

**NAVITAS ASSETS, LLC
LIMITED LIABILITY COMPANY AGREEMENT**

This Limited Liability Company Agreement (the "Agreement") is entered into and shall be effective as of April 10, 2007 (the "Effective Date"), by and among the Persons who are identified as Members of Navitas Assets, LLC (the "Company") on Exhibit A hereto and who have executed a counterpart of this Agreement as Members.

DEFINITIONS

Certain capitalized words and phrases used herein and not otherwise defined have the meanings set forth on Exhibit C hereto.

**SECTION 1
FORMATION**

1.1 Formation. The Company was formed when its Certificate of Formation ("Certificate") was filed with the Delaware Secretary of State on March 20, 2007 as required by the Delaware Limited Liability Company Act (the "Act"). The Company shall continue until dissolved, liquidated, and terminated in accordance with this Agreement and/or the Act. The Members hereby agree to continue the Company as a limited liability company pursuant to the provisions of the Act and upon the terms and conditions set forth in this Agreement.

1.2 Name. The name of the Company is Navitas Assets, LLC, and all business of the Company shall be conducted in such name or in any other name or names that are selected by the Manager (as defined in Section 2.1). The Manager may change the name of the Company and may amend the Company's Certificate and this Agreement to give effect to such change in name.

1.3 Principal Place of Business; Registered Agent and Registered Office. The principal place of business of the Company shall be at 18218 East McDermott, Suite I, Irvine, California 92614. The Manager may change the location of the Company's principal place of business and shall promptly provide notice of any such change to all Members. The Manager shall cause the Company to maintain a registered agent and registered office in Delaware as required by the Act. The Company's registered agent shall initially be The Corporation Trust Company and its registered office shall initially be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

1.4 Purposes; Powers. The purposes of the Company are to (a) acquire, own, develop, improve, maintain, lease, dispose of, operate, and otherwise deal directly or indirectly (through other entities) with real property, and any improvements thereto, including petroleum pipelines and natural gas distribution systems and (b) engage in any other lawful activity. The Company shall have the power to do any and all acts necessary, appropriate, advisable, incidental, or convenient to or in furtherance of such purposes.

1.5 Title to Property. All property owned by the Company shall be owned by the Company as an entity and no Member shall have any ownership interest in such property in its individual name, and each Member's interest in the Company shall be personal property for all

