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LISA SMITH, COUNTY RECORDER
MADISON COUNTY IOWA

Type of Document:

Power of Attorney

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Commonwealth Land Title Insurance Company, 222 S. Ninth St., Suite 3060, Minneapolis, MN 55402

Preparer Information:

Donna Simpson, Esq. 150 W. Warrenville Road, 600-1002B
BP America, Inc. Naperville, IL 60563 630-420-4538

Name	Street Address	City/State	Zip	Phone
Donna Simpson, Esq.	150 W. Warrenville Road	Naperville, IL	60563	630-420-4538

GRANTOR: BP Products North America Inc.

GRANTEE: Patrick H. McGrath

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS THAT:

BP Products North America Inc., a corporation duly organized and subsisting in good standing under the laws of Maryland (the "*Corporation*") does hereby make, constitute and appoint:

PATRICK H. McGRATH

(hereinafter referred to as "*Attorney-in-Fact*") as its lawful Attorney-in-Fact for and in the name of this Corporation to take any and all of the following actions:

1. To enter into and execute any and all documents related to divestments by BP Products North America Inc., or any of its affiliates of its or their interests in any pipelines, terminals, associated real property and personal property, and equity interests in jointly owned entities, including but not limited to the assets described on Exhibit A hereto.
2. To execute and do all such other acts, deeds, matters and things as in the opinion of the Attorney-in-Fact shall be needful or expedient in and about the premises or for any of the purposes hereof and to execute all necessary instruments containing all the clauses proper for the validity thereof; and
3. To register these presents and to do all other acts, deeds, and things which may be necessary for rendering these presents valid and effectual to all intents and purposes.

HEREBY GIVING AND GRANTING said Attorney-in-Fact full power and authority to do and perform all acts necessary and proper to accomplish the foregoing, and hereby ratifying and confirming all that said Attorney-in-Fact shall do or cause to be done by virtue thereof.

THIS POWER OF ATTORNEY contains the following restrictions:

1. The authorities described herein are not transferable nor can they be sub-delegated to any other individuals.

THIS POWER OF ATTORNEY shall be effective as of May 26, 2011 and shall remain valid until the earlier of any of the following:

1. 31 December 2011;
2. The date the Attorney-in-Fact ceases to be an employee of the Corporation or any wholly-owned subsidiary of BP p.l.c.; or
3. The date this Power of Attorney is formally revoked by the Corporation.

IN WITNESS WHEREOF, BP Products North America Inc., has caused this Power of Attorney to be executed by its duly authorized officer on this 26th day of May, 2011.

BP Products North America Inc.

By: T. Alex Miller
Name: T. Alex Miller
Title: Vice President

ATTEST:

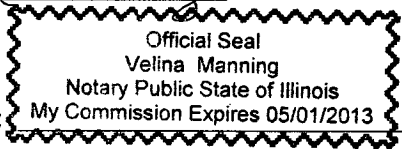
By: Denise Robertson
Name: Denise Robertson
Title: Assistant Secretary

UNITED STATES OF AMERICA §
STATE OF ILLINOIS §
COUNTY OF COOK §

On this 26th day of May, 2011, before me, a Notary Public for and in the state of Illinois, personally appeared T. Alex Miller, Vice President of BP Products North America Inc., personally known to me to be the person whose name is subscribed to within the instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature of the instrument the entity upon behalf of which he acted executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL

Velina Manning
Notary Public



Commission Expires on: _____

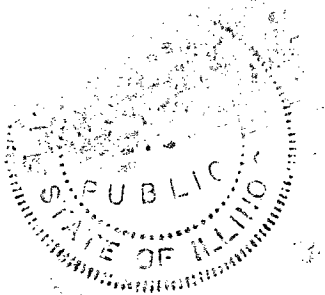


EXHIBIT "A"

Package #5

Bettendorf Terminal
Cedar Rapids Terminal
Council Bluffs Terminal
Dearborn Terminal
Des Moines Terminal
Jackson Terminal
Milwaukee (Granville) Terminal
Ottumwa Terminal
River Rouge Terminal
Sacramento Terminal
South Bend Terminal
Stockton Terminal
Sugar Creek Terminal
V System (pipeline)

Package #6

Belton Terminal
Birmingham Terminal
Canton Terminal
Cleveland Terminal
Columbus Terminal
Coraopolis Terminal
Fairfax Terminal
Greensburg Terminal
Inland (JV interest)
Lorain Terminal (Grafton)
Louisville Terminal
Montgomery Terminal
Niles Terminal
Northern Ohio (pipelines)
Richmond Terminal
Roanoke Terminal
Sciotoville Terminal
Spartanburg Terminal
Sweetwater Terminal
Tampa Terminal
Tiffin Terminal
Toledo Terminal