

POWER OF ATTORNEY  
MOTIVA ENTERPRISES LLC

MOTIVA ENTERPRISES LLC, a Delaware limited liability company (the "Company"), hereby nominates, appoints and authorizes the Manager, Real Estate Contracts of Equiva Services LLC, currently Charles T. Badrick, and his successors in said position, as its true and lawful Attorney-in-Fact ("Attorney"), to execute, deliver, accept, assign, amend, extend, ratify, verify, terminate, release or surrender, in the name of the Company and on its behalf, the following:

all instruments or documents, including (without limitation) conveyances of properties (real or personal), agreements of any nature, including non-recourse promissory notes and deeds of trust and mortgages related to such non-recourse notes, but excluding grants of security interests other than releases and quitclaim deeds for the purpose of clearing public records of satisfied security interests; and certificates, returns and reports of any nature, which may be deemed advisable or appropriate in the course of business.

This Power of Attorney is effective June 12, 2002, and shall continue in full force and effect until specifically revoked in writing.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be signed by its President and CEO and sealed with its company seal and attested by its Assistant Secretary.

ATTEST:

MOTIVA ENTERPRISES LLC

T. J. Howard  
T. J. Howard  
Assistant Secretary



John F. Boles  
John F. Boles  
President and CEO

STATE MS.-DE SCTO CO.  
FILED

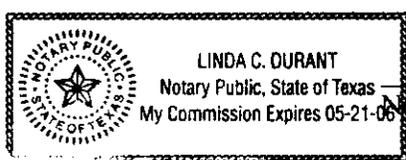
SEP 24 1 01 PM '02

STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

BK 95 PG 570  
W.E. DAVIS CH. CLK.

On, June 12, 2002, before me, the undersigned Notary Public, personally appeared John F. Boles, President and CEO, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL



Linda C. Durant  
Notary Public in and for the State of Texas

STATE OF TEXAS  
COUNTY OF HARRIS

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BOOK 0095 PAGE 0571

On June 12, 2002, before me, the undersigned Notary Public, personally appeared T. J. Howard, Assistant Secretary, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL



*Veronica Fowler*  
\_\_\_\_\_  
Notary Public in and for the State of Texas

Prepared by and return to:  
MDOT  
P.O. BOX 1850  
RIGHT OF WAYDIV. (84-01)  
Jackson, MS 39215-1850  
Phone # (601) 359-7550

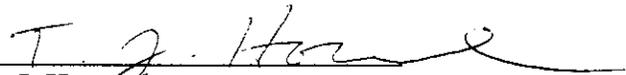
**CERTIFICATE**

**MOTIVA ENTERPRISES LLC**

THE UNDERSIGNED, an Assistant Secretary of Motiva Enterprises LLC, a Delaware limited liability company ("Company"), hereby certifies as follows.

1. The undersigned is a duly elected and serving Assistant Secretary of the Company.
2. The Company was formed by a Certificate of Formation filed with the Secretary of State of Delaware on July 1, 1998, a true copy of which is attached hereto as Exhibit A.
3. The members of the Company, pursuant to applicable provisions of the Delaware Limited Liability Company Act, entered into and executed a Limited Liability Company Agreement dated July 1, 1998 ("LLC Agreement").
4. The LLC Agreement provides that the operations of the Company shall be conducted by the President and Chief Executive Officer.
5. The Board of Directors of the Company by resolution approved on July 1, 1998 delegated authorities to the President and Chief Executive Officer, a true and correct copy of which is attached hereto as Exhibit B.
6. The delegation from the Board of Directors to the Chief Executive Officer is still in full force and effect.
7. John F. Boles is the President and Chief Executive Officer of the Company.
8. The President and Chief Executive Officer of the Company, pursuant to the delegation of authority, appointed a power of attorney, a true and correct copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate on June 12, 2002.

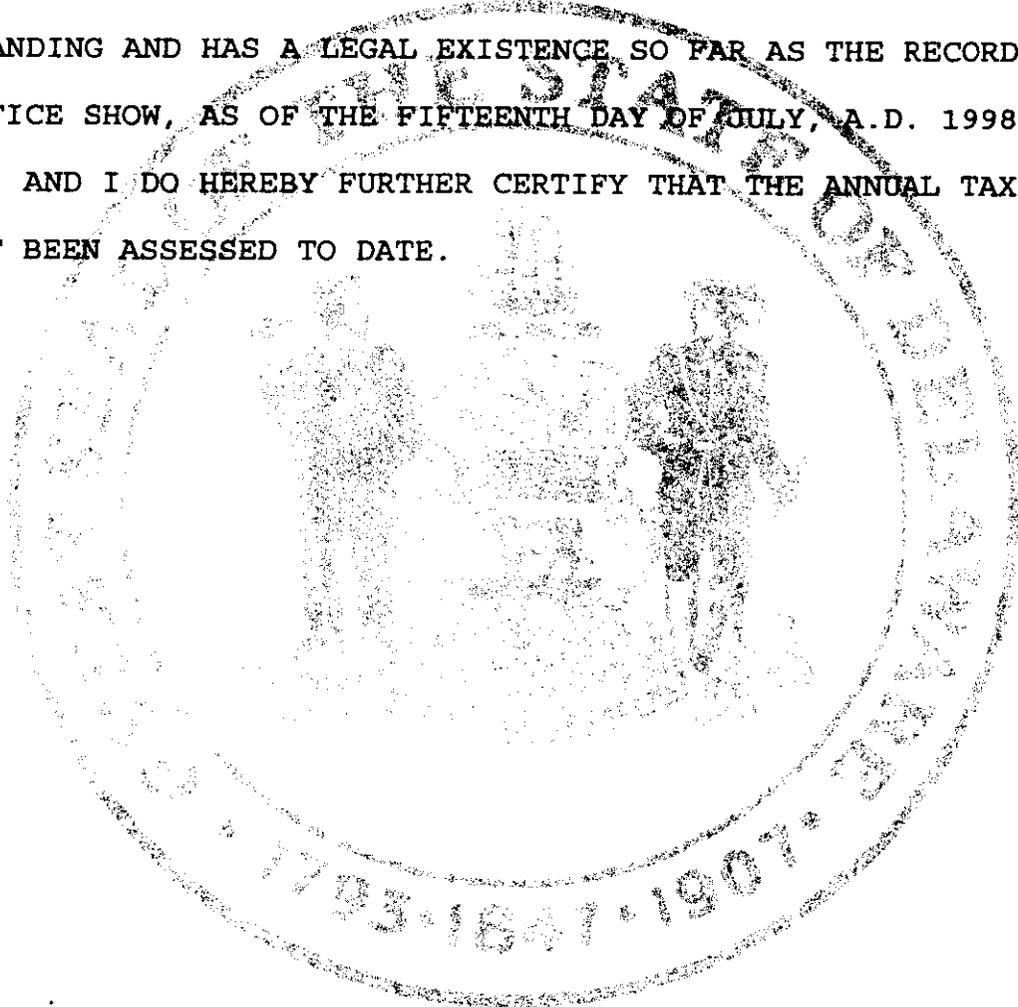
  
T. J. Howard  
Assistant Secretary

State of Delaware

Office of the Secretary of State BOOK 0095 PAGE 0573

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOTIVA ENTERPRISES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:10 AM 07/01/1998  
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CERTIFICATE OF FORMATION  
OF  
MOTIVA ENTERPRISES LLC

This Certificate of Formation of Motiva Enterprises LLC (the "LLC"), dated as of July 1, 1998, is being duly executed and filed by Paul M. Altman, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Motiva Enterprises LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: Paul M. Altman  
Name: Paul M. Altman  
Title: Authorized Person

## EXHIBIT B

RESOLVED, That the Chief Executive Officer of the Company is hereby authorized to the extent he deems advisable or appropriate in the normal and ordinary conduct of the Company's business and affairs and consistent with the authority granted to the Chief Executive Officer under Section 6.11 of the Limited Liability Company Agreement of the Company (which authority is not expanded by this resolution):

- (1) in the Company's name and on its behalf:
  - (i) to execute, deliver, accept, assign, amend, extend, terminate or release any instruments or documents including, but not limited to:
    - (a) conveyances of properties (real or personal), agreements of any nature, including transportation agreements, throughput agreements and agreements related to intellectual property, security interests (to the extent such interests do not violate any of the Company's outstanding indentures or other agreements of the Company or, as applicable, those of Shell Oil Company or Texaco Inc or Saudi Refining, Inc. or their respective worldwide affiliates), and
    - (b) surety bonds, performance guarantees and similar obligations of the Company; and
  - (ii) to execute and deliver (a) certificates; (b) returns; and (c) reports of any nature.
- (2) to hire, engage or appoint employees or agents of the Company and prescribe in writing the authorities and duties of any officers, employees, or agents of the Company, which he may deem advisable or appropriate; and
- (3) to authorize any officer or any employee of the Company to further delegate in writing, with such limitations as such delegating officer or employee may deem advisable or appropriate, the authorities delegated to such officer or employee.