total
MM14-5537	Plant Wide Alarm Upgrade	1	Furniture, Fixtures, General Equipment and Other	490,565.00
MM14-5570	Lab Remodel	1	Furniture, Fixtures, General Equipment and Other	314,995.32
MM14-5571	HF Modular Lab Building	1	Furniture, Fixtures, General Equipment and Other	421,403.21
MM14-5573	Maintenance Shop Canopy	1	Furniture, Fixtures, General Equipment and Other	85,709.94
MM14-5576	Purchase Office Space Trailers	1	Furniture, Fixtures, General Equipment and Other	48,786.45
MM15-0016	Replacement Lab Equipment 2015	1	Furniture, Fixtures, General Equipment and Other	253,312.02
MM15-0019	ERT Truck	1	Furniture, Fixtures, General Equipment and Other	53,926.21
MM15-0030	Purchase Golf Cars for Refinery Usage	1	Furniture, Fixtures, General Equipment and Other	116,078.13
MM15-0054	Machinery Vibration Equipment Purchase	1	Furniture, Fixtures, General Equipment and Other	115,626.64
MM15-0065	Replacement Lab Equipment	1	Furniture, Fixtures, General Equipment and Other	390,383.69
MM15-0069	HP WIDE FORMAT PRINTER FOR DESIGN GROU	1	Furniture, Fixtures, General Equipment and Other	22,223.98
MM15-0072	Purchase IH Equipment	1	Furniture, Fixtures, General Equipment and Other	26,713.37
MM15-0080	Operator Console Hardware Refresh	1	Furniture, Fixtures, General Equipment and Other	113,780.07
MM15-6031	Security Audit Improvements	1	Furniture, Fixtures, General Equipment and Other	132,656.45
MM15-6035	Tank Firefighting Equipment	1	Furniture, Fixtures, General Equipment and Other	6,729.31
		1 Total		2,592,889.79
MM11-4057	DHT-18 HEATER CONTROLS MODIFICATION	5	Manufacturing Equipment	15,180.07
MM12-4516	New Desalter For East Crude Unit	5	Manufacturing Equipment	17,179.20
MM12-4520	FCC Reactor Revamp	5	Manufacturing Equipment	6,765.27
MM12-4530	VGBOP- Gasoline Blending Optimization	5	Manufacturing Equipment	2,357,479.54
MM12-4547	HCU-18 Waste Heat Recovery	5	Manufacturing Equipment	485,906.11
MM12-4573	DCS Upgrades - Blending	5	Manufacturing Equipment	510,557.65
MM13-5007	CGHT Recycle Compressor ConditionMonitor	5	Manufacturing Equipment	757.90
MM13-5069	Alky Degassing Pot	5	Manufacturing Equipment	491,274.06
MM14-5508	Refinery UPS Program	5	Manufacturing Equipment	371,809.03
MM14-5522	Replace PLC in DC-17	5	Manufacturing Equipment	14,188.77
MM14-5558	Gas Con Stripper Charge Pump Tandem Seal	5	Manufacturing Equipment	24,803.15
MM14-5560	HCU Deluge Water Motorized Valves	5	Manufacturing Equipment	179.21
MM14-5567	Redundant Level on LSR Stabilizer Tower	5	Manufacturing Equipment	35,347.68
MM14-5574	Thermocouples to DCS	5	Manufacturing Equipment	305,793.93
MM14-5577	Alky iC4 Flush Piping	5	Manufacturing Equipment	309,761.00
MM15-0002	Buy Spare CCR Lift Gas Blower Gearset	5	Manufacturing Equipment	36,083.21
MM15-0003	Jet Mercaptan Project	5	Manufacturing Equipment	355,813.76
MM15-0006	NHDS Parallel Reactors Tray Modification	5	Manufacturing Equipment	132,138.67
MM15-0013	WCU Preflash Internal Modifications	5	Manufacturing Equipment	1,545,569.89
MM15-0018	New Depropanizer PSV	5	Manufacturing Equipment	171,043.51
MM15-0020	Naphtha to MSAT Light Reformate	5	Manufacturing Equipment	124,942.59
MM15-0021	NHT Charge Heater Fuel Controls	5	Manufacturing Equipment	15,498.24
MM15-0025	Complex 1 Sample Stations	5	Manufacturing Equipment	19,050.07
MM15-0033	Process Control Network Upgrade	5	Manufacturing Equipment	446,689.78
MM15-0037	SRU1 Sulfur Pit Improvement	5	Manufacturing Equipment	309,452.35
MM15-0039	Alky Decon Shelter	5	Manufacturing Equipment	54,063.27
MM15-0053	Oil Mist - Complex 2	5	Manufacturing Equipment	489,295.99
MM15-0061	Caustic Blending Line	5	Manufacturing Equipment	18,722.11
MM15-0062	Alky C3 Fluoride Sample Stations	5	Manufacturing Equipment	56,771.49
MM15-0064	Refinery Spare Pumps	5	Manufacturing Equipment	328,838.17
MM15-0070	Hydrogen Plant Nitrogen Startup Line	5	Manufacturing Equipment	152,680.50
MM15-0073	Honeywell Equipment Obsolesence Upgrade	5	Manufacturing Equipment	8,271.01
MM15-0075	SRU SIS -Thermal Reactor Flame Detection	5	Manufacturing Equipment	61,987.49
MM15-6030	SRU1 - Sulfur Seals #1, 3 & 4 Legs	5	Manufacturing Equipment	715,861.13
MM15-6038	1st stage suction FCC	5	Manufacturing Equipment	67,764.11
MM15-6040	SGP Process Sewer Sump Pump	5	Manufacturing Equipment	227,169.37

Memphis Refinery
PILOT Lease Program - Capital Expenditures
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2/11/2016

Project Def.	Description	PILOT Group	PILOT Group Desc	CYA - Total
MM15-6041	Sour Water Decanter Jump Over Line	5	Manufacturing Equipment	176,724.57
MM15-6044	Redundant Pressure on LSR Stabilizer	5	Manufacturing Equipment	30,663.78
MM15-6047	Upgrade 15-06-002 Recy Comp Gearset	5	Manufacturing Equipment	141,882.44
MM15-6051	Alky Safety Shower Upgrades	5	Manufacturing Equipment	283,413.17
MM16-6509	DC7 480V Transformers(T-7A, T-7F)	5	Manufacturing Equipment	338,453.97
MM18-7505	FCC Flue Gas Cooler Replacement	5	Manufacturing Equipment	8,290,783.04
		5 Total		19,546,610.25
MM14-5510	Riverdock Reliability	6	Billboards, Tanks and Pipeline	991,025.01
MM14-5561	LPG Bullet Deluge Water Motorized Valves	6	Billboards, Tanks and Pipeline	147,632.16
MM14-5566	NHT Fract Btms to Storage Parallel Line	6	Billboards, Tanks and Pipeline	1,478.75
MM14-5568	Tank Farm Ergonomic Platforms	6	Billboards, Tanks and Pipeline	35,853.91
MM15-0015	Tank 58 Floor Replacement	6	Billboards, Tanks and Pipeline	1,148,586.04
MM15-0032	East Tank Farm Fiber Optic Upgrade	6	Billboards, Tanks and Pipeline	118,604.52
MM15-0036	BB Railcar Flexibility Piping Project	6	Billboards, Tanks and Pipeline	78,341.56
MM15-0038	LPG Pump Instrumentation	6	Billboards, Tanks and Pipeline	178,892.03
MM15-0068	Tank Farm Fire Protection Improvements	6	Billboards, Tanks and Pipeline	462,419.76
MM15-0077	Rail Loading Compressor Level Monitoring	6	Billboards, Tanks and Pipeline	35,806.83
MM15-6021	Tank 68 Replacement	6	Billboards, Tanks and Pipeline	4,339,976.28
		6 Total		7,538,616.85
			TOTAL	29,678,116.89