

**APPLICATION FOR
WITHDRAWAL OF FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned limited partnership hereby applies to withdraw from the State of Idaho and for that purpose submits the following statement:

1. The name of the limited partnership is DAMSON ENERGY B, L.P.

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_____ The name which it used in Idaho is _____

DAMSON ENERGY B, L.P.

2. It is organized under the laws of Texas
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6. below.

6. The post office address to which process against the limited partnership that may be mailed is _____

Richard Popper, Damson Oil Corporation, 366 Madison Ave., New York, New York 10017

DAMSON ENERGY B, L.P.

By DAMSON OIL CORPORATION

A General Partner

By: 

Vice President

Richard H. Popper

STATE OF New York)

COUNTY OF New York) ss:

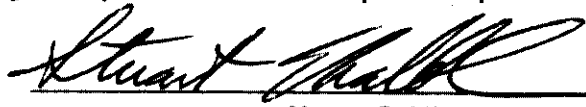
I, Stuart Thalblum, a notary public, do hereby certify that on this

24th day of February, 19 91, personally appeared

before me Richard H. Popper, who being by me first duly sworn,

declared that he is a general partner of DAMSON ENERGY B, L.P.

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Notary Public

Stuart Thalblum

STUART THALBLUM
Notary Public, State of New York
No. 41-4789938
Qualified in Queens County
Commission Expires June 30, 1991