

WHEREAS, said Secretary of State duly issued on said last date his certificate under seal that such consent was filed and such certificate was duly published as required by law, in one issue of "Every Evening" a newspaper published in the City of Wilmington and County aforesaid in the State of Delaware and proof of such publication was on the 31st day of August, 1922, duly filed with said Secretary of State, and,

WHEREAS, all of said proceedings recited above were duly and legally had and conducted in accordance with the statutes and law of Delaware providing for the dissolution of corporations, and said Oklahoma Central Oil Company, a corporation as aforesaid, was duly and legally dissolved thereby and its Directors, under the statutes and law of said State, were constituted, empowered and authorized as trustees to settle its business, wind up its affairs and well, assign, transfer and convey all its property and assets of every kind, nature and description and to divide the proceeds thereof ratably among the stockholders, in proportion to the stock owned by each, and,

WHEREAS, at the stockholders' meeting as aforesaid, this transfer, sale, assignment and conveyance of the property and assets of said Oklahoma Central Oil Company, by the Directors named below as such Trustees, and all things they might do in these premises were ratified, approved and confirmed by the owners and holders of more than 96 per cent of the outstanding shares of the capital stock of said corporations, and,

WHEREAS, the Directors named below as Trustees, have carefully examined the books, records and business of Oklahoma Central Oil Company and all of its subsidiary corporations in which it has any interest, and have appraised and valued the property, assets and business of Oklahoma Central Oil Company and its interests in subsidiary corporations as a going concern, which assets and property are to be distributed in kind among the common and preferred stockholders of Oklahoma Central Oil Company by paying out of the cash of Oklahoma Central Oil Company to the common and Preferred Stockholders the sum of Two Dollars and Fifty Cents, (\$2.50) per share. And the owners and holders of Eighteen Thousand Three Hundred and Fifty (18,350) shares of common stock of said Oklahoma Central Oil Company have been paid out of the cash of the corporation, and have accepted the sum of Two Dollars and Fifty Cents (\$2.50) per share in full of their stock interest in the corporate property, assets and business of Oklahoma Central Oil Company which amount in the judgment of the directors and trustees represents the fair and equitable interest of each share of common stock in the assets, property and business of Oklahoma Central Oil Company distributed in kind on dissolution of the corporation and Indianola Oil Company the sole remaining stockholder and owner and holder of 1,758,870 shares of the common stock of Oklahoma Central Oil Company at this date, has agreed to accept in full of its stock interest in the assets, property and business of Oklahoma Central Oil Company, all and singular the real and personal property, assets and business of said corporation, with the exception of the cash paid to the Common and Preferred stockholders as described above, and said Indianola Oil Company has further agreed to carry out all the terms and conditions of all the contracts of Oklahoma Central Oil Company and to save and preserve all other stockholders free and harmless therefrom, and to assume and discharge all current accounts and running liabilities of Oklahoma Central Oil Company, and Oklahoma Central Oil Company has no indebtedness except said current accounts and running liabilities.

WHEREAS, Indianola Oil Company, a corporation, duly organized and existing under the laws of the State of Delaware, has sold to the Oklahoma Producing and Refining Corporation of America, a corporation duly organized and existing under the laws of the State of Maryland, all and singular the real and personal property, assets and business of Oklahoma Central Oil Company, which said Indianola Oil Company will receive or is entitled to receive by virtue of its stock ownership in Oklahoma Central Oil Company through