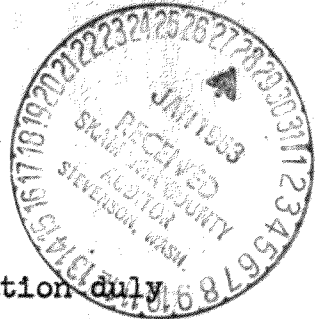


PAGE 37
POWER OF ATTORNEY



KNOW ALL MEN BY THESE PRESENTS:

THAT HUMBLE OIL & REFINING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware, and having an office in Houston, Texas, has made, constituted, and appointed, and by these presents does make, constitute, and appoint H. W. McKim its true, sufficient, and lawful agent and attorney in fact on behalf of the Company and in its name, place, and stead from time to time and in connection with the business of the Company, to execute and deliver instruments of any and every nature relating to the marketing functions of the Company in the States of Oregon and/or Washington, including but not by way of limitation, instruments pledging the credit of the Company, bonds, indemnities, contracts, grants of easement, leases, and all other instruments leasing, renting, or granting rights on, over, and across fee and leased properties owned by the Company and acquired primarily for bulk station, service station, products terminal, or field office use by the Marketing Department of the area which includes the States of Oregon and Washington; provided, however, that the said agent and attorney in fact shall have no authority to execute or deliver:

1. Conveyances in fee of the Company's fee properties;
2. Leases or other instruments encumbering mineral interests other than those underlying surface interests owned or acquired by the Company primarily for bulk station, service station, products terminal, or field office use by the Marketing Department of the said area; or,
3. Bids or contracts for the sale of petroleum products by the Company to the United States Government or to any state government.

The execution and delivery of said instruments by such agent or attorney in fact in pursuance of these presents shall be as binding upon the Company, as fully and amply, to all

intents and purposes, as if such instruments had been duly executed and delivered by an executive officer of the Company.

This Power of Attorney shall be effective on and after the date hereof and shall have the same force and effect as though special authority was granted to the named agent and attorney in fact to execute and deliver each such instrument separately for each and every such instrument so executed and delivered.

IN WITNESS WHEREOF, the Company has caused its corporate name to be subscribed hereto by its duly authorized officer and attested by its corporate seal this the 31st day of December, 1962.

HUMBLE OIL & REFINING COMPANY

By R.B. Ryan
Vice President

ATTEST:

John A. Porter
Assistant Secretary

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared R.B. Ryan and John A. Porter, known to me to be the persons whose names are subscribed to the foregoing instrument as Vice President and Assistant Secretary of Humble Oil & Refining Company and acknowledged to me that they executed the same for the purpose and consideration therein expressed, and as the act and deed of said Humble Oil & Refining Company.

Given under my hand and seal of office this the 31st day of December, 1962.

Nancy J. Hurst NANCY J. HURST

Notary Public in and for
Harris County, Texas

BOOK J

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STATE OF WASHINGTON }
COUNTY OF KING } ss.

I, ROBERT A. MORRIS, Auditor of King County, State of Washington, and ex-officio Recorder of Deeds, and the legal keeper of records hereinafter mentioned, in and for said County, do hereby certify the above and foregoing to be a true and correct copy of a.....POWER OF ATTORNEY.....

Aud. Rec. # 5532595

As ~~of record~~ recorded in this office in Vol. 129 of P/A Page 590 Records of King County

WITNESS my hand and official seal this 18th day
of January, 1963

ROBERT A. MORRIS

Auditor of King County, Washington

By *Henry J. Fowler*, Deputy

Nº 5682