

POWER OF ATTORNEY

Phillips Oil Company, a Delaware corporation with an operating office at Bartlesville, Oklahoma, hereinafter sometimes referred to as the "Company", by these presents does make, constitute and appoint Nelson E. Caldwell with the full authority hereinafter provided, its true and lawful Attorney-in-Fact for it and in its name, place and stead to enter into, execute, deliver and/or accept in the name of and on behalf of the Company in the conduct of the Company's usual and ordinary business, anywhere in the United States of America the following described instruments and documents relating to properties, business and interests of the Company:

(1) Any and all instruments relating to the acquisition, purchase, ownership, transfer, barter, exchange, sale, conveyance, assignment or disposal of oil, gas and other minerals and royalties, as well as any and all other properties (real, personal or mixed), or any interest therein, including but not limited to: options; purchase agreements; escrow agreements; leases for oil, gas and other minerals; or any of same; whether Company is a lessor or lessee; acceptances of leases and acceptances of assignments of leases; lease renewals; lease extensions; exchange agreements; delay rental agreements; royalty agreements; stipulations of interests; shut-in-well royalty or rental agreements; receipts, farmouts or agreements for farmout of leases in whole or in part; assignments, transfers, or conveyances of leases (including assignments of operating rights) in whole or in part; subleases, releases, surrenders, forfeitures, or relinquishments of leases in whole or in part; instruments creating, assigning or otherwise pertaining to royalties, overriding royalty interests, production payments, carried interests, net profit interests, or any of same; easements and right-of-way contracts, whether Company is grantor or grantee; bids (sealed or open) at public or private sales or auctions; deeds, leases, assignments or other conveyances of property (real, personal or mixed), or any interest therein, whether Company is a grantor or grantee; waivers; boundary agreements; affidavits; and notices;

(2) Any and all instruments relating to the pooling or unitization of leasehold, royalty or other interests in oil, gas and other minerals, or any of same, including but not limited to: unitization agreements; communitization agreements; unit agreements; pooling agreements; pooling declarations or designations; agreements or declarations terminating units; those instruments submitted to or filed with governmental authorities or required pursuant to pooling or unitization statutes, rules and regulations; and notices;

(3) Any and all other instruments relating to the management, exploration, development or operation of oil, gas and other mineral interests, or any of same, including but not limited to: operating agreements; unit operating agreements; purchase and operating agreements; acreage contribution agreements; dry hole contribution agreements; bottom hole contribution agreements; surface leases, whether the Company is lessor or lessee; servitudes, easements and licenses, whether the Company is grantor or grantee; salt water disposal agreements, whether the Company is grantor or grantee; shooting options, whether the Company is grantor or grantee; geophysical contracts; housing or camp contracts to house employees, catering contracts and rental agreements; subordination agreements; bonds and indemnity agreements and releases thereof; applications, reports, exhibits and other

instruments or documents required or permitted by governmental authorities in connection with the conduct of the business of the Company; storage agreements (above or below ground); and notices;

(4) Instruments modifying, amending, renewing, extending, ratifying, forfeiting, canceling and terminating any and all of the aforementioned types of instruments and documents;

with such terms and conditions as said Attorney-in-Fact shall deem proper and advisable; giving and granting unto its said Attorney-in-Fact full and complete power and authority to do and perform any and all acts and things whatsoever, necessary and requisite to be done as may be necessary and proper in the premises.

Phillips Oil Company hereby declares that each and every act, matter and thing which shall be given, made and done by the said Nelson E. Caldwell in connection with the exercise of any or all of the aforesaid powers shall be as good, valid and effectual to all intents and purposes as if the same had been given, made and done by the said Phillips Oil Company in its corporate presence and it hereby ratifies whatsoever said Attorney-in-Fact shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, Phillips Oil Company has caused its name to be subscribed and its corporate seal to be affixed this 29th day of December, 1943.

WITNESSES:

[Signature]  
B. J. Davis

PHILLIPS OIL COMPANY

By [Signature]  
Vice President

ATTEST:

[Signature]  
Assistant Secretary

SEAL  
Affixed



[Nevada Acknowledgment]

STATE OF OKLAHOMA     )  
                              ) SS  
COUNTY OF WASHINGTON )

On this 29th day of December, A.D. 1983, personally appeared before me, "Barbara Boone", a notary public, in and for Washington County, Oklahoma, known to me to be the president, vice president, secretary or other duly authorized person executing the same on behalf of the corporation that executed the foregoing instrument, and upon oath did depose that he is the officer of said corporation as above designated; that he is acquainted with the seal of said corporation and that the seal affixed to said instrument is the corporate seal of said corporation; that the signatures to said instrument were made by officers of said corporation as indicated after said signatures; and that the said corporation executed the said instrument freely and voluntarily, and for the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and affixed my official seal at my office in the county of Washington, the day and year in this certificate first above written.



Barbara Boone (Seal)  
Notary Public in and for the  
County of Washington,  
State of Oklahoma

My commission expires:

May 4, 1985

RECORDED AT REQUEST OF  
Phillips Oil Company  
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OFFICIAL RECORDS  
CLERK OF COUNTY, NEVADA  
F.M. RECALCATI, RECORDER  
FILE NO. 92723  
FEE \$ 7.00

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