

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 _____
OIL & GAS

DELEGATION & CERTIFICATION

as appears upon the records of my office.

Reception No. C0068220

Book No. 4501

Page No. 26-27

I have hereunto set my hand and affixed the Seal of the

County of Adams, State of Colorado, this 17TH day of

NOVEMBER A.D., 19 95 at 3:15 o'clock P. M.



Robert Sack
Clerk and Recorder

Charles H. Mayhew
Deputy

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 September 6, 1994;

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 Committee and the Committee, previous resolutions of the Venture Management Committee and the signing authority for instruments and documents (but not affecting bank accounts and checks) were rescinded and a joint resolution was adopted that in the future, Raymond T. Duncan, Raymond F. Sebastian and Ronald G. Spence, together, or any of them individually,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.

FURTHER RESOLVED, that the Power of Attorney appointing DEC as Attorney-in-Fact for Babcock & Brown Energy Corporation, a Colorado corporation, Nomura Babcock & Brown Holdings, Inc., a California corporation, Babcock & Brown Limited Partnership, Comdisco, Inc., a Delaware corporation, Raymond F. Sebastian and Catherine J. Sebastian, husband and wife, and Pin Point Partners, a Colorado general partnership, and the execution and delivery of documents thereof on behalf of such entities and individuals, was dated March 11, 1994, and received by DEC on April 15, 1994;

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RECEPTION NO. C0068220 10:00 BK: 4501 FG: 0026-0027 8:00
SLM ROBERT SACK, ADAMS COUNTY, COLORADO 4/25/95

FURTHER RESOLVED, that the Power of Attorney appointing DEC as Attorney-in-Fact for Comdisco, Inc., Comdisco Exploration, Inc., and Comdisco Resources, Inc., Delaware corporations, and the execution and delivery of documents thereof on behalf of such entities was dated June 1, 1994 and received by DEC on October 25, 1994;

THEREFORE, 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 and deliver for and on behalf of DEC, Nominee, the Venture, Babcock & Brown Energy Corporation, Nomura Babcock & Brown Energy Corporation, Babcock & Brown Holdings, Inc., NBB Energy Partners I, L.P., Raymond F. Sebastian and Catherine J. Sebastian, Pin Point Partners, Comdisco, Inc., Comdisco Exploration, Inc., and Comdisco Resources, Inc., 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, the Venture, Comdisco, Inc., Comdisco Exploration, Inc., and Comdisco Resources, Inc.

Authority Delegated and Certified this 15th day of November, 1994.

Ronald G. Spence

RONALD G. SPENCE, Authorized Signatory

Duncan Energy Company
Energy Partners Nominee Company, President

STATE OF COLORADO

CITY AND COUNTY OF DENVER)
) ss.
)

Before me, a Notary Public, on this day personally appeared Ronald G. Spence, known to me to be the President of Energy Partners Nominee Company and authorized signatory for Duncan Energy 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 15th day of November, 1994.



April 24 1997

Nancy G. Vikman
Notary Public
1777 South Harrison Street
Penthouse One
Denver, Colorado 80210

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Duncan Energy Co
95 DEC 11 AM 11:45

EUREKA COUNTY NEVADA
M.N. REBAL EATL. RECORDER
FILE NO. 160170
FEES \$9.00

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