FILED NO. 1308
BOOK 30 PAGE 718
1975 SEP 18 PM 4:03
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
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POWER OF ATTORNEY

IOWA # 29

KNOW ALL MEN BY THESE PRESENTS:

That CONTINENTAL OIL COMPANY, a Delaware corporation, having its principal office and place of business at 5 Greenway Plaza East, Houston, Texas 77046, acting herein through Tom W. Sigler, its Vice President, thereunto duly authorized by resolution of its Board of Directors, dated October 18, 1967, as amended, does hereby constitute, make and appoint J. S. Hill, Coordinator Headquarters Services, having his office at 5 Greenway Plaza East, Houston, Texas 77046, its true and lawful attorney-in-fact, to exercise the following powers for it and in its name, place and stead, from the date hereof to and including December 31, 1976, unless sooner cancelled or terminated:

(1) To purchase, lease or otherwise acquire; to hold, maintain, improve, operate, or otherwise use; to sell, exchange, let, sublet, convey, surrender or otherwise dispose of or turn to account: any and all kinds of real and personal property and any and all rights and interests therein.

(2) To impose, establish, acquire, surrender or release servitudes or easements;

(3) To enter into contracts, leases, assignments, and other agreements in connection with the acquisition, exchange or disposition of properties or facilities for storing, transporting, distributing or selling refined petroleum products or other goods, wares and merchandise;

(4) To enter into contracts for the purchase, exchange or sale of refined petroleum products or other goods, wares, and merchandise;

(5) To make application for governmental franchises or permits of every kind and nature;

(6) To submit bids to, and to execute and deliver contracts with any state, county, municipality, or other political subdivision, and any of their departments and agencies, covering the sale, storage, or handling of petroleum and petroleum products;

(7) To submit to bids, and to execute and deliver contracts with, the United States and any of its departments and agencies covering the sale, storage, or handling of petroleum and petroleum products;

(8) To execute and deliver on behalf of this Corporation, agreements and other instruments guaranteeing loans to persons who act as commission agents, jobbers or retailers of the petroleum products or other merchandise of this Corporation or of its wholly-owned subsidiaries; or to persons purchasing property owned by this Corporation or its wholly-owned subsidiaries;

(9) To do such things, perform such acts, and to execute, acknowledge and deliver such instruments as may be necessary or convenient in connection with any of the foregoing.

The powers herein conferred shall extend to all acts and transactions affecting property, both real and personal, situated in any state of the United States or in any county or parish thereof or in the District of Columbia or within the limits of the Continental Shelf appertaining to the United States of America.

The said CONTINENTAL OIL COMPANY hereby declares that each and every thing done, act performed and instrument executed and delivered by its said attorney-in-fact, in connection with the exercise of any or all of the powers hereinabove enumerated, shall be good, valid and effectual to all intents and purposes as if the same had been done, performed, executed or delivered by the said CONTINENTAL OIL COMPANY in its corporate presence; and it hereby ratifies whatsoever said attorney shall lawfully do by virtue hereof.

EXECUTED this 25 day of August, 1975.

CONTINENTAL OIL COMPANY

ATTEST:

Wilma J. Macomb,
Assistant Secretary

By Tom W. Sigler,
Vice President

STATE OF TEXAS)
COUNTY OF HARRIS)

ON THIS 25th Day of August, A.D., 1975 before me, Rachel M. Daniels, a notary public in and for said county, personally appeared TOM W. SIGLER, to me personally known, who being by me duly sworn did say that he is Vice President of said corporation, CONTINENTAL OIL COMPANY; that the seal affixed to said instrument is the seal of said corporation, and that said instrument was signed and sealed on behalf of the said corporation by authority of its board of directors, and the said TOM W. SIGLER acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Rachel M. Daniels

RACHEL M. DANIELS
Notary Public, in and for Harris County, Texas
My Commission Expires June 1, 1977

CONTINENTAL OIL COMPANY

I, the undersigned, an Assistant Secretary of CONTINENTAL OIL COMPANY, a corporation incorporated under the laws of the State of Delaware, hereby certify that the following is a true copy of a Resolution duly adopted by the Board of Directors of said Corporation at a meeting hereof duly held, a quorum being present and voting, on the 18th day of October, 1967, as amended by Resolutions duly adopted by the Board of Directors of said Corporation at meetings thereof duly held April 17, 1968, August 21, 1968, July 16, 1969, May 3, 1972, February 8, 1974 and June 19, 1974, subsequent to such date but prior to the date of this Certificate, a quorum being present and voting in each instance, and said Resolution, as amended, is now in full force and effect, to-wit:

> "RESOLVED, That the Chairman of the Board or President and vice presidents of this Corporation be, and each of them hereby is, authorized to execute, acknowledge, and deliver powers of attorney in substantially the form hereinbelow set forth; that the secretary and assistant secretaries of this Corporation be, and each of them hereby is, authorized to affix the corporate seal of this Corporation to any such power of attorney so executed, and to attest said seal when so affixed; that such powers of attorney may run in favor of any employee of this Corporation who at the time has the respective title of General Manager, Marketing - Services and Division Operations; Assistant General Manager, Marketing - Division Operations; Coordinator, Headquarters Services; and President, Western Stores Division of Continental Oil Company; and that the form of each such power of attorney (exclusive of the appropriate state form of acknowledgment to be attached thereto) shall be substantially as follows:"

'POWER OF ATTORNEY

'KNOW ALL MEN BY THESE PRESENTS:

'That CONTINENTAL OIL COMPANY, a Delaware corporation, having its principal office and place of business at 5 Greenway Plaza East, Houston, Texas 77046, acting herein through _____, its _____ president, thereunto duly authorized by Resolution of its Board of Directors, dated October 18, 1967, as amended, does hereby constitute, make and appoint _____, its _____, having his office at _____, its true and lawful attorney in fact, to exercise the following powers for it and in its name, place and stead, from the date hereof to and including _____, 19____, unless sooner cancelled or terminated:

'(1) To purchase, lease or otherwise acquire; to hold, maintain, improve, operate, or otherwise use; to sell, exchange, let, sublet, convey, surrender or otherwise dispose of or turn to account: any and all kinds of real and personal property, and any and all rights and interests therein.

'(2) To impose, establish, acquire, surrender or release servitudes or easements;

'(3) To enter into contracts, leases, assignments and other agreements in connection with the acquisition, exchange or disposition of properties or facilities for storing, transporting, distributing or selling refined petroleum products or other goods, wares and merchandise;

'(4) To enter into contracts for the purchase, exchange or sale of refined petroleum products or other goods, wares and merchandise;

'(5) To make application for governmental franchises or permits of every kind and nature;

'(6) To submit bids to, and to execute and deliver contracts with any state, county, municipality, or other political subdivision, and any of their departments and agencies, covering the sale, storage, or handling of petroleum and petroleum products;

'(7) To submit bids to, and to execute and deliver contracts with, the United States, and any of its departments and agencies, covering the sale, storage, or handling of petroleum and petroleum products;

'(8) To execute and deliver, on behalf of this Corporation, agreements and other instruments guaranteeing loans to persons who act as commission agents, jobbers, or retailers of the petroleum products or other merchandise of this Corporation or of its wholly-owned subsidiaries; or to persons purchasing property owned by this Corporation or its wholly-owned subsidiaries;

'(9) To do such things, perform such acts, and to execute, acknowledge and deliver such instruments as may be necessary or convenient in connection with any of the foregoing.

'The powers herein conferred shall extend to all acts and transactions affecting property, both real and personal, situated in any state of the United States or in any county or parish thereof, or in the District of Columbia, or within the limits of the Continental Shelf appertaining to the United States of America.

'The said CONTINENTAL OIL COMPANY hereby declares that each and every thing done, act performed, and instrument executed and delivered by its said attorney in fact, in connection with the exercise of any or all of the powers hereinabove enumerated, shall be good, valid and effectual to all intents and purposes as if the same had been done, performed, executed or delivered by the said CONTINENTAL OIL COMPANY in its corporate presence; and it hereby ratifies whatsoever said attorney shall lawfully do by virtue hereof.

'EXECUTED this ____ day of _____, 19___.

CONTINENTAL OIL COMPANY

'ATTEST:

_____ By_____
Assistant Secretary

'(APPROPRIATE STATE FORM OF ACKNOWLEDGMENT TO BE ATTACHED)'

and it is

"FURTHER RESOLVED, That said chairman of the board and vice presidents be, and each of them hereby, is authorized to execute, acknowledge, deliver and cause to be filed, on behalf of this Corporation, proper instruments revoking, cancelling or terminating any power of attorney which may be issued pursuant to the preceding Resolution; and that said secretary and assistant secretaries be, and each of them hereby is, authorized to affix the corporate seal of this Corporation to any such instrument of revocation, cancellation or termination, and to attest said seal when so affixed."

I, the undersigned, further certify that the following is a true copy of a resolution duly adopted by the Board of Directors of this Corporation at its J u n e 19, 1974, meeting with respect to the validity of powers of attorney granted under the authority of the resolution of October 18, 1967, the resolution of April 17, 1968, the resolution of August 21, 1968 and the resolution of July 16, 1969, May 3, 1972, and the resolution of February 8, 1974, and that the following resolution is now in full force and effect, to-wit:

"FURTHER RESOLVED, That this amendment shall in no way affect the validity of powers of attorney granted under the authority of the resolution of October 18, 1967, either as originally adopted, or as amended by the resolutions of the Board of Directors of April 17, 1968; August 21, 1968; July 16, 1969; and May 3, 1972, and Feb. 8, 1974."

I, the undersigned, further certify that the following is a true copy of a resolution duly adopted by the Board of Directors of this Corporation at its May 3, 1972, meeting, and that the following resolution is now in full force and effect, to-wit:

"RESOLVED, That, effective on and after May 3, 1972, references to the president in resolutions adopted prior to the date granting authority to or prescribing the duties and powers of the president shall be amended by substituting the title 'chairman of the board' in such resolutions where the title 'president' appears therein.

IN WITNESS WHEREOF, I have hereunto set my hand as

Assistant Secretary of CONTINENTAL OIL COMPANY, and affixed the seal of said Corporation, this 25 day of August, 1975.

Wilma J. Macomb
Assistant Secretary
CONTINENTAL OIL COMPANY
(Wilma J. Macomb)

(SEAL)