

All of the foregoing powers and authorities are subject to, and not in addition to, the terms of the Management Agreement effective June 1, 1994, between Comdisco and DEN (the "Management Agreement"), provided, however, that notwithstanding the terms of the Management Agreement, all parties dealing with DEN are authorized and directed to treat and regard DEN as the party entitled to deal with the interests. Such parties shall be fully protected in so treating and regarding DEN, and such parties shall have no obligation to determine the authority of DEN to deal with the subject matter of this Special Power of Attorney. Any one general partner of DEN acting alone may take all actions and execute all documents in furtherance of the authority and power granted hereby. Further, any person who has been designated by DEN as having signature authority for DEN acting alone, may take all actions and execute all documents on behalf

The undersigned, for themselves and their successors, hereby allow, ratify, and confirm all that DEN shall do or cause to be done pursuant to this Special Power of Attorney. DEN is empowered hereby to determine, in its sole discretion, the time when, purpose for, and manner in which any power herein conferred upon it shall be exercised and the terms, provisions, conditions and covenants of any documents which may be executed by it pursuant hereto.

This Special Power of Attorney grants unto DEN full power and authority to do and perform every act and thing requisite, necessary or appropriate to be done with respect to the subject matter hereof as fully, to all intents and purposes, as the undersigned might or could do if personally present.

Such appointment shall include, but not be limited to, the power: to acquire, purchase, lease, exchange, grant options to sell, sell, assign and convey or otherwise dispose of any of the interests, on such terms and conditions as DEN shall deem proper; to commit all or any portion of the interests to farmout and farmin arrangements, drilling obligations, acreage contribution arrangements, bottom and dry hole contribution arrangements, spacing, pooling and unitization agreements, and such additional contracts and agreements as DEN deems appropriate; to sign, execute, acknowledge, deliver and file for record any and all documents that DEN shall deem necessary or desirable to carry out the purposes of this Special Power of Attorney, with such terms, clauses, or agreements to be therein contained as DEN shall deem proper and expedient; and to execute and deliver to the governments of the United States or any of the states therein, or any department or agency within any of such governments, any and all applications, statements, tenders, contracts, bonds, instruments or other documents required, or which may be required, by any statutes, rules, regulations or orders in connection with the acquisition, maintenance or disposition of any of the interests; to incur, pay and secure liabilities on behalf of Comdisco; to hire such management, professional, technical and labor personnel and engage such engineers, accountants, lawyers and other professionals, independent contractors or agents as it may deem necessary or advisable; to establish and maintain on behalf of Comdisco accounts at financial institutions into which DEN shall be authorized to deposit funds and from which DEN shall be authorized to make disbursements and remittances; to invest Comdisco funds; and to procure materials, supplies, equipment and services necessary to manage, supervise and conduct the business and operations of Comdisco.

COMDISCO, INC., COMDISCO EXPLORATION, INC. and COMDISCO RESOURCES, INC., Delaware corporations, ("Comdisco") hereby constitute and appoint DUNCAN ENERGY COMPANY, a Colorado general partnership ("DEN"), as their true and lawful attorney-in-fact and agent, with full power and authority (and with full power of substitution) to manage, supervise and conduct the business and operations of Comdisco and to act for and represent Comdisco in their name, place and stead of Comdisco in any and all transactions connected with any and all interests (as hereinafter defined) owned by Comdisco wherever located, as set forth herein. For purposes of this Special Power of Attorney, "Interests" shall include, without limitation, interests in, to and under oil and gas mineral interests, royalty interests, leases, subleases, assignments, farmout agreements, permits, easements, licenses, sublicenses, rights-of-way, unit agreements, pooling agreements, community agreements, overriding royalty interests, net profit interests, production payments, orders and any other agreements relating thereto.

SPECIAL POWER OF ATTORNEY

RECORDED OCT 23 1995 AT 10:15 A.M.	IN BOOK 1070 PAGE 199	NO. 811181	COUNTY CLERK LARRY E. SARE
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BOOK 1070 PAGE 199

of DEN in furtherance of the authority and power granted to DEN hereby, unless and until such signature authority shall hereafter be revoked by DEN.

This power of attorney may not be canceled or terminated except by an instrument in writing executed by Comdisco or DEN and filed for record in the jurisdictions where this power of attorney is recorded.

Executed to be effective for all purposes as of June 1, 1994.

COMDISCO, INC.

ATTEST:

By: Richard A. Finocchietti
Vice President

By: Jeremiah M. Fitzgerald
Assistant Secretary

ATTEST:

By: Richard A. Finocchietti
Vice President

By: Jeremiah M. Fitzgerald
Assistant Secretary

ATTEST:

COMDISCO EXPLORATION, INC.

COMDISCO RESOURCES, INC.

By: Richard A. Finocchietti
Vice President

By: Jeremiah M. Fitzgerald
Assistant Secretary

ATTEST:

L/114.b

STATE OF ILLINOIS
)
COUNTY OF COOK
)
SS.

(Arizona, Colorado, Kansas, Michigan, Nebraska,
New Mexico, North Dakota, Texas, Utah and Wyoming)

The foregoing instrument was acknowledged before me this 35th day of October, 1994 by Richard A. Finocchietti and Jeremiah M. Fitzgerald, the Vice President and Assistant Secretary, respectively, of Comdisco, Inc., a Delaware corporation, on behalf of the corporation.

Witness my hand and official seal.

(Montana and Nevada)

On this 35th day of October, in the year 1994, before me Eileen M. Bagarella, the undersigned Notary Public personally appeared Richard A. Finocchietti and Jeremiah M. Fitzgerald known to me to be the Vice President and Assistant Secretary, respectively, of Comdisco, Inc., a Delaware corporation, that executed the within instrument, and acknowledged to me that such corporation executed the same.

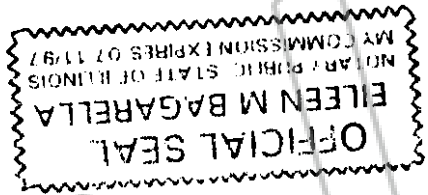
IN WITNESS WHEREOF, I have hereunder set my hand and official seal in the City of Rosemont, County of Cook, State of Illinois, this 35th day of October, 1994.

Eileen M. Bagarella
Notary Public in and for the
State of Illinois

Eileen M. Bagarella
Printed Name

Address of Notary Public:
858 Willowbrook Drive
Lisle, IL 60530

My Commission Expires:



BOOK 290 PAGE 387
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Duncan Energy Co
95 DEC 11 AM 11:42
EUREKA COUNTY REVEREND
M.N. REBALATI, RECORDER
FILE NO.
160169

160169
FEE \$ 9.00

BY: *[Signature]*
DEPUTY

COUNTY CLERK'S CERTIFICATE
STATE OF WYOMING
COUNTY OF CONVERSE, ss.
I HEREBY CERTIFY THAT THE WITHIN AND
FOREGOING IS A TRUE AND CORRECT COPY
OF SPECIAL POWER OF ATTORNEY
AS FILED AND RECORDED IN MY OFFICE IN
BOOK 1070 ON PAGE 199 UNDER FILING
NUMBER 811181 DATED THIS 15TH DAY
OF NOVEMBER A.D. 1995
LARRY E. SARE
COUNTY CLERK AND EX-OFFICIO REGISTER OF DEEDS

MY TERM EXPIRES
1ST MONDAY
IN JANUARY 1999

