

CAC CAC

NO RC: 214,535



**CORPORATE AFFAIRS COMMISSION
FEDERAL REPUBLIC OF NIGERIA**

Certificate of Incorporation

I HEREBY CERTIFY that

ESSO EXPLORATION AND PRODUCTION NIGERIA

(DEEPWATER) LIMITED

is this day Incorporated under the COMPANIES AND ALLIED MATTERS
DECREE 1990 and that the Company is Limited

26TH

Given under my hand at Abuja this..... day of

FEBRUARY

NINETY-THREE

Fees and Deed Stamps ₦ 7,506.00K

Stamp Duty on Capital ₦ 37,500.00K

A handwritten signature in black ink, appearing to read "U. F. ABDULLAHI".

U. F. ABDULLAHI

Registrar-General

CAC CAC

REGISTRATION NUMBER 1920
NOTICE OF AMENDMENT TO STATUTES

MEMORANDUM OF ASSOCIATION

CF

ESSO EXPLORATION AND PRODUCTION NIGERIA (DEEPWATER) LIMITED

1. The name of the Company is ESSO EXPLORATION AND PRODUCTION NIGERIA (DEEPWATER) LIMITED.
2. The registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
- (1) To explore, produce, sell, trade in and transport hydrocarbons and other minerals and to participate in, to finance, in any other way to take an interest in, to act as consultant of and to manage and administer other business enterprises to acquire and exploit exploratory licences and to guarantee in any form whatsoever the obligations of other companies and to do anything that is, in the widest sense of the word, connected with the aforementioned objects or can be conducive to the attainment thereof and to do all or any other thing including but not limited to the following objects.
 - (2) To acquire the right through licences and lease, to avail itself of petroleum substances, such as crude oil, natural gas, ozokerite, etc; the prospecting, drilling, pumping, storing, refining, distributing and selling, both at wholesale and retail, of the above mentioned petroleum substances and refined petroleum products, petrochemical products, the buying, otherwise acquiring, selling, and otherwise disposing of any and all real estate and personal property for use in the business of the Company; the construction of any and all buildings, pipe lines, pumping stations, and storage tanks, and any and all other buildings required in carrying on the business of the Company; the acting as trustee for holders of oil lands in the receiving and disbursement of funds to be used in drilling for the common benefit of the landholders; the doing of any and every act or thing, proper, necessary, and incidental to the general purpose of this company.
 - (3) To buy, acquire, sell, retain, deal in, or otherwise dispose of absolutely or contingently, petroleum and/or

Exhibit 6¹⁶

gas properties and interests (whether like or different) and any rights, titles, or interest therein, and to do all other acts and things required to be done in connection therewith, either within or without Nigeria.

- (4) To purchase, sell and own royalties, in oil and gas lands and leases; to pay mortgage, notes, taxes assessments, and other charges that are or may become a lien or charge against any lands or leases in which the company may have a royalty interest.
- (5) To drill for water and improve service waters and to establish systems for the supply of water for its operation and for consumption by its employees; to get and use such quantities of gravel, sand, lime, gypsum, stone, clay and the like materials as may be reasonably necessary for the conduct of petroleum and petrochemical operations.
- (7) To build, maintain and operate roads, railways, tramways, pipelines, or other means of transport for the conveyance of petroleum and petroleum product within the licence and lease areas and from the licence and lease area to such other places as is deemed necessary for the diligent conduct of the business.
- (8) To explore, prospect and survey by geophysical, geological, geochemical, electric, mechanical, and other means and to drill, bore and mine with a view to the discovery, location, extraction and working in or upon the earth or under the seas, of oil, natural gas, petroleum, asphaltum, bitumen, bituminous rock and all other mineral and hydrocarbon substances and sub-surface materials and formations.
- (9) To purchase, take on lease or tenancy or otherwise acquire for any estate or interest and to take options, rights and concessions over ~~any property~~, real or personal, or rights of any kind ~~whatsoever~~ ~~thereby~~ to be necessary or convenient for any business of the company in any part of the world, including shares and other interest in any company the objects of which include the carrying on of any business or activity within the objects of the company and to develop, ~~the same~~ ~~in account~~ and deal with the same in such ~~hand~~ ~~as may be thought~~ ~~convenient~~.
- (10) To carry on the business of research workers of any kind and to establish, maintain and manage and assist in the establishment, maintenance, and management of test and experimental plant, workshop, laboratories, refineries, machinery, and other appliances for the purpose of carrying out such tests and experiments as may seem expedient.

- (11) To purchase, charter, hire build or otherwise acquire vessels and aircraft and to employ them in the business of the Company.
- (12) To obtain or acquire by application, purchase, licence or otherwise, and to exercise, and use and grant licences to others to exercise and patent rights, brevets d'inventions concessions or protection in any part of the world for any invention, mechanism or process, secret or otherwise, or to disclaim, alter or modify such patent rights or protection, and also to acquire, use and register trade marks, trade names, registered or other designs, rights or copyright or other rights or privileges in relation to any business for the time being carried on by the company.
- (13) To carry on the business of garage proprietors and service station proprietors for motor vehicles of all kinds. To carry on the safe keeping, cleaning, repairing, refuelling and general care of motor vehicles of all kinds whatsoever form of propulsion may be used. To buy and sell petrol, gas, gasoline, oil, diesel and petroleum products, new and used motor vehicles, parts of such vehicles, accessories and all kind of machinery. To operate transport of all kinds including the leasing or hiring for any period or number of journeys of cars, lorries, trucks, tractors, and vehicles used in the repair of such vehicles. To finance the purchase, hire purchase or sale of any such vehicle and their accessories.
- (14) To carry on all over Nigeria and elsewhere the business of importers and exporters of equipment, tools chemicals, pipes, petroleum products and all other products and facilities used in the oil, gas, pipeline, exploration, logging, drilling and other activities in the petrochemical industries.
- (15) To apply for, acquire and hold any charters, privileges, monopolies, licences, leases, ~~concessions~~, patents or other rights or powers from ~~Parliamentary~~ ~~Congress~~ Republic of Nigeria and to exercise, carry on and work any powers, rights or privileges so obtained.
- (16) To purchase, take on lease, exchange or otherwise acquire lands and buildings which are needed for the Company's business, easements or other ~~rights~~ ~~interests~~ ~~property~~ immovable property, or any plant, machinery, personal estate and effects and to sell, let, dispose or grant rights over all or any of the property of the Company and in particular to sell or otherwise dispose of the property, assets and undertakings, of the company or any part thereof, for cash or for stock or stores or securities of any other company or for other consideration whatsoever,

and to improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (17) To acquire and undertake on any terms and subject to any conditions the whole or any part of the business, property, assets and liabilities of any person, firm or on any business which the Company is authorised to carry on, or possessed of properties suitable for the purpose of the company.
- (18) To raise or borrow money in such manner and on such terms as may seem expedient and in particular to create and issue mortgages, debentures, or debenture stock to secure the repayment of any money borrowed, raised or owing, or to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (19) To draw, make accept, endorse, discount, execute and issue promissory notes bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (20) To lend or advance money on any terms that may be thought fit and to give and accept guarantees and indemnities to and from any person firm or company and or any person firm or company and for any purpose whatsoever.
- (21) To enter into partnership or agreements in the nature of a partnership with any person or persons or corporation engaged in or interested in the carrying on or conduct of any business or enterprise which this company is authorised to carry on from which this company would or might derive any benefit whether direct or indirect.
- (22) To invest and deal with monies of the Company not immediately required, in any manner.
- (23) To apply for and take up or acquire by way of exchange or otherwise and hold or sell and dispose of the shares debentures or securities of any other company carrying on or about to carry on any business which this Company is or may be interested and to amalgamate with any such other company or companies.
- (24) To insure with any other company or persons against losses, damages, risks and liabilities of every kind.
- (25) To distribute any of the Company's property among the members in specie.
- (26) To cause the company to be registered or recognised in any foreign country or place.

(27) To carry on any other business or activity and do anything of a nature which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights, or which may seem capable of being carried on at a profit to the company by advertisement or other means as may seem expedient.

(28) To do all or any of the above things and all such other things as are incidental thereto or which this Company may deem conducive to the attainment of any of these objects in any part of the world and either as principals, agents, trustees, or otherwise and either alone or in conjunction with others and by or through agents, sub-contractors, trustees or otherwise.

IT IS HEREBY DECLARED THAT each sub-clause of this clause shall be construed independently of any other sub-clause and no sub-clause shall be in anywise limited or restricted by reference from the terms of any other sub-clause or by the name of the company.

4. The Company is a Private Company.
5. The liability of the members is limited by shares.
6. The share capital of the Company is N5,000,000 divided into 5,000,000 ordinary shares of N1.00 each with power to the Company in a general meeting to increase or reduce the said capital from time to time whenever thought necessary and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement or rights, or to any conditions or restrictions..



We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

<u>NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS</u>	<u>NO. OF SHARES TAKEN BY EACH SUBSCRIBER</u>
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EXXON OVERSEAS INVESTMENT CORPORATION
23, FERRY ROAD, ST. GEORGES, BERMUDA.

(LIMITED LIABILITY COMPANY INCORPORATED
IN ~~BERMUDA~~ DELAWARE, U.S.A.)

4,500,000

ESSO EXPLORATION INC.
800, GESSNER, HOUSTON, TEXAS 77024, U.S.A.

(LIMITED LIABILITY COMPANY INCORPORATED
IN DELAWARE, U.S.A.)

5,000,000

SIGNED ON BEHALF OF: EXXON OVERSEAS INVESTMENT CORPORATION

BY: C. D. Nguyen

NAME: C. D. Nguyen

DESIGNATION: Vice President and Treasurer

SIGNED ON BEHALF OF: ESSO EXPLORATION INC.

BY: A. D. Carpenter

NAME: A. D. Carpenter

DESIGNATION: Vice President

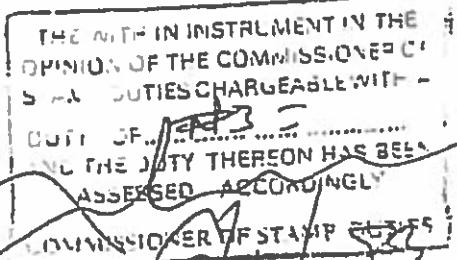
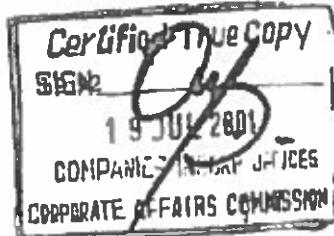
DATED THE 1st DAY OF December

WITNESS TO THE ABOVE SIGNATURES:

NAME: E. S. Taylor

ADDRESS: 233 Benmar, Houston, Texas 77060

OCCUPATION: Secretary



THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ESSO EXPLORATION AND PRODUCTION NIGERIA (DIRECTOR) LIMITED

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies and Allied Matters Act 1990 (hereinafter referred to as Table "A") shall apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:
 - (a) the right to transfer shares is restricted in the manner hereinafter prescribed;
 - (b) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of these regulations be treated as a single member;
 - (c) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (d) the Company shall not have power to issue share warrants to bearer.

TRANSFER AND TRANSMISSION

3. Subject to the provisions hereinafter contained in the Companies and Allied Matters Act 1990, the Company shall be transferable by written instrument in common form signed by both the transferee and the transferor, and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register of members in respect thereof.
4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares on which the Company has a lien. The Directors may also suspend the registration of transfers during the fourteen

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COMPANIES DIRECTOR'S OFFICES

days immediately preceding the ordinary general meeting in each year. The directors may refuse any instrument of transfer unless:

- a. a fee not exceeding twenty-five kobo is paid to the Company in respect thereof, and
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and if the directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee a notice of the refusal.

ALTERATION OF CAPITAL

5. The Company may from time to time by Ordinary Resolution increase the Share Capital of the Company by such sum to be divided into shares of such amount as the resolution shall prescribe.
6. Except so far as otherwise provided by the conditions of issue or any of these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.

NOTICE OF GENERAL MEETING

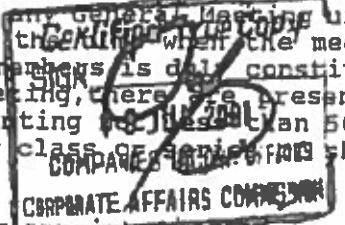
7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by ~~the Board of Directors~~ notice in writing at the least, and a meeting of the Company, other than annual general meeting, or a meeting for the passing of a special resolution, shall be called by ~~seven days~~ notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be given and of the day for which it is given and shall specify the place, the day and hour of meeting and, in case of ~~special business~~, the general nature of that business shall be given, in a manner if any, as may be prescribed by the Company in General Meeting to such persons as are, under regulations of the Company, entitled to receive such notices from the company: Provided that a meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this regulation, be deemed to have been duly called if it so agreed:

- a. in the case of a meeting called as the annual general meeting, by all members entitled to attend and vote

thereat; and

- b. in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
8. The accidental omission to send or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. The following business transacted at an Annual General Meeting shall be deemed to be Ordinary Business:
 - a. declaring a dividend;
 - b. consideration of the accounts, balance sheets and reports of the directors and auditors;
 - c. the election of directors in place of those retiring;
 - d. the appointment of, and fixing of the remuneration of the auditors.
- All other business transacted at an Annual General Meeting shall be Special business.
- All business transacted at an Extraordinary General Meeting shall be deemed to be Special Business.
10. No business shall be transacted to ~~any General Meeting~~ unless a quorum of members is present at ~~the meeting~~ when the meeting proceeds to business A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy, members representing ~~more than~~ than 50 per cent of the votes of the shares or class of shares shares entitled to vote thereat.

11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of whatever class present shall be a quorum.
12. The Chairman, if any, of the board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within one hour after the time appointed for holding the same or shall be unwilling to act as Chairman, the

members present shall choose some Director or if no Director be present or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) demanded by the Chairman or at least three members entitled to vote at the meeting or by the holders present in person or by proxy of at least one-tenth of the total voting rights of the members having the rights to vote at the meeting or by a member or members holding shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid upon all the shares conferring that right. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution. A proxy need not be a member of the Company.
14. Any Corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting or meetings of the Company or of any class of members thereof and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.
15. Subject to the provisions of the Decree, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend General Meetings (or being corporations by their duly authorised representative) shall be valid and effectual as if the same had been passed at a General Meeting of the Company duly convened and held.
16. A proxy may take part in the proceedings of a General Meeting as if he were the member whom he represents.

COMPANY'S HEAD OFFICES

CORPORATE AFFAIRS COMMISSION

VOTES OF MEMBERS

17. On a show of hands every member present in person or by proxy shall have one vote.
On a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

18. The first Directors of the Company shall be appointed by the

subscribers to the Memorandum of Association

19. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than ten.
 20. The Directors shall have power at any time and from time to time to appoint a person as an additional Director, so long as they do not exceed the maximum number allowed by the Articles.
 21. A vacancy on the Board of Directors may be filled by a resolution of members or by a resolution of the remaining Directors.
 22. A meeting of Directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate at least two (2) Directors.
 23. A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
 24. The Company in General Meeting may from time to time direct such sums as may be thought fit to be paid as and by way of remuneration to the Directors and any such sums shall be divided amongst them as they may agree or failing agreement, equally. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them respectively in or about the performance of their duties as directors.
 25. It shall not be necessary for any director of the Company to acquire or have any share qualification, but a director shall be entitled to receive notice, and to attend, all General Meetings.

POWERS AND DUTIES OF DIRECTORS

26. The Board of Directors may, by a resolution of the directors, appoint any person (including a director of the Company) or agency to be an officer or agent of the Company and the Directors may remove any such person or agency appointed.

27. Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent but the directors may revoke or vary such powers. No officer or agent has any power or authority with respect to matters requiring a resolution under these Articles.

28. Any director may at any time appoint any other director or appoint any other person to be his alternate and may at any time remove any alternate director appointed by him, and

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appoint another in his place. An alternate director shall not be entitled to receive any renumeration from the company nor shall it be necessary for him to acquire or hold any qualification share, but he shall be entitled (subject to his giving to the Company an address within Nigeria at which notices may be served on him) to receive notice of meetings, of the Directors and to attend and vote as a director at any meetings at which the Director appointing him is not present and at such meetings to exercise all powers, duties and authorities of the director appointing him. A Director who is also an alternate director shall be entitled in addition to his vote, to a separate vote on behalf of the director, he is representing as alternate director. If his appointor ceases for any reason to be a director, he shall ipso facto cease to be an alternate director. Every person acting as an alternate director, shall be an officer, of the company and shall not be deemed to be an agent of or for the director appointing him. All appointments and removals of an alternate director made by any director in pursuance of these Articles shall be in writing under the hand of the director making the same and shall be sent to or left at the registered office of the Company.

BORROWING POWERS

29. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures stock, and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

OFFICERS

30. The Company may by resolution of the Directors appoint officers of the Company at such time as shall be considered necessary or expedient. Such officers may be ~~any~~ of a President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as ~~may~~ be ~~from time to time~~ 19 NOV 2001 ~~be~~ ~~deemed~~ desirable. Any number of offices may be held by the same person.
31. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of Directors or resolution of members.
32. The officers of the Company shall hold office until their successors are duly elected, but any officer elected or appointed by the Directors may be removed at any time, with or without cause, by resolution of the Directors. Any vacancy occurring in any office of the Company may be filled by resolution of the Directors.

THE SEAL

33. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least one director and the secretary or such other person as the directors may appoint for the purpose; and the director and secretary or such or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS

34. The office of a director shall be vacated:

1. upon removal in accordance with the provision of section 262 of the Companies and Allied Matters Act 1990; or
2. if by notice in writing to the Company he resigns the office of director; or
3. if he becomes bankrupt or insolvent or enters into any agreement with his creditors; or
4. if he is prohibited from being a director by an order made under any of the provisions of the Companies and Allied Matters Act 1990; or
5. if he is found to be a lunatic or becomes of unsound mind; or
6. if he is requested in writing by all other directors to resign his office.

35. A director may hold any other office or place of profit in the company except that of the Auditor, upon such terms as to remuneration, tenure of office and otherwise as may be determined by the Board of Directors.

36. A director shall be capable of contracting or participating in the profits of any contract with the ~~COMPANY COPY~~ the same manner as if he were not a director subject nevertheless to the following provisions:

SIGN

1. He shall declare the nature of his interest in any contract or proposed contract in ~~COMPANY COPY~~ interested; and
2. After he has become interest therein he shall not vote as director in respect of the contract or any matter arising thereout, and if he does so vote his vote shall not be counted. The prohibition against voting shall not, however, apply to any contract or agreement for giving securities to a director for advances made or to be made by him to the Company for liabilities or obligations,

whether by way of guarantee or otherwise; incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, (whether absolutely or conditionally) for any shares or debentures of the Company or of any company in which the Company is interested, and it may at any time be suspended, relaxed or modified to any extent and on any terms or conditions by the Company in General Meeting.

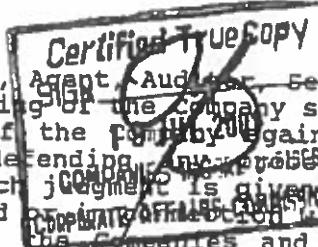
3. A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under this Article.
37. The Company may, by ordinary Resolution remove any director and may, by an Ordinary Resolution, appoint another person in his stead. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

WINDING UP

38. In a winding up, the liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by resolution provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same rights of dissent and other ancillary rights as if such resolution were a special resolution passed pursuant to Section 457 of the Companies and Allied Matters Act 1990.

INDEMNITY

39. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which he is given in his favour or in which he is acquitted in connection with any application under Section 641 of the Companies and Allied Matters Act in which relief is granted to him by the Court.



NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

EXXON OVERSEAS INVESTMENT CORPORATION
23, FERRY ROAD, ST.GEORGES, BERMUDA.

(LIMITED LIABILITY COMPANY INCORPORATED
IN ~~BERMUDA~~ DELAWARE, U.S.A.)

ESSO EXPLORATION INC.
800, GESSNER, HOUSTON, TEXAS 77024, U.S.A.

(LIMITED LIABILITY COMPANY INCORPORATED
IN DELAWARE, U.S.A.)

SIGNED ON BEHALF OF: EXXON OVERSEAS INVESTMENT CORPORATION

BY: *C. D. Nguyen*

NAME: C. D. Nguyen

DESIGNATION: Vice President and Treasurer

SIGNED ON BEHALF OF: ESSO EXPLORATION INC.

BY: *A. D. Carpenter*

NAME: A. D. Carpenter

DESIGNATION: Vice President

DATED THE 1st DAY OF December

WITNESS TO THE ABOVE SIGNATURES:

NAME: *E.S. Taylor*

ADDRESS: 233 Benmar, Houston, Texas 77060

OCCUPATION: Secretary

