

**DURABLE POWER OF ATTORNEY AND
DESIGNATION OF CONSERVATOR OR GUARDIAN**

I, RICHARD W. BRANSON, of Douglas County, Nevada, do hereby execute this Durable Power of Attorney with the intention that the attorney-in-fact hereinafter named shall be able to act in my place in all matters.

Section 1. Designation of Attorney.

1.01. I constitute and appoint my wife, Janet R. Holdman to be my attorney-in-fact to act for me, in my name, and in my place.

Section 2. Effective Date of Power of Attorney.

2.01. This Durable Power of Attorney shall become effective immediately and shall not be affected by my subsequent disability or incapacity, or lapse of time.

2.02. This Durable Power of Attorney is executed under the provisions of Title 58, Oklahoma Statutes, Sections 1071-1077 and shall be valid and binding upon me until revoked or terminated.

Section 3. Powers.

3.01. My attorney-in-fact shall have all of the powers, discretions, elections, and authorities granted by statute, common law, and under any rule of court. In addition thereto, and not in limitation thereof, my attorney-in-fact shall also have the powers set forth below.

3.02. My attorney-in-fact may collect and receive, with or without the institution of suit or other legal process, all debts, monies, gift, objects, interest, dividends, annuities, and demands that now are due or may hereafter become due, owing, or otherwise payable or belonging to me. My attorney-in-fact may use and take all lawful actions in my name or otherwise to recover the same and to compromise the same.

3.03. My attorney-in-fact may sell, convey, lease, exchange, mortgage, pledge, release, hypothecate, or otherwise deal with, dispose of, exchange, or encumber any of my property, either real or personal. This shall include the power to borrow money or otherwise obtain credit, upon such terms, conditions, and covenants as my attorney-in-fact consider to be appropriate. This shall also include the power to transfer any of my property to the trustee(s) of any revocable inter vivos (living) trust established by me.

3.04. My attorney-in-fact may appear on my behalf in any litigation in which I am or may become a part during the duration of this Durable Power of Attorney.

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3.05. My attorney-in-fact shall have the power to make for me any decisions concerning medical care on my behalf, including the right to give consent to, or approval for, the performance of any type of medical procedure or examination, including, but not limited to, medication of any type, surgical procedures, medical examinations or physical or psychological therapy; and to consent to giving, withholding or stopping any health care treatment, service or diagnostic procedure and to execute all necessary documents in connection with any past, present or future stay in or admission to, any hospital insurance and medicare claims, or in connection with any Social Security and or disability benefits and to sign all forms necessary to carry out any of the items mentioned in this paragraph.

3.06. My attorney-in-fact may give discharges, releases, consents and receipts on my behalf.

3.07. My attorney-in-fact shall have the power to deposit funds in my name in any banking or savings institution or in any money-market account, whether or not insured.

3.08. My attorney-in-fact shall have the power to pay any and all bills, accounts, claims and demands now due by me or becoming due by me subsequent to the execution of this Durable Power of Attorney. In connection therewith, my attorney-in-fact may withdraw funds from and draw and sign checks in my name upon any bank or trust company, savings institution, or money-market fund in which I may have any funds on deposit or in any new account opened in my name.

3.09. My attorney-in-fact may endorse all checks drawn to my order for deposit in any account in which I have funds on deposit.

3.10. My attorney-in-fact shall have the power to hold, invest, reinvest and otherwise deal with and manage all property in which I have any interest.

3.11. My attorney-in-fact shall have the power to transfer or surrender any securities which I may own. In connection therewith my attorney-in-fact may execute in my name or on my behalf any stock power or other instrument in order to effect any such transfer or surrender.

3.12. My attorney-in-fact shall have the power to enter into or renew any agency or custodian agreement with any bank or trust company at my expense for the investment or safekeeping of any property. This shall include the power to revoke any agency or custodian agreement, whether the agreement is entered into by me, by my attorney-in-fact, or by any other person.

3.13. My attorney-in-fact shall have unrestricted access to, and the right to enter into, any safety deposit box, vault, storage warehouse or other depository which I may own, which may be

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registered in my name, or in which any property may be held for me.

3.14. My attorney-in-fact shall have the power to bargain for, contract for, purchase, receive, lease, or otherwise acquire in my name, for my account or on my behalf property of any kind, real or personal, tangible or intangible, including, but not limited to, United States Treasury Bills, Notes, Bonds and other obligations of the United States Government or any of its agencies which may be used, pursuant to Section 6312 of the Internal Revenue Code and the Regulations thereunder (as the same may be in effect from time to time), in payment of the tax imposed by Section 2001 of said Code as it may be in effect from time to time.

3.15. My attorney-in-fact shall have the power to prepare, make, execute, and file any and all federal, state, local or other tax returns, claims for refunds, or declarations of estimated tax. This power shall include the power to represent me (directly or through attorneys, accountants, or other agents) in any matter before the Internal Revenue Service or any other federal, state, or local agency. In connection with such representation, my attorney-in-fact may execute consents extending the statutory period for the assessment or collection of taxes, may pay all taxes and interest thereon which I may properly owe or which may be assessed against me, and may contest the validity of any proposed assessment.

3.16. My attorney-in-fact may sell, convey, lease, contract, and deal with any oil, gas or other mineral interests of any kind whatsoever, and wherever situate, which I may own, or which I may acquire in the future. This shall include, but shall not be limited to, the power to execute oil, gas, or other mineral or royalty deeds, leases, transfer and division orders, joint operating agreements, utilization agreements, gas sales contracts, or other instruments of any kind which may be desirable or necessary in the conduct of any ongoing of future oil and gas business transactions.

3.17. My attorney-in-fact may sell, convey, lease, exchange, mortgage, contract, and otherwise deal with any real property interests of any kind whatsoever, and wherever situate, which I may own, or which I may acquire in the future.

3.18. My attorney-in-fact shall have the power to execute, seal, acknowledge, and deliver any instruments, documents or papers deemed necessary, advisable or expedient with respect to any property.

3.19. My attorney-in-fact shall have the power to execute all necessary documents in connection with any past, present, or future stay in or admission to any hospital and/or nursing care facility, including releases and hospital insurance and Medicare claims, or in connection with any Social Security and/or disability benefits.

3.20. My attorney-in-fact may act in all matters with

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respect to all powers described and referred to and/or incorporated herein, in paragraphs 3.01 et seq., as freely, fully, and effectively as I could or might do personally if present and of sound and disposing mind.

Section 4. Ratification; Use of Photocopy; Revocation

4.01. I hereby ratify, allow, acknowledge and hold firm and valid all acts heretofore or hereafter taken by my attorney-in-fact by virtue of these presents.

4.02. I hereby authorize the use of a photocopy of this Durable Power of Attorney, in lieu of the original copy executed by me, for the purpose of effectuating the terms and provisions hereof.

4.03. I do not intend in any way in this instrument to affect, modify, or terminate any special, restricted or limited power or powers of attorney I previously may have granted in connection with any banking, borrowing or commercial transaction.

Section 5. Designation of Conservator or Guardian

5.01. I request that no conservatorship or guardianship proceeding for my property be instituted in the event of my disability, it being my intention that this Durable Power of Attorney shall permit my attorney-in-fact to act on my behalf.

5.02. In the event that it becomes necessary for any court to appoint a conservator or guardian for my property and/or person, I direct that my wife, Janet K. Holdman, shall serve as such conservator or guardian.

5.03. Any conservator or guardian who at any time shall be appointed by any court shall be excused from the necessity of giving bond.

WITNESS my hand this 24th day of July, 2001.

Richard W. Branson
Richard W. Branson

Witness

Witness

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STATE OF ~~OKLAHOMA~~ ^{Nevada})
COUNTY OF ~~TULSA~~ ^{Douglas}) ss.

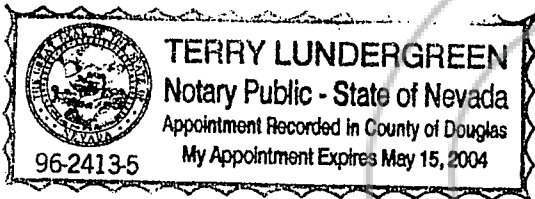
Before me, the undersigned, a Notary Public, in and for said County and State, on this 24th day of July, 2001, personally appeared Richard W. Branson and witnesses, NONE, and _____, to me known to be the identical person who executed the within and foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year first above written.

Terry Lundergreen
Notary Public

My Commission Expires:

5-15-2004
(Seal)



REQUESTED BY
Richard Branson and Janet Holdman
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER
RECORDER

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\$ 11.00 PAID JL DEPUTY