

530713

POWER OF ATTORNEY

132390

BOOK 617 PAGE 674

Apache Corporation ("Apache"), a Delaware corporation, with offices at 1900 One United Bank Center, 1700 Lincoln Street, Denver, Colorado 80203-4519, nominates, constitutes and appoints Jerrold N. Mayer its true and lawful attorney in fact. The attorney in fact is authorized from time to time to execute and deliver in the name of Apache, or in the name of Apache as general or managing partner of any entity or affiliate, the following documents and instruments and any amendments and extensions thereto in connection with exploration for and production of oil, gas and other minerals from lands, public or private, in the continental United States or lands located on the outer continental shelf over which the United States or a state within the United States exercises jurisdiction:

- (1) Oil, gas and mineral leases;
- (2) Farmin agreements;
- (3) Farmout agreements;
- (4) Farmout option agreements;
- (5) Assignments earned pursuant to farmout agreements;
- (6) Assignments pursuant to purchase and sale agreements;
- (7) Dry hole contribution agreements;
- (8) Acreage contribution agreements;
- (9) Seismic option agreements;
- (10) Pooling agreements;
- (11) Participation agreements;
- (12) Bottom hole contribution agreements;
- (13) Stipulations of interest;
- (14) Applications to lease competitively or noncompetitively;
- (15) Offers to lease competitively or noncompetitively;
- (16) Bids and related documents submitted in connection with competitive leasing or otherwise;
- (17) Applications for permits to drill;
- (18) Applications for rights-of-way and land use permits;
- (19) Applications for prospecting, seismic or exploration permits;
- (20) Applications and offers for other permits;
- (21) Applications for extensions of leases and permits;
- (22) Applications for renewals of leases and permits;
- (23) Applications for suspensions of operations or production;
- (24) Applications for suspensions or reductions of rental, royalty or minimum royalty;
- (25) Petitions for reinstatement of leases;

- (26) Releases, relinquishments and surrenders of leases and permits;
- (27) Applications for the exchange of leases, permits and other interests;
- (28) Withdrawals of applications and offers for leases;
- (29) Withdrawals of assignments of interests in leases;
- (30) Statements of qualifications to hold interests in leases and permits;
- (31) Statements of interests and holdings;
- (32) Requests for approvals of assignments of leases, offers, applications and permits;
- (33) Acceptances of leases and permits;
- (34) Acceptances of requirements, stipulations and conditions;
- (35) Option agreements to acquire leases and permits;
- (36) Cooperative plans of development;
- (37) Unit agreements;
- (38) Communitization agreements;
- (39) Operating agreements;
- (40) Unit operating agreements;
- (41) Applications and other instruments incident to the establishment, enlargement, adjustment, contraction, or termination of units and participating areas within units;
- (42) Applications and other instruments incident to the establishment, enlargement, adjustment, contraction, or termination of communitized areas and communitization agreements;
- (43) Contests, protests and appeals of actions, inactions, and decisions by the Bureau of Land Management, Minerals Management Service, United States Geological Survey, Department of the Interior, or any other agency, officer or employee of the United States of America;
- (44) Amendments, revisions, rescissions and withdrawals of any instrument that the attorney in fact is authorized to execute and deliver;
- (45) Offers, statements of interest, statements of holdings required, and other statements required by Acts of Congress or under regulations now or hereafter promulgated pursuant to Acts of Congress.

Upon recordation of this instrument, all prior powers of attorney are hereby revoked.

The attorney in fact is prohibited from filing applications to lease, offers to lease, or any other instrument on behalf of any other participant in a simultaneous drawing. Apache, in its corporate capacity, and in its capacity as general partner or managing partner of any other entity or affiliate, waives any and all defenses which may be available to contest, negate, or disaffirm the actions of the attorney in fact under this power of attorney.

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Any act, representation or thing lawfully done by the attorney in fact shall be binding on Apache, in its corporate capacity and in its capacity as general partner or managing partner of any other entity or affiliate, its successors and assigns. The power of attorney granted shall continue in full force until revoked by Apache and shall have the same force and effect as though special authority was granted to the attorney in fact to do each act and to execute each document or instrument separately. If the attorney in fact ceases to be an employee of Apache, this power of attorney shall be automatically revoked and terminated without further act or notice.

BOOK 617 PAGE 676

EXECUTED this 13 day of FEBRUARY, 1990.



George V. Morgenthaler  
Secretary

APACHE CORPORATION

By: [Signature]  
F. H. Merelli  
President and Chief  
Operating Officer

STATE OF COLORADO )

COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 13 day of FEBRUARY, 1990 by F. H. Merelli as the president and chief operating officer of Apache Corporation. Witness my hand and official seal.

My commission expires: \_\_\_\_\_ My Commission expires November 30, 1992.



[Signature]  
Karen O'Donnell  
Notary Public

CERTIFIED TO BE A FULL TRUE AND CORRECT  
COPY OF THE INSTRUMENT WHEN DEPOSITED  
OR A RECORD BY MY OFFICE

APR 23 1990

Dated: BARBARA L. LINDSEY

Barbara L. Lindsey  
COUNTY CLERK & REGISTER OF DEEDS COUNTY CLERK

BY [Signature]  
DEPUTY

OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
BOOK 210 PAGE 477  
Apache Corporation  
90 MAY 25 AM 30

ERULIA COUNTY, N. M.  
M. N. REBALEATI, REGISTER  
FILE NO. 530713 FEE \$ 8.00  
132390

Register of Deeds  
Williams County, N.M.  
I hereby certify that the within  
instrument was filed in this state for  
record the 30 day of April, 1990,  
1990, 09:52:08 o'clock AM, and the  
same duly recorded as such film  
document No. 530713

Register of Deeds  
Recording Fee  
By [Signature] - Deputy

