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.
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 <u>12 nd</u> day of <u>September</u>, 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	
- 1	/

By: Name: O. NEAL MARKINGTON
Title: 4 P. 1410

OVERRIDING ROYALTY INTEREST OWNERS

Robert H. Northington	
Wells Fargo F. B. O. Donald Paa	pe

Name: Title:

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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 <u>28th</u> day of <u>uly</u> , 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
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Robert H. Northington	-		
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Individual Acknowledgement
STATE OF Texas § COUNTY OF Davis §
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Josephine Casler Notary Public State of Texas My Commission Expires January 5, 2005 Of Texas Texas
Corporate Acknowledgement
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COUNTY OF §
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Notary Public in and for the State of

This Agreement shall be bind their respective heirs, executor			
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ROYALTY OWNERS

Esther Lee Baker Trust By: // M. Baker Name: Will kom 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 <u>California</u> §		
San § COUNTY OF Bernardino §		
This instrument was acknowl	ledged before me on the	29th day of
, 2004, by	William M. Baker	, Trustee of the
Esther Lee Baker Trust	, on beha	alf of said Trust.
ROSEMARIE HOWARD COMM. #1336581 Notary Public-California SAN BERNARDINO COUNTY My Comm. Exp. Dec 27, 2005	Notary Public in and for California	br the State of

ROYALTY OWNERS

Esther Lee Baker Trust				
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Julee Margulies-Metz
Melinda Thompson
Corina C. Urquidez
Danielle Levine-Baum
Greg Martinez, Jr.
Individual Acknowledgement
STATE OF COLORADIO §
COUNTY OF SUPERSONS
This instrument was acknowledged before me on the day of
June, 2004, by Groch Dina Owner, noc.



2004, by ______

Notary Public in and for the State of COLORAGIO

Judith Hamilton Fuhr
Emil Berger
Solomon N. Grover Trust Agreement dated 10/10/2000
By: Solomon N. Grover, Trustee. Oncoocion Insura 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

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		Manuel Defanged Notary Public in and for the State of New Mesico my Commission Expires. 11/10/2015	
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	was acknowledged, 2004, by	before me on the day	of
		Notary Public in and for the State of	
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		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, P.
Individual Acknowledgement
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Marsha Kantor
Renee Ann Levine-Blonder Derrin M. Margulias Trust exected under the
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 Ackn	owledgement	
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Marsha Kantor	
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By: Gloria G. Margulies, Trus	tee
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ROYALTY OWNERS

Esther Lee Baker Trust

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By: Name: Title:		
Richard Holesapple		
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ROYALTY OWNERS

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Bogle Oil, Inc. By:	
Name: Title:	
Richard Holesapple	
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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

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	of corporation, on behalf of said corporation.
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Julee Margulies-Metz
Melinda Thompson
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Danielle Levine-Baum
Greg Martinez, Jr.
Individual Acknowledgement STATE OF Anzona § COUNTY OF Man apa §
This instrument was acknowledged before me on the

Marsha Kantor



Panes Ann Lavina Blander

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

By: Gloria G. Margulies, Truste	_ :e
Marc Kantor	
Joe A. Clem	
John E. Clem	
Geraldine Clem Bolen	
Janice Clem Pace	

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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 = 9
Geraldine Clem Bolen

Janice Clem Pace

Individual Acknowledgement STATE OF AZ OFFICIAL SEAL JULIE ENRIQUEZ NOTARY PUBLIC - ARIZONA COUNTY OF MARICOPA My Comm. Expires March 6, 2007 🖁 the 15 day of Julie Enriquez This instrument was acknowledged before on me Notary Public in and for the State 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 **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	
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a corporation on behalf of said corporation	n

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.
William Kantor, M.D.
Wife's Trust created under the David L. & Gloria G. Margulies Trust Agreement dated 10-31-2000

Note: FAX copy - No origiNAL with Notary Acquired.

By: Gloria G. Margulies, Trustee

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:

Individual Ac	knowledgement
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COUNTY OF Jos Augel §	
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Marsha Kantor	
Renee Ann Levine-Blonder	
Darrin M. Margulies Trust created u Grover Trust Agreement dated 10-15	ander the 5-86, as amended
By: Gloria G. Margulies, Trustee	
Marc Kantor	
Joe A. Clem	m m
John E. Clem	
Geraldine Clem Bolen	

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Individual Acknowledgement
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STATE OF Uryona & COUNTY OF Marcops
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MARRIAN CHAPMAN Notary Public in and for the State of
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 A	Agreement dated 10/1	0/2000
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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: Storia & Wengulie Gloria G. Margulies, Trustee

Trustee Acknowledgement

STATE OF Californa §	
COUNTY OF Los Angeles §	
August, 2004, by Gloria	before me on the 12th day of 6. Margulies, Trustee of the e David L., on behalf of said Trust. Trust agree next Lated 4/3/200
DITTA REED Commission # 1488250 Notary Public - California Los Angeles County My Comm. Expires May 7, 2008	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: Slou a Wageelie Gloria G. Margulies, Trustee
Marc Kantor
Joe A. Clem
John E. Clem
Geraldine Clem Bolen

Janice Clem Pace

Trustee Acknowledgement

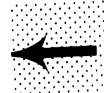
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100	under the Grover Trust	agreement deted 10/15/86, as	
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	Los Angeles County My Comm. Expires May 7, 2008	Notary Public in and for the State of	

Julee Margulies-Metz					
Melinda Thompson					
Corina C. Urquidez					
Danielle Levine-Baum	Ban				
Greg Martinez, Jr.					
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Notary Public in and for the State of California







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	
In the Class Page	
Janice Clem Pace	

STATE OF			§							
COUNT	Y OF		§ §							
This	instrument	was	acknowledged	before	me	on	the		day	of
		, 200	04, by					•		
			·							
					-		and for	the State.		
								•		
			Corporate Ac	knowledg	gemen	t				
STATE	OF		§							
	Y OF		§ § &							
This			acknowledged	before	me	on	the		dav	of
			04, by					•		
			_, a							
•										
				Nota	ry Pub	lic in	and for	r 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-Haffman
Dale Goldman
William Kantor, M.D.
Wife's Trust created under the David L. & Gloria G. Margulies Trust Agreement dated 10-31-2000
By:

STATE OF California	§						
STATE OF <u>California</u> COUNTY OF <u>Los Angel</u> es	§ §						
This instrument was, 20						day	of
DITTA R Commission a Notary Public Los Angeles My Comm. Expire	F 1486250 - California County	Notary of	Public in alitornia	and for	the State		
	Individual Ac	knowledge	ement				
STATE OF	§						
COUNTY OF	§ §						
This instrument was	acknowledged					day	of
		-	y Public in				
	Corporate Ac	knowledge	ement				
STATE OF	§ § §						
This instrument was							
•			y Public in				

Juleo Margulies-Metz

		***		_
Melin	da	Tho	mpse	n

Corina C. Urquidez

Danielle Levine-Baum

Greg Martinez, Jr.

Individual Acknowledgement

STATE OF 6 1: Form \$ \$ COUNTY OF 6 \$

This instrument was acknowledged before me on the day of

Agent , 2004, by Jolias - Margalias - Mith

K. BERG COMM. # 1336475 NOTARY PUBLIC-CALIFORNIA O LOS ANGELES COUNTY O COMM. EXP. JAN. 24, 2006 Notary Public in and for the State

Judith Hamilton Fuhr
Emil Berger
Solomon N. Grover Trust Agreement dated 10/10/2000
By: Solomon 91. 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:

Trustee Acknowledgement

STATE OF COLIFORNIA &		
COUNTY OF LOS ANGELES §		
This instrument was acknowledged		
August, 2004, by 50 CO	MON N. GROVEL	, Trustee of the
Solomon N. Grover Trust Agreen		
KELLY PACHECO Commission # 1392447 Notary Public - California Los Angeles County My Comm. Expires Dec 31, 2006	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 Bogle Oil, Inc.	
By:	SIGN
Dea Holesapple Dea Holesapple	SIGN

STATE OF Carp §		
COUNTY OF Largelis §		
This instrument was acknowledged		of
in his authorized Capa	rd Thesapple	
MARALYN R. BRADY Commission # 1322746 Notary Public - California £ Los Angeles County My Comm. Expires Oct 9, 2005	Maralyn Brady Notary Public in and for the State of	
Individual Ack	knowledgement	
STATE OF Caug. §		
COUNTY OF Largeles §		
This instrument was acknowledged Cargust , 2004, by Dea		of
MARALYN R. BRADY Commission # 1322746 Notary Public - California & Los Angeles County My Comm. Expires Oct 9, 2005	Macoyn R Brooky Notary Public in and for the State of	
Corporate Ack	knowledgement	
STATE OF §		
STATE OF		
		of of
	corporation, on behalf of said corporation	
•		
	Notary Public in and for the State of	

Renee Ann Levine-Blonder		
Darrin M. Margulies Trust create Grover Trust Agreement dated 1	ed under the 0-15-86, as amended	
By: Gloria G. Margulies, Trustee	_	
Marc Kantor		
Joe A. Clem		
	3.5	
John E. Clem		

Geraldine Clem Bolen

Marsha Kantor

The Estate of Janice Clem Pace, deceased

Janice Clem Pace, deceased

Janice Clem Pace, deceased

STATE OF ARIZO	<u>v</u> e §				
STATE OF ARIZO COUNTY OF NAUA	jo§				
This instrument	was acknowledged , 2004, by	before me	on the	🙎 day	of
,		Notary Publ			
	Individual Ac	knowledgement	;		
STATE OF	§				
COUNTY OF					<i>i</i> •
	was acknowledged, 2004, by			day	of
		-	lic in and for the	e State	
	Corporate Ac	knowledgement	:		
STATE OF	§				
	was acknowledged, 2004, by			-	
	, a				
•					
		Notary Pub	lic in and for the	State of	

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	1.0000000	1.0000000

^{*} 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
Candelarío 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, a	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 Communitization Agreement by and between RB Operating Company, et al.

Exhibit "C"

