

“Agreement” has the meaning set forth in the introduction to this Agreement.

“Assets” means (i) the Tankage and (ii) the Avon Wharf Pipeway.

“Avon Marine Terminal” has the meaning set forth in the Recitals.

“Avon Marine Terminal Assets” means certain assets located at the Avon Marine Terminal, as further described in Exhibit A-2.

“Avon Marine Terminal Operating Agreement” means that certain Avon Marine Terminal Operating Agreement to be effective at the Effective Time by and between TRMC and the Operating Company pursuant to which the Operating Company will manage and operate the Avon Marine Terminal for TRMC on the terms and conditions included therein.

“Avon Marine Terminal Renovation” means each of the Avon Wharf Upgrade (MOTEMS) (AFE No. 077100030) and Pipeline Surge Protection Project (AFE No. 154100001) being undertaken by TRMC at the Avon Marine Terminal as of the Effective Date.

“Avon Marine Terminal Sublease Agreement” means that certain Sublease to be executed in accordance with Section 2.5 by and between the Operating Company and TRMC relating to the Avon Marine Terminal.

“Avon Marine Terminal Use and Throughput Agreement” or the “Avon MTUTA” means that certain Avon Marine Terminal Use and Throughput Agreement to be executed pursuant to Section 2.5 by and among the Operating Company, the General Partner, the Partnership and TRMC, pursuant to which the Operating Company will, effective as of the “Commencement Date” (as defined therein), manage and operate the Avon Marine Terminal.

“Avon Wharf Pipeway” means the three pipelines, a causeway and all ancillary equipment that connect Tract 3 (of the Tankage) to the Avon Marine Terminal, all as further described in Exhibit A-3, as well as all associated easements, permits and licenses relating to the Avon Wharf Pipeway.

“Bill of Sale” means that certain Bill of Sale, Assignment and Assumption effective as of the Effective Time, among TRMC, the General Partner, the Partnership and the Operating Company, with respect to the Assets.

“Cash Consideration” has the meaning set forth in Section 2.3(b)(i).

“CDFG” means the California Department of Fish and Game.

“Code” means the Internal Revenue Code of 1986, as amended.

“COFR” means the Certificate of Financial Responsibility issued by the CDFG in favor of the Operating Company with respect to oil spill contingency planning and financial responsibility with respect to operations in the State of California, including under the Avon Marine Terminal Sublease Agreement and Avon MTUTA.