

COMMUNITIZATION AGREEMENT

(South Culebra Bluff "23" #17 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/or other leasehold interests in the existing production units of the South Culebra Bluff "23" #4 well (Tract 1), South Culebra Bluff "23" #13 and Donaldson Com "A" #1 wells (Tract 2), South Culebra Bluff "23" #2 well (Tract 3) and the South Culebra Bluff "23" #1 well (Tract 4), all located in Section 23, T23S, R28E, Eddy County, NM; and

WHEREAS, RB Operating Company is desirous of drilling the South Culebra Bluff "23" #17 well located between the five 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 South Culebra Bluff "23" #17 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 SE/4 SW/4 NW/4, SW/4 SE/4 NW/4, NE/4 NW/4 SW/4 & NW/4 NE/4 SW/4 of Section 23, T23S, R28E, Eddy County, NM containing forty (40) acres, more or less, limited in depth as to the Delaware Mountain Group at a depth of 2,630 feet to 6,249 feet as found in the South Culebra Bluff #4B well located 560' FEL & 660' FNL of Section 23, T23S, R28E, Eddy County, NM (hereinafter referred to as the "Communitized Lands").

2. The Parties hereby mutually approve the drilling of the South Culebra Bluff "23" #17 well within the Proposed Drilling Unit, and agree to communitize and pool their respective mineral and leasehold interests in the Communitized Lands for the purpose of developing and producing communitized substances in accordance with the terms and conditions of this Agreement.
3. The Parties agree as to the ownership of the royalty, working interests and other leasehold interests in the Proposed Drilling Unit is as 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.
4. This Agreement shall not be construed as a cross conveyance, but as a stipulation of ownership between the Parties in and to the oil and gas produced from the well. It shall remain in force and effect for so long as oil and/or gas is being produced from the Communitized Lands.
5. RB Operating will make a diligent effort to obtain the approval to drill the South Culebra Bluff "23" #17 well from the New Mexico Oil Conservation Division.

BEFORE THE
OIL CONSERVATION DIVISION
Case No. 13472 Exhibit No. **2**
Submitted By:
RB Operating Company
Hearing Date: April 21, 2005

6. All matters of operation shall be governed by the operator under and pursuant to the terms and provisions of the existing Operating Agreement.
7. In the event the South Culebra Bluff "23" #17 well has not been spudded by December 31st, 2005, this agreement shall expire.
8. 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.
9. This Agreement shall become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.
10. The covenants in this Agreement shall be construed to be covenants running with the land with respect to the communitized interests of the Parties and their successors in interests until this Agreement terminates. Any grant, transfer, or conveyance of any land or interest subject to this Agreement, whether voluntary or not, shall be and is conditioned on the assumption of all obligations of this Agreement by the grantee, transferee, or other successor in interest.
11. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
12. 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.

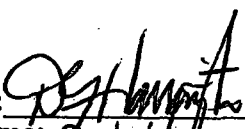
The Parties have executed this _____ day of _____, 2005, however, shall not become effective upon the proper execution and approval of one-hundred percent (100%) of the Parties.

WORKING INTEREST OWNERS

Chesapeake Permian, L. P.

By: _____
Name:
Title:

RB Operating Company

By: 
Name: D. N. HARRINGTON
Title: U P LAND

PSL

6. All matters of operation shall be governed by the operator under and pursuant to the terms and provisions of the existing Operating Agreement.
7. In the event the South Culebra Bluff "23" #17 well has not been spudded by December 31st, 2005, this agreement shall expire.
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11. This Agreement shall be binding on the Parties and shall extend to and be binding on their respective heirs, executors, administrators, successors, and assigns.
12. 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 _____, 2005, 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.
An Oklahoma limited partnership

By: _____

Name: Henry J. Hood, Senior Vice President – Land and Legal
Title: Chesapeake Operating, Inc., General Partner

RB Operating Company

By: _____

Name:
Title:

Corporate Acknowledgement

STATE OF OKLAHOMA §
§
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on the 20th day of January, 2004, by Henry J. Hood, Sr. V.P. Land & Legal of Chesapeake Operating, Inc., General Partner, on behalf of said corporation.

Ryan McGuire
Notary Public in and for the State of
OKLAHOMA



Trustee Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

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

Notary Public in and for the State of _____

OVERRIDING ROYALTY INTEREST OWNER

Communization Agreement
S. Culobra Bluff "23" #17 Well
Eddy Co., NM

Donald Paape

Lucille Paape

Robert H. Northington

Robert H. Northington

ROYALTY OWNERS

Johnny L. Reid

Jackie L. Reid

James Minor Alexander

Marilyn Guitar Galusha

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Collin §

This instrument was acknowledged before me on the 29th day of
December, 2004, by Robert H. Northington.

Stacy Miller
Notary Public in and for the State
of Texas.


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 _____.

By: _____
Name: _____
Title: _____


Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

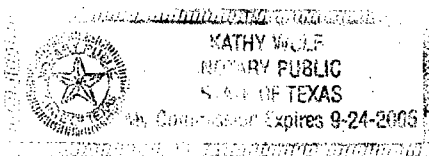
Laura Jean Hofer

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Brown §

This instrument was acknowledged before me on the 28th day of December, 2004, by Bertie David Guitar



Kathy Wolf
Notary Public in and for the State
of 9/24/05

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 _____.

Barbara Lee Backman, Inc.

By: _____
Name: _____
Title: _____

Leslie David Guitar

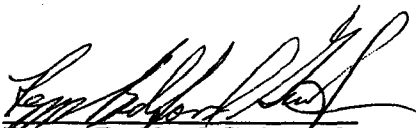
Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar



Repps Bedford Guitar, Jr.

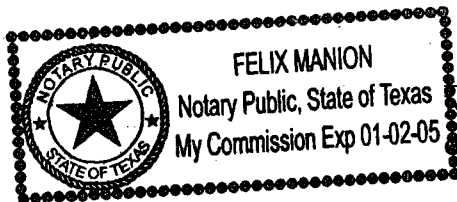
Laura Jean Hofer

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF TX §
§
COUNTY OF TAYLOR §

This instrument was acknowledged before me on the 31st day of Dec, 2004, by _____.



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

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 _____.

Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: _____
Name: _____
Title: _____

Jane Alexander Rhodes

Guy P. Witherspoon, III



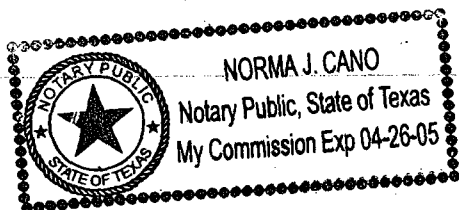
Jack G. Woods

Ruth G. Murchison

Individual Acknowledgement

STATE OF Texas §
COUNTY OF Taylor §
§

This instrument was acknowledged before me on the 30th day of December, 2004, by Jack G Woods.



Norma J Cano
Notary Public in and for the State
of Texas.

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 _____.

OVERRIDING ROYALTY INTEREST OWNER

Donald Paape

Lucille Paape

Robert H. Northington

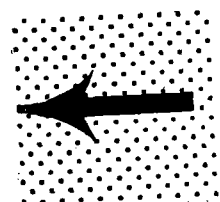
ROYALTY OWNERS

Johnny L. Reid

Jackie L. Reid

James Minor Alexander

Marilyn Guitar Galusha, trustee
Marilyn Guitar Galusha
Marilyn Guitar Galusha Trust



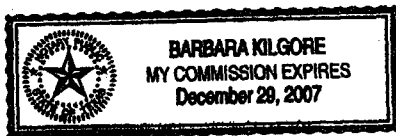
**SIGN
HERE**

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF TEXAS §
§
COUNTY OF TAYLOR §

This instrument was acknowledged before me on the 30th day of DECEMBER, 2004, by Marilyn Guitar Galusha.



Barbara Kilgore
Notary Public in and for the State
of TEXAS.

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 _____.

Barbara Lee Backman, Inc.

By: _____

Name: _____

Title: _____

Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.


John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

Laura Jean Hofer

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF COLORADO §
§
COUNTY OF EL PASO §

This instrument was acknowledged before me on the 29th day of DECEMBER, 2004, by Barbara A. Stull.

Notary Public in and for the State
of COLORADO.
Exp. Date 7-24-07

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 _____.

OVERRIDING ROYALTY INTEREST OWNER

Donald Paape


Lucille Paape

Robert H. Northington

ROYALTY OWNERS

Johnny L. Reid

Jackie L. Reid


James Minor Alexander

Marilyn Guitar Galusha

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 TEXAS §
COUNTY OF TAYLOR §

This instrument was acknowledged before me on the 5th day of Dec. January, 2004, by James Minor ALEXANDER



Barbara Kilgore
Notary Public in and for the State
of TEXAS.

Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: _____
Name: _____
Title: _____

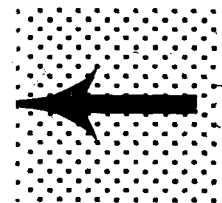
Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

Ruth G. Murchison Trust

By: Ruth G. Murchison
Ruth G. Murchison, Trustee



**SIGN
HERE**

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

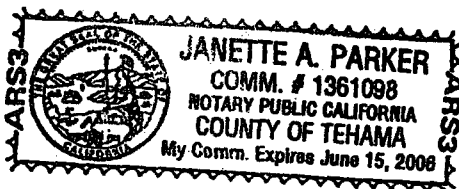
This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Trustee Acknowledgement

STATE OF CALIFORNIA §
COUNTY OF TEHAMA §

This instrument was acknowledged before me on the 3RD day of JANUARY, 2004, by RUTH G. MURCHISON, Trustee of the RUTH G. MURCHISON TRUST, on behalf of said Trust.



Janette A. Parker
Notary Public in and for the State of
CALIFORNIA.

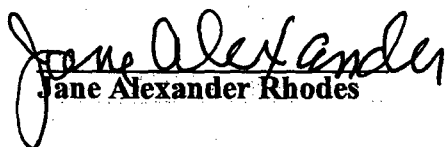
Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: _____
Name: _____
Title: _____

 Rhodes
Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

Ruth G. Murchison

Brett Guitar Witherspoon

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 TEXAS §
COUNTY OF Taylor §

This instrument was acknowledged before me on the 5th day of January, 2007, by JANE ALEXANDER Rhodes



Barbara Kilgore
Notary Public in and for the State
of TEXAS.

Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: Betty Witherspoon Neill
Name: Neill
Title:

Mary Guitar Polk Estate

By: _____
Name:
Title:

Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

Ruth G. Murchison

Corporate Acknowledgement

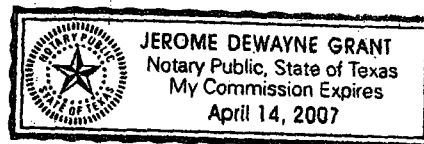
STATE OF _____ §
COUNTY OF _____ §

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 _____

Trustee Acknowledgement

STATE OF Texas §
COUNTY OF Harris §



This instrument was acknowledged before me on the 4th day of ~~December~~ ⁵ January, 2004, by Betty Witherspoon Nevill, Trustee of the GAYLE NEVILL TRUST + VIRGINIA NEVILL TRUST, on behalf of said Trust.

Notary Public in and for the State of
Texas

Catherine Gall Parker

The Gall Family Trust

By: _____
Name: _____
Title: _____

Kelly Woods Leach
Kelly Woods Leach

Jack G. Woods, Jr.

Wende Witherspoon Morgan

Caren G. Lucas

John Guitar Witherspoon, Jr.

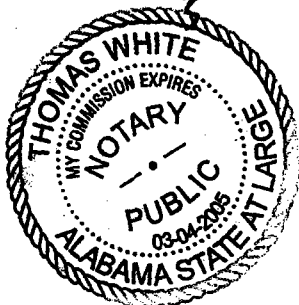
Whitten Guitar Witherspoon

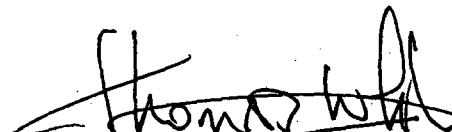
Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF ALABAMA §
COUNTY OF Jefferson §

This instrument was acknowledged before me on the 07th day of JAN, 2004, by Kelly Woods Leach.




THOMAS WHITE
Notary Public in and for the State
of ALABAMA
JAN 07 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 _____.

Barbara Lee Backman, Inc.

By: _____
Name: _____
Title: _____

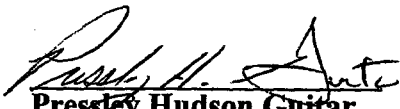
Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar


Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

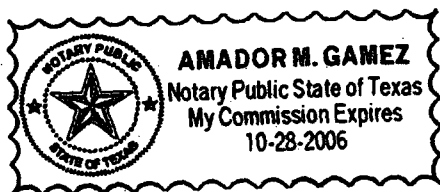
Laura Jean Hofer

Individual Acknowledgement

STATE OF TEXAS §

COUNTY OF TAYLOR §

This instrument was acknowledged before me on the 6 day of JANUARY, 2004, by PRESSLEY HUDSON GUITAR.



Amador M. Gamez
Notary Public in and for the State
of TEXAS.

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 _____.

OVERRIDING ROYALTY INTEREST OWNER

Donald Paape

Donald Paape

Lucille Paape

Robert H. Northington

ROYALTY OWNERS

Johnny L. Reid

Jackie L. Reid

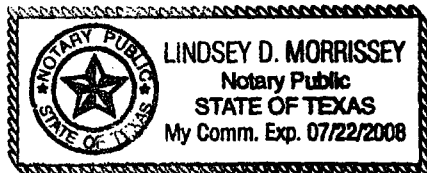
James Minor Alexander

Marilyn Guitar Galusha

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Brewster §

This instrument was acknowledged before me on the 7 day of
January, ~~2004~~, by Donald Paape
2005
don



Lindsey D. Morrissey
Notary Public in and for the State
of Texas.

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 _____.

Barbara Lee Backman, Inc.

By: _____
Name: _____
Title: _____

Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

John M. Hofer Co-Trustee

Laura Jean Hofer Co-Trustee

Paul B. Hofer, III and John M. Hofer,
Co-Trustees of the Laura Jean Hofer
Trust, dated February 19, 1991.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Bernardino } ss.

On 1-4-2005 before me, Cheryl L. Meece, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Paul B. Hofer III, Co-Trustee
Name(s) of Signer(s)

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Cheryl L. Meece
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Communitization Agreement

Document Date: _____ Number of Pages: _____

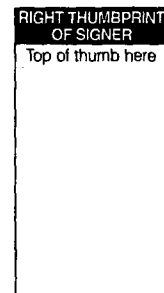
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☒ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of

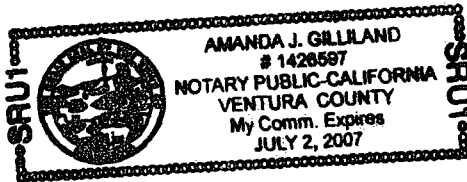
VENTURA

SS.

On JANUARY 11, 2005 before me, AMANDA J GILLILAND, NOTARY PUBLIC
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared JOHN M HOFER, CO-TRUSTEE
Name(s) of Signer(s)

☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Amanda J Gilliland
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: COMMUNITIZATION AGREEMENT

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

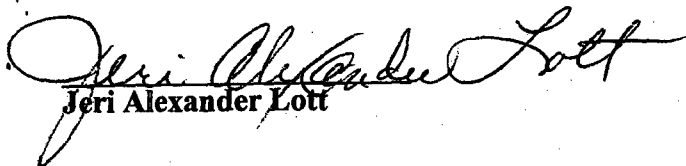
Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney-in-Fact
☒ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER Top of thumb here
--


Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: _____
Name: _____
Title: _____

Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

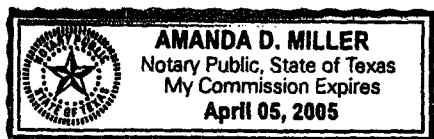
Ruth G. Murchison

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Lubbock §

This instrument was acknowledged before me on the 12th day of January, 2004, by Jeri Alexander Lott.



Amanda D. Miller
Notary Public in and for the State
of Texas.

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 _____.

Catherine Gall Parker
Catherine Gall Parker

The Gall Family Trust

By: _____
Name:
Title:

Kelly Woods Leach

Jack G. Woods, Jr.

Wende Withersoon Morgan

Caren G. Lucas

John Guitar Witherspoon, Jr.

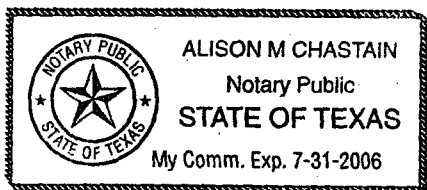
Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Dallas §

This instrument was acknowledged before me on the 14 day of January, 2004, by Catherine Ball Parker.



Alison M Chastain
Notary Public in and for the State
of Texas.

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 _____.

Barbara Lee Backman, Inc.

By: 

Name:

Title:

President

Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

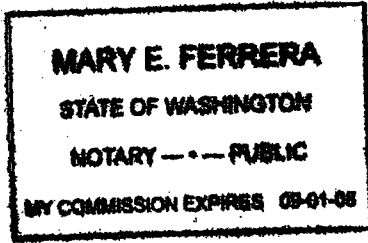
Repps Bedford Guitar, Jr.

Laura Jean Hofer

Corporate Acknowledgement

STATE OF Washington §
COUNTY OF Spokane §

This instrument was acknowledged before me on the 12th day of January, ²⁰⁰⁵~~2004~~, by Stephen F. Backman, President of Barkara Lee Backman Inc., a Washington corporation, on behalf of said corporation.



Mary E. Ferrera
Notary Public in and for the State of
Washington.

Trustee Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

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

Notary Public in and for the State of _____

Catherine Gall Parker

The Gall Family Trust

By: _____
Name:
Title:

Kelly Woods Leach

Jack G. Woods, Jr.

Wende Withersoon Morgan

Caren G. Lucas
Caren G. Lucas

John Guitar Witherspoon, Jr.

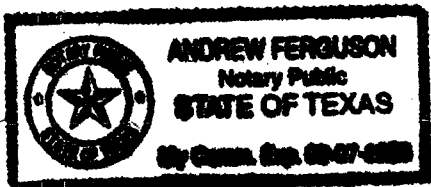
Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
 §
COUNTY OF Collin §

This instrument was acknowledged before me on the 11th day of January, 2004, by _____.



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

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 _____.

Catherine Gall Parker

The Gall Family Trust

By: *The Gall Family Trust*
Name: *Faura Woods Gall*
Title:

Kelly Woods Leach

Jack G. Woods, Jr.

Wende Withersoon Morgan

Caren G. Lucas

John Guitar Witherspoon, Jr.

Whitten Guitar Witherspoon

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

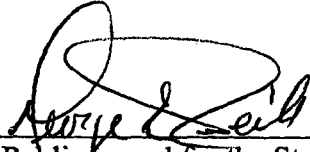
This instrument was acknowledged before me on the _____ day of _____, 2004, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____

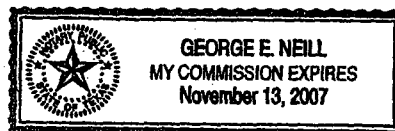
Trustee Acknowledgement

STATE OF Texas §
COUNTY OF Dallas §

This instrument was acknowledged before me on the 10th day of JANUARY, 2004, by LAURA Woods GALL, Trustee of the GALL Family Trust, on behalf of said Trust.



Notary Public in and for the State of TEXAS



Barbara Lee Backman, Inc.

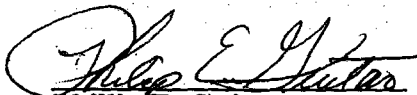
By: _____
Name: _____
Title: _____

Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar, Jr.

John Guitar, III


Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

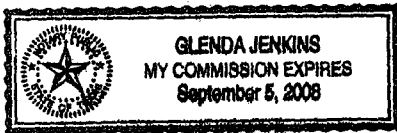
Laura Jean Hofer

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
COUNTY OF Taylor §

This instrument was acknowledged before me on the 15th day of January, 2008, by Philip E. Martin.



Glenda Jenkins
Notary Public in and for the State
of Texas.

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 _____.

Barbara Lee Backman, Inc.

By: _____
Name: _____
Title: _____

Leslie David Guitar

Earl B. Guitar, Sr.

Earl B. Guitar Jr.

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

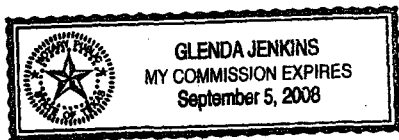
Laura Jean Hofer

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Taylor §

This instrument was acknowledged before me on the 7th day of January, 2005, by Earl B. Guitar, Jr.



Glenda Jenkins
Notary Public in and for the State
of Texas

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 _____.

Catherine Gall Parker

The Gall Family Trust

By: _____
Name: _____
Title: _____

Kelly Woods Leach


Jack G. Woods, Jr.

Wende Withersoon Morgan

Caren G. Lucas

John Guitar Witherspoon, Jr.

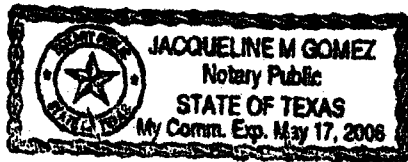
Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
COUNTY OF Travis §

This instrument was acknowledged before me on the 18th day of January, 2004, by Jack C. Woods Jr.



Jacqueline M. Gomez
Notary Public in and for the State
of Texas

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 _____.

OVERRIDING ROYALTY INTEREST OWNER

Donald Paape

Lucille Paape

Jackie Paape

Robert H. Northington

ROYALTY OWNERS

Johnny L. Reid

Jackie L. Reid

James Minor Alexander

Marilyn Guitar Galusha

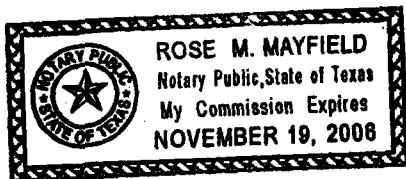
Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Harris §

This instrument was acknowledged before me on the 27th day of January, 2004, by Lucille Paape.
RM




Rose M Mayfield
Notary Public in and for the State
of Texas

Individual Acknowledgement

STATE OF _____ §
§
COUNTY OF _____ §

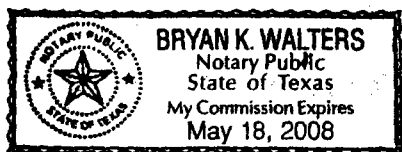
This instrument was acknowledged before me on the _____ day of _____, 2004, by _____.

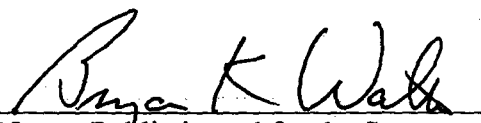

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Tarrant §

This instrument was acknowledged before me on the 1st day of February, 2004, by Brett Guitar Witherspoon




Notary Public in and for the State
of Texas

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 _____.

Barbara Lee Backman, Inc.

By: _____
Name: _____
Title: _____

Leslie David Guitar



Earl B. Guitar, Sr. and Anita Grissom Guitar
Revocable Living Trust
Philip E. Guitar, Co-Trustee

TAX ID# 75-6569429

Earl B. Guitar, Jr.

John Guitar, III

Phillip E. Guitar

Pressley Hudson Guitar

Repps Bedford Guitar, Jr.

Laura Jean Hofer

Catherine Gall Parker

The Gall Family Trust

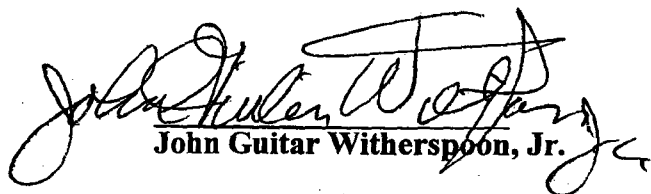
By: _____
Name:
Title:

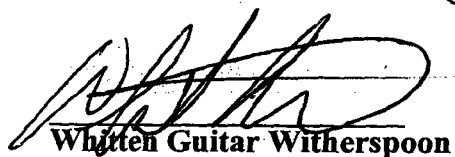
Kelly Woods Leach

Jack G. Woods, Jr.

Wende Withersoon Morgan

Caren G. Lucas


John Guitar Witherspoon, Jr.

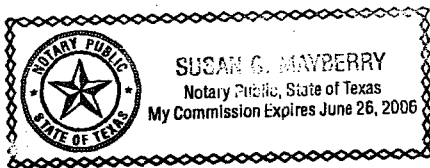

Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Tarrant §

This instrument was acknowledged before me on the 3rd day of February, 2004, by John Guitar Witherspoon

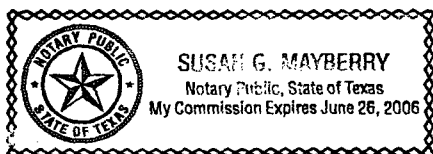


Susan G. Mayberry
Notary Public in and for the State
of Texas

Individual Acknowledgement

STATE OF Texas §
§
COUNTY OF Tarrant §

This instrument was acknowledged before me on the 3rd day of February, 2004, by Whitten Guitar Witherspoon



Susan G. Mayberry
Notary Public in and for the State
of Texas

Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: Jane K. Polk
Name: _____
Title: Executor in loco

Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

Ruth G. Murchison

Corporate Acknowledgement

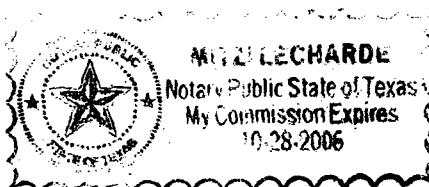
STATE OF _____ §
COUNTY OF _____ §

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 _____

Trustee Acknowledgement

STATE OF Texas §
COUNTY OF Taylor §



This instrument was acknowledged before me on the 10th day of February, ~~2004~~ ²⁰⁰⁵, by JAMES POLK, Trustee of the Mary Guitar Polk, on behalf of said Trust.

Mitzie Lecharde
Notary Public in and for the State of Texas

Catherine Gall Parker

The Gall Family Trust

By: _____
Name: _____
Title: _____

Kelly Woods Leach

Jack G. Woods, Jr.


Wende Witherspoon Morgan

Caren G. Lucas

John Guitar Witherspoon, Jr.

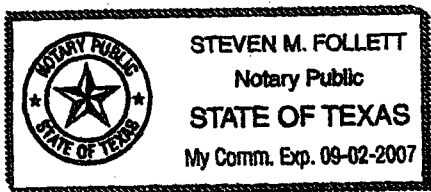
Whitten Guitar Witherspoon

Brett Guitar Witherspoon

Individual Acknowledgement

STATE OF Texas §
COUNTY OF Denton §

This instrument was acknowledged before me on the 8th day of February, 200~~4~~⁵, by Wende Witherspoon Morgan.



Steven M. Follett
Notary Public in and for the State
of Texas.

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 _____.

Jeri Alexander Lott

Gayle Nevill Trust & Virginia Nevill Trust

By: _____
Name: _____
Title: _____

Mary Guitar Polk Estate

By: James B. Polk
Name: _____
Title: James B. Polk
Executor Mary Guitar Polk Estate

Jane Alexander Rhodes

Guy P. Witherspoon, III

Jack G. Woods

Ruth G. Murchison Trust

By: _____
Ruth G. Murchison, Trustee

Notary Public in and for the State
of _____.

Corporate Acknowledgement

STATE OF _____ §
COUNTY OF _____ §

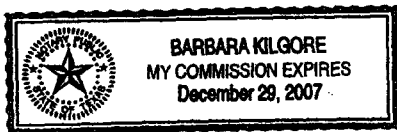
This instrument was acknowledged before me on the _____ day of _____, 2005, by _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public in and for the State of _____.

Trustee Acknowledgement

STATE OF TEXAS §
COUNTY OF TAYLOR §

This instrument was acknowledged before me on the 15th day of FEBRUARY, 2005, by JAMES K. POIK, Trustee of the MARY GUTTER POIK ESTATE, on behalf of said Trust.



Barbara Kilgore
Notary Public in and for the State of
TEXAS

Exhibit "A"

South Culebra Bluff "23" #4 Well (Tract 1) and the South Culebra Bluff #3B and Donaldson Com "A" #1 Wells (Tract 2)

Owner Name	Working Interest	Net Revenue Interest
Chesapeake Permian, L. P.	0.50000000	0.40625000
RB Operating Company	0.50000000	0.40334940
Donald Paape *		0.00253906
Robert H. Northington *		0.00036154
Johnny L. Reid and Jackie L. Reid		0.18750000
Totals	1.00000000	1.00000000

South Culebra Bluff "23" #2 Well (Tract 3) and the South Culebra Bluff "23" #1 Well (Tract 4)

Owner Name	Working Interest	Net Revenue Interest
Chesapeake Permian, L. P.	0.50000000	0.40625000
RB Operating Company	0.50000000	0.40334939
Donald Paape *		0.00114255
Lucille Paape *		0.00139651
Robert H. Northington *		0.00036155
James Minor Alexander		0.00781250
Barbara Lee Backman, Inc.		0.00781250
Marilyn Guitar Galusha		0.00585940
Leshie David Guitar		0.00585940
Earl B. Guitar, Sr.		0.01171870
Earl B. Guitar, Jr.		0.00585930
John Guitar, III		0.02343750
Philip E. Guitar		0.00585940
Pressley Hudson Guitar		0.00585940
Repps Bedford Guitar, Jr.		0.00585930
Laura Jean Hofer		0.00781250
Jeri Alexander Lott		0.00781250
Gayle Nevill Trust & Virginia Nevill Trust		0.00585940
Mary Guitar Polk Estate		0.02343750
Jane Alexander Rhodes		0.00781250
Guy P. Witherspoon, III		0.00585940
Jack G. Woods		0.00781250
Ruth G. Murchison		0.00781250
Catherine Gall Parker		0.00195312
The Gall Family Trust		0.00781250
Kelly Woods Leach		0.00195313
Jack G. Woods, Jr.		0.00195313
Wende Witherspoon Morgan		0.00292970
Caren G. Lucas		0.00195312
John Guitar Witherspoon, Jr.		0.00292970
Whitten Guitar Witherspoon		0.00292970
Brett Guitar Witherspoon		0.00292970
Totals	1.00000000	1.00000000

* Overriding Royalty Interest

Exhibit "B"

South Culebra Bluff "23" #17 Well (Proposed Drilling Unit)

Owner Name	Working Interest	Net Revenue Interest
Chesapeake Permian, L. P.	0.50000000	0.40625000
RB Operating Company	0.50000000	0.40334939
Donald Paape *		0.00114255
Lucille Paape *		0.00139651
Robert H. Northington *		0.00036155
Johnny L. Reid and Jackie L. Reid		0.09375000
James Minor Alexander		0.00390625
Barbara Lee Backman, Inc.		0.00390625
Marilyn Guitar Galusha		0.00292970
Leslie David Guitar		0.00292970
Earl B. Guitar, Sr.		0.00585935
Earl B. Guitar, Jr.		0.00292965
John Guitar, III		0.01171875
Philip E. Guitar		0.00292970
Pressley Hudson Guitar		0.00292970
Repps Bedford Guitar, Jr.		0.00292966
Laura Jean Hofer		0.00390625
Jeri Alexander Lott		0.00390625
Gayle Nevill Trust & Virginia Nevill Trust		0.00292970
Mary Guitar Polk Estate		0.01171875
Jane Alexander Rhodes		0.00390625
Guy P. Witherspoon, III		0.00292970
Jack G. Woods		0.00390625
Ruth G. Murchison		0.00390625
Catherine Gall Parker		0.00097656
The Gall Family Trust		0.00390625
Kelly Woods Leach		0.00097656
Jack G. Woods, Jr.		0.00097656
Wende Witherspoon Morgan		0.00146485
Caren G. Lucas		0.00097656
John Guitar Witherspoon, Jr.		0.00146485
Whitten Guitar Witherspoon		0.00146485
Brett Guitar Witherspoon		0.00146485
Totals	1.00000000	1.00000000

* Overriding Royalty Interest

Exhibit "C"



Pg 2

OVERRIDING ROYALTY INTEREST OWNER**Donald Paape**

_____**Lucille Paape**

_____**Robert H. Northington**

_____**ROYALTY OWNERS**

Johnny L. Reid
Johnny L. Reid

Signed 4-18-2005

Jackie L. Reid
Jackie L. Reid

James Minor Alexander

_____**Marilyn Guita Galusha**
