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Vol. M98 Page 15877

Recording Requested by:

When Recorded Mail to:

Citicorp North America, Inc.
Attn: Cindy Hosford-Prim
2600 Michelson Drive
12th Floor
Irvine, CA 92715

K-S1532

Space above this line
reserved for Recorder's use

4

POWER OF ATTORNEY

TOSCO CORPORATION,
a Nevada corporation,
PRINCIPAL

TO

CITICORP NORTH AMERICA, INC.

a Delaware Corporation
ATTORNEY-IN-FACT

POWER OF ATTORNEY

Tosco Corporation, a Nevada corporation ("Tosco") hereby appoints Citicorp North America, Inc., a Delaware corporation ("CNAI"), as its attorney-in-fact under the terms of the Closing Agent Agreement between Tosco and CNAI, dated September 29, 1995. Pursuant to the Closing Agent Agreement and this appointment, CNAI has full authority in the place and stead of Tosco and in the name of Tosco to execute and/or record the following instruments: (a) The Line of Credit and Security Agreement ("Credit Agreement") and other Credit Documents related thereto pursuant to the Dealer Asset Purchase and Sale Agreement dated September 29, 1995; (b) any assignments of said Credit Agreement and Credit Documents, including without limitation, mortgages and deeds of trust, together with related UCC, leasehold and/or real estate filings, to CNAI as the Investor Agent, as defined in the Dealer Asset Purchase and Sales Agreement dated September 29, 1995; and, (c) any instrument necessary to record the assignments referred to in clause (b) above.

This appointment shall remain in full force and effect until the Closing Agent Agreement terminates. Tosco recognizes and consents to the appointment of CNAI as the Investor Agent as well as the Closing Agent. The purpose of this instrument is to record the power of attorney which granted to CNAI in the Closing Agent Agreement and which is fully set forth in said agreement.

Dated this 7 day of October, 1997.

SIGNED: \

Tosco Corporation

By: 

Robert J. Lavinia
Executive Vice President

TOSCO

15879

State of Arizona

County of Maricopa

I certify that I know or have satisfactory evidence the Robert J. Lavinia is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument, and acknowledged it as the Executive Vice President of Tosco Corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Date: 10/7/97

GIVEN under my hand and official seal the day and year last written above



Jodi M. Hnatyshak
Notary Public for the State of Arizona

Residing at Phoenix, Arizona

My appointment expires: 2/2/01

STATE OF OREGON: COUNTY OF KLAMATH : ss.

Filed for record at request of First American Title the 11th day
of May A.D., 19 98 at 11:28 o'clock A. M., and duly recorded in Vol. M98
of Power of Attorney on Page 15877

FEE \$15.00

By Kathleen Ross
Bernetha G. Letsch, County Clerk