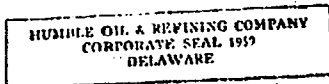


The above AGREEMENT OF MERGER, having been executed by all of a majority of the Board of Directors of each corporate party thereto, and having been adopted by the stockholder owning all of the shares of stock of each corporate party thereto in accordance with the provisions of Sections 251, 252 and 253 of Title 8 of the Delaware Code of 1953 and the provisions of Sections 63, 63-a and 68, Article I, Chapter 31 of the Code of West Virginia, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, the President and Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the Directors and stockholder thereof, as the respective act, deed and agreement of each of said corporations, as of the 16th day of December, 1959.

HUMBLE OIL & REFINING COMPANY

Attest:

L. J. WEIGLE
Secretary



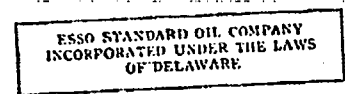
By MORGAN J. DAVIS
President

L. J. WEIGLE
Secretary

ESSO STANDARD OIL COMPANY

Attest:

A. F. INLAY
Secretary



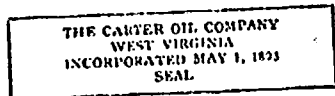
By O. V. TRACY
President

A. F. INLAY
Secretary

THE CARTER OIL COMPANY

Attest:

LeRoy YOUNG
Secretary



By JOSEPH L. SEGER
President

LeRoy YOUNG
Secretary