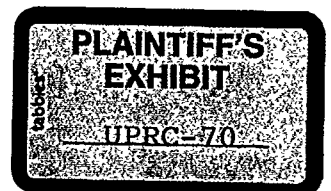


State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

WITH AND INTO "CHAMPLIN PETROLEUM COMPANY" UNDER THE NAME OF "CHAMPLIN PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 1970, AT 10 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

0616120 8100M

AUTHENTICATION: 7126126

944090540

DATE: 05-20-94

PLAN AND AGREEMENT OF MERGER

entered into on May 8, 1970

BETWEEN

CHAMPLIN PETROLEUM COMPANY
(a Delaware corporation)

AND

PONTIAC REFINING CORP.
(a Texas corporation)

Providing for the merger of Pontiac Refining Corp. with and
into Champlin Petroleum Company

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger entered into this 8th day of May, 1970, by and between CHAMPLIN PETROLEUM COMPANY, a Delaware corporation herein referred to as Champlin, and PONTIAC REFINING CORP., a Texas corporation herein referred to as Pontiac; Witnesses

WHEREAS, Champlin is a corporation organized and existing under the laws of the State of Delaware, having an authorized capital stock of 50,000 shares of common stock, of a par value of \$100 per share, of which 44,847 shares are validly issued and outstanding, fully paid and non-assessable, and are all owned by Union Pacific Petroleum Corporation; and

WHEREAS, Pontiac is a corporation organized and existing under the laws of the State of Texas, having an authorized capital stock of 140 shares of Class A common stock, of a par value of \$10 per share, and 60 shares of Class B common stock, of a par value of \$10 per share, of which 140 Class A and 60 Class B shares are validly issued

and outstanding, fully paid and non-assessable, and are all owned by Union Pacific Petroleum Corporation; and

WHEREAS, in order to accomplish operating efficiencies and economies which will be available upon the consummation of the reorganization described in this Plan and Agreement of Merger, Champlin and Pontiac desire to merge into one surviving corporation;

NOW THEREFORE, for the purpose of prescribing the terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting the shares of the constituent corporations into the shares of the corporation surviving the merger, other details and provisions deemed desirable, and such other provisions and facts as are required to be set forth in the Certificate of Incorporation by the laws of the state that shall govern the surviving corporation and that can be stated in the case of such a merger, Champlin and Pontiac have agreed and do hereby agree as follows:

I

MERGER AND SURVIVING CORPORATION

At the Effective Date, as hereinbelow defined, Pontiac shall be merged with and into Champlin with Champlin being the surviving corporation. The merger shall be carried into effect in the manner provided by Section 252 of the General Corporation Law of the State of Delaware and by Article 5.07 of the Texas Business Corporation Act. The surviving corporation shall be governed by and under the laws of the State of Delaware and the address of its registered or principal office in the State of Delaware is and shall be 100 West Tenth Street in the City of Wilmington, County of New Castle. The corporate name of Champlin, its identity, existence, powers, purposes, objectives, franchises, officers, directors, rights, and immunities shall be unaffected and unimpaired by the merger except as expressly provided herein. On the Effective Date the separate existence and corporate organization of Pontiac, except insofar as continued for limited purposes by statute, shall cease.

II

SHAREHOLDER APPROVAL

As a condition precedent to the merger of Pontiac into Champlin, 100% of the outstanding stock of both Champlin and Pontiac shall be voted for the adoption of this Plan and Agreement. By reason of this condition to the merger no provision is made herein for payment to dissenting shareholders of either party to the merger.

III

EFFECTIVE DATE

At any time prior to the filing of this Agreement of Merger with the Secretary of State of the State of Delaware and prior to the filing of Articles of Merger with the Secretary of State of the State of Texas, this Agreement of Merger may be abandoned and terminated by action of the Board of Directors of either Champlin or Pontiac and notwithstanding the previous approval of the Agreement by Union Pacific Petroleum Corporation as sole stockholder of both Champlin and Pontiac. In the absence of such action to abandon and terminate this Agreement the Effective Date of the merger hereby agreed upon shall be the date when this Plan and Agreement of Merger is executed, acknowledged, and filed as provided in Sections 252(c), 251(c), and 103 of the

General Corporation Law of the State of Delaware and upon the issuance by the Secretary of State of the State of Texas of a Certificate of Merger as provided in Articles 5.07B(4) and 5.04B(3) of the Texas Business Corporation Act.

IV

CERTIFICATE OF INCORPORATION AND BYLAWS
OF THE SURVIVING CORPORATION

The Certificate of Incorporation of Champlin, as originally filed and recorded on September 29, 1964, and as thereafter from time to time amended or supplemented, shall become and be the Certificate of Incorporation of the surviving corporation. The surviving corporation, in addition to the powers conferred upon it by the laws of the State of Delaware shall have the powers set forth in said Certificate of Incorporation as so amended and shall be governed by the provisions thereof.

The surviving corporation reserves the right to amend, alter, change, or repeal any provision contained in said Certificate of Incorporation in the manner now or hereafter set forth therein or as is or may be prescribed by the laws of the State of Delaware, and all of the rights, powers,

and privileges of the stockholders of the surviving corporation are granted and shall be held in force subject to this reservation.

The bylaws of Champlin as the same are in effect on the Effective Date, including any amendments thereof effective after the date of this Plan and Agreement of Merger, shall be and continue to be the bylaws of the surviving corporation until thereafter duly altered, amended, or repealed.

V

DIRECTORS AND OFFICERS
OF THE SURVIVING CORPORATION

The directors and officers of the surviving corporation from and after the Effective Date, who shall hold office subject to the provisions of the Certificate of Incorporation and bylaws of the surviving corporation until the first annual meeting of stockholders of the surviving corporation held after the Effective Date and until their respective successors are duly elected and qualified shall be as follows:

Directors:

Earl Baldridge
Frank E. Barnett
Jackson M. Barton
James H. Evans
Jack J. Horton
Frank L. Jones
John M. Kelly
James L. McCulley
Cecil E. Munn
Roger S. Plummer Jr.
J. L. Rune

Officers:

Frank E. Barnett	- Chairman of the Board of Directors
James H. Evans	- Vice Chairman of the Board of Directors
Earl Baldridge	- Chairman of the Executive Committee
Roger S. Plummer Jr.	- President and Chief Executive Officer
Jackson M. Barton	- Executive Vice President
James L. McCulley	- Executive Vice President
J. L. Rune	- Executive Vice President
Frank L. Jones	- Senior Vice President
Jack J. Horton	- Senior Vice President
Wm. E. Biggerstaff	- Vice President
Stephen R. Kent	- Vice President

L. L. McDonald	- Vice President
W. M. Mueller	- Vice President
Richard W. Matson	- Vice President
Charles A. Zubieta	- Vice President
Robert E. Thompson	- Secretary
Eva L. Anderson	- Assistant Secretary
Mack Mize Jr.	- Assistant Secretary
Cecil E. Munn	- Assistant Secretary
Roy K. Russell	- Assistant Secretary
R. L. Walker	- Assistant Secretary
V. V. Rylander	- Treasurer and Assistant Secretary

VI

TREATMENT OF SHARES OF EACH CONSTITUENT CORPORATION

On the Effective Date the capital stock of each of the constituent corporations shall be treated as follows:

Stock of Champlin:

The authorized, issued, and outstanding shares of Common Stock of Champlin, and the certificate or certificates representing such shares, shall not be affected by the merger.

Stock of Pontiac:

3
All shares of authorized and outstanding capital stock, both Class A Common and Class B Common, of Pontiac, and all rights in respect thereof shall be cancelled and the certificates representing such shares shall be surrendered by Union Pacific Petroleum Corporation to Champlin as the surviving corporation and by it cancelled.

VII

TRANSFER OF ASSETS AND LIABILITIES

On the Effective Date the rights, privileges, powers, and franchises, both of a public and of a private nature, and all property, whether real, personal, or mixed, and all things in action of or belonging to each of the constituent corporations shall be vested in and possessed by Champlin as the surviving corporation subject to all the restrictions, disabilities, and duties of each of the constituent corporations; and all debts, rights of creditors, liabilities, and duties of each of the constituent corporations and all security interests in or liens or encumbrances on any property of each of the constituent corporations shall thenceforth attach to the surviving corporation and may be

enforced against it to the same extent as if theretofore incurred or contracted by it or imposed upon it. The parties hereto specifically agree that from time to time as and when requested by Champlin as the surviving corporation, or by its successors or assigns, the officers and directors of Pontiac and the officers and directors of Champlin are fully authorized in the name of Pontiac or otherwise to execute and deliver all such deeds, assignments, and other instruments and to take or cause to be taken all such further action as the surviving corporation may deem desirable or necessary in order to vest, perfect, or confirm in the surviving corporation title to and possession of all of said property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purpose of this Plan and Agreement of Merger.

VIII

EMPLOYEE BENEFIT PLANS

On and after the Effective Date and unless and until otherwise determined by the Board of Directors of Champlin as the surviving corporation:

- (1) All pension, retirement, profit sharing, thrift, and group insurance plans theretofore adopted by Pontiac with relation to its employees or any of them shall be effective with respect to Champlin as the surviving corporation in the same manner as if adopted or made by it but shall be applicable only to the employees who would have been covered thereby if the merger herein provided for had not become effective.
- (2) All pension, retirement, profit sharing, thrift, and group insurance plans theretofore adopted by Champlin with relation to its employees or any of them shall continue to be effective with respect to Champlin as the surviving corporation but shall be applicable only to the employees who would have been covered thereby if the merger herein provided for had not become effective and shall not be applicable to those employees covered under the plans as described in Paragraph (1) of this section.

IX

ACCOUNTING FOR THE MERGER

On the Effective Date the assets and liabilities of Champlin and Pontiac shall be taken up or continued on the books of Champlin as the surviving corporation at the amounts at which they are respectively recorded on the books of account of the constituent corporations, appropriately adjusted if required by generally accepted accounting principles; and the earned surplus or retained earnings of Champlin as the surviving corporation shall be the combined earned surpluses of Champlin and Pontiac on the Effective Date and the capital surplus or capital contributed of Champlin as the surviving corporation shall be the capital surplus or capital contributed of Champlin, there being no capital surplus or capital contributed of Pontiac, on the Effective Date, appropriately adjusted if required by generally accepted accounting principles.

X

SERVICE OF PROCESS IN TEXAS
AGAINST PONTIAC

On and after the Effective Date Champlin as the

surviving corporation may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of Pontiac and for such purpose Champlin irrevocably appoints the Secretary of State of the State of Texas as its agent to accept service of process in any such proceeding.

XI

COUNTERPARTS

For the convenience of the parties and to facilitate multiple filing and recording of this Plan and Agreement of Merger any number of counterparts thereof may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF this Plan and Agreement of Merger has been executed on behalf of each of the constituent corporations by its President or a Vice President and attested by its Secretary or an Assistant Secretary, each duly authorized, and each of the constituent corporations has caused its corporate seal to be hereunto affixed all as of the day and year first above written.

CHAMPLIN PETROLEUM COMPANY
CORPORATE SEAL
DELAWARE
1964

ATTEST:

CHAMPLIN PETROLEUM COMPANY

By

President

Secretary

PONTIAC REFINING CORP.
CORPUS CHRISTI, TEXAS

PONTIAC REFINING CORP.

ATTEST:

By

Vice President

Secretary

ACKNOWLEDGMENT OF
CHAMPLIN PETROLEUM COMPANY

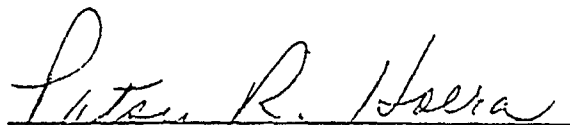
STATE OF TEXAS)
)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a notary public in and for said county and state, on this day personally appeared Roger S. Plummer Jr., known to me to be the person and officer whose name is subscribed to the foregoing instrument as President of Champlin Petroleum Company and acknowledged to me that it is his act and deed and the act and deed of Champlin Petroleum Company and that the facts stated therein are

true, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this, the
8th day of May, 1970.

My Commission Expires
June 1, 1971



Notary Public in and for
Tarrant County, Texas

NOTARY PUBLIC
COUNTY OF TARRANT, TEXAS

ACKNOWLEDGMENT OF
PONTIAC REFINING CORP.

STATE OF TEXAS)
)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a notary public in and for said county and state, on this day personally appeared Jack J. Horton, known to me to be the person and officer whose name is subscribed to the foregoing instrument as Vice President of Pontiac Refining Corp. and acknowledged to me that it is his act and deed and the act and deed of Pontiac Refining Corp. and that the facts stated therein are true, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this, the
8th day of May, 1970.

NOTARY PUBLIC
COUNTY OF TARRANT, TEXAS

My Commission Expires
June 1, 1971



Notary Public in and for
Tarrant County, Texas

SECRETARY'S CERTIFICATION OF
ADOPTION BY CHAMPLIN PETROLEUM COMPANY

I, Robert E. Thompson, Secretary of Champlin Petroleum Company, do hereby certify that the above and foregoing Plan and Agreement of Merger was approved by a resolution of the Board of Directors of Champlin Petroleum Company adopted on the 8th day of May, 1970, at a duly constituted meeting of said Board of Directors and was thereafter submitted to Union Pacific Petroleum Corporation, the sole stockholder of Champlin Petroleum Company, and all of the outstanding stock of Champlin Petroleum Company was on the 8th day of May, 1970, voted for the adoption of said Plan and Agreement of Merger.

IN WITNESS WHEREOF I have hereunto set my hand and the seal of the corporation.

CHAMPLIN PETROLEUM COMPANY
CORPORATE SEAL
DELAWARE
1964


Secretary

SECRETARY'S CERTIFICATION OF
ADOPTION BY PONTIAC REFINING CORP.

I, Edgar C. Morrison, Secretary of Pontiac Refining Corp., do hereby certify that the above and foregoing Plan and Agreement of Merger was approved by a resolution of the Board of Directors of Pontiac Refining Corp. adopted on the 8th day of May, 1970, at a duly constituted meeting of said Board of Directors and was thereafter submitted to Union Pacific Petroleum Corporation, the sole stockholder of Pontiac Refining Corp., and all of the outstanding stock of Pontiac Refining Corp. was on the 8th day of May, 1970, voted for the adoption of said Plan and Agreement of Merger.

IN WITNESS WHEREOF I have hereunto set my hand and
the seal of the corporation.



John A. Minnie

Secretary

PONTIAC REFINING CORP.
CORPUS CHRISTI, TEXAS

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of Champlin Petroleum Company, a Delaware corporation, following the adoption by its Board of Directors of a resolution approving said agreement of merger and having been thereafter submitted to the sole stockholder of Champlin Petroleum Company and all of the outstanding stock of Champlin Petroleum Company having been voted for the adoption of said agreement of merger and that fact having been certified on the agreement by the secretary of Champlin Petroleum Company under the seal thereof and said agreement having been adopted, approved, certified, executed, and acknowledged by Pontiac Refining Corp., a Texas corporation, in accordance with the laws of the State of Texas, said agreement of merger is this 25th day of May, 1970, executed on behalf of Champlin Petroleum Company by its vice president and attested by its secretary, each duly authorized, and Champlin Petroleum Company has caused its corporate seal to be hereunto affixed.

CHAMPLIN PETROLEUM COMPANY

ATTEST:

By

J. J. Rine
Vice President

R. J. J. J. J.
Secretary

CHAMPLIN PETROLEUM COMPANY
CORPORATE SEAL
1964
DELAWARE

ACKNOWLEDGMENT OF
CHAMPLIN PETROLEUM COMPANY

STATE OF TEXAS)
)
COUNTY OF TARRANT)

BEFORE ME, the undersigned, a notary public in and for said county and state, on this day personally appeared J. L. Rune, known to me to be the person and officer whose name is subscribed to the foregoing instrument as Vice President of Champlin Petroleum Company and acknowledged to me that it is his act and deed and the act and deed of Champlin Petroleum Company and that the facts stated therein are true, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this, the 25th day of May, 1970.

My Commission Expires
June 1, 1971

Peter R. Herrera
Notary Public in and for
Tarrant County, Texas

NOTARY PUBLIC
COUNTY OF TARRANT, TEXAS