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IN WITNESS WHEREOF, the parties hereto have executed this
agreement upon the respective dates indicated opposite their respective
signatures.

PAN AMERICAN PETROLEUM CORPORATION

By _____
Its Attorney in Fact

ATTEST:

BELCO PETROLEUM CORPORATION

By _____
Secretary President

STATE OF WYOMING)
: SS.
COUNTY OF NATRONA)

On this _____ day of _____, 196____, before me
appeared _____, to me personally
known, who, being by me duly sworn, did say that he is the Attorney in Fact
of PAN AMERICAN PETROLEUM CORPORATION, and that said instrument was executed
on behalf of said corporation by authority of its board of directors, and
said _____ acknowledged said instru-
ment to be the free act and deed of said corporation.

GIVEN under my hand and notarial seal this _____ day of
_____, 196____.

Notary Public

My Commission expires _____.

STATE OF _____)
: SS.
COUNTY OF _____)

On this _____ day of _____, 196____, before me
appeared _____, to me personally
known, who, being by me duly sworn, did say that he is the _____
President of BELCO PETROLEUM CORPORATION, and that the seal affixed to
said instrument is the corporate seal of said corporation and that said
instrument was signed and sealed on behalf of said corporation by authority
of its board of directors, and said _____
acknowledged said instrument to be the free act and deed of said
corporation.

GIVEN under my hand and notarial seal this _____ day of
_____, 196____.

Notary Public

My Commission expires _____.