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P/7/0174 98 001 Page 1 of 7  
1999-01-04 15:49:30  
Cook County Recorder 33.50

Recording Requested by:



When Recorded Mail to:



Name: After Recording Return To:  
Address: Lawyers Title Ins. Corp  
600 North Pearl Suite 700  
Dallas, Texas 75201  
Attn: Helen Sullivan

*Cook County IL*

Space above this line reserved for Recorder's use

*PLC-COMMERCIAL BE  
CASBS NO.  
98-12855 + 98-12856  
CF 27*

**POWER OF ATTORNEY**

**PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION,  
a Nevada Corporation (PLCAC)  
PRINCIPAL**

**TO**

**CITICORP NORTH AMERICA, INC.,  
a Delaware Corporation,  
ATTORNEY IN FACT**

**Lawyers Title Insurance Corporation**

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## POWER OF ATTORNEY

PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation ("PLCAC"), hereby appoints Citicorp North America, Inc., a Delaware corporation ("CNA"), as its attorney-in-fact effective March 13, 1995, pursuant to the terms of the Closing Agent Agreement between Pennzoil Lube Center Acceptance Corporation (PLCAC) and Citicorp North America, Inc., dated March 13, 1995. Pursuant to the Closing Agent Agreement and this appointment, CNA shall have full authority in the place and stead of PLCAC and in the name of PLCAC to execute and/or record the following instruments: (a) The Uncommitted Line of Credit and Security Agreement ("Credit Agreement") and other Credit Documents related thereto pursuant to the Lube Center Receivable Purchase and Sale Agreement dated March 13, 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 CNA, as the Investor Agent, as defined in the Lube Center Receivable Purchase and Sale Agreement dated March 13, 1995; and, (c) any instruments necessary to record the assignments referred to in clause (b) above.

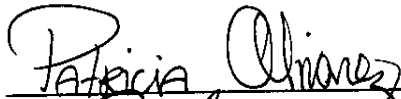
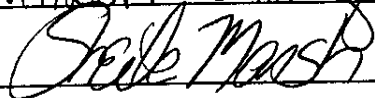
This appointment shall remain in full force and effect until the Closing Agent Agreement terminates. PLCAC recognizes and consents to the appointment of CNA as the Investor Agent as well as the Closing Agent. The purpose of this instrument is to record the power of attorney which PLCAC granted to CNA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

Dated this 24th day of June, 1998.


WITNESSES:

SIGNED AND SEALED:

PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation

  
\_\_\_\_\_  
  
\_\_\_\_\_

By:

  
\_\_\_\_\_

Paul B. Siegel  
Vice President

Return to:  
Lawyers Title Insurance Company  
600 N. Pearl, Suite 700  
Dallas, Texas 75201  
Attn.: Helen Sullivan

PREPARED BY:  
CITICORP NORTH AMERICA, INC.  
2600 MICHELSON, SUITE 1200  
IRVINE, CA 92612  
ATTN: COMPLIANCE OFFICER

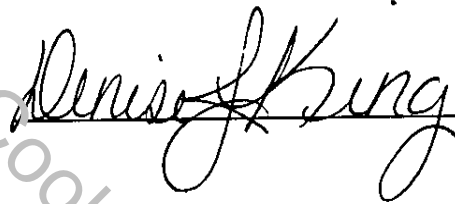
ACKNOWLEDGEMENT

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 24th day of June, 1998, by Paul B. Siegel, the Vice President of PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation (PLCAC) on behalf of said corporation.

Given under my hand and notarial seal, this 24th day of June, 1998.

\_\_\_\_\_

Property of Cook County Clerk's Office

LIMITED POWER OF ATTORNEY

PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation ("PLCAC"), hereby appoints Citicorp North America, Inc., a Delaware corporation ("CNA"), with offices located at 2600 Michelson, Irvine, CA and 450 Mamaroneck Avenue, Harrison, NY, as PLCAC's true and lawful attorney-in-fact with the following powers as set forth below:

To endorse any checks or money orders made payable to PLCAC, subject to the terms and conditions of the Closing Agent Agreement dated March 13, 1995, PLCAC and CNA, and each Uncommitted Line of Credit and Security Agreement in connection with loans and applications.

The power granted herein, of said attorney in fact will be in force for the duration of the Pennzoil Products Company Lube Center Financing Program (defined terms shall have the same meanings as defined in the Pennzoil Lube Center Acceptance Corporation U.S. \$125,000,000 Lube Center Receivables Purchase and Sales Agreement, dated as of March 13, 1995, among PLCAC, Ciesco, L.P., a New York Limited partnership ("Investor" and CAN as agent for the Investor and other Owners ("Investor Agent").

Dated this 24th day of June, 1998.

WITNESSES:

SIGNED AND SEALED:

PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation

Patricia Olivoz  
Fred Marsh

By: Paul B. Siegel  
Vice President

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## ACKNOWLEDGEMENT

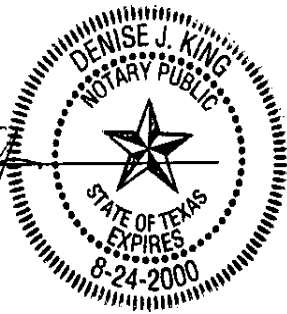
STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 24th day of June 1998, by Paul B. Siegel, the Vice President of PENNZOIL LUBE CENTER ACCEPTANCE CORPORATION, a Nevada corporation (PLCAC) on behalf of said corporation.

Given under my hand and notarial seal, this 24th day of June, 1998.

*Denise J. King*



Property of Cook County Clerk's Office

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## EXHIBIT A

### DESCRIPTION OF THE LAND

Lots 21, 22, 23, 24 and 25 in Block 1 in Calumet City Subdivision, being a subdivision of the Southeast 1/4 of the Northeast 1/4 of Section 12, Township 36 North, Range 14 East of the Third Principal Meridian, in Cook County, Illinois.

Common Address: 1450 Sibley Blvd., Calumet City, IL 60409

Real Estate Tax Index No(s): 29-12-231-017; 29-12-231-016; 29-12-231-015; 29-12-231-014  
29-12-231-013

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EXHIBIT A

99003505

## DESCRIPTION OF THE LAND

Lots 1, 2, 3, and 4 in Block 1 in C.J. Frank's First Subdivision being a Subdivision of the North 330 feet of the West 1/2 of the West 1/2 of the NorthWest 1/4 of Section 31, Township 36 North, Range 15 East of the Third Principal Meridian, in Cook County, Illinois.

Common Address: 17803 Torrence Avenue, Lansing, Illinois 60438

Real Estate Tax Index No(s): 30-31-100-001; 30-31-100-002; 30-31-100-003; 30-31-100-004;