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AGREEMENT OF MERGER

This **AGREEMENT OF MERGER** (hereinafter sometimes called Agreement), dated as of December 15, 1959 between **HUMBLE OIL & REFINING COMPANY**, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called Humble), and a majority of the Directors thereof, parties of the first part, and **Esso STANDARD OIL COMPANY**, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter sometimes called Esso), and a majority of the Directors thereof, parties of the second part, and **THE CARTER OIL COMPANY**, a corporation duly organized and existing under the laws of the State of West Virginia (hereinafter sometimes called Carter), and a majority of the Directors thereof, parties of the third part,

WITNESSETH THAT:

WHEREAS, Humble was organized under the laws of the State of Delaware by Certificate of Incorporation filed in the Office of the Secretary of State on September 4, 1959, and recorded in the Office of the Recorder of Deeds for the County of New Castle on the same date, and by amendment to said Certificate of Incorporation filed in the Office of the Secretary of State of Delaware on September 29, 1959 and recorded the same day in the Office of the Recorder of Deeds for the County of New Castle, the authorized capital stock of Humble was changed so that the authorized capital stock of Humble now is one thousand (1,000) shares, all of one class and without par value, and all of which are now issued and outstanding; and

WHEREAS, Esso was organized under the laws of the State of Delaware under the name "Standard Oil Company of New Jersey" by Certificate of Incorporation filed in the Office of the Secretary of State of the State of Delaware on August 29, 1927 and recorded on the same date in the Office of the Recorder of Deeds for the County of New Castle, and by amendment to said Certificate of Incorporation filed in the Office of the Secretary of State of Delaware on January 28, 1948 and recorded the same day in the Office of the Recorder of Deeds for the County of New Castle, its name was changed to "Esso Standard Oil Company", and by amendment to said Certificate of Incorporation filed in the Office of the Secretary of State of Delaware on November 9, 1929 and recorded in the Office of the Recorder of Deeds in the County of New Castle on the same date, the authorized capital stock of Esso was changed so that the authorized capital stock of Esso now is Two Hundred and Fifty Million Dollars (\$250,000,000) divided into two million five hundred thousand (2,500,000) shares of the par value of One Hundred Dollars (\$100) each, all of one class, of which two million four hundred fifty-nine thousand two hundred and seven (2,459,207) shares are now issued and outstanding; and

WHEREAS, Carter was organized under the laws of the State of West Virginia by Certificate of Incorporation filed in the Office of the Secretary of State of the State of West Virginia on May 1, 1893, and by an Agreement of Merger by and between Carter and Louark Producing Company, a Delaware corporation, filed in the Office of the Secretary of State of West Virginia on April 30, 1941, the authorized capital stock of Carter was changed so that the authorized capital stock of Carter now is Thirty Million Dollars (\$30,000,000) divided into three hundred thousand (300,000) shares of the par value of One Hundred Dollars (\$100) each, all of one class, of which two hundred seventy-five thousand (275,000) shares are now issued and outstanding; and

WHEREAS, the principal office of Humble in the State of Delaware is located at 100 West 10th Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, 100 West 10th Street, Wilmington 99, Delaware; and

WHEREAS, the principal office of Esso in the State of Delaware is located at 100 West 10th Street, in the City of Wilmington, County of New Castle, and the name and address of its resident agent is The Corporation Trust Company, 100 West 10th Street, Wilmington 99, Delaware; and