

UPDATE

1/93

COKINOS, BOSIEN & YOUNG

ATTORNEYS AT LAW

CASEY W. DOHERTY

1500 LIBERTY TOWER

2919 ALLEN PARKWAY

HOUSTON, TEXAS 77019

TEL. 535-5500

TELECOPIER (713) 535-8533

September 2, 1992

RECEIVED

SEP 4 1992

MINERALS MANAGEMENT SERVICE
LEASING & ENVIRONMENT

Ms. Dottie Peddick
Minerals Management Service
Leasing & Environment; Stop: 5421
1202 Elmwood Park Boulevard
New Orleans, Louisiana 70123-2394

Dear Ms. Peddick:

We previously filed a Special Power of Attorney, a copy of which is enclosed, with respect to the federal offshore leases listed below:

<u>OCS Serial No.</u>	<u>Block</u>
OCS-0709	289
OCS-0713	295
OCS-G1783	289
OCS-0714	296

We inadvertently omitted the Exhibit "A" which is referenced in the Special Power of Attorney. Thus, I now enclose the Exhibit "A" which should have been attached to the Power of Attorney. We request that it be included in the appropriate file.

If there is an additional filing charge for the enclosure please let me know and I will transmit this fee to you.

Sincerely,

CASEY W. DOHERTY

gd
Enclosure
53906/CWD011

RECEIVED

921070 392

SEP 4 1992

EXHIBIT A

MINERALS MANAGEMENT SERVICE
Deed of Trust, Modification, Extension, and Renewal Agreement dated December 31, 1991 entered into by and between Ivory Production Co., a Delaware corporation, and the Grantor, which modifies, extends, and renews that certain Deed of Trust, Assignment of Production, Security Agreement and Financing Statement dated August 30, 1985 from Ivory Production Co., a Texas corporation ("IPC") to Ralph H. Fite, Trustee ("Trustee") in favor of Allied Bank of Texas, a Texas banking corporation ("Allied"), original counterparts of which were recorded in Book 8168, Page 115, File No. 26531 of the Official Real Property Records of Brazoria County, Texas, File No. 85-30966, of the Official Real Property Records of Galveston County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of Texas File No. 85- 81341, as amended by (i) that certain Amended and Restated Mortgage, Deed of Trust, Assignment, Security Agreement and Financing Statement dated October 20, 1987, from IPC to Trustee in favor of Allied, original counterparts of which were recorded in Book 87477, Page 801, File No. 35932 of the Official Real Property Records of Brazoria County, Texas, (ii) that certain Second Amended and Restated Mortgage, Deed of Trust, Assignment of Production, Security Agreement, and Financing Statement dated October 20, 1987 from IPC to Trustee in favor of First Interstate Bank of Texas, N.A., a national banking association which is the successor to Allied ("FITX"), original counterparts of which were recorded in Book 88513, Page 372, File No. 4106 and Film Code No. 005-69-1970, File No. P804853 of the Official Real Property Records of Galveston County, Texas and filed as a Financing Statement with the Secretary of State of Texas, File No. 88-034298, and (iii) that certain Third Amended and Restated Mortgage, Deed of Trust, Assignment of Production, Security Agreement and Financing Statement dated December 14, 1989, from IPC to Trustee in favor of FITX, original counterparts of which were recorded in Book 8972, Page 142, File No. 35345 of the Official Real Property Records of Brazoria County, Texas, in Microfilm Code No. 006-75-181 of the Official Real Property Records of Galveston County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of the State of Texas, File No. 89-284391.

2. Deed of Trust, Modification, Extension and Renewal Agreement dated December 31, 1991 entered into by and between Buccaneer Pipe Line Co., a Texas corporation ("BPC"), and the Grantor, which modifies, extends, and renews that certain Deed of Trust, Assignment of Production, Security Agreement and Financing Statement dated August 30, 1985 from BPC to the Trustee in favor of Allied, an original counterpart of which was recorded in Book 05168, Page 56, File No. 26529 of the Official Real Property Records of Brazoria County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of Texas File No. 85-181342, as amended by (i) that certain Amended and Restated Mortgage, Deed of Trust, Assignment, Security Agreement and Financing Statement dated October 20, 1987, from BPC to Trustee in favor of Allied, an original counterpart of which was recorded in Book 87477, Page 920, File No. 35933 of the Official Real

Property Records of Brazoria County, Texas and filed as a Financing Statement in the Office of the Secretary of State of the State of Texas File No. 87-278600 and (ii) that certain Second Amended and Restated Mortgage, Deed of Trust, Assignment, Security Agreement and Financing Statement dated December 14, 1989, from BPC to Trustee in favor of FITX, an original counterpart of which was recorded in Book 89742, Page 116, File No. 35341 of the Official Real Property Records of Brazoria County, Texas.

3. Deed of Trust, Modification, Extension, and Renewal Agreement dated December 31, 1991 entered into by and between Blue Dolphin Pipe Line Company, a Delaware corporation ("BDPC"), and the Grantor, which modifies, extends, and renews that certain Deed of Trust, Assignment of Production, Security Agreement and Financing Statement dated August 30, 1985 from BDPC to Trustee in favor of Allied, original counterparts of which were recorded in Book 85169, Page 81, File No. 26530 of the Official Real Property Records of Brazoria County, Texas, in Microfilm Code No. 004-01-1736, of the Official Real Property Records of Galveston County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of the State of Texas File No. 85-181338, as amended by (i) that certain Amended and Restated Mortgage, Deed of Trust, Assignment, Security Agreement and Financing Statement dated October 20, 1987, from BDPC to Trustee in favor of Allied, an original counterpart of which were recorded in Book 87477, Page 834, File No. 35930 of the Official Real Property Records of Brazoria County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of the State of Texas File No. 87-278602, and (ii) that certain Second Amended and Restated Mortgage, Deed of Trust, Assignment, Security Agreement and Financing Statement dated December 14, 1989, from BDPC to Trustee in favor of FITX, original counterparts of which were recorded in Book 89742, Page 79, File No. 35341 of the Official Real Property Records of Brazoria County, Texas, in Microfilm Code No. 004-76-1775 of the Official Real Property Records of Galveston County, Texas, and filed as a Financing Statement in the Office of the Secretary of State of the State of Texas File No. 89-28391.

4. Deed of Trust, Modification, Extension, and Renewal Agreement dated December 31, 1991 entered into by and between Mission Energy, Inc., a Delaware corporation, and the Grantor, which modifies, extends, and renews that certain Deed of Trust, Security Agreement and Assignment of Rents dated December 14, 1989, from ZIM Energy and Production Co., a Texas corporation, to the Trustee in favor of FITX, an original counterpart of which was recorded in Book 89742, Page 199, File No. 35347 of the Official Real Property Records of Brazoria County, Texas and filed as a Financing Statement in the Office of the Secretary of State of Texas File No. 89278743.

FILED FOR RECORD

420306

NOTARY PUBLIC

Notary Public for the State of Texas
My Commission Expires 08/01/92
My Office is located at 1000 West 10th Street
Brazoria, Texas 77603



Emily L. Smith
County Clerk of Brazoria County

AUG 11 11 24 AM '92

William B. Smith
COUNTY CLERK
BRAZORIA COUNTY, TEXAS



11688

921021 243

JUN 1 1992

SPECIAL POWER OF ATTORNEY

NEW ORLEANS, LOUISIANA

KNOW ALL MEN BY THESE PRESENTS:

THAT, A/S Investa, a Norwegian corporation, whose address is Folke Bernadottesvei 38, P.O. Box 3541, N-5033 Fyllingsdalen, Bergen, Norway (hereinafter referred to as "Grantor") has MADE, CONSTITUTED and APPOINTED and by these presents does MAKE, CONSTITUTE and APPOINT Casey W. Doherty, whose address is 600 Travis, Suite 6868, Houston, Texas 77002, (hereinafter referred to as "Attorney") as Grantors' true and lawful Attorney and in its name, place and stead as Attorney-in-Fact to execute the Deed of Trust Modification, Extension and Renewal Agreements listed on Exhibit A attached hereto. This Power of Attorney is a Limited Power of Attorney which is effective for only the purpose stated. Grantor hereby agrees and represents to those dealing with said Attorney-in-Fact that this Power of Attorney may only be revoked by a written revocation executed by Grantor and entered of record in the Office of the County Clerks of Brazoria and Galveston Counties, Texas.

IN WITNESS WHEREOF, I have hereunto set my hand this Friday the 28th. of February 1992.

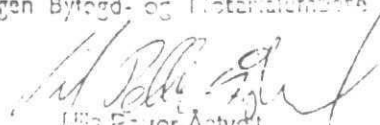
A/S INVESTA

By: Name: Odd Rune AustgulenTitle: President

I Notarius Publicus do hereby certify that this document has been signed by Mr. Odd Rune Austgulen and that he is authorized to execute this document on behalf of A/S Investa.

Bergen Byfogd- og Notariatskrets

4 MARS 1992


 Notary Public
 Notary Judge and Notary Public



FIRMAATTEST

Foretaksnummer: 912986039

Aksjeselskap

Stiftelsesdato: 22.05.1954

Overført Foretaksregisteret: 07.11.1988

Firma : A/S Investa

Forr.adr.: Folke Bernadottesv 38
5033 FYLLINGSDALEN

Kommune : BERGEN

Kapital NOK: 137.229.125,-

Innbetalingsforhold: Kapitalen er fullt innbetalt.

Styre:

Einar Falck
Thomas Heftyesg 28
0264 OSLO
Magne Jordanger
Oskar Munch
Odd Rune Austgulen
Petter Raaholt

Styreformann

Styremedlem

Styremedlem

Styremedlem

Styremedlem

Daglig leder

: Odd Rune Austgulen

Signatur

Underskrift hver for seg av styrets formann eller den/de
adm.direktør(er) dersom denne/dissee er valgt til medlem av
styret eller underskrift av 2 av styrets medlemmer i
fellesskap.

Eneprokura	: Per Methlie
Eneprokura	: Rune Enge
Eneprokura	: Leif Holst
Eneprokura	: Per Magne Bårdsgjerde
Eneprokura	: Bjarne Sælensminde
Eneprokura	: Per Kjetil Lilleskare
Eneprokura	: Arvid Corneliussen
Eneprokura	: Ove Steinar Larsen

Fellesprokura

Odd Jørgensen, Christian Hysing-Dahl, May Britt Øyebost og
Solveig Byrkjeland, 2 i fellesskap.

Revisor(er):

Revisjonsfirmaet Collegium, C Sundtsg 10, 5004 Bergen.

Foretaksnummer 912986039 Dato 21.06.1991

FORETAKSREGISTERET

8900 BRØNNØYSUND

TLF. (086) 25 000

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF BRAZORIAThe above and foregoing is a full, true and correct
photographic copy of the original record now in my lawful
custody and possession, as the same is filed/recorded in
the public records of my
office. I hereby certify on 4-23-92DOLLY BAILEY COUNTY CLERK
BRAZORIA COUNTY, TEXAS
BY Carol Clayton DEPUTY

CAROL CLAYTON

FIRMAATTEST

Næringsvirksomhet:

Ervervelse, forvaltning, belåning og salg av eiendommer, aksjer, obligasjoner og interessentinnskudd av hvilken som helst type samt enhver virksomhet som dermed står i forbindelse.

BRØNNØYSUNDREGISTRENE

Foretaksregisteret, 21.06.1991

Foretaksnummer 912986039 Date 21.06.1991 **

FORETAKSREGISTERET

8900 BRØNNØYSUND

TLF. (086) 25 000

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF BRAZORIA

The above and foregoing is a full, true and correct photographic copy of the original record now in my lawful custody and possession, as the same is filed/recorded in the public records of my office. I hereby certify on 4-23-92



DOLLY BAILEY COUNTY CLERK
BRAZORIA COUNTY, TEXAS
BY Carol Clayton DEPUTY
CAROL CLAYTON

921021 246

KINGDOM OF NORWAY)
CITY OF OSLO)
EMBASSY OF THE) ss:
UNITED STATES OF AMERICA)

I, Elizabeth J. Berube

~~Vice~~ Consul of the United States of America at Oslo, Norway, duly
commissioned and qualified, do hereby certify that

Nils Petter Astveit

whose true signature and seal are, respectively, subscribed and
affixed to the foregoing certificate/document was,

on the 4th day of March, 1992

a Deputy City Judge and Notary Public in and for the City of
Bergen, Norway

to whose official acts faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal
of the Embassy of the United States of America at Oslo, Norway,
this 5th day of March, 1992



Elizabeth J. Berube
~~Vice~~ Consul of the United States of America

THE STATE OF TEXAS
COUNTY OF BRAZORIA

I, DOLLY BAILEY, Clerk of the County Court in and for Brazoria County,
Texas, do hereby certify that this instrument was FILED FOR RECORD
and is RECORDED in the Volume and page of the OFFICIAL RECORD of
the County and date as stamped herein by me.




County Clerk of Brazoria Co., TX

CERTIFIED COPY CERTIFICATE
STATE OF TEXAS
COUNTY OF BRAZORIA

The above and foregoing is a full, true and correct
photographic copy of the original record now in my lawful
custody and possession, as the same is filed/recorded in
the public records of my office. I hereby certify on 4-23-92



DOLLY BAILEY COUNTY CLERK
BRAZORIA COUNTY, TEXAS
BY Carol Clayton DEPUTY
CAROL CLAYTON

FILED FOR RECORD

APR 14 9 30 AM '92



END

UPDATE