

CORDERO MINING COMPANY
UNANIMOUS CONSENT OF DIRECTORS

All members of the Board of Directors of CORDERO MINING COMPANY hereby consent to and adopt the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation it is hereby deemed advisable and for the benefit of the Corporation that it should be voluntarily liquidated out of court, in accordance with the Business Corporation Act of the State of Nevada; (NRS 78.420 et al)

RESOLVED, that the Plan of Liquidation, attached hereto and identified as Exhibit I be, and it hereby is, approved and adopted to effect such complete liquidation in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the sole stockholder of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed, to file all requisite instruments necessary to accomplish the subject liquidation of the Corporation with the Secretary of State of the State of Nevada;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that such subsequent distribution of all its assets be completed as soon as practicable, but in no event later than December 31, 1973; and

RESOLVED, that the Board of Directors hereby recommends to the Shareholder that in the interest of the Corporation, the Corporation be completely liquidated, that it be withdrawn

from qualification in all states and other jurisdictions in which it is qualified to do business, but that corporate existence be maintained in the State of Nevada.

RESOLVED, that the Shareholder be approached by the Corporation and asked to give its consent to the voluntary liquidation of the Corporation, the Plan of Liquidation, and such other matters as are necessary to effectuate the liquidation of assets;

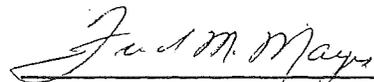
RESOLVED, that if the Shareholder consents to the voluntary complete liquidation of the Corporation and to the Plan of Liquidation then the President or any Vice President of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to execute the Plan of Liquidation, and the Secretary or any Assistant Secretary is hereby authorized and directed, in the name and on behalf of the Corporation to affix thereto the seal of the Corporation and to attest the same; and

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

All members of the Board of Directors of CORDERO MINING COMPANY hereby execute this consent as of the 31st day of December, 1972.



R. E. Foss / RAE



F. M. Mayes



W. C. Keith

AGREEMENT AND PLAN OF LIQUIDATION

Agreement and Plan of Liquidation, made this 31st day of December, 1972, between SUN OIL COMPANY (DELAWARE), a Delaware corporation, (herein called "Shareholder"), and CORDERO MINING COMPANY, a Nevada corporation (herein called the "Corporation").

WHEREAS, the Shareholder owns 750 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and,

WHEREAS, the Shareholder wishes to approve, authorize and consent to the complete liquidation of the Corporation under the provisions of NRS 78.420 et al of the Business Corporation Act of the State of Nevada and of Section 332 of the Internal Revenue Code of 1954, as amended;

NOW, THEREFORE, the parties hereto hereby agree as follows:

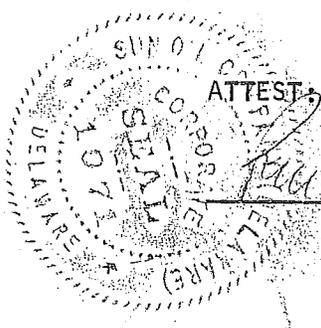
(1) Shareholder approves, authorizes and consents to the voluntary and complete liquidation of the Corporation, such liquidation to be completed as promptly as possible, and in no event later than December 31, 1973, in accordance with the Plan of Liquidation set forth in this Agreement.

(2) The Shareholder hereby authorizes and directs the officers of the Corporation to file all requisite instruments necessary to accomplish the subject liquidation with the Secretary of State of the State of Nevada.

(3) The Shareholder hereby directs that after proper provision has been made for the payment of the Corporation's debts and taxes, the

officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 1973.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.



SUN OIL COMPANY (DELAWARE)

By: *A.C. Keith* Vice President RAE

Robert Warfield
Secretary



CORDERO MINING COMPANY

By: *Jud M. Mays* Vice President

Robert Warfield
Secretary

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the following actions, to have the same force and effect as if these actions were duly taken at the Annual Meeting of Shareholders of the Company held on January 16, 1973:

RESOLVED, That Section 2 of Article IV of the By-Laws, entitled "Board of Directors," which reads as follows:

"2. The number of directors of this Company shall be five (5) until the number thereof is increased to six (6) by amendment of this clause of the By-Laws in the manner herein-after provided."

be amended to read as follows:

"2. The number of directors of this Company shall be three (3) until the number thereof is increased to six (6) by amendment of this clause of the By-Laws in the manner herein-after provided."

RESOLVED, That the following individuals be elected Directors of the Company, to serve until their successors are elected and qualify:

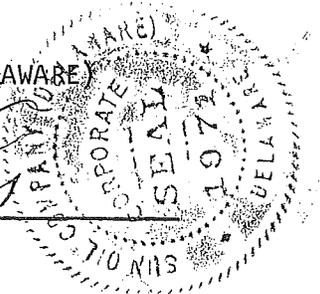
R. E. Foss
W. C. Keith
F. M. Mayes

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 16th day of January 1973.

SUN OIL COMPANY (DELAWARE)

By


R. E. Foss



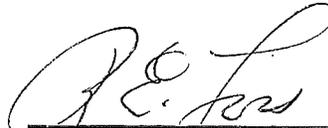
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 16, 1973:

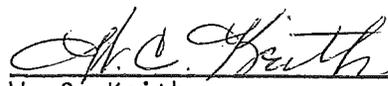
RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. E. Foss
Vice President	F. M. Mayes
Secretary	P. F. Waitneight
Assistant Secretary	E. S. McLaughlin
Treasurer	W. C. Keith
Controller	E. C. Ladymon

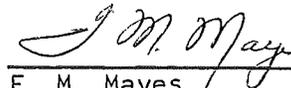
IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. E. Foss



W. C. Keith



F. M. Mayes

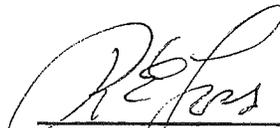
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned being all the directors of Cordero Mining Company do hereby adopt, approve and consent to the following action to have the same force and effect as if said resolution was duly adopted at a special meeting of the Directors held this 6th day of March, 1973.

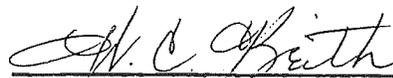
WHEREAS, This Company was liquidated into Sun Oil Company (Delaware) effective December 31, 1972, pursuant to an Agreement and Plan of Liquidation between the Companies, dated December 31, 1972, and

WHEREAS, Sun Oil Company (Delaware) pursuant to said Agreement assumed all existing liabilities of this Company, now therefore, be it

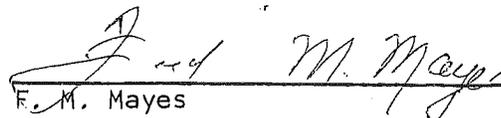
RESOLVED, That all responsibility for the administration of this Company's qualified Retirement and Stock Purchase Plans are transferred to Sun Oil Company (Delaware) together with all assets and liabilities relating to such Plans.



R. E. Foss



W. C. Keith

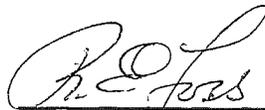


F. M. Mayes

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned being all the directors of Cordero Mining Company do hereby adopt, approve and consent to the following action to have the same force and effect as if said resolution was duly adopted at a special meeting of the Directors held this 26th day of November, 1973.

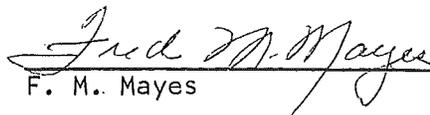
RESOLVED, That W. C. Keith be elected to the office of Vice President of Cordero Mining Company to serve until his successor is elected and shall qualify.



R. E. Foss



W. C. Keith



F. M. Mayer

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the election of the following as directors of the corporation:

R. E. Foss

W. C. Keith

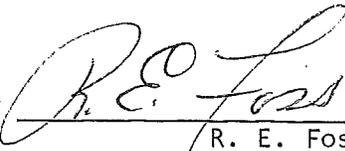
F. M. Mayes

to have the same force and effect as if said persons were duly elected at the annual meeting of the shareholders of the corporation held on January 15, 1974.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 15th day of January, 1974.

SUN OIL COMPANY (DELAWARE)

By



R. E. Foss

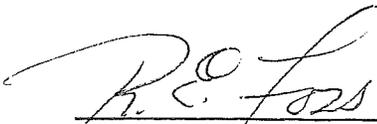
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 15, 1974:

RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. E. Foss
Vice President	F. M. Mayes
Vice President and Treasurer	W. C. Keith
Secretary	J. K. Amsbaugh
Assistant Secretary	E. S. McLaughlin, Jr.
Controller	P. F. Waitneight

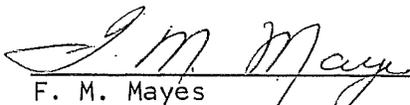
IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. E. Foss



W. C. Keith



F. M. Mayes

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the Directors of Cordero Mining Company, a Nevada Corporation, do hereby adopt, approve and consent to the following resolutions:

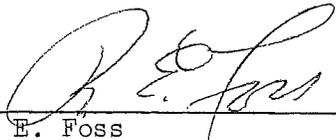
RESOLVED, That the resignation of R. E. Foss as a Director, President, and Chairman of the Board of the Company be accepted and that his letter of resignation be placed on file by the Corporate Secretary, and

FURTHER RESOLVED, That Robert McClements, Jr. be elected as a Director of the Company to have the same force and effect as if said person was duly elected at the annual meeting of the shareholders of the Corporation, and

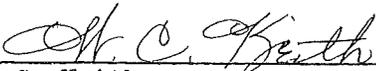
FURTHER RESOLVED, That Robert McClements, Jr. be elected Chairman of the Board of the Company to have the same force and effect as if said person was duly elected at the annual meeting of the shareholders of the Corporation, and

FURTHER RESOLVED, That Robert McClements, Jr. be elected President of the Company to serve at the pleasure of the Board to have the same force and effect as if said resolutions were duly adopted at a special meeting of the Directors held this 21st day of November, 1974.

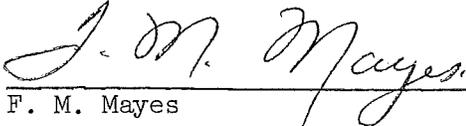
IN WITNESS WHEREOF the undersigned have executed this consent as of the 21st day of November, 1974.



R. E. Foss



W. C. Keith



F. M. Mayes

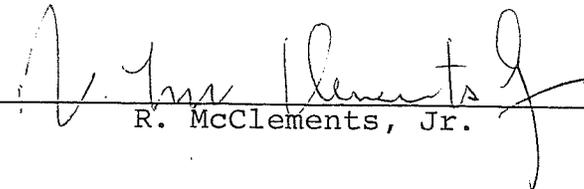
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 21, 1975:

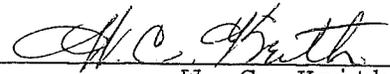
RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. McClements, Jr.
Vice President	F. M. Mayes
Vice President	W. C. Keith
Secretary and Treasurer	J. K. Amsbaugh
Assistant Secretary and Assistant Treasurer	E. S. McLaughlin, Jr.
Controller	P. F. Waitneight

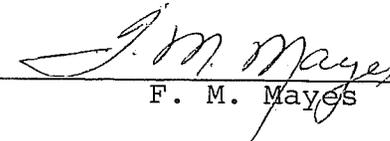
IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. McClements, Jr.



W. C. Keith



F. M. Mayes

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the election of the following as directors of the corporation:

R. McClements, Jr.

W. C. Keith

F. M. Mayes

to have the same force and effect as if said persons were duly elected at the annual meeting of the shareholders of the corporation held on January 21, 1975.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 21st day of January, 1975.

SUN OIL COMPANY (DELAWARE)

By


G. Burroughs

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

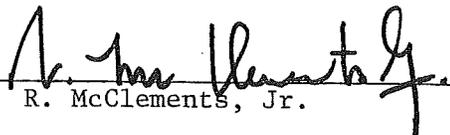
The undersigned, being all of the directors of Cordero Mining Company, a Nevada corporation, do hereby adopt, approve and consent to the following resolutions:

WHEREAS, In the judgment of this Board of Directors, it is deemed advisable and for the benefit of the Company that said Corporation be dissolved in the State of Nevada;

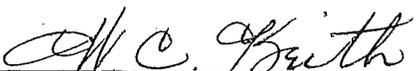
NOW, THEREFORE, BE IT RESOLVED, That the Cordero Mining Company abandon its corporate authority, surrender its charter, and dissolve; and

FURTHER RESOLVED, That R. McClements, Jr., President, and J. K. Amsbaugh, Secretary, are hereby authorized to file with the Secretary of the State of Nevada any and all documents necessary or desirable to carry into effect the foregoing resolution, said actions subject to the approval of the shareholders of the corporation; and

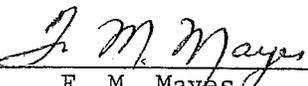
FURTHER RESOLVED, That this recommendation and plan for the dissolution of the Corporation be submitted to the sole shareholder of the Corporation for his action thereon.



R. McClements, Jr.



W. C. Keith



F. M. Mayes

September 30, 1975

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CORDERO MINING COMPANY

WRITTEN CONSENT OF SHAREHOLDER

The undersigned, being the sole shareholder of Cordero Mining Company, a Nevada corporation, does hereby adopt, approve and consent to the following resolutions:

WHEREAS, The Board of Directors of this Corporation has recommended its dissolution in the State of Nevada;

NOW, THEREFORE, BE IT RESOLVED, That Cordero Mining Company surrender its charter to the State of Nevada and that it cease to be and exist as a corporation; and

FURTHER RESOLVED, That the Board of Directors of this Corporation is hereby authorized, empowered and directed to do all things necessary and requisite to settle the affairs of the Corporation and carry into effect the foregoing resolution.

SUN OIL COMPANY (DELAWARE)

By

W. C. Smith

October 7, 1975
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