

COOPERATIVE AGREEMENT

(Carrasco "14" #4 Well, Eddy County, NM)

This Agreement is between the parties set out on the Exhibit "A" attached hereto, hereinafter being referred to as "the Parties".

WHEREAS, The Parties own royalty, working interests and other leasehold interests in the existing production units of the Carrasco "14" #2 Well (Tract 1), Carrasco "14" #3 Well (Tract 2), South Culebra Bluff #2B Well (Tract 3) and the Carrasco "14" #5 Well (Tract 4) located in Section 14, T23S, R28E, Eddy County, NM; and

WHEREAS, RB Operating Company is desirous of drilling the Carrasco "14" #4 well located between the four wells set out above. Because this well is considered an "increased density well", it can not be drilled without the prior approval of the New Mexico Oil Conservation Division; and

WHEREAS, the Parties are desirous of reducing to writing their mutual consent and approval to allow RB Operating Company the right to drill the Carrasco "14" #4 well within the proposed drilling unit.

NOW, THEREFORE, for the adequate, mutual and reciprocal considerations hereinafter set forth, the Parties hereby agree as follows:

1. The lands covered by this Agreement the ("Proposed Drilling Unit") are depicted on the Plat attached to this Agreement as Exhibit "C," and are described as follows:

All of the SW/4 SE/4 NE/4, SE/4 SW/4 NE/4, NW/4 NE/4 SE/4 & NE/4 NW/4 SE/4 of Section 14, T23S, R28E, Eddy County, NM containing forty (40) acres, more or less.

2. The ownership of the royalty, working interests and other leasehold interests in the Proposed Drilling Unit is set out on the Exhibit "B" attached hereto. This Agreement shall not have any affect on the respective ownership of the royalty, working interests and other leasehold interests in the existing wells in Tracts 1 thru 4 set out on the Exhibit "C" attached hereto.
3. The Parties hereby mutually approve the drilling of the Carrasco "14" #4 well within the proposed drilling unit.
4. RB Operating will make a diligent effort to obtain the approval to drill the Carrasco "14" #4 well from the New Mexico Oil Conservation Division.
5. All matters of operation shall be governed by the operator under and pursuant to the terms and provisions of the existing Operating Agreement.
6. In the event the Carrasco "14" #4 well has not been spudded by July 1, 2005, this agreement shall expire.
7. This agreement shall not amend any existing agreements covering the Proposed Drilling Unit, including, but not limited to, the Operating Agreement, Oil and Gas Leases, Division Orders, etc.
8. This Agreement shall become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.

BEFORE THE
OIL CONSERVATION DIVISION
Case No. 13358 Exhibit No. **2**
Submitted By:
RB Operating Company
Hearing Date: November 4, 2004

9. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
10. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties, or may be ratified or consented to by separate instrument, in writing, specifically referring to it, and shall be binding on all Parties who have executed a counterpart, ratification or consent with the same force and effect as if all Parties had signed the same document.

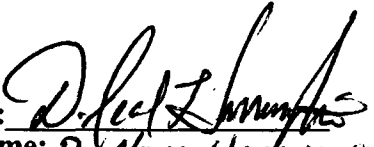
The Parties have executed this 22nd day of September, 2004, however, shall not become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.

WORKING INTEREST OWNERS

Chesapeake Permian, L. P.

By: _____
Name:
Title:

RB Operating Company

By: 
Name: D. NEAL HARRINGTON
Title: VP LAND

OVERRIDING ROYALTY INTEREST OWNERS

Robert H. Northington

Wells Fargo F. B. O. Donald Paape

By: _____
Name:
Title:

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

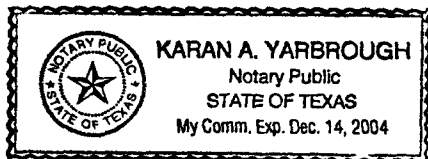
This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF Texas §
COUNTY OF Tarrant §

This instrument was acknowledged before me on the 22nd day of September, 2004, by D. Neal Harrington, Vice President of RB Operating Company, a Delaware corporation, on behalf of said corporation.



Karan A. Yarbrough
Notary Public in and for the State of
Texas.

9. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
10. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties, or may be ratified or consented to by separate instrument, in writing, specifically referring to it, and shall be binding on all Parties who have executed a counterpart, ratification or consent with the same force and effect as if all Parties had signed the same document.

The Parties have executed this 28th day of July, 2004, however, shall not become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.

WORKING INTEREST OWNERS

Chesapeake Permian, L. P.

By: 

Name: Henry J. Hood

Title: Senior Vice President - Land and Legal
of Chesapeake Operating, Inc.
General Partner of Chesapeake Permian, LP

RB Operating Company

By: _____

Name: _____

Title: _____

OVERRIDING ROYALTY INTEREST OWNERS

Robert H. Northington

Wells Fargo F. B. O. Donald Paape

By: _____

Name: _____

Title: _____

Individual Acknowledgement

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporatate Acknowledgement

STATE OF Oklahoma §

COUNTY OF Grady §

This instrument was acknowledged before me on the 28th day of July, 2004, by Henry J. Hood, Senior Vice Pres. - Land and Legal of Chesapeake Operating, Inc. General Partner of Chesapeake Permian, LP, a(n) Oklahoma corporation, on behalf of said corporation.



Jamie R. Brody
Notary Public in and for the State of
Oklahoma.

9. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
10. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties, or may be ratified or consented to by separate instrument, in writing, specifically referring to it, and shall be binding on all Parties who have executed a counterpart, ratification or consent with the same force and effect as if all Parties had signed the same document.

The Parties have executed this _____ day of _____, 2004, however, shall not become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.

WORKING INTEREST OWNERS

Chesapeake Permian, L. P.

By: _____
Name: _____
Title: _____

RB Operating Company

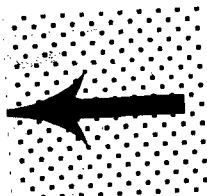
By: _____
Name: _____
Title: _____

OVERRIDING ROYALTY INTEREST OWNERS

Robert H. Northington _____



Donald Paape

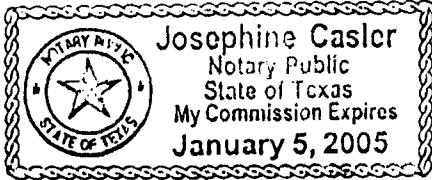


**SIGN
HERE**

Individual Acknowledgement

STATE OF Texas §
COUNTY OF Jeff Davis §

This instrument was acknowledged before me on the 27 day of September, 2004, by Donald Paape.



Josephine Casler
Notary Public in and for the State
of Texas.

Corporate Acknowledgement

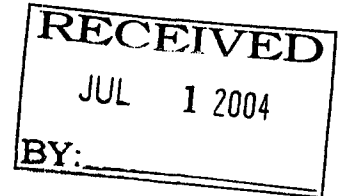
STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

9. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
10. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties, or may be ratified or consented to by separate instrument, in writing, specifically referring to it, and shall be binding on all Parties who have executed a counterpart, ratification or consent with the same force and effect as if all Parties had signed the same document.

The Parties have executed this _____ day of _____, 2004, however, shall not become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.



WORKING INTEREST OWNERS

Chesapeake Permian, L. P.

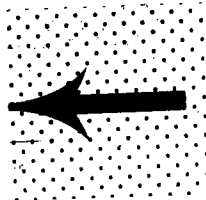
By: _____
Name:
Title:

RB Operating Company

By: _____
Name:
Title:

OVERRIDING ROYALTY INTEREST OWNERS


Robert H. Northington



**SIGN
HERE**

Wells Fargo F. B. O. Donald Paape

By: _____
Name:
Title:

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Burnet §

This instrument was acknowledged before me on the 29th day of June, 2004, by ROBERT H. NORTHINGTON.



Shannon Marie Wootan
Notary Public in and for the State
of Texas.

Corporatate Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

ROYALTY OWNERS

Esther Lee Baker Trust

By: William M. Baker
Name: _____
Title: William M. Baker
Co-Trustee

Candelario Carrasco, Jr.

Emma Carrasco

Celia C. Valdez

Bogle Oil, Inc.

By: _____
Name: _____
Title: _____

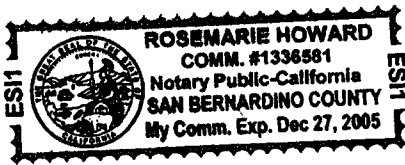
Richard Holesapple

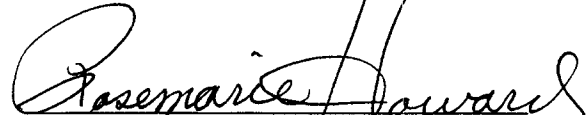
Dea Holesapple

Trustee Acknowledgement

STATE OF California §
 San §
COUNTY OF Bernardino §

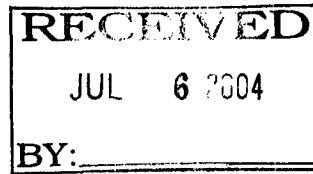
This instrument was acknowledged before me on the 29th day of
June, 2004, by William M. Baker, Trustee of the
Esther Lee Baker Trust, on behalf of said Trust.




Notary Public in and for the State of
California.

ROYALTY OWNERS

Esther Lee Baker Trust




By: _____
Name: _____
Title: _____

Candelario Carrasco, Jr.

Emma Carrasco

Celia C. Valdez

Bogle Oil, Inc.

By: 
Name: **BILL BOGLE**
Title: **PRESIDENT**

Richard Holesapple

Dea Holesapple

Individual Acknowledgement

STATE OF _____ §

§

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Individual Acknowledgement

STATE OF _____ §

§

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF New Mexico §

§

COUNTY OF CHAVES §

This instrument was acknowledged before me on the 29th day of JUNE, 2004, by Bill Bogle, President of Bogle Oil, Inc, a _____ corporation, on behalf of said corporation.

Arita K. Wagner
Notary Public in and for the State of
New Mexico.

Julee Margulies-Metz

Melinda Thompson
Melinda Thompson

Corina C. Urquidez

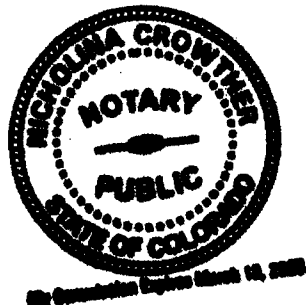
Danielle Levine-Baum

Greg Martinez, Jr.

Individual Acknowledgement

STATE OF Colorado §
COUNTY OF Jefferson §

This instrument was acknowledged before me on the 30th day of June, 2004, by Micholina Grouner.



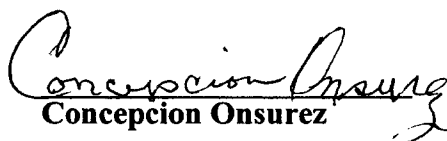
Micholina Grouner
Notary Public in and for the State
of Colorado

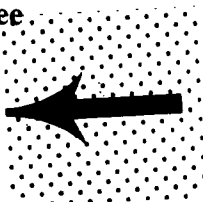
Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: Solomon N. Grover, Trustee


Concepcion Onsurez



**SIGN
HERE**

Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: Gloria G. Margulies, Trustee

Individual Acknowledgement

STATE OF N.M. §

COUNTY OF Eddy §

This instrument was acknowledged before me on the 6th day of July, 2004, by Concepcion Onsurez.

Martinez D. Garza
Notary Public in and for the State
of New Mexico.
My Commission Expires 11/10/2005

Individual Acknowledgement

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Julee Margulies-Metz

Melinda Thompson

Corina C. Urquidez

Danielle Levine-Baum

Greg Martinez, Jr.  **SIGN
HERE**

Individual Acknowledgement

STATE OF Colorado §
COUNTY OF Jefferson §

This instrument was acknowledged before me on the 30th day of June, 2004, by Nicholina Crouther



Nicholina Crouther
Notary Public in and for the State
of Colorado.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Marsha Kantor

Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies, Trustee


Marc Kantor

Joe A. Clem

John E. Clem

Geraldine Clem Bolen

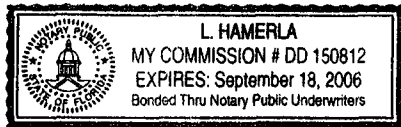
Janice Clem Pace

Individual Acknowledgement

STATE OF Florida §

COUNTY OF Broward §

This instrument was acknowledged before me on the 17th day of July, 2004, by MARC KANTOR.



L. Hamerla
Notary Public in and for the State
of Florida

Individual Acknowledgement

STATE OF _____ §

COUNTY OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §

COUNTY OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Marsha Kantor

Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem

**SIGN
HERE**



John E. Clem

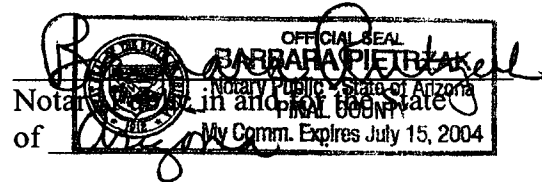
Geraldine Clem Bolen

Janice Clem Pace

Individual Acknowledgement

STATE OF Arizona §
COUNTY OF Pinal §

This instrument was acknowledged before me on the 7th day of July, 2004, by John C. Clem.



Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____, _____ of _____, a _____ corporation, on behalf of said corporation.

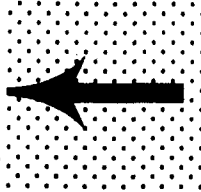
Notary Public in and for the State of _____.

ROYALTY OWNERS

Esther Lee Baker Trust

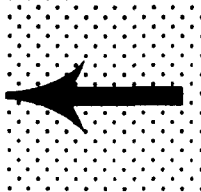
By: _____
Name: _____
Title: _____

Candelario Carrasco Jr.
Candelario Carrasco, Jr.



**SIGN
HERE**

Emma Carrasco
Emma Carrasco



**SIGN
HERE**

Celia C. Valdez

Bogle Oil, Inc.

By: _____
Name: _____
Title: _____

Richard Holesapple

Dea Holesapple

Individual Acknowledgement

STATE OF NM §
COUNTY OF Eddy §

This instrument was acknowledged before me on the 7 day of July, 2004, by Candelaria Carrasco.
Emma Carrasco

Stephaine Dobson
Notary Public in and for the State
of New Mexico.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____, _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

ROYALTY OWNERS

Esther Lee Baker Trust

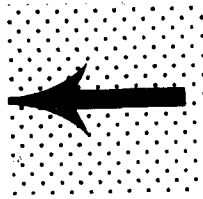
By: _____
Name: _____
Title: _____

Candelario Carrasco, Jr.

Emma Carrasco

Celia C. Valdez

Celia C. Valdez



**SIGN
HERE**

Bogle Oil, Inc.

By: _____
Name: _____
Title: _____

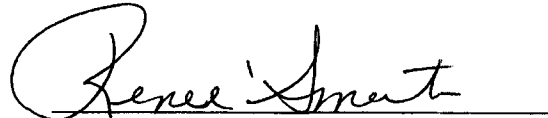
Richard Holesapple

Dea Holesapple

Individual Acknowledgement

STATE OF New Mexico §
COUNTY OF CDDY §

This instrument was acknowledged before me on the 8th day of July, 2004, by Celia VALDER.



Notary Public in and for the State
of New Mexico CDDY County

my Commission EXPIRES
04-18-07

Corporatate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____

Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: _____
Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman


Dale Goldman

William Kantor, M.D.

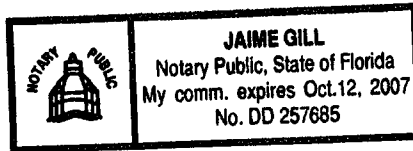
**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: _____
Gloria G. Margulies, Trustee

Individual Acknowledgement

STATE OF FLORIDA §
COUNTY OF PALM BEACH §

This instrument was acknowledged before me on the 7th day of July, 2004, by Dale I Goldman.



Jaime Gill
Notary Public in and for the State
of Florida.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Julee Margulies-Metz

Melinda Thompson

Corina C. Urquidez trustee of Urquidez family living trust
Corina C. Urquidez
date "6-12-2004

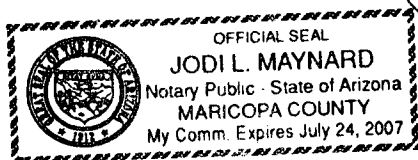
Danielle Levine-Baum

Greg Martinez, Jr.

Individual Acknowledgement

STATE OF Arizona §
§
COUNTY OF Maricopa §

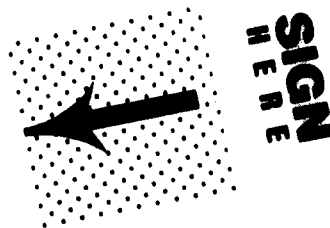
This instrument was acknowledged before me on the 6 day of July, 2004, by Corina C. Urquidez.



Jodi L. Maynard
Notary Public in and for the State
of Arizona.

Marsha Kantor

Renee Ann Levine-Blonder
Renee Ann Levine-Blonder



**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem

John E. Clem

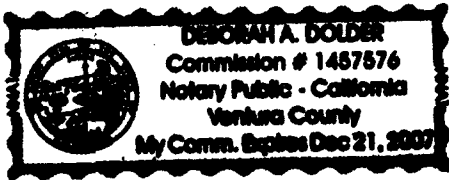
Geraldine Clem Bolen

Janice Clem Pace

Individual Acknowledgement

STATE OF California §
§
COUNTY OF Ventura §

This instrument was acknowledged before me on the 13 day of July, 2004, by ~~Debo~~ Renee Ann Levine Blondee



Deborah A. Dolder
Notary Public in and for the State
of California.

Individual Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Marsha Kantor

Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: _____
Gloria G. Margulies, Trustee

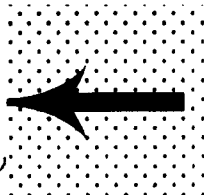
Marc Kantor

Joe A. Clem

John E. Clem

Geraldine Clem Bolen

Geraldine Clem Bolen

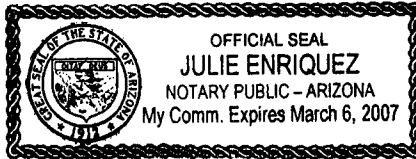


**SIGN
HERE**

Janice Clem Pace

Individual Acknowledgement

STATE OF AZ §
COUNTY OF Mariacopa §



This instrument was acknowledged before me on the 15 day of July, 2004, by [Signature] Julie Enriquez

[Signature]
Notary Public in and for the State
of Arizona.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.


Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: _____
Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: _____
Gloria G. Margulies, Trustee

Individual Acknowledgement

STATE OF ARIZONA §
COUNTY OF MARICOPA §

This instrument was acknowledged before me on the 15th day of September, 2004, by Judith Hamilton Fuhr.

Gina M. Geiser
Notary Public in and for the State
of ARIZONA.



Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____

Judith Hamilton Fuhr

Emil Berger

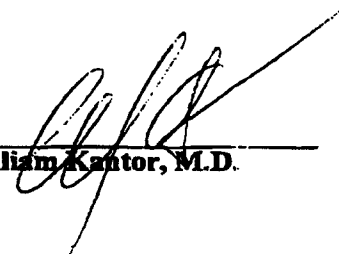
Solomon N. Grover Trust Agreement dated 10/10/2000

By: Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman

Dale Goldman

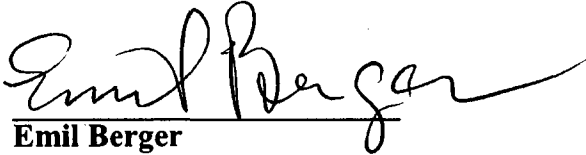
X 
William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: Gloria G. Margulies, Trustee

Note: FAX copy - no original with notary acquired.

Judith Hamilton Fuhr


Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: Gloria G. Margulies, Trustee

Individual Acknowledgement

STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 12 day of August, 2004, by EMIL BERGER.



[Signature]
Notary Public in and for the State
of California.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Marsha Kantor

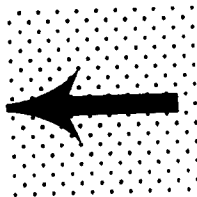
Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem
Joe A. Clem



**SIGN
HERE**

John E. Clem

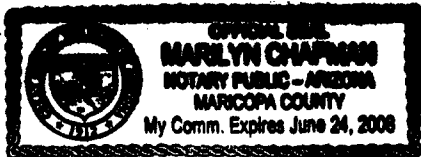
Geraldine Clem Bolen

Janice Clem Pace

Individual Acknowledgement

STATE OF Arizona §
COUNTY OF Maricopa §

This instrument was acknowledged before me on the 24th day of August, 2004, by Joe A. Clem.



Marilyn Chapman
Notary Public in and for the State
of Arizona

Corporatate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____

Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: Gloria G. Margulies
Gloria G. Margulies, Trustee

Trustee Acknowledgement

STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 12th day of August, 2004, by Gloria G. Margulies, Trustee of the wife's Trust created under the David L., on behalf of said Trust.
+ Gloria G. Margulies Trust Agreement dated 10/3/00



Ditta Reed
Notary Public in and for the State of
California

Marsha Kantor

Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies
Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem

John E. Clem

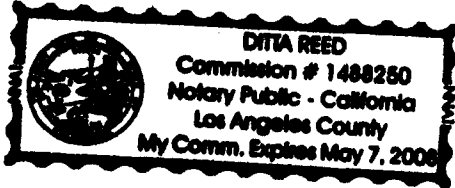
Geraldine Clem Bolen

Janice Clem Pace


Trustee Acknowledgement

STATE OF California §
COUNTY OF Los Angeles §

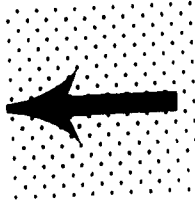
This instrument was acknowledged before me on the 12th day of August, 2004, by Gloria G. Margulies, Trustee of the Darrin M. Margulies Trust created, on behalf of said Trust. under the Grant Trust agreement dated 10/15/86, as amended



[Signature]
Notary Public in and for the State of California.


Notary Public in and for the State
of California


Marsha Kantor



**SIGN
HERE**

Renee Ann Levine-Blonder

**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: _____
Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem

John E. Clem

Geraldine Clem Bolen

Janice Clem Pace

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____, _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of
_____.

Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: _____
Solomon N. Grover, Trustee

Concepcion Onsurez


Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

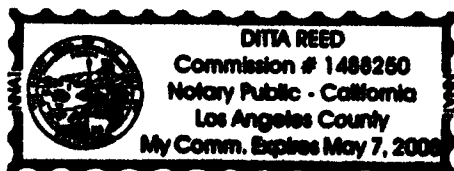
**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

By: _____
Gloria G. Margulies, Trustee

Individual Acknowledgement

STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 12th day of August, 2004, by Shayna Levine-Hoffman.



[Signature]
Notary Public in and for the State
of California.

Individual Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Jm
Julia Margulies-Metz

Melinda Thompson

Corina C. Urquidez

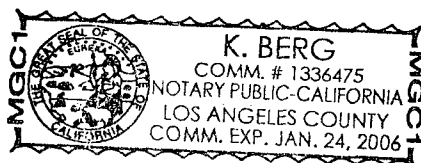
Danielle Levine-Baum

Greg Martinez, Jr.

Individual Acknowledgement

STATE OF California §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 13th day of August, 2004, by Julia Margulies-Metz



[Signature]
Notary Public in and for the State
of California

Judith Hamilton Fuhr

Emil Berger

Solomon N. Grover Trust Agreement dated 10/10/2000

By: Solomon N. Grover Trustee
Solomon N. Grover, Trustee

Concepcion Onsurez

Shayna Levine-Hoffman

Dale Goldman

William Kantor, M.D.

**Wife's Trust created under the David L. & Gloria G. Margulies
Trust Agreement dated 10-31-2000**

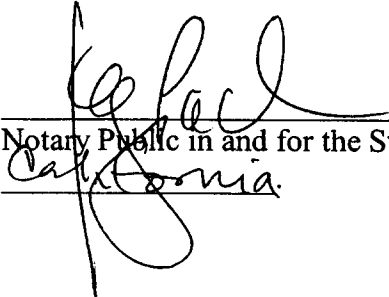
By: Gloria G. Margulies
Gloria G. Margulies, Trustee

Trustee Acknowledgement

STATE OF CALIFORNIA §
§
COUNTY OF LOS ANGELES §

This instrument was acknowledged before me on the 12 day of AUGUST, 2004, by SOLOMON N. GROVER, Trustee of the Solomon N. Grover Trust Agreement dated 10/1/2000, on behalf of said Trust.




Notary Public in and for the State of
California

ROYALTY OWNERS

Esther Lee Baker Trust

By: _____
Name: _____
Title: _____

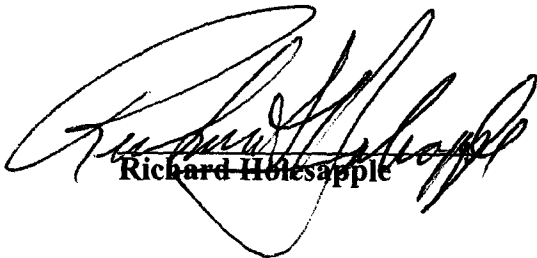
Candelario Carrasco, Jr.

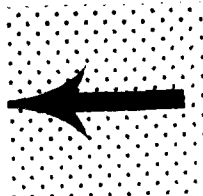
Emma Carrasco

Celia C. Valdez

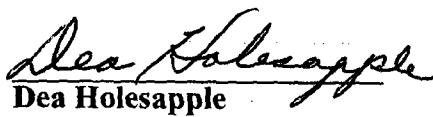
Bogle Oil, Inc.

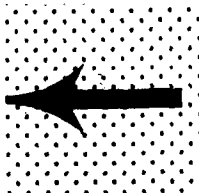
By: _____
Name: _____
Title: _____


Richard Holesapple



**SIGN
HERE**


Dea Holesapple



**SIGN
HERE**

Individual Acknowledgement

STATE OF Calif. §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 6th day of August, 2004, by Richard Holesapple in his authorized capacity.



Maralyn R Brady
Notary Public in and for the State
of Calif.

Individual Acknowledgement

STATE OF Calif. §
COUNTY OF Los Angeles §

This instrument was acknowledged before me on the 6th day of August, 2004, by Dea Holesapple in her authorized capacity.



Maralyn R Brady
Notary Public in and for the State
of Calif.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____

Marsha Kantor

Renee Ann Levine-Blonder

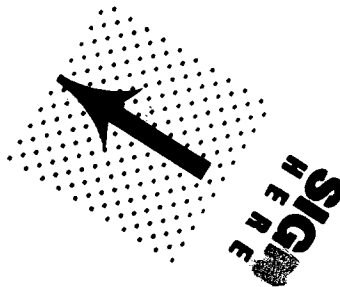
**Darrin M. Margulies Trust created under the
Grover Trust Agreement dated 10-15-86, as amended**

By: Gloria G. Margulies, Trustee

Marc Kantor

Joe A. Clem

John E. Clem



Geraldine Clem Bolen

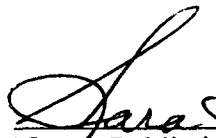
The Estate of Janice Clem Pace, deceased

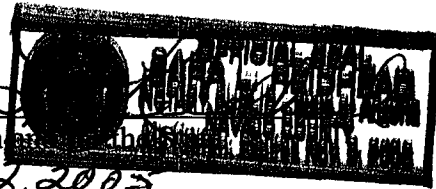
Janice Clem Pace by Marc Kantor Personal Representative
Janice Clem Pace, deceased

Individual Acknowledgement

STATE OF Arizona §
§
COUNTY OF Navajo §

This instrument was acknowledged before me on the 2 day of July, 2004, by Mark V. Pace.


Notary Public in and for the State of Nav. 2, 2003



Individual Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Attached to and made a part of that certain Cooperative Agreement by and between RB Operating Company, et al.

Exhibit "A"

Carrasco "14" #2 Well (Tract 1), Carrasco "14" #3 Well (Tract 2), South Culebra Bluff #2B Well (Tract 3) & Carrasco "14" #5 Well (Tract 4)

Owner Name	Working Interest	Net Revenue Interest
Chesapeake Permian, L. P.	0.50000000	0.40798611
RB Operating Company	0.50000000	0.40507311
Esther Lee Baker Trust		0.03437500
Candelario Carrasco, Jr. and Emma Carrasco		0.02343750
Robert H. Northington *		0.00036309
Wells Fargo F. B. O. Donald Paape *		0.00254991
Celia C. Valdez		0.00585938
Bogle Oil, Inc.		0.01953125
Richard and Dea Holesapple		0.00390625
Marsha Kantor		0.00347222
Renee Ann Levine-Blonder		0.00187500
Darrin M. Margulies Trust created under the Grover Trust Agreement dated 10-15-86, as amended		0.00187500
Marc Kantor		0.00347223
Joe A. Clem		0.00585937
John E. Clem		0.00585937
Geraldine Clem Bolen		0.00390626
Janice Clem Pace		0.00390625
Judith Hamilton Fuhr		0.00390625
Emil Berger		0.01388889
Solomon N. Grover Trust Agreement dated 10/10/2000		0.00937500
Concepcion Onsurez		0.00585937
Shayna Levine-Hoffman		0.00187500
Dale Goldman		0.00347222
William Kantor, M.D.		0.00347222
Wife's Trust created under the David L. & Gloria G. Margulies Trust Agreement dated 10-31-2000		0.00937500
Julee Margulies-Metz		0.00187500
Melinda Thompson		0.00292969
Corina C. Urquidez		0.00585937
Danielle Levine-Baum		0.00187500
Greg Martinez, Jr.		0.00292969
Totals	1.00000000	1.00000000

* Overriding Royalty Interest

Attached to and made a part of that certain Cooperative Agreement by and between RB Operating Company, et al.

Exhibit "B"

Carrasco "14" #4 Well (Proposed Drilling Unit)

Owner Name	Working Interest	Net Revenue Interest
Chesapeake Permian, L. P.	0.50000000	0.40798611
RB Operating Company	0.50000000	0.40507311
Esther Lee Baker Trust		0.03437500
Candelario Carrasco, Jr. and Emma Carrasco		0.02343750
Robert H. Northington *		0.00036309
Wells Fargo F. B. O. Donald Paape *		0.00254991
Celia C. Valdez		0.00585938
Bogle Oil, Inc.		0.01953125
Richard and Dea Holesapple		0.00390625
Marsha Kantor		0.00347222
Renee Ann Levine-Blonder		0.00187500
Darrin M. Margulies Trust created under the Grover Trust Agreement dated 10-15-86, as amended		0.00187500
Marc Kantor		0.00347222
Joe A. Clem		0.00585937
John E. Clem		0.00585937
Geraldine Clem Bolen		0.00390626
Janice Clem Pace		0.00390625
Judith Hamilton Fuhr		0.00390625
Emil Berger		0.01388889
Solomon N. Grover Trust Agreement dated 10/10/2000		0.00937500
Concepcion Onsurez		0.00585937
Shayna Levine-Hoffman		0.00187500
Dale Goldman		0.00347222
William Kantor, M.D.		0.00347222
Wife's Trust created under the David L. & Gloria G. Margulies Trust Agreement dated 10-31-2000		0.00937500
Julee Margulies-Metz		0.00187500
Melinda Thompson		0.00292969
Corina C. Urquidez		0.00585937
Danielle Levine-Baum		0.00187500
Greg Martinez, Jr.		0.00292969
Totals	1.00000000	1.00000000

* Overriding Royalty Interest

Attached to and made a part of that certain Communitization Agreement by and between RB Operating Company, et al.

Exhibit "C"

