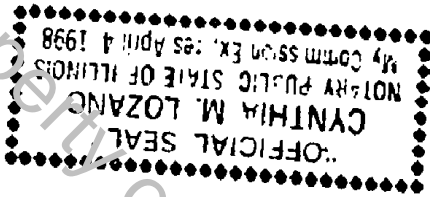


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*[Signature]*  
NOTARY PUBLIC

I, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID COUNTY, IN THE STATE AFORESAID, CERTIFIES, THAT CHRISTINE CHAN-WASIAK, OF CHICAGO TITLE INSURANCE COMPANY PERSONALLY KNOWN TO ME TO BE THE SAME PERSON WHOSE NAME IS SUBSCRIBED TO IN THE FOREGOING INSTRUMENT, APPEARED BEFORE ME THIS DATE IN PERSON AND ACKNOWLEDGED THAT THEY SIGNED AND DELIVERED THE SAID INSTRUMENT AS THEIR OWN FREE AND VOLUNTARY ACT, FOR THE USER AND PURPOSES THEREIN.  
GIVE UNDER MY HAND AND NOTARIAL SEAL THIS: *Friday, January, 1998*

7586 546 1-2-98 (11)

COUNTY OF COOK  
STATE OF ILLINOIS

CHRISTINE CHAN-WASIAK

*[Signature]*

I, CHRISTINE CHAN-WASIAK, OF CHICAGO TITLE INSURANCE COMPANY CERTIFY THAT THE POWER OF ATTORNEY, DATED JUNE 10, 1996, MADE BY PHILLIPS PETROLEUM COMPANY, A DELAWARE CORPORATION, IS A TRUE AND CORRECT COPY OF THE ORIGINAL POWER OF ATTORNEY.

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JANUARY 20, 1998

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POWER OF ATTORNEY

PHILLIPS PETROLEUM COMPANY, a Delaware corporation with an operating office at Bartlesville, Oklahoma, hereinafter sometimes referred to as "Company", by these presents does make, constitute and appoint John C. Tackett, Houston, Texas; George F. Patterson, Houston, Texas; and Frank P. Cromer, Houston, Texas, severally, each with the full authority hereinafter provided, its true and lawful attorneys-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 usual course of its business anywhere in the United States the following described instruments and documents relating to properties, business or interests of the Company:

(1) Any and all instruments relating to the acquisition, purchase, ownership, use, non-use, transfer, barter, exchange, sale, conveyance, gift, assignment or disposal of lands of every classification and character, or interests in such lands (whether the Company is grantor or grantee), and of personal property and equipment, including but not limited to:

Purchase agreements; sales agreements; option agreements; escrow agreements; deeds of conveyance; deeds of exchange; quitclaim deeds; deeds of gift; water and water rights agreements; boundary agreements; and surface leases of every kind and character including but not limited to ground leases, building leases, house leases, farm and agriculture leases, grazing leases, business leases, and leases for any lawful purpose (whether the Company is lessor or lessee) and assignments and subleases thereof;

Easements of every kind and character, including but not limited to rights of way for pipelines and related facilities for transmission, gathering and distribution of oil and gas and other minerals (whether of a similar or dissimilar character), water or other substances or materials; electrical lines; power lines; telephone and telegraph lines; transformers; electrical substations and other related facilities; easements for utilities, roads, sewers, ditches, canals, spoil disposal, effluent, flowage of surface water; and easements (or leases) for underground storage, cavern storage and other storage agreements, salt water

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disposal and sites for drilling; well locations; plants; tanks; housing and camps; pumps; pump stations; valves; scraper traps, ball launchers; drips; cathodic protection units; meters; meter houses, machinery boosters; compressors; salt water disposal wells; advertising signs and display areas, and any other lawful purpose (whether the Company is grantor or grantee);

Purchase and sale agreements; bills of sale; leases; assignments; transfers; gifts; exchange agreements; and all other agreements relating to personal property and equipment (whether the Company is grantor or grantee);

Applications; consents; waivers; releases; reports; permits; licenses; affidavits; utility agreements; access agreements; right of way adjustment agreements; notices; conformity agreements relating to operation, location and relocation of oil and gas wells and pipelines and appurtenances; agreements relating to pipeline crossings of streets and highways, and rivers and canals or railroads; and without limitation all agreements relating to the use and ownership of the Company's real and personal property.

(2) Any and all instruments relating to claims for and against the Company arising out of contract, alleged negligence or any other basis, including but not restricted to compromises; settlement agreements; releases; covenants not to sue; assignment of claims; subrogation agreements and loan receipts; proof of loss agreements; general average agreements; and bonds of all types, including surety bonds, indemnity bonds and hold harmless agreements; and any and all instruments relating to applications and reports for workers' compensation, including but not limited to applications; financial statements; reports of employers' qualifications; injury and accident reports;

(3) Any and all instruments with real estate agents, brokers or other persons for the purpose of listing, advertising and/or showing to others of real and/or personal property owned or leased by the Company;

(4) Any and all instruments relating to ad valorem tax matters, including but not restricted to any lists, schedule rendition or statement of personal or real property which by law it is required to list for purposes of state or local taxation in any state within

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the United States, and in connection therewith to file for and accept tax refunds and to file, give notice of agencies and bodies on behalf of said corporation in those instances in which the law of a particular state permits such acts to be done by an attorney-in-fact.

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

with such terms and conditions as said attorneys-in-fact shall deem proper and advisable, giving and granting to each said attorney-in-fact, severally, 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 or proper in the premises.

The powers and authority granted by this Power of Attorney to the agents named above shall not entitle said agents to additional compensation, remuneration or benefits other than that already received and which may hereafter be received by said agents solely in their representative capacity as employees of the Company and/or a company affiliated therewith.

This Power of Attorney and all powers and authority granted hereunder shall be effective immediately and shall continue in full force and effect from and after this date until revoked.

IN WITNESS WHEREOF, Phillips Petroleum Company has caused its name to be subscribed and its corporate seal to be affixed this 10<sup>th</sup> day of June, 1996.

WITNESSES:

Bill B. Eccleston

[Signature]

PHILLIPS PETROLEUM COMPANY

By [Signature]  
Executive Vice President

ATTEST:

[Signature]  
Dale J. Billam  
Secretary



Prepared and Approved by the  
Office of the General Counsel  
of Phillips Petroleum Company

[Signature]  
Joe Cochran  
Assistant General Counsel  
P. O. Box 1967  
Houston, Texas 77251-1967

Mar 21 1996  
Robert H. [unclear]  
[unclear]  
[unclear]  
[unclear]

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PHILLIPS PETROLEUM COMPANY

CERTIFICATE

I, Dale J. Billam, the duly elected, qualified and acting Secretary of Phillips Petroleum Company, a Delaware corporation, hereby certify that the attached is a full, true and correct copy of a resolution adopted by the Board of Directors of said corporation at a meeting duly held on the 8th day of July, 1985.

I further certify that said resolution has not been amended, canceled or superseded and is in full force and effect as of the date of this certificate.

Given under my hand and the seal of the corporation this 10th day of June, 1996.

  
Secretary



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PHILLIPS PETROLEUM COMPANY

BOARD OF DIRECTORS

RESOLUTION

RESOLVED, that the Chairman of the Board of Directors, the President, any executive Vice President be, and they are hereby authorized and directed, with the advice of counsel, to grant such powers of attorney, general and special, as may be necessary and proper to accomplish the objects and purposes of the Company and to thereby authorize and empower one or more individuals or legal entities as the true and lawful representative, agent and attorney of the Company, to act for and on behalf of the Company and in its name, place and stead and for its use throughout the world, or in any particular area or place, for the specific purposes and with such specific powers as may be, with the advice of counsel, given in any particular grant of such power of attorney.

RESOLVED FURTHER, that the General Counsel, or any lawyer in the Office of the General Counsel shall approve all such powers of attorney before they are granted, and such approval will constitute a certification by the Legal Division that such power of attorney is not inconsistent with the laws under which this Company is organized, or inconsistent with the Restated Certificate of Incorporation, the current Bylaws, or any current Resolution of the Board of Directors or the Executive committee or of any written directive of the chief executive officer and that action taken by the agent named therein pursuant to the powers granted by each power of attorney shall be deemed to be binding on the Company.

RESOLVED FURTHER, that the power and authority granted by any such power of attorney to the agent named therein, if such agent is an employee of the Company (or a company affiliated therewith) shall not entitle said agent to additional compensation, remuneration or benefits other than that already received and which may hereafter be received by said agent or agents in their respective capacity as an employee of Phillips Petroleum Company (or a company affiliated therewith).

RESOLVED FURTHER, that all such powers of attorney and all the powers and authorities authorized thereunder shall be effective immediately upon their being granted, and they shall continue in full force and effect from and after the date of granting until revoked, or until such specific date of limitation as may be placed in any particular power of attorney.

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**CHICAGO TITLE INSURANCE COMPANY**

**ORDER NUMBER:** 1401 007686346 D2  
**STREET ADDRESS:** 6654 S. DAMEN  
**CITY:** CHICAGO **COUNTY:** COOK  
**TAX NUMBER:**

**LEGAL DESCRIPTION:**

LOTS 21, 22, 23, & 24 IN BLOCK 56 IN SOUTH LYNNE SUBDIVISION, BEING PART OF VAIL'S SUBDIVISION IN SECTION 19, TOWNSHIP 38 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

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