

ADAMS COUNTY
STATE OF COLORADO

CERTIFICATION

I, Robert Sack, Clerk and Recorder of the
County of Adams, State of Colorado, do hereby
certify that the attached is a full, true, and
complete copy of NBB OIL & GAS PARTNERS (U.S.A.)
SIGNING AUTHORITY DELEGATION AND CERTIFICATION

as appears upon the records of my office.
Reception No. B1259012
Book No. 4342 Page No. 987 - 988

I have hereunto set my hand and affixed the
Seal of the County of Adams, State of Colorado,
this 16TH day of SEPTEMBER A.D., 19 94
at 9:30 o'clock A m.

Robert Sack
Clerk and Recorder

my C. Cuthbert
Deputy



01259012
NBB OIL & GAS PARTNERS (U.S.A.)
SIGNING AUTHORITY DELEGATION AND CERTIFICATION

RESOLVED, that the Management Agreement dated as of February 1, 1990 by and between NBB Oil & Gas Partners (U.S.A.) (the "Venture") and Duncan Energy Company ("DEC") was ratified and approved by the NBB Venture Management Committee June 21, 1993;

FURTHER RESOLVED, that the Power of Attorney appointing DEC as attorney-in-fact for the Venture, and the execution and delivery of documents thereof on behalf of the Venture, was authorized and approved by the NBB Venture Management Committee on June 21, 1990;

FURTHER RESOLVED, that the incorporation of Energy Partners Nominee Company ("Nominee"), the Organizational Consent executed by Raymond T. Duncan and Raymond F. Sebastian, and the Articles of Amendment effective February 1, 1990, were authorized, ratified and approved by the NBB Venture Management Committee on June 21, 1990 in order to conduct business on behalf of the Venture, and certain directors and officers were also elected and appointed to Nominee on that date by the NBB Venture Management Committee with signing authority on behalf of Nominee;

FURTHER RESOLVED, that the DEC Management Company Operating Committee, also meeting June 21, 1990, granted designated DEC employees the power and authority to execute instruments and documents required to carry out the business of DEC for itself and on behalf of the Venture;

FURTHER RESOLVED, that on December 3, 1991, in a joint meeting of the NBB Venture Management Committee and the DEC Management Company Operating Committee, previous resolutions of the Venture Management Committee and the Management Company Operating Committee, referred to above, relating to granting signing authority for instruments and documents (but not affecting bank accounts and checks) were rescinded and a joint resolution was adopted that in the future, Raymond T. Duncan, Raymond F. Sebastian and Ronald G. Spence, together, or any of them individually, were authorized to execute and deliver on behalf of DEC or Nominee, instruments and documents required to carry out the business of DEC or Nominee on behalf of the Venture. The joint resolution further provided Messrs. Duncan, Sebastian and/or Spence could also delegate in writing any and all of their signature authority to DEC employees to execute DEC and Nominee documents on behalf of the Venture. Raymond F. Sebastian subsequently resigned his position from DEC and Nominee on June 30, 1992 and Raymond T. Duncan resigned from DEC and Nominee on September 30, 1993.

THEFORE, consistent with the provisions of the December 3, 1991 joint resolution of the NBB Venture Management Committee and the DEC Management Company Operating Committee, I hereby delegate to Bruce E. Johnston effective December 3, 1991, authority to execute and deliver for and on behalf of DEC, Nominee and the Venture, all leases, subleases, contracts, authorities for expenditures, operating agreements, letter agreements, assignments, farmouts, division orders, financing statements, transfer orders and other instruments and documents necessary to conduct the ordinary business affairs of DEC, Nominee and the Venture.

Authority Delegated and Certified this 1st day of November, 1993.

Ronald G. Spence

RONALD G. SPENCE, President
Duncan Energy Company
Energy Partners Nominee Company

STATE OF COLORADO

CITY AND COUNTY OF DENVER

Before me, a Notary Public, on this day personally appeared Ronald G. Spence, known to me to be the President of Duncan Energy Company and Energy Partners Nominee Company, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed and as to the act and deed of said companies.

Given under my hand and official seal this 1st day of November,

Nancy C. Vikman
Notary Public

Nancy C. Vikman
1777 South Harrison Street
Penthouse One
Denver, Colorado 80210

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Duncan Energy Corp
94 SEP 19 AM 11:22

EUREKA COUNTY NEVADA
M.N. REBALANCE, RECORDER
FILE NO.

FEES 7.00

155156

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