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ConocoPhillips - San Juan Division
 Spacing Unit
 Kelly A #3E Well
 Mesaverde and Dakota Formation

● Proposed Kelly A # 3E Well
 Section 15-T31N-R10W

Legend

EXHIBIT A

Attached to and made a part of that certain Joint Operating Agreement dated, **May 1, 2008**, between **Burlington Resources Oil & Gas Company LP**, as Operator, and **ConocoPhillips Company, BP America Production Company, Kelly Living Trust, Kelly Family Trust, Laurence B. Kelly Living Trust and Laurence C. Kelly Trust**, as Non-Operators.

I. LANDS SUBJECT TO OPERATING AGREEMENT:

**Township 31 North, Range 10 West, N.M.P.M.,
San Juan County, NM**

Section 15: E/2

II. RESTRICTIONS, IF ANY, AS TO DEPTHS OR FORMATIONS:

Limited to the Mesaverde and Dakota formations.

III. ADDRESSES AND PERCENTAGES OR FRACTIONAL INTERESTS OF PARTIES TO THIS AGREEMENT:

OPERATOR:

**Burlington Resources Oil & Gas Company LP
PO Box 4289
Farmington, NM 87499-4289**

<u>Working Interest Owners</u>	<u>Mesaverde</u>	<u>Dakota</u>	<u>Approved</u>
Burlington Resources Oil & Gas Company LP PO Box 4289 Farmington, NM 87499-4289	37.500000%	49.890998%	Yes
BP America Production Company Attn: San Juan Land Manager P.O. Box 3092 Houston, TX 77253	37.500000%	37.634100%	Yes

ConocoPhillips Company PO Box 4289 Farmington, NM 87499-4289	0.000000%	12.474902%	Yes
Kelly Living Trust Rosalie H Kelly Trustee P.O. Box 383 Amherst, VA 24521	3.125000%	0.000000%	No
Kelly Family Trust Gregory Kelly Trustee 3526 Bay Berry Ln Malibu, CA 90265	3.125000%	0.000000%	No
Laurence B. Kelly Living Trust 839 Summit Rd Montecito Santa Barbara, CA 93108	6.2500000%	0.000000%	No
Laurence C. Kelly Trust Steve Coldwell Trustee Laurence C. Kelly Dec C/O Coldwell Sclafani & Co 3239 N Verdugo Rd Glendale, CA 91208-1633	12.500000%	0.000000%	Yes

IV. OIL AND GAS LEASES SUBJECT TO THIS AGREEMENT

COP Lease Number: 419813/000
Lease Date: August 1, 1951
Lease Term: 5 years

Kelly A 3E
Mesaverde & Dakota

Lessor: USA SF-080517
Present Lessee of Record: Payne, Edith A.
Description of Land Committed: Township 31 North, Range 10 West, N.M.P.M.
E/2 of Section 15 (NENE)
Number of Acres: 39.75 acres
Royalty Rate: 12.50%
Percent of ORRI Owners: 3.50%
Name and Percent of Working Interest Owners: Burlington Resources Oil & Gas Company LP – 100%
Agency Number: NMSF-080517

COP Lease Number: 418138/000
Lease Date: May 1, 1950
Lease Term: 5 years
Lessor: USA SF-01594
Present Lessee of Record: Kelly, Laurence C.
Description of Land Committed: Township 31 North, Range 10 West, N.M.P.M.
E/2 of Section 15 (NWNE, NWSE, S/2SE)
Number of Acres: 159.11 acres
Royalty Rate: 12.50%
Percent of ORRI Owners: 5.50%
Name and Percent of Working Interest Owners: Burlington Resources Oil & Gas Company LP – 100%
Agency Number: NMNM-01594

COP Lease Number: 270662/000
Lease Date: May 1, 1950
Lease Term: 5 years
Lessor: USA SF-01594
Present Lessee of Record: Kelly, Laurence C.
Description of Land Committed: Township 31 North, Range 10 West, N.M.P.M.
E/2 of Section 15 (NWNE, NWSE, S/2SE)
Number of Acres: 159.11 acres
Royalty Rate: 12.50%
Percent of ORRI Owners: 5.50%
Name and Percent of Working Interest Owners: ConocoPhillips Company – 25%
Burlington Resources Oil & Gas Company LP – 75%
Agency Number: NMNM-01594

(1) Lease Number: Fee lease owned by BP
Lease Date: September 27, 1950
Lessee Term: HBP

Lessor: Katherine Reese Shepherd and W.B.Shepherd, her husband
Present Lessee of Record: BP America Production Company
Description of Land Committed: SW4 NE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico
Number of acres: 40 acres
Royalty Rate: 12.5%
Name and Percent of ORI Owners: None
Name and Percent of WI Owners: BP America Production Company-100%
Recorded: Book 152, Page 154
Agency Number: N/A

(2) Lease Number: Fee lease owned by BP

Lease Date: September 27, 1950

Lessee Term: HBP

Lessor: M. H. Ford and Pauline Ford, husband and wife

Present Lessee of Record: BP America Production Company

Description of Land Committed: S2 NE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico

Number of acres: 80 acres

Royalty Rate: 12.5%

Name and Percent of ORI Owners: None

Name and Percent of WI Owners: BP America Production Company-100%

Recorded: Book 152, Page 156

Agency Number: N/A

(3) Lease Number: Fee lease owned by BP

Lease Date: September 27, 1950
Lessee Term: HBP
Lessor: O.L. Malone and Farrabell Malone, husband and wife
Present Lessee of Record: BP America Production Company
Description of Land Committed: S2 NE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico
Number of acres: 80 acres
Royalty Rate: 12.5%
Name and Percent of ORI Owners: None
Name and Percent of WI Owners: BP America Production Company-100%
Recorded: Book 152, Page 152
Agency Number: N/A

(4) Lease Number: Fee lease owned by BP
Lease Date: September 27, 1950
Lessee Term: HBP
Lessor: A.F. Reese and Katie Lee Reese, husband and wife
Present Lessee of Record: BP America Production Company
Description of Land Committed: SE4 NE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico
Number of acres: 40 acres
Royalty Rate: 12.5%
Name and Percent of ORI Owners: None
Name and Percent of WI Owners: BP America Production Company-100%
Recorded: Book 152, Page 150
Agency Number: N/A
Lease Number: Fee lease owned by BP

Lease Date: September 27, 1950
Lessee Term: HBP
Lessor: G. T. Lackey and Gwen Lackey, husband and wife
Present Lessee of Record: BP America Production Company
Description of Land Committed: S2 NE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico
Number of acres: 80 acres
Royalty Rate: 12.5%
Name and Percent of ORI Owners: None
Name and Percent of WI Owners: BP America Production Company-100%
Recorded: Book 152, Page 146
Agency Number: N/A

(5)

Lease Number: Fee lease owned by BP
Lease Date: September 23, 1950
Lessee Term: HBP
Lessor: Gladys E. DeJarnette and Leland R. DeJarnette, her husband
Present Lessee of Record: BP America Production Company
Description of Land Committed: NE4 SE4, Section 15, T31N-R10W, NMPM, San Juan County, New Mexico
Number of acres: 40 acres
Royalty Rate: 12.5%
Name and Percent of ORI Owners: None
Name and Percent of WI Owners: BP America Production Company-100%
Recorded: Book 151, Page 573
Agency Number: N/A