



February 16, 2004

HAND DELIVERED

Ms Lori Wrotenbery, Director
Oil Conservation Division
New Mexico Department Energy, Minerals
and Natural Resources
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

RECEIVED

FEB 16 2004

Oil Conservation Division
1220 S. St. Francis Drive
Santa Fe, NM 87505

**Re: Application of EnerQuest Resources, L.L.C. for Statutory Unitization, Lea County, New Mexico. Order No. R-11980-A.
Request for Supplemental Order**

Dear Ms Wrotenbery:

By Order No. R-11980-A, the Oil Conservation Commission granted the application of EnerQuest Resources, L.L.C. for statutory unitization of the East Hobbs San Andres Unit Area. Order Paragraph 5 of that order provides as follows:

“This order shall not become effective unless and until the plan for unit operations prescribed hereby has been approved in writing by the owners of at least seventy-five percent of the production proceeds thereof that will be credited to interests free of costs, such as royalties, overriding royalties and production payments, and the Division has made a finding in a supplemental order that the plan for unit operations has been so approved. When persons owning the required percentage of interest in the Unit Area have approved the plan for unit operations, the interests of all persons in the Unitized Formation as to the Unit Area are unitized whether or not such persons have approved the plan of unitization.”

EnerQuest hereby advises the Division that the plan of operations adopted by Order No. R-11980-A has been approved in writing by statutorily required percentages of the interest owners in the East Hobbs San Andres Unit Area. EnerQuest requests that the Division enter a supplemental order finding that Order No. R-11980-A is now effective and all interests in the San Andres formation in the East Hobbs San Andres Unit Area are unitized.

Enclosed is the Affidavit of Craig Clark confirming that all ratification requirements of Order R-11980-A and the New Mexico Statutory Unitization Act have been fulfilled.



Attached to this Affidavit is a table that identifies all owners in the unit area and the ownership interest of each on a tract and unit basis. The owners who have ratified the unit agreement and Oil Conservation Commission Order No. R-11980-A are highlighted in yellow on this table. The interests in blue have been acquired by EnerQuest. Also attached to his Affidavit are true and correct copies of all ratifications of this Unit Agreement and Oil Conservation Commission Order No. R-11980-A. The final approval of the East Hobbs San Andres Unit by the New Mexico Commissioner of Public Lands is also enclosed.

Also enclosed in hard copy and on disc is EnerQuest's proposed Supplemental Order.

If you have questions concerning the enclosed documents, please advise.

Very truly yours,

William F. Carr

Enclosures

cc: David K. Brooks, Esq
Oil Conservation Commission

Gail MacQuesten, Esq.
Oil Conservation Division

Mr. Robert W. Floyd
Mr. Chris Bezner
Mr. Craig Clark
EnerQuest Resources, L.L.C.



PATRICK H. LYONS
COMMISSIONER

State of New Mexico
Commissioner of Public Lands

310 OLD SANTA FE TRAIL
P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

COMMISSIONER'S OFFICE

Phone (505) 827-5760
Fax (505) 827-5766
www.nmstatelands.org

February 13, 2004

Enerquest Oil and Gas, LTD
P. O. Box 11190
Midland, Texas 79702

Attn: Mr. Craig Clark

Re: Final Approval
East Hobbs San Andres Unit
NMOCD Statutory Unitization Case Nos. 13041 and 13042, Order No. R-11980-A
Lea County, New Mexico

Dear Mr. Clark:

This office is in receipt of your letter of February 9, 2004, requesting final approval of the East Hobbs San Andres Unit Agreement, Lea County, New Mexico.

Please be advised that the Commissioner of Public Lands has this date granted final approval to the East Hobbs San Andres Unit Agreement, Lea County, New Mexico. Also, approved on this date, is your initial plan of operation for the above mentioned unit area. Our approval is subject to like approval by the New Mexico Oil Conservation Division.

Enclosed are (5) Certificates of Approval.

Please submit a copy of the "Certificate of Effectiveness" pursuant to Article 22 of the East Hobbs San Andres Unit agreement.

If you have any questions or if we may be of further help, please contact Pete Martinez at (505) 827-5791.

Very truly yours,

PATRICK H. LYONS
COMMISSIONER OF PUBLIC LANDS

A handwritten signature in black ink, appearing to read "Jami Bailey", is written over the printed name.

BY:
JAMI BAILEY, Director
Oil, Gas and Minerals Division
(505) 827-5744
PL/JB/pm

pc: Reader File; OCD-Attention: Roy Johnson;

NEW MEXICO STATE LAND OFFICE

CERTIFICATE OF APPROVAL

COMMISSIONER OF PUBLIC LANDS, STATE OF NEW MEXICO

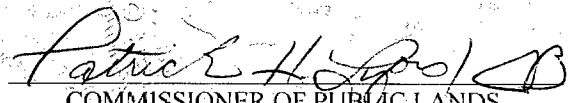
ENERQUEST OIL & GAS, LTD.
EAST HOBBS SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO

There having been presented to the undersigned Commissioner of Public Lands of the State of New Mexico for examination, a Unit Agreement for the development and operation of acreage which is described within the referenced Agreement, dated FEBRUARY 14, 2003, which said Agreement has been executed by parties owning and holding oil and gas leases and royalty interests in and under the property described, and upon examination of said Agreement, the Commissioner finds:

- (a) That such agreement will tend to promote the conservation of oil and gas and the better utilization of reservoir energy in said area.
- (b) That under the proposed agreement, the State of New Mexico will receive its fair share of the recoverable oil or gas in place under its lands in the area.
- (c) That each beneficiary Institution of the State of New Mexico will receive its fair and equitable share of the recoverable oil and gas under its lands within the area.
- (d) That such agreement is in other respects for the best interests of the State, with respect to state lands.

NOW, THEREFORE, by virtue of the authority conferred upon me under Sections 19-10-45, 19-10-46, 19-10-47, New Mexico Statutes Annotated, 1978 Compilation, I, the undersigned Commissioner of Public Lands of the State of New Mexico, do hereby consent to and approve the said Agreement, however, such consent and approval being limited and restricted to such lands within the Unit Area, which are effectively committed to the Unit Agreement as of this date, and further, that leases insofar as the lands covered thereby committed to this Unit Agreement shall be and the same are hereby amended to conform with the terms of such Unit Agreement, and said leases shall remain in full force and effect in accordance with the terms and conditions of said Agreement. This approval is subject to all of the provisions of the aforesaid statutes.

IN WITNESS WHEREOF, this Certificate of Approval is executed, with seal affixed, this 13TH day of FEBRUARY, 2004.


COMMISSIONER OF PUBLIC LANDS
of the State of New Mexico

**STATE OF NEW MEXICO
DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES
OIL CONSERVATION DIVISION**

CASE NO. 13042

**APPLICATION OF ENERQUEST RESOURCES, L.L.C.
FOR STATUTORY UNITIZATION, LEA COUNTY,
NEW MEXICO.**

ORDER NO. R-11980-B

**SUPPLEMENTAL ORDER OF
THE OIL CONSERVATION DIVISION**

BY THE DIVISION:

1. Oil Conservation Commission Order No. R-11980-A, entered on November 14, 2003, approved the application of EnerQuest Resources, L.L.C. for unitization of the East-Hobbs San Andres Unit Area pursuant to the Statutory Unitization Act, NMSA 1978, §§ 70-7-1 through 70-7-21, as amended.

2. Order paragraph 5 of Order No. R-11980-A provides:

“This order shall not become effective unless and until the plan for unit operations prescribed hereby has been approved in writing by the owners of at least seventy-five percent of the production proceeds thereof that will be credited to interests which are free of costs, such as royalties, overriding royalties and productions payments, and the Division has made a finding in a supplemental order that the plan for unit operations has been so approved. When persons owning the required percentage of interest in the Unit Area have approved the plan for unit operations, the interests of all persons in the Unitized Formation as to the Unit Area are unitized whether or not such persons have approved the plan of unitization.”

3. On February 9, 2004, EnerQuest Resources L.L.C. filed an affidavit with attached copies of ratifications approving the plan for unit operations by the owners of more than seventy-five percent of the working interest in the Unit Area and from the owners of more than 75% of the production proceeds that will be credited to interests that are free of costs in the East Hobbs San Andres Unit Area.

IT IS THEREFORE ORDERED THAT:

1. The plan for unit operations prescribed by the Unit Agreement for the East Hobbs San Andres Unit has been approved in writing by the owners of more than seventy-five percent of the working interest and from the owners of more than 75% of the production proceeds that will be credited to interests that are free of costs in the East Hobbs San Andres Unit Area.

2. All ratification provisions of the New Mexico Statutory Unitization Act , NMSA 1978, §§ 70-7-1 through 70-7-21, as amended, and Commission Order No. R-11980-A have been fully complied with and the interests of all persons in the Unitized Formation in the Unit Area are unitized whether or not such persons have approved the plan of unitization.

DONE at Santa Fe, New Mexico, on this ___ th day of February, 2004.

STATE OF NEW MEXICO
OIL CONSERVATION DIVISION

LORI WROTENBERY
Director

S E A L

**STATE OF NEW MEXICO
DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES
OIL CONSERVATION DIVISION**

**APPLICATION OF ENERQUEST RESOURCES, L.L.C. FOR STATUTORY
UNITIZATION, LEA COUNTY, NEW MEXICO.**

**CASE NO. 13042
ORDER NO. R-11980-A**

AFFIDAVIT OF CRAIG CLARK

STATE OF TEXAS)
) ss.
COUNTY OF MIDLAND)

Craig Clark, being first duly sworn on oath, states as follows:

1. My name is Craig Clark. I reside in Midland, Texas. I am the consulting petroleum landman employed by EnerQuest Resources, L.L.C. ("EnerQuest") who is responsible for the formation of the proposed East Hobbs San Andres Unit ("the Unit") comprised of 920 acres, more or less, of Fee and State of New Mexico lands situated in Lea County, New Mexico. EnerQuest is the operator in the East Hobbs San Andres Unit. The horizontal limits of said Unit Area are described as follows:

Township 18 South, Range 39 East, N.M.P.M.

Section 29: SW/4, SW/4 NW/4
Section 30: S/2, S/2 N/2
Section 31: N/2 N/2
Section 32: N/2 NW/4

2. By Order No. R-11980-A, dated September 12, 2003, the Oil Conservation Commission granted the application of EnerQuest Resources, L.L.C. for statutory unitization of the East Hobbs San Andres Unit Area. Order Paragraph 5 of that order provides as follows:

"This order shall not become effective unless and until the plan for unit operations prescribed hereby has been approved in writing by the owners of at least seventy-five percent of the production proceeds thereof that will be credited to interests free of costs, such as royalties, overriding royalties and production payments, and the Division has made a finding in a supplemental order that the plan


for unit operations has been so approved. When persons owning the required percentage of interest in the Unit Area have approved the plan for unit operations, the interests of all persons in the Unitized Formation as to the Unit Area are unitized whether or not such persons have approved the plan of unitization."

3. EnerQuest has sought written ratifications of Division Order No. R-11980-A from all interest owners in the Unit and has obtained ratifications from the owners of more than seventy-five percent of the working interest in the Unit Area and from the owners of more than 75% of the production proceeds that will be credited to interests that are free of costs in the East Hobbs San Andres Unit Area.

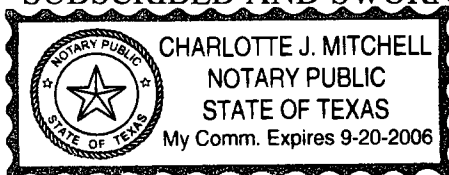
4. Attached to this Affidavit are copies of the written ratifications from each interest owner in the Unit Area and a list identifying these interests owners and their respective ownership percentages.

5. On receipt of the supplemental order from the Division confirming the ratification of the agreement and receipt of the final approval of the Commissioner of Public Lands all ratification requirements of Order R-11980-A and the New Mexico Statutory Unitization Act will have been fulfilled.

FURTHER AFFIANT SAYETH NOT.


Craig Clark

SUBSCRIBED AND SWORN before me on this 30th day of January, 2004.




Notary Public

My Commission Expires:

9-20-06

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Margaret
Peabody
Newkom

Royalty Owner - (_____)

By: Margaret Peabody Newkom

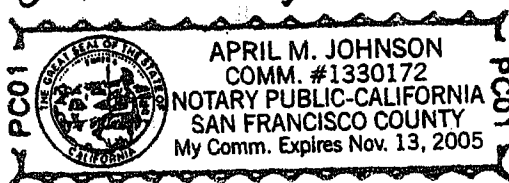
Printed Name: MARGARET PEABODY NEWKOM

Title: ROYALTY OWNER 0.0006515

Date: 1/15/04

If in an individual capacity:
STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

This instrument was acknowledged before me on January 15th, 2004, by
Margaret Peabody Newkom



April M. Johnson
Notary Public, State of California
My Commission Expires: 11-13-05

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

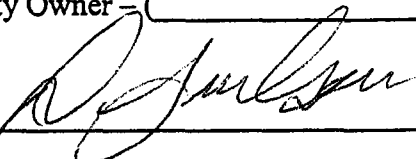
WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: 

Printed Name: Judson Properties, Ltd.
By Judson Development Corporation
Its General Partner
Title: Donald H. Judson, Vice President

Date: 1/16/04

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

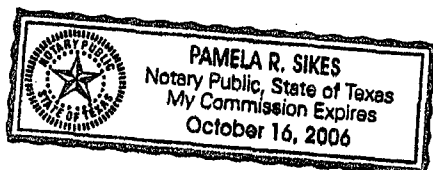
This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on Jan. 16, 2003, by Donald H. Judson as Vice-President of Judson Dev. Corp., general partner of Judson Properties a TEXAS limited partnership on behalf of said limited partnership.



Pamela R. Sikes
Notary Public, State of TEXAS
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - VELMA E. GILMER

By: [Signature]

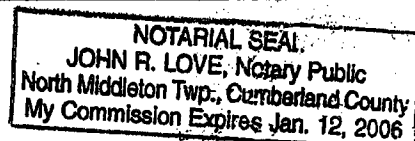
Printed Name: GARY R GILMER AIF

Title: POA FOR VELMA E. GILMER

Date: 1-10-04

If in an individual capacity:

STATE OF MARYLAND
COUNTY OF FREDERICK



This instrument was acknowledged before me on JAN 10th, 2004, by John R. Love Gary R Gilmer, AIF FOR VELMA E. GILMER.

[Signature]
Notary Public, State of PA.
My Commission Expires: JAN 12th 2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**DURABLE GENERAL
POWER OF ATTORNEY
AND
DESIGNATION OF GUARDIAN**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, VELMA E. GILMER, of 6441 Jefferson Pike, Apt. 30-B, Frederick, MD 21703, do hereby constitute and appoint my son, GARY R. GILMER, currently of 1855 Millstream Drive, Frederick, Maryland, my true and lawful Attorney-in-Fact (hereinafter called my "Attorney"). If GARY R. GILMER, for any reason, shall fail to act or continue as my Attorney, then I appoint my daughter-in-law, LINDA B. GILMER, of the same address, to serve in such capacity.

SECTION I — AUTHORIZATION TO ACT FOR PRINCIPAL

I hereby empower and authorize my Attorney hereunder, for me and in my name, place and stead, or on my behalf, from time to time, to do and execute any and all of the following acts, deeds, instruments, and things, as fully as I might or could do if personally present, to wit:

1. To buy, acquire, invest in, take possession of, lease, exchange, sell (at public or private sale), assign, convey, pledge, mortgage, hypothecate or otherwise dispose of any and all property, real (freehold or leasehold), personal or mixed, tangible or intangible, business or non-business, or any interest or interests therein, wheresoever located and whether or not now owned or hereafter acquired by me or on my behalf, and any and all stocks, bonds and debentures (including obligations of the United States commonly known as "flower bonds"), stock rights, warrants or options and any other securities or other types of investments or investment property of whatsoever kind and nature, all such property being hereinafter designated as "my Property"; to partition, subdivide or enter upon any such real property; and otherwise to deal with any of my Property or the proceeds therefrom as fully and completely as I might or could do, such as (by way of example and not in limitation):

A. To improve and develop any and all interests in any such real property (freehold or leasehold); to manage, repair, rebuild, reconstruct or replace any improvements on such real property and any and all personal and household articles, furnishings and effects or other tangible personal property; to obtain insurance of any kind on or in connection with any of my Property; and to make, execute and file proofs of loss sustained or claimable under such insurance policies or under any other insurance policies owned by me or obtained on my behalf.

B. To appear and vote and otherwise act as my proxy in respect to any such shares of stock, bonds, debentures or other securities or investments having voting rights (all such securities and investments being hereinafter designated "my Securities") at any meeting or meetings of security holders, and for such purposes to sign and execute any proxies or

instrument designating any substitute attorney or attorneys who may then be acting pursuant hereto.

2. I hereby request that no guardianship proceeding for my property be commenced in the event of my disability, but, in the event any court determines that a guardian of my property should be appointed, then I direct that one or more of the persons then serving as my Attorney hereunder, shall serve as such guardian. I further direct that any guardian who shall at any time be appointed by any court shall be excused from giving bond.

3. Any authority granted hereunder to my Attorney shall be limited so as to prevent this General Power of Attorney from causing my said Attorney to be liable for taxes on my income (except where my Attorney is my spouse) or from causing my assets to be subject to a "general power of appointment," as that term is defined in §2041 of the Internal Revenue Code (or any successor provision).

4. I hereby revoke any and all Powers of Attorney heretofore executed by me, except a Durable Power of Attorney for Health Care.

5. This Power of Attorney and Designation of Guardian is executed in Maryland and shall be construed, administered and governed under and in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed my seal this 15th day of December, 2003.

WITNESS:

Velma E. Gilmer (SEAL)
VELMA E. GILMER

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 15th day of December, 2003, before me, the subscriber, a Notary Public in and for the State of Maryland, personally appeared VELMA E. GILMER and acknowledged the foregoing Durable General Power of Attorney and Designation of Guardian to be his/her act and deed.

AS WITNESS my hand and Notarial Seal:

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

Andrews Royalty, Inc.
P. O. Box 7808
Dallas, Texas 75209-0808

Lloyd W. Powell
Lloyd W. Powell, Jr. - President

Date: 1-5-04

If in an individual capacity:

STATE OF _____
COUNTY OF _____

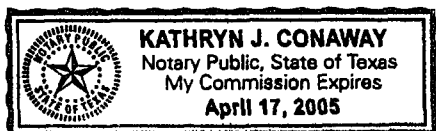
This instrument was acknowledged before me on _____, 2003, by _____

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF TEXAS
COUNTY OF DALLAS

This instrument was acknowledged before me on JANUARY 5, 2004, by
LLOYD W. POWELL, JR. as PRESIDENT of ANDREWS ROYALTY, INC.,
a TEXAS corporation, on behalf of said corporation.



Kathryn J. Conaway
Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: Nancy de Cordova

Printed Name: WHITE STAR ROYALTY CO., LLC
NANCY DE CORDOVA, MANAGER

Title: P.O. BOX 18693
OKLAHOMA CITY, OK 73154-0693

Date: TEL 405-840-1821
FAX 405-272-0374

If in an individual capacity:

STATE OF OKLA
COUNTY OF OKLA

This instrument was acknowledged before me on Dec 16, 2003, by
Nancy de Cordova

Maqueline Gordon
Notary Public, State of Oklahoma
My Commission Expires: 3-11-2006

#02007887

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By Edwin de Cordova

Printed Name: _____
KITE ROYALTY CO.L.L.C.
EDWIN DE CORDOVA, MGR.
P.O.BOX 54926
Title: _____
OKLAHOMA CITY, OK 73154
TEL 405-272-9791 FAX 405-272-0374
Date: _____

If in an individual capacity:

STATE OF OKLA
COUNTY OF OKLA

This instrument was acknowledged before me on Dec 16, 2003, by
Edwin de Cordova

Jacqueline Gordon
Notary Public, State of Oklahoma
My Commission Expires: 3-11-2006

#02002887

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated January 1, 2002 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Laguna Mike)

By: _____

Printed Name: Laguna Mike

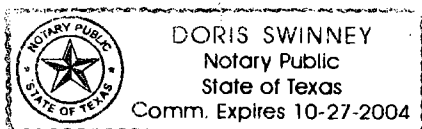
Title: _____

Date: _____

If in an individual capacity:

STATE OF TEXAS
COUNTY OF ECTOR

This instrument was acknowledged before me on December, 2003 by Laguna Mike.



Doris Swinney
Notary Public, State of TEXAS
My Commission Expires: 10-27-04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2002, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

By:

Printed Name:

Title:

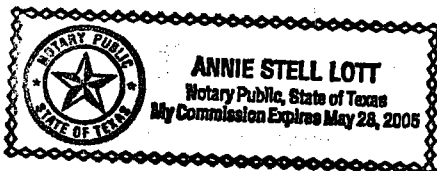
Date:

If in an individual capacity:

STATE OF TEXAS

COUNTY OF BEAR

This instrument was acknowledged before me on DECEMBER 15, 2003, by BEVERLY V COX.



Annie Stell Lott

Notary Public, State of TEXAS

My Commission Expires: 5-28-2005

If acknowledgment is for a corporation:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____

My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Virginia Ann Jackson
Printed Name: Virginia Ann Jackson

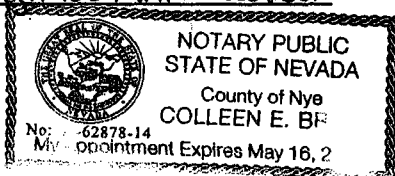
Title: _____

Date: 12/23/03

If in an individual capacity:

STATE OF NV
COUNTY OF Nye

This instrument was acknowledged before me on 12/23, 2003, by Virginia Ann Jackson.



Colleen E. Bradford
Notary Public, State of NV 5/16/04
My Commission Expires: 5

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: *E. Lea Crump*

Printed Name: E. Lea Crump

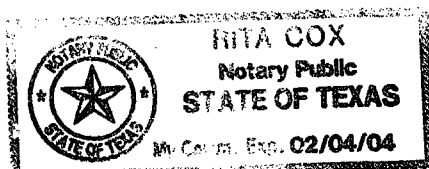
Title: President

Date: 12-22-04

If in an individual capacity:

STATE OF Texas
COUNTY OF midland

This instrument was acknowledged before me on December 22, 2003, by
E. Lea Crump.



Rita Cox
Notary Public, State of Texas
My Commission Expires: 2-04-04

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

Roy Lee Cain

By: _____

Printed Name: Roy Lee Cain

Title: _____

Date: 12-4-03

If in an individual capacity:

STATE OF New Mexico
COUNTY OF Sorreno

This instrument was acknowledged before me on December 4, 2003, by

Roy Lee Cain.

[Signature]
Notary Public, State of New Mexico
My Commission Expires: 10/10/04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner – (_____)

HEADINGTON OIL COMPANY, L.P.
By: Headington Petroleum, L.L.C., General Partner
By: Brooks Purnell, Vice President

By: _____

Printed Name: _____

Title: _____

Date: December 5, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

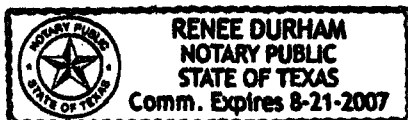
This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged before me on December 5, 2003, by Brooks Purnell as Vice President of Headington Petroleum a Texas limited liability company, on behalf of said limited liability company.



Renee Durham
Notary Public, State of Texas
My Commission Expires: 8-21-2007

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Royalty Owner - (_____)

By: _____

Printed Name: James R. Small

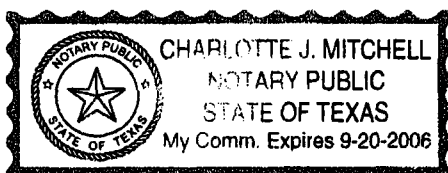
Title: _____

Date: 12/10/03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on 10th December, 2003, by James R. Small.



Charlotte J. Mitchell
Notary Public, State of TEXAS
My Commission Expires: 9-20-06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (9025081)

By: Nancy V. Hershberger

Printed Name: Nancy V. HERSHBERGER

Title: Van Vranken Trust - 9-17-84

Date: 11-28-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

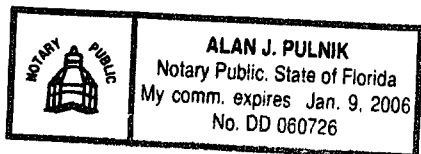
This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Florida
COUNTY OF Pinellas

This instrument was acknowledged before me on Nov. 28th, 2003, by
MARLY V. HERSHBERGER as Trustee of VAN VROMKIPAL TRUST.



[Signature]
Notary Public, State of Florida
My Commission Expires: Jan. 9, 2006

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Anna Lois Lynch

By: Owner

Printed Name: Anna Lois Lynch

Title: Owner R-owner

Date: 7-3-03-03

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF Jackson

This instrument was acknowledged before me on 3 Dec, 2003, by
Anna Lynch.

Trisha L. Lissard
Notary Public, State of Oklahoma
My Commission Expires: 5 Sept 05
01014904

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Loretta Davis atty. in fact for Carleton Davis

Printed Name: Loretta Davis

Title: Attorney-in-Fact for Carleton Davis

Date: December 2, 2003

If in an individual capacity:

STATE OF New Mexico
COUNTY OF Curry

This instrument was acknowledged before me on December 2, 2003, by Loretta Davis, as attorney-in-fact for Carleton Davis.

[Signature]
Notary Public, State of New Mexico

My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, _____
as _____ of _____
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires _____

GENERAL DURABLE POWER OF ATTORNEY

STATE OF NEW MEXICO)
) ss.
COUNTY OF CURRY)

KNOW ALL MEN BY THESE PRESENTS: That I, **CARLETON DAVIS**, the undersigned, of Clovis, Curry County, State of New Mexico, do hereby make, constitute and appoint **LORETTA DAVIS** as my true and lawful Attorney-in-Fact for me and in my name, place, and stead and on my behalf and for my use and benefit. In the event of the death, resignation or inability of **LORETTA DAVIS** to act in said capacity because of medical reasons as attested by her attending physician, then **RONALD D. BELL** shall act as my Attorney-in-Fact.

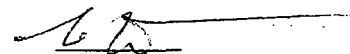
A. To exercise or perform any act, power, duty, right, or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or matter whatsoever;

B. To request, ask, demand, sue for, recover, collect, receive, and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devices, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title, choses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by, or due, owing, payable, or belonging to me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recover thereof, and to adjust, sell, compromise, and agree for the same, and to make, execute, and deliver for me, and on my behalf, and in my name, all endorsements, acquittances, releases, receipts, or other sufficient discharges for the same;

C. To lease, purchase, exchange, and acquire, and to agree, bargain, and contract for the lease, purchase, exchange, and acquisition of, and to accept, take, receive, and possess any real or personal property whatsoever, tangible or intangible, or interest thereon, on such terms and conditions, and under such covenants, as said attorney-in-fact shall deem proper;

D. To maintain, repair, improve, manage, insure, rent, lease, sell, convey, subject to liens, mortgages, subject to deeds of trust, and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, that I now own or May hereafter acquire, for me, in my behalf, and in my name and under such terms and conditions, and under such covenants, as said attorney-in-fact shall deem proper;

E. To conduct, engage in, and transact any and all lawful business of whatever nature or kind for me, on my behalf, and in my name;

1
ndmark Title Inc.

Landmark Title Inc.

F. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, bonds, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other kinds of debts and obligations and such other instruments in writing of whatever kind and nature as May be necessary or proper in the exercise of the rights and powers herein granted;

G. I grant to said attorney-in-fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney-in-fact, or the substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted;

H. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney-in-fact;

I. The rights, powers, and authority of said attorney-in-fact herein granted shall commence and be in full and effect on execution of this General Power of Attorney and such rights, powers and authority shall remain in full force and effect until revoked in writing;

J. This Power of Attorney shall not be affected by subsequent incapacity of the principal or lapse of time.

DATED this 15th day of September, 2002.

Carleton Davis
CARLETON DAVIS

STATE OF NEW MEXICO)
) ss.
COUNTY OF CURRY)

The foregoing instrument was acknowledged before me this 15th day of September, 2002, by CARLETON DAVIS.

Lynn Wood
NOTARY PUBLIC

2

STATE OF NEW MEXICO
COUNTY OF CURRY
FILED FOR RECORD

2003 APR 11 PM 2:49

BK 422 PG 2585
CC RECORDS
MARIO TRUJILLO-CLERK
BY Ben Dampier



Landmark Title Inc.

F. To make, receive, sign, endorse, execute, acknowledge, deliver, and possess such applications, contracts, agreements, options, covenants, conveyances, deeds, trust deeds, security agreements, bills of sale, leases, mortgages, assignments, insurance policies, bills of lading, warehouse receipts, documents of title, bills, bonds, debentures, checks, drafts, bills of exchange, letters of credit, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposit instruments relating to accounts or deposits in, or certificates of deposit of, bonds, savings and loan or other institutions or associations, proofs of loss, evidences of debts, releases, and satisfaction of mortgages, liens, judgments, security agreements and other kinds of debts and obligations and such other instruments in writing of whatever kind and nature as May be necessary or proper in the exercise of the rights and powers herein granted;

G. I grant to said attorney-in-fact full power and authority to do, take, and perform all and every act and thing whatsoever requisite, proper, or necessary to be done, in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that said attorney-in-fact, or the substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted;

H. This instrument is to be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to said attorney-in-fact;

I. The rights, powers, and authority of said attorney-in-fact herein granted shall commence and be in full and effect on execution of this General Power of Attorney and such rights, powers and authority shall remain in full force and effect until revoked in writing;

J. This Power of Attorney shall not be affected by subsequent incapacity of the principal or lapse of time.

DATED this 12th day of September, 2002.

Carleton Davis
CARLETON DAVIS

STATE OF NEW MEXICO)
) ss.
COUNTY OF CURRY)

The foregoing instrument was acknowledged before me this 12th day of September, 2002, by CARLETON DAVIS.

Lynn Wood
NOTARY PUBLIC

My Commission Expires: June 17, 2006



STATE OF NEW MEXICO
COUNTY OF CURRY
FILED FOR RECORD

2003 APR 11 PM 2:49

BK 422 PG 2585
CC RECORDS
MARIO TRUJILLO-CLERK
BY Ben Dampier

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (LIVING TRUST)

By: Marie Urfer Stinnett

Printed Name: MARIE URFER STINETT

Title: TRUSTEE

Date: 12-3-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF California
COUNTY OF Santa Clara

This instrument was acknowledged before me on December 3, 2003, by Marie Urfer Stinnett as Trustee of Living Trust.



[Signature]
Notary Public, State of California
My Commission Expires: 1/9/07

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (M H Lang)

By: _____

Printed Name: _____

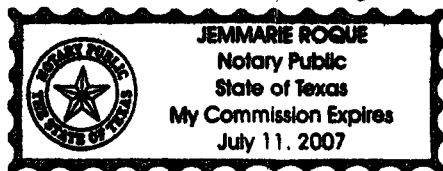
Title: _____

Date: _____

If in an individual capacity:

STATE OF Texas
COUNTY OF Fort Bend

This instrument was acknowledged before me on December 3, 2003, by Mary Holt Lang.



Jemmarie Roque
Notary Public, State of Texas
My Commission Expires: July 11, 2007

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (A. Jeannette Laney) Trust

By: A. Jeannette Laney

Printed Name: A. Jeannette Laney

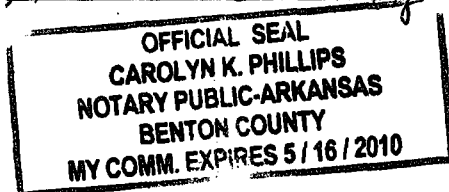
Title: Trustee

Date: _____

If in an individual capacity:

STATE OF Arkansas
COUNTY OF Benton

This instrument was acknowledged before me on 12-2, 2003, by
A. Jeannette Laney.



Carolyn K Phillips
Notary Public, State of Arkansas
My Commission Expires: 5-16-2010

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Nellie L. Fleming

Printed Name: NELLIE L. FLEMING

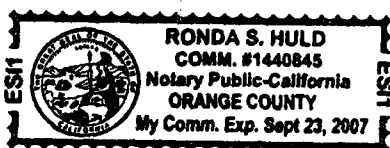
Title: _____

Date: 12-02-03

If in an individual capacity:

STATE OF California
COUNTY OF Orange

RH This instrument was acknowledged before me on December 2, 2003, by
Ronda S. Huld Nellie L. Fleming



Ronda S. Huld
Notary Public, State of California
My Commission Expires: Sept. 23, 2007

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (MORGAN CAPITAL GROUP) Inc.

By: [Signature]

Printed Name: TIM GILLIAM

Title: PRESIDENT

Date: 11-30-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

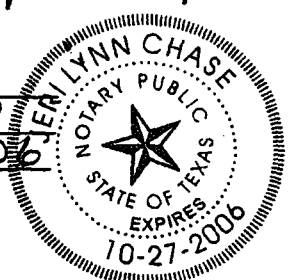
Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Henderson

This instrument was acknowledged before me on 11-30, 2003, by
Tim Gilliam as President of Morgan Capital Group
a Texas corporation, on behalf of said corporation.

[Signature]
Notary Public, State of Texas
My Commission Expires: 10-27-06



**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Caprock Minerals LLC)

By: William W Bramlett

Printed Name: William W. Bramlett

Title: Managing Member

Date: November 25, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

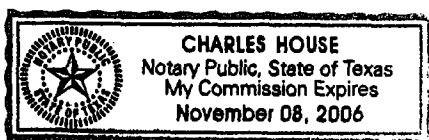
This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.


Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on Nov. 25, 2003, by William W. Bramlett as Managing Member of Caprock Minerals LLC, a _____ limited liability company, on behalf of said limited liability company.





Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - JANE HARRIS

By: Jane Harris

Printed Name: JANE HARRIS

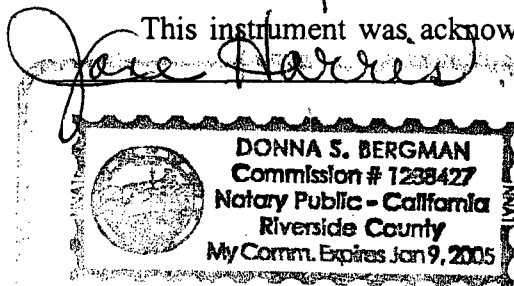
Title: Royalty Owner

Date: 10/23/03

If in an individual capacity:

STATE OF California
COUNTY OF Riverside

This instrument was acknowledged before me on October 23, 2003, by



Donna S. Bergman
Notary Public, State of CALIFORNIA
My Commission Expires: January 09, 2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Charles F. Jennings)

By: Charles F. Jennings

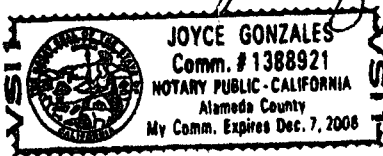
Printed Name: CHARLES F. JENNINGS

Title: ROYALTY OWNER

Date: MAY 14, 2003

If in an individual capacity:-
STATE OF California
COUNTY OF Alameda

This instrument was acknowledged before me on May 14, 2003, by
Charles F. Jennings



Joyce Gonzales
Notary Public, State of California
My Commission Expires: Dec. 7, 2006

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Russell T. Rudy)

By: _____

Printed Name: Russell T. Rudy

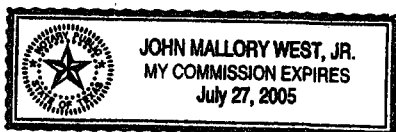
Title: _____

Date: 2-24-03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on 24 FEBRUARY, 2003, by
RUSSELL T. RUDY.



[Signature]
Notary Public, State of TEXAS
My Commission Expires: 7-27-05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (ANNA LOIS LYNCH TRUSTEE)
OF ANNA LOIS LYNCH REVCOABLE TRUST

By: Anna Lois Lynch

Printed Name: _____

Title: _____

Date: _____

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Oklahoma
COUNTY OF Comanche

This instrument was acknowledged before me on April 1, 2003, by Anna Lois Lynch as Trustee of Anna Lois Lynch Revocable Trust

Diane Beggs
Notary Public, State of Oklahoma
My Commission Expires: 4/22/2004
00005021

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (David Williams)

By: David A. Williams

Printed Name: David A. Williams

Title: _____

Date: 10-23-03

If in an individual capacity:

STATE OF New Mexico
COUNTY OF Los Alamos

This instrument was acknowledged before me on October 23, 2003, by David Williams mi.

David A. Williams
Notary Public, State of New Mexico
My Commission Expires: March 1 2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (ANNA LOIS LYNCH individually

By: Anna Lois Lynch

Printed Name: _____

Title: _____

Date: _____

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF Comanche

This instrument was acknowledged before me on April 1, 2003, by
Anna Lois Lynch.

Heane Biggs
Notary Public, State of Oklahoma
My Commission Expires: 4/22/2004
00005001

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner – (_____)

By: Michele Martinez

Printed Name: Michele Martinez

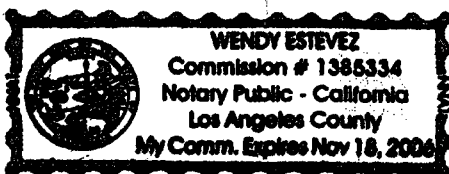
Title: _____

Date: 3/20/03

If in an individual capacity:

STATE OF California
COUNTY OF Los Angeles

This instrument was acknowledged before me on March 20, _____, 2003, by
Wendy Estevez.



Wendy Estevez
Notary Public, State of California
My Commission Expires: Nov. 18, 2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: Burtram C. Hopkins, II

Printed Name: BURTRAM C. HOPKINS, II

Title: TRUSTEE, JULIE ANN HOPKINS TRUST

Date: MARCH 4, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

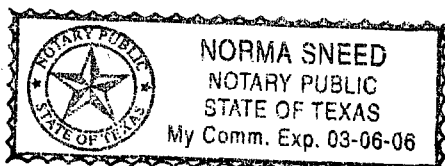
This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged before me on March 4, 2003, by
Burtram C. Hopkins, II as Trustee of Julie Ann Hopkins Trust



Norma Sneed
Notary Public, State of Texas
My Commission Expires: 3-6-06

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (HELEN DEAN)

By: Carolyn Wardwell, PDA for Helen Dean

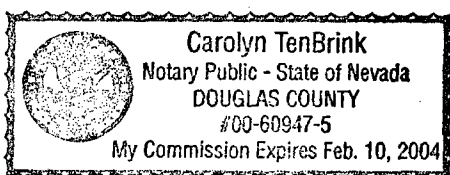
Printed Name: CAROLYN WARDWELL DEAN

Title: OWNER

Date: 03-21-03

If in an individual capacity:
STATE OF Nevada
COUNTY OF Douglas

This instrument was acknowledged before me on March 21, 2003, by Carolyn Wardwell.



Carolyn TenBrink
Notary Public, State of Nevada
My Commission Expires: 2-10-04

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - CAROLYN WARDWELL

By: Carolyn Wardwell

Printed Name: CAROLYN WARDWELL

Title: OWNER

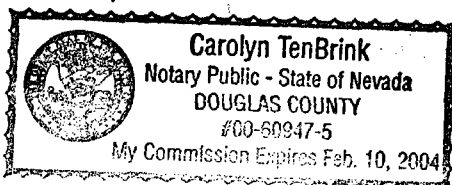
Date: 03-21-03

If in an individual capacity:

STATE OF Nevada
COUNTY OF Douglas

This instrument was acknowledged before me on March 21, 2003, by

Carolyn Wardwell



Carolyn TenBrink
Notary Public, State of Nevada
My Commission Expires: 2-10-04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____ a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (JUNE D. SPEIGHT)

By: *June D. Speight*

Printed Name: JUNRE D. SPEIGHT

Title: _____

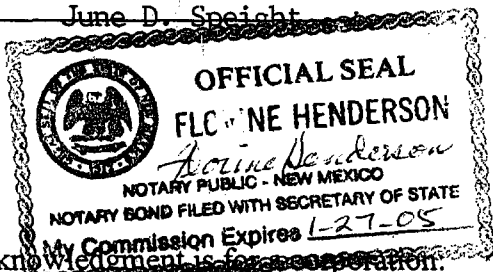
Date: _____

If in an individual capacity:

STATE OF NEW MEXICO
COUNTY OF LEA

This instrument was acknowledged before me on 20 March, 2003, by

June D. Speight



Florine Henderson
Notary Public, State of New Mexico
My Commission Expires: 1-27-05

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Ben M. Colletti MD

By: SELF

Printed Name: BEN M. COLLETTI MD

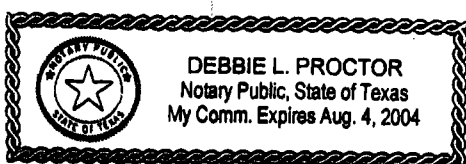
Title: OWNER

Date: MARCH 26, 2003

If in an individual capacity:

STATE OF TX
COUNTY OF Jefferson

This instrument was acknowledged before me on March 26, 2003, by Ben M. Colletti MD.



Debbie L. Proctor
Notary Public, State of TX
My Commission Expires: Aug 4, 2004

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Genevieve Ferguson Colletti

By: self

Printed Name: GENEVIEVE FERGASON COLLETTI

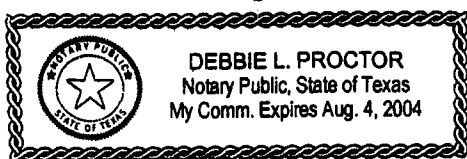
Title: owner

Date: 3-26-03

If in an individual capacity:

STATE OF TX
COUNTY OF Jefferson

This instrument was acknowledged before me on March 26, 2003, by Genevieve Ferguson Colletti



Debbie L. Proctor
Notary Public, State of TX
My Commission Expires: Aug 4, 2004

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Sandra J. Eaton

By: _____

Printed Name: _____

Title: _____

Date: _____

If in an individual capacity:

STATE OF Michigan
COUNTY OF Wexford

This instrument was acknowledged before me on March 11, 2003, by
Sandra J. Eaton.

Esther E. Ashbay
Notary Public, State of Michigan
My Commission Expires: _____

ESTHER E. ASHBAY
Notary Public Wexford County, Michigan
My Commission Expires April 2, 2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Mary J. Parker)

By: Mary Jeannette Parker

Printed Name: MARY JEANNETTE PARKER

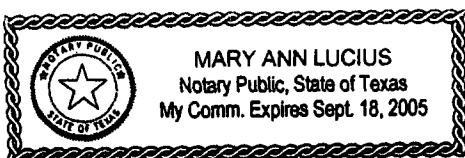
Title: SELF

Date: March 24, 2003

If in an individual capacity:

STATE OF Texas
COUNTY OF Ector

This instrument was acknowledged before me on March 24, 2003, by Mary Jeannette Parker.



Mary Ann Lucius
Notary Public, State of Texas
My Commission Expires: Sept 18 2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

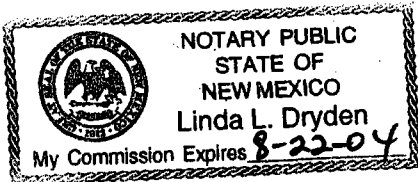
WORKING INTEREST OWNERS

EnerQuest Oil & Gas, Ltd.

By: EnerQuest Property Management, LLC
Sole general partner of EnerQuest Oil & Gas, Ltd.

Date: 2-14-03

By: [Signature]
Robert W. Floyd, President of EnerQuest Property
Management, LLC
Address: P.O. Box 11150
Midland, Texas 79702



ATTEST:

Linda L. Dryden

Date: February 27, 2003

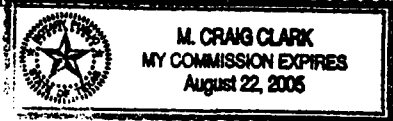
Laurie Juanita Scott

By: Laurie Juanita Scott

Address: 10424 Morning Star Dr. NE
Albuquerque, NM 87111

STATE OF TEXAS §
COUNTY OF MIDLAND §

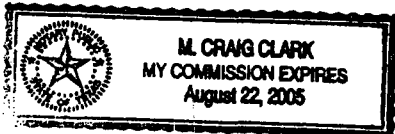
The foregoing instrument was acknowledged before me this 14th day of February, 2003, by Robert W. Floyd, President of EnerQuest Resources, LLC, a Texas limited liability company, on behalf of said limited liability company.



[Signature]
NOTARY PUBLIC, STATE OF TEXAS

STATE OF TEXAS §
COUNTY OF MIDLAND §

The foregoing instrument was acknowledged before me this 14th day of February, 2003, by Robert W. Floyd, President of EnerQuest Property Management, LLC, a Texas limited liability company, as general partner of ENERQUEST OIL & GAS, LTD., a Texas limited partnership, on behalf of said limited liability company and said limited partnership.



[Signature]
NOTARY PUBLIC, STATE OF TEXAS

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Margaret F Mauck

By: _____

Printed Name: Margaret F Mauck

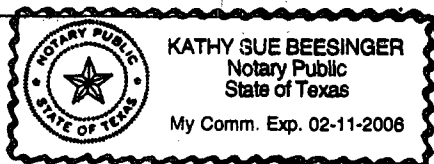
Title: Owner

Date: 3-12-03

If in an individual capacity:

STATE OF Texas
COUNTY OF Collin

This instrument was acknowledged before me on 12th March 2003, by



Kathy Sue Beesinger
Notary Public, State of Texas
My Commission Expires: 2-11-06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (BRUCE D. BROCKMAN)

By: Bruce D. Brockman

Printed Name: BRUCE D. BROCKMAN

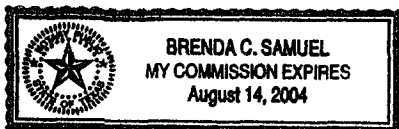
Title: OWNER

Date: 3-20-03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on MARCH 20, 2003, by Bruce D. Brockman.



Brenda C. Samuel
Notary Public, State of TEXAS
My Commission Expires: August 14, 2004

COPY

RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated January 1, 2002 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Hoyt Elrod signs as
Attorney-in-Fact for his
wife, Pearlene Elrod,
pursuant to Power of
Attorney - attached hereto
is a copy of such Power.

Royalty Owner - (PEARLENE ELROD)

By: Hoyt W Elrod

Printed Name: HOYT WILLIAMS ELROD

Title: HUSBAND / POWER OF ATTORNEY

Date: MARCH 20, 2002

If in an individual capacity:

STATE OF TEXAS
COUNTY OF ELTOR

This instrument was acknowledged before me on March 20, 2002, by
Elrod, Hoyt



Kim Rivera
Notary Public, State of Texas
My Commission Expires: 2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____ NA

This instrument was acknowledged before me on _____, 2002, by
_____ as _____ of _____
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (NANCY L WILLMAN TRUSTEE)

By: Nancy L Willman

Printed Name: NANCY L WILLMAN

Title: Trustee

Date: 3/14/04

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____

My Commission Expires: _____

If for a limited partnership:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____

My Commission Expires: _____

If for a limited liability company:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____

My Commission Expires: _____

If for a trustee:

STATE OF NEW MEXICO

COUNTY OF LEA

*Roy VERNON WILLMAN + NANCY L WILLMAN
REVOCABLE TRUST dtd 6/18/84
NLM*

This instrument was acknowledged before me on March 14, 2003, by Nancy L. Willman as Trustee of ~~Roy Willman Trust B~~ *NLM*

Norma Jaught

Notary Public, State of New Mexico

My Commission Expires: 1/25/04

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (A. Janette Laney Trust)

By: _____

Printed Name: A. Janette Laney

Title: Trustee

Date: March 17, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Arkansas
COUNTY OF Benton

This instrument was acknowledged before me on March 17th, 2003, by A. Jeanette Lantry as Trustee of A. Jeanette Lantry Trust

Amanda J. Kesner
Notary Public, State of Arkansas
My Commission Expires: 9-24-07

OFFICIAL SEAL
AMANDA J. KESNER
NOTARY PUBLIC-ARKANSAS
BENTON COUNTY
MY COMM. EXPIRES 9 / 24 / 2007

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Paul T. Rawlings

By: Paul T. Rawlings

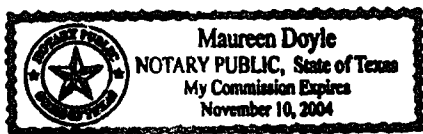
Printed Name: Paul T. Rawlings

Title: Royalty-Owner

Date: 3/15/2003

If in an individual capacity:
STATE OF Texas
COUNTY OF Harris

This instrument was acknowledged before me on March 15, 2003, by Paul T. Rawlings.



Maureen Doyle
Notary Public, State of Texas
My Commission Expires: November 10, 2004

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (Lone Star Oil & Gas, Inc.)

By: 

Printed Name: Mark L. Branum

Title: Vice-President

Date: March 18, 2003

If in an individual capacity:
STATE OF _____
COUNTY OF _____

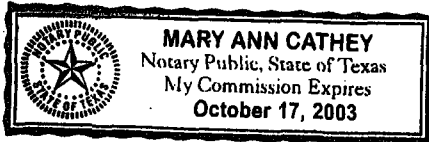
This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on March 18, 2003, by
Mark L. Branum as Vice-President of Lone Star Oil & Gas, Inc.,
a Texas corporation, on behalf of said corporation.



Mary Ann Cathey
Notary Public, State of Texas
My Commission Expires: 10-17-03

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: *Douglas H. Christensen*

Printed Name: DOUGLAS H. CHRISTENSEN

Title: _____

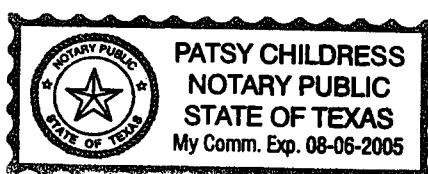
Date: MAR 18 2003

If in an individual capacity:

STATE OF TEXAS

COUNTY OF MIDLAND

This instrument was acknowledged before me on MARCH 18, 2003, by
DOUGLAS H. CHRISTENSEN



Patsy Childress
Notary Public, State of TEXAS
My Commission Expires: 08-06-05

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

TEXLAND LIMITED PARTNERSHIP I

By: **Texland Permian L.L.C., General Partner**

By: **Texland Petroleum L.P., Manager**

By: _____

Printed Name: _____ **James H. Wilkes**

Title: _____ **President and COO**

Date: _____ **March 17, 2003**

If in an individual capacity:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____.

Notary Public, State of _____

My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

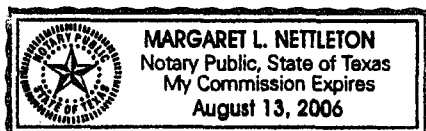
This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on March 17, 2003, by
James H. Wilkes as President & COO of Texland Permian LLC, general
partner of Texland Limited a Texas limited partnership on behalf of said limited
partnership. Partnership I



Margaret L. Nettleton
Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: *Sydney E. Niblo*

Printed Name: Sydney E. Niblo

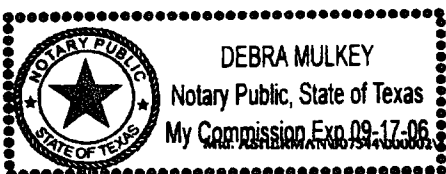
Title: _____

Date: 3-13-03

If in an individual capacity:

STATE OF Texas
COUNTY OF Taylor

This instrument was acknowledged before me on March 13, 2003, by
Debra Mulkey.



Notary Public, State of Texas
My Commission Expires: 9-17-06

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: *Gordon E. Seaman*

Printed Name: Gordon E. Seaman

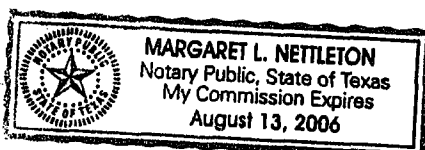
Title: _____

Date: 14 March 2003

If in an individual capacity:

STATE OF Texas
COUNTY OF Tarrant

This instrument was acknowledged before me on March 17, 2003, by
Gordon E. Seaman



Margaret L. Nettleton
Notary Public, State of _____
My Commission Expires: _____



**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: Keith W. Davis

Printed Name: Keith W. Davis

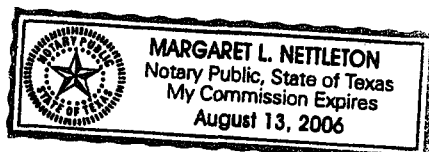
Title: _____

Date: March 11, 2003

If in an individual capacity:

STATE OF Texas
COUNTY OF Tarrant

This instrument was acknowledged before me on March 17, 2003, by Keith W. Davis.



Margaret L. Nettleton
Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

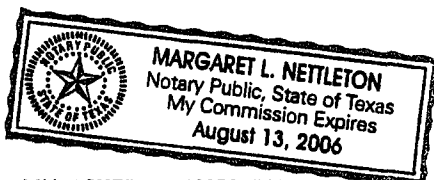
By: *Gary Phillips*
Printed Name: GARY PHILLIPS

Title: _____

Date: 3/12/03

If in an individual capacity:
STATE OF Texas
COUNTY OF Tarrant

This instrument was acknowledged before me on March 17, 2003, by *Gary Phillips*.



Margaret L. Nettleton
Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: William F. Pendleton

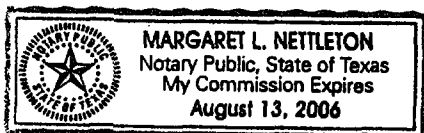
Printed Name: William F. PENDLETON

Title: _____

Date: March 12, 2003

If in an individual capacity:
STATE OF Texas
COUNTY OF Tarrant

This instrument was acknowledged before me on March 17, 2003, by
William F. Pendleton.



Margaret L. Nettleton
Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner – (Sugarberry Land Company)

By: *Louis A. Beecherl, III*

Printed Name: Louis A. Beecherl, III

Title: Vice President

Date: March 17, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF TEXAS
COUNTY OF DALLAS

This instrument was acknowledged before me on March 17, 2003, by
Louis A. Beecherl, III as Vice President of Sugarberry Land Company,
a Texas corporation, on behalf of said corporation.



Susan Hayes
Notary Public, State of Texas (Susan Hayes)
My Commission Expires: 08/18/2004

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - MCCAIG FAMILY PARTNERSHIP

By: R.S. McCaig

Printed Name: R.S. McCAIG

Title: MANAGING PARTNER

Date: 3-13-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - William C. Humble

By: _____

Printed Name: William C. Humble

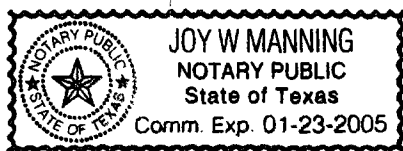
Title: _____

Date: _____

If in an individual capacity:

STATE OF Texas
COUNTY OF Sterling

This instrument was acknowledged before me on March 11, 2003, by William C. Humble.



[Signature]
Notary Public, State of Texas
My Commission Expires: 1-23-05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: ANNE KEY DAVIS

Printed Name: ANNE KEY DAVIS

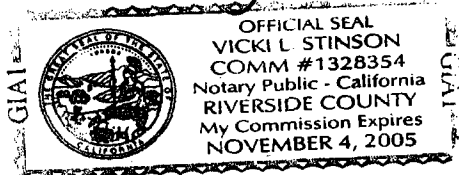
Title: WORKING INTEREST OWNER

Date: 3/12/03

If in an individual capacity:

STATE OF CALIFORNIA
COUNTY OF RIVERSIDE

This instrument was acknowledged before me on MARCH 12, 2003, by Anne Key DAVIS.



Vicki L. Stinson
Notary Public, State of CALIFORNIA
My Commission Expires: NOVEMBER 4, 2005

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Virginia M. Wingard

By: _____

Printed Name: _____

Title: _____

Date: _____

If in an individual capacity:
STATE OF Michigan
COUNTY OF Washtenaw

This instrument was acknowledged before me on March 11, 2003, by
Virginia M. Wingard

Esther E. Ashbay
Notary Public, State of Michigan
My Commission Expires: _____

ESTHER E. ASHBAY
Notary Public Washtenaw County, Michigan
My Commission Expires April 2, 2006

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Mary Virginia Gibbs

By: _____

Printed Name: MARY VIRGINIA G. Gibbs

Title: Owner

Date: 3-7-03

If in an individual capacity:

STATE OF OKLAHOMA
COUNTY OF TILLMAN



This instrument was acknowledged before me on 7th March, 2003, by MARY VIRGINIA GIBBS.

Carroll A. Woodard
Notary Public, State of OKLAHOMA
My Commission Expires: 10-18-06 #0207688

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

Reta Joyce Stone

By: _____

Printed Name: RETA JOYCE STONE

Title: _____

Date: 3-12-03

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF LeFlore

This instrument was acknowledged before me on 3-12, 2003, by
Reta Joyce Stone.

Virginia Gibbs
Notary Public, State of Oklahoma
My Commission Expires: 1-14-07
02020345

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Deborah A. Smith)

By: Deborah A. Smith

Printed Name: Deborah A. Smith

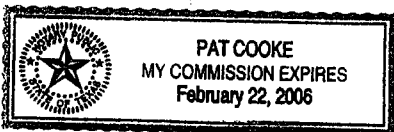
Title: _____

Date: 3-7-03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF Taylor

This instrument was acknowledged before me on March 7, 2003, by Deborah A. Smith.



Pat Cooke
Notary Public, State of TEXAS
My Commission Expires: 2-22-06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Elmer R Beebe)

By: Elmer R Beebe

Printed Name: Elmer R Beebe

Title: _____

Date: _____

If in an individual capacity:

STATE OF New Mexico
COUNTY OF SAN JUAN

This instrument was acknowledged before me on March 11, 2003, by
Elmer R. Beebe

Lidia Marie Dunn
Notary Public, State of New Mexico
My Commission Expires: 11-26-05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (P.T. MATTHEWS, Trust)

By: Loyce M. Matthews

Printed Name: Loyce M. MATTHEWS

Title: Trustee

Date: 3-03-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Oklahoma
COUNTY OF Tillman

This instrument was acknowledged before me on March 3, 2003, by Loyce M. Matthews as Trustee of P.T. Matthews Trust

Shirley Abbott
Notary Public, State of Oklahoma
My Commission Expires: 1-29-04
SHIRLEY ABBOTT
NOTARY PUBLIC NO. 99020558
TILLMAN COUNTY STATE OF OKLAHOMA
COMM. EXPIRES JANUARY 29, 20 04

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Loyce M. Matthews, Trust

By: Loyce M. Matthews

Printed Name: Loyce M. MATTHEWS

Title: Trustee

Date: 3-03-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF OKLAHOMA
COUNTY OF TILLMAN

This instrument was acknowledged before me on March 3, 2003, by Loyce M. Matthews as Trustee of Loyce M. Matthews Trust

Shirley Abbott
Notary Public, State of OKlahoma
My Commission Expires: 1-29-04
SHIRLEY ABBOTT
NOTARY PUBLIC NO. 99020556
TILLMAN COUNTY STATE OF OKLAHOMA
COMM. EXPIRES JANUARY 29, 20 04

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - DINGUS INVESTMENTS, INC.

By: W F Dingus

Printed Name: W F DINGUS

Title: PRESIDENT

Date: MARCH 13, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

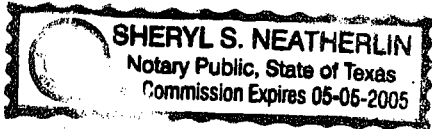
This instrument was acknowledged before me on _____, 2003, by

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on March 18, 2003, by
M. F. Dingus as President of Dingus Investments, Inc.,
a Texas corporation, on behalf of said corporation.



Sheryl S. Neatherlin
Notary Public, State of Texas
My Commission Expires: 05/05/2005

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Matthew J. Parsley)

By: Matthew J. Parsley

Printed Name: Matthew J. Parsley

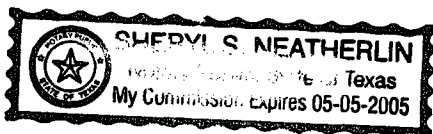
Title: _____

Date: 3-18-03

If in an individual capacity:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on March 18, 2003, by Matthew J. Parsley



Sheryl S. Neatherlin
Notary Public, State of Texas
My Commission Expires: 05/05/2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (Parsley Resources, Inc.)

By: Matthew J. Parsley

Printed Name: Matthew J. Parsley

Title: President

Date: 3-18-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on March 18, 2003, by
Matthew J. Parsley as President of Parsley Resources, Inc.,
a Texas corporation, on behalf of said corporation.



Sheryl S. Neatherlin
Notary Public, State of Texas
My Commission Expires: 05/05/2005

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as partner of _____, a _____
partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

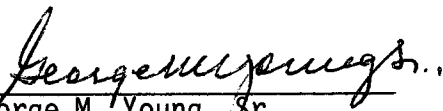
WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;


NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

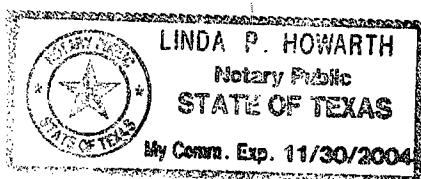
Royalty Owner - George M. Young, Sr. Royalty Owner - (Marshall R. Young Oil Co.

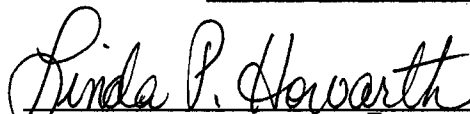

George M. Young, Sr.
OWNER
MARCH 5, 2003

By: 
Printed Name: J. G. Wilson
Title: Vice President
Date: MARCH 5, 2003

If in an individual capacity:
STATE OF TEXAS
COUNTY OF TARRANT

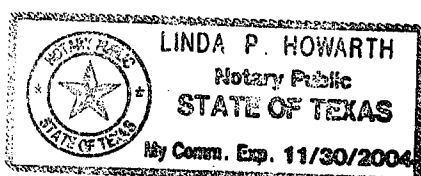
This instrument was acknowledged before me on March 5, 2003, by
George M. Young, Sr.

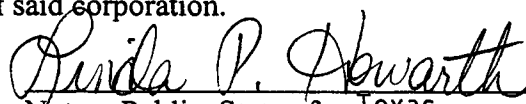



Notary Public, State of Texas
My Commission Expires: 11/30/2004

If acknowledgment is for a corporation:
STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on March 5, 2003, by
J. G. Wilson as Vice President of Marshall R. Young Oil Co.
a Delaware corporation, on behalf of said corporation.




Notary Public, State of Texas
My Commission Expires: 11/30/2004

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Jeannine Hooper Byron

By: _____

Printed Name: Jeannine Hooper Byron

Title: Owner

Date: March 5, 2003

If in an individual capacity:
STATE OF NEW MEXICO
COUNTY OF CHAVES

This instrument was acknowledged before me on March 5, 2003, by
JEANNINE HOOPER BYRON

Charley L. Guen
Notary Public, State of New Mexico
My Commission Expires: 4-3-03

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Jo Johnson)

By: 

Printed Name: Jo Johnson

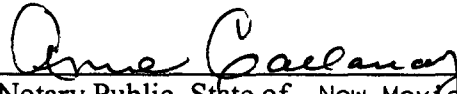
Title: Owner

Date: March 4, 2003

If in an individual capacity:

STATE OF NEW MEXICO
COUNTY OF LEA

This instrument was acknowledged before me on March 4, 2003, 2003, by
Jo Johnson.


Notary Public, State of New Mexico
My Commission Expires: 6-14-2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

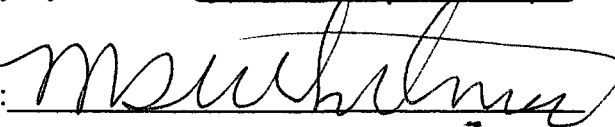
WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner – Bandera Minerals III, LLC

By: 

Printed Name: M.G. Whitmire

Title: Managing Member

Date: 3.11.03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____

My Commission Expires: _____

If for a limited partnership:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____

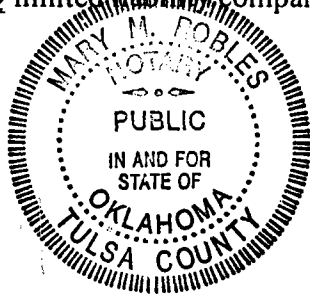
My Commission Expires: _____

If for a limited liability company:

STATE OF Oklahoma

COUNTY OF Tulsa

This instrument was acknowledged before me on March 11th, 2003, by M.G. Whitmire as Managing Member of Bandera Minerals III, LLC, a Oklahoma limited liability company, on behalf of said limited liability company.



Mary M. Robles
Notary Public, State of Oklahoma

My Commission Expires: 11.6.03

If for a trustee:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____

My Commission Expires: _____

DURABLE POWER OF ATTORNEY

I, Vera N. Laney (principal), of Tillman County, Oklahoma, hereby appoint Loyce Matthews, as my attorney-in-fact. Such attorney-in-fact is hereinafter referred to as my agent within the body of this instrument, to have the following powers to be exercised in my name and for my benefit:

1. Effective Date. The grant of power herein made shall be effective immediately upon execution.

2. Resignation of Agent(s). Any agent named in this Power of Attorney may resign by giving notice thereof in writing ten days in advance of the effective date of such resignation. Such notice shall be delivered to the next-named successor agent under this Power, or to my spouse if no successor agent is named or then living, or if I have no spouse or if my spouse is the resigning agent, then to a person who would be my heir-at-law if I had died immediately prior to the date of the notice of resignation. No resigning agent shall incur any liability by reason of such resignation as to any matter pending at the time of the notice as to which the successor agent accepts responsibility.

3. General Powers of My Agent. My agent may perform any act or exercise any power, duty or right that I may have or acquire in the future with regard to the transfer of my property, whether real or personal, tangible or intangible, which I now own or which I subsequently acquire.

4. Enumeration of Specific Powers. While not in any way restricting the powers of my agent to carry out the terms of this durable power of attorney, the following powers are set forth to provide guidance as to some of the specific powers granted by me to my agent:

My agent may convey real or personal property,
whether tangible or intangible, or any

interest therein.

My agent may receive and endorse checks and drafts, deposit and withdraw funds, acquire and redeem certificates of deposit in banks, savings and loans and other financial institutions.

My agent may execute or release mortgages, deeds of trust or other security agreements as may be necessary to accomplish the purpose of this durable power of attorney.

My agent may apply for, endorse and transfer certificates of title for any motor vehicle.

My agent may endorse, convey and otherwise transfer all business interests that I may now own or hereafter acquire.

My agent may have access to any safe deposit box rented by me and remove the contents of such safe deposit box, and any institution in which a safe deposit box is located shall be relieved of any liability to me, my heirs or assigns, as a result of my agent's exercise of this power.

My agent may sell, convey, lease, lease for oil and gas mining purposes, or mortgage my homestead and I personally waive any rights incidental to said real property, including homestead rights. This authority specifically grants my agent power to sell Lot Eleven (11) in Block Twenty-four (24) in Hill's Addition to the Town of Hobart, Oklahoma, according to the recorded plat thereof.

5. My Disability. This durable power of attorney shall not be affected by subsequent disability or incapacity of the principal or by lapse of time.

6. Tax Returns. My agent shall have the authority and power to prepare, execute and file reports, returns, declarations, forms and statements for any and all tax purposes, including income, gift, real estate, personal property, intangibles tax, single business tax, or any other kind of tax whatsoever, to pay such taxes and any interest or penalty thereon or additions thereto; to make and file objections, protests, claims for abatement, refund or credit in relation to any such tax proposed, levied or paid; to represent me and to institute and prosecute proceedings in court or before any administrative authority to contest any such tax in whole or in part or for recovery of any amount paid in respect of any such tax, to defend or settle any amount paid in respect of any such tax, to give full and final receipt for any refund or credit and to endorse and collect any check or other voucher therefor; to pay any and all such taxes and any interest, penalty, or other additional amounts, to employ attorneys, accountants or other representatives and grant powers of attorney or letters of appointment thereof for any of the purposes aforesaid.

7. Disclaimers. My agent shall have the authority and power to execute a disclaimer on my behalf, if my agent deems the execution of such disclaimer to be in the best interests of my estate for tax purposes.

8. Employment of Agents. My agent shall have the authority and power to employ and compensate agents, accountants, attorneys, real estate brokers and other professional assistance; to retain and compensate such persons for services rendered; and to waive any attorney-client privilege.

9. Motor Vehicles. My agent shall have the authority and power to apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment.

10. Settlement Powers. My agent shall have the authority and power to adjust, settle, compromise or submit to arbitration any accounts, debts, claims, demands, disputes or matters which are now subsisting or may hereafter arise between me or my agent and any other person or persons, or in which any property right, title, interest, or estate belonging to or claimed by me may be concerned.

11. Legal Actions. My agent shall have the authority and power to commence, prosecute, enforce or abandon, or to defend, answer, oppose, confess, compromise or settle all claims, suits, actions, or other judicial or administrative proceedings in which I am or may hereafter be interested, or in which any property right, title, interest or estate belonging to, coming to, or claimed by me may be concerned.

12. Receive Notice and Process. My agent shall have the authority and power to receive and accept service of all types of legal process and notices on my behalf, with the same effect as if such process or notice had been served on me personally, provided that my agent shall have a duty to act with respect to any process or notice directed to me and served on my agent.

13. Social Security and Government Benefits. My agent shall have the authority and power to make application to any governmental agency for any benefit or government obligation to which I may be entitled; to endorse checks or drafts made payable to me from any government agency for my benefit, including any Social Security checks.

14. Close Transactions. My agent shall have the authority and power to complete and close any transaction entered into by me or my agent pursuant to this Power.

15. Personal and Medical Care. My agent shall have the authority and power to make each and every judgment necessary for the proper and adequate care and custody of me; to fire, employ, practical and/or registered nurses as my agent may determine to be in the best interest of my health; to give an informed consent or an informed refusal on my behalf with respect to my physical and mental health care and comfort, including specifically, by way of illustration only and not by way of limitation:

- a. any medical care, diagnosis, surgical procedure, therapeutic procedure and/or other treatment of any type or nature;
- b. any physical rehabilitation program;
- c. any dental procedure;
- d. any psychiatric or psychological care or treatment;

e. admission to any hospital, medical center, nursing home, or mental institution;

f. uses of any drug, medication, therapeutic device, or other medicines or items related to my health;

g. execution of waivers, medical authorizations and such other approval as may be required to permit or authorize care which I may need;

h. waiver of any doctor-patient privilege; and the power in general to take and authorize all acts with respect to my health and well being, and to expend all amounts in connection therewith, to the same extent as I could if mentally competent to do so.

The prices, costs, expenses and compensation incurred in furtherance of the foregoing are all to be within the sole and absolute discretion of my agent.

16. Restriction on Agent's Powers.

a. My agent cannot execute a will or codicil on my behalf.

b. My agent cannot execute or amend any trust on my behalf; however, my agent can enter into a custodial agreement with a bank with trust powers.

c. My agent cannot divert my assets to my agent or to the creditors or estate of my agent.

d. My agent shall not exercise, and shall not be vested with, any incidents of ownership as to insurance policies insuring my agent's life owned by me.

e. My agent is a fiduciary, possessing no general or limited power of appointment.

f. My agent cannot execute on my behalf an Advance Directive for Health Care, living will or other, similar instrument.

g. My agent shall not exercise any powers which I have received from my agent in a fiduciary capacity, and my agent shall have no authority to exercise any powers, the exercise of which

would cause assets of mine to be considered as taxable in my agent's estate for the purposes of the federal estate tax or the Oklahoma estate tax.

h. My agent shall not engage in any act which would constitute self-dealing, unless such act is specifically approved prospectively or ratified retrospectively during my lifetime by all those persons who, at the time such approval or ratification is given, would be my heirs-at-law if I had died immediately prior to the time of such approval or ratification and a resident of the State of Oklahoma, or unless such act is specifically approved after my death by the personal representative of my estate. No guardian or conservator shall have the power to approve or ratify any act of self-dealing by my agent.

17. Compensation of Agent. My agent shall be entitled, but not required, to be compensated for his/her services relating to the care of my property in the same manner as a corporate trustee acting in the State of Oklahoma, based upon reasonable and customary charges for such trustee's services in the community. In addition, my agent shall be entitled, but not required, to be reasonably compensated for his/her services relating to the care of my person.

18. Interpretation and Governing Law. This instrument is to be construed and interpreted as a durable power of attorney. Paragraph headings are for convenience only and are not to be deemed a part of this instrument. This instrument is executed and delivered in the State of Oklahoma, and the laws of the State of Oklahoma shall govern all questions as to the validity of this power, the construction of its provisions, and the validity of all acts of the agent performed pursuant to the authority contained in this instrument.

19. Third-Party Reliance. Third parties may rely upon the representation of my agent as to all matters relating to any power granted to my agent, and no person who may act in reliance upon the representations of my agent or the authority granted to my agent shall incur any liability to me or my estate as a result of permitting my agent to exercise any power. For the purpose of inducing third parties to rely on this power of attorney, I warrant that, if this power of attorney is revoked by me or otherwise terminated, I will indemnify and save such third party harmless

from any loss suffered or liability incurred by such third party in good faith reliance on the authority of my agent prior to such third party's actual knowledge of revocation or termination of this power of attorney whether such termination is by operation of law or otherwise. This warranty shall bind my heirs, devisees and personal representatives. My agent is authorized to seek on my behalf and at my expense: (a) a mandatory injunction requiring compliance with my agent's instructions by any person, organization, corporation, or other entity obligated to comply with instructions given by me, or (b) actual and punitive damages against any person, organization, corporation, or other entity obligated to comply with instructions given by me who negligently or willfully fails or refuses to follow such instructions.

20. Resort to Courts. My agent is authorized to seek on my behalf and at my expense a declaratory judgment from any court of competent jurisdiction interpreting the validity of this instrument and any of the acts authorized by this instrument, but such declaratory judgment shall not be necessary in order for my agent to perform any act authorized by this instrument.

21. Nomination of Guardian. I hereby nominate Loyce Matthews as guardian of my estate, as well as of my person, should it be determined by a Court that a guardian should be appointed for me, and I further request that she be appointed to serve without bond unless the Court deems it necessary to require same.

22. Photographic Copies. Photographic or other facsimile reproductions of this executed power may be made and delivered by my agent, and may be relied upon by any person to the same extent as though the copy were an original. Anyone who acts in reliance upon any representation or certificate of my agent, or upon a reproduction of this power, shall not be liable for permitting my agent to perform any act pursuant to this power.

23. Spouse as Agent. If my spouse is or may be my agent under this Power, his/her authority to act under this Power shall terminate immediately upon there being filed in any court a Petition for the termination of my marriage to my spouse, specifically including divorce and separate maintenance, without regard to whether such court shall ultimately be determined to have personal or subject matter jurisdiction of such action.

I have executed this Durable Power of Attorney this 23rd day of December, 1999.

Vera N. Laney
Vera N. Laney, Principal

Residence:

City: Frederick

County: Tillman

State: Oklahoma

The principal is personally known to me and I believe the principal to be of sound mind. I am eighteen (18) years of age or older. I am not related to the principal by blood or marriage, or related to the attorney-in-fact by blood or marriage. The principal has declared to me that this instrument is her power of attorney granting to the named attorney-in-fact the power and authority specified herein, and that she has willingly made and executed it as her free and voluntary act for the purposes herein expressed.

John P. Kent
Witness
Joyce Schroeder
Witness

STATE OF OKLAHOMA)

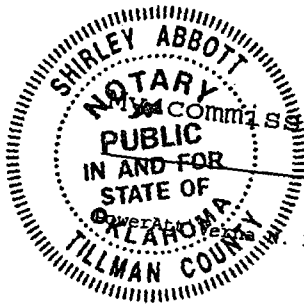
) SS:

ACKNOWLEDGMENT

COUNTY OF TILLMAN)

Before me, the undersigned authority, on this 23 day of December, 1999, personally appeared Vera N. Laney (principal), JOHN P. KENT (witness), and Joyce Schroeder (witness), whose names are subscribed to the foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the principal declared to me and to the said witnesses in my presence that the instrument is her power of attorney, and that the principal has willingly and voluntarily made and executed it as the free act and deed of the principal for the purposes therein expressed, and the witnesses declared to me that they were each eighteen (18) years of age or over, and that neither of them is related to the principal by blood or marriage, or related to the

attorney-in-fact by blood or marriage.



My commission expires:
1-29-2000

Laney Durable POA

Shirley Abbott
Notary Public

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Vera N. Laney)

By: Vera N. Laney By: Loyce M. Matthews
Printed Name: VERA N. LANEY By: LOYCE M. MATTHEWS
Title: ATTORNEY IN FACT
Date: 3-03-03

If in an individual capacity:

STATE OF OKLAHOMA
COUNTY OF TILLMAN

This instrument was acknowledged before me on March 3, 2003, by Loyce M. Matthews, as attorney in fact for Vern N. Laney.

Shirley Abbott
Notary Public, State of OKLAHOMA
My Commission Expires: 1-29-04
SHIRLEY ABBOTT
NOTARY PUBLIC NO. 99020558
TILLMAN COUNTY STATE OF OKLAHOMA
COMM. EXPIRES JANUARY 29, 2004

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Jill A. Roberts Rev Tr)

By: 

Jill A. Roberts Revocable Trust
Bessemer Trust Company, Trustee
Angelo D. Campanile, Managing Dir. _____

Date: _____

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____ a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____


If for a limited liability company:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:
STATE OF New Jersey
COUNTY OF Middlesex

This instrument was acknowledged before me on March 4, 2003, by Bessemer Trust Company of Florida, LP as Trustee of Jill R. Roberts Revocable Trust
Angelo D. Campanile, Managing Director



Notary Public, State of _____
My Commission Expires: _____

LAURA M. RAM
Notary Public of New Jersey
My Commission Expires June 18, 20 07

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner (Jill A. Roberts Trust)

By: Angelo D. Campanile

Jill A. Roberts Tr U/A IX N. Appleman Tr _____
Bessemer Trust Co. of Florida, Trustee
~~Laura M. Lamberta, Vice President~~ _____
ANGELO D. CAMPANILE
MANAGING DIRECTOR
Date: _____

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF New Jersey
COUNTY OF Middlesex

This instrument was acknowledged before me on March 5, 2003, by Bessemer Trust Company of Florida as Trustee of Jill A Roberts Trust 4/a 1 X N. Appleman Trust
Angelo D. Campanile, Managing Director

Laura M. Ram

Notary Public, State of _____
My Commission Expires: _____

LAURA M. RAM
Notary Public of New Jersey
My Commission Expires June 18, 20 07

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner

Susan A. Unterberg

By: Angelo D. Campanile

Susan A Unterberg Tr U/A IX N Appleman Tr
Bessemer Trust Co. of Florida, Trustee
Angelo D. Campanile, Managing Director

Date: _____

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF New Jersey
COUNTY OF Middlesex

This instrument was acknowledged before me on March 4, 2003, by Bessemer Trust Company of Florida as Trustee of Susan A. Unterberg Trust u/A 1X N. Appleman Trust + Angelo D. Campanile, Managing Director

Laura M. Ram

Notary Public, State of _____
My Commission Expires: _____

LAURA M. RAM
Notary Public of New Jersey
My Commission Expires June 18, 20 07

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Susan A. Unterberg

By: ✓ S. A. Unterberg

Printed Name: Susan A. Unterberg

Title: _____

Date: 3/11/03

If in an individual capacity:

STATE OF New York
COUNTY OF New York

This instrument was acknowledged before me on March 11, 2003, by
Susan A. Unterberg.

Ilene Levine Russano
Notary Public, State of New York
My Commission Expires: 8/24/05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

ILENE LEVINE
Notary Public, State of New York
No. 01LE4903660
Qualified in Kings County
Commission Expires Aug. 24, 2005

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Rex T Browning)

By: _____

Printed Name: Rex T Browning

Title: _____

Date: 3-12-2003

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF Comanche

This instrument was acknowledged before me on 12th day of March, 2003, by
Rex Browning

Veronica K. Weber
Notary Public, State of Oklahoma
My Commission Expires: 6-12-2004

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Jimmy J. Hooper)

Lynne C Hooper

By: _____

Printed Name: Jimmy J Hooper
LYNNE C Hooper

Title: owners

Date: 2/25/03

If in an individual capacity:

STATE OF New Mexico
COUNTY OF Charles

This instrument was acknowledged before me on February 25, 2003, by
JIMMY & LYNNE Hooper

Samuel L. Dietz
Notary Public, State of New Mexico
My Commission Expires: 7/13/06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner – (_____)

By: *H.C. Zachary*

Printed Name: H.C. ZACHARY

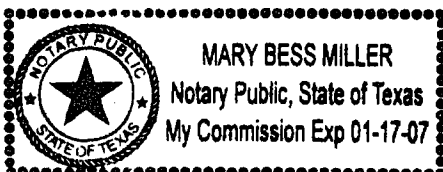
Title: _____

Date: 3-7-03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF TAYLOR

This instrument was acknowledged before me on March 7, 2003, by
H. C. ZACHARY.



Mary Bess Miller
Notary Public, State of TEXAS
My Commission Expires: 1-17-07

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Claudine Bradley

By: _____

Printed Name: CLAUDINE BRADLEY

Title: _____

Date: 3/10/03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF HUTCHINSON

This instrument was acknowledged before me on March 10, 2003, by Claudine Bradley.



Katherine M. Reed
Notary Public, State of TEXAS
My Commission Expires: 4-23-05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

Ray D. Pinson

By:

Ray D. Pinson

Printed Name:

Ray D. Pinson

Title:

OWNER

Date:

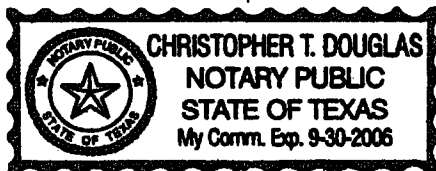
3-5-2003

If in an individual capacity:

STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on 5th March, 2003, by

Ray D. Pinson



Notary Public, State of

TEXAS

My Commission Expires:

9-30-2006

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____

My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: Carolyn V. Larson

Printed Name: CAROLYN V. LARSON

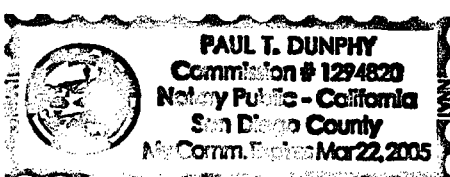
Title: _____

Date: Feb. 21, 2003

If in an individual capacity:

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO

This instrument was acknowledged before me on Feb. 21st, 2003, by CAROLYN V. LARSON.



Paul T. Dunphy
Notary Public, State of CALIFORNIA
My Commission Expires: 03.22.2005

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (9025080)

By: JAMES F. VAN VRANKEN

Printed Name: JAMES F. VAN VRANKEN

Title: _____

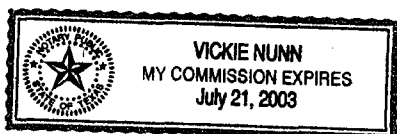
Date: 2/21/03

If in an individual capacity:

STATE OF Texas

COUNTY OF Williamson

This instrument was acknowledged before me on February 21, 2003, by
James F. Van Vranken



Vickie Nunn
Notary Public, State of Texas
My Commission Expires: 7/21/03

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Rowley Bros.)

By: Richard F. Rowley general partner

Printed Name: RICHARD F. ROWLEY II

Title: GENERAL PARTNER

Date: 2/18/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

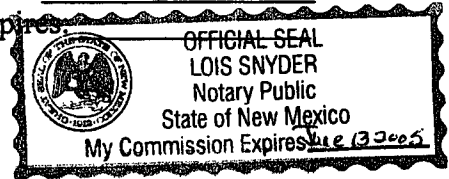
This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:
STATE OF New Mexico
COUNTY OF Curry

This instrument was acknowledged before me on February 18, 2003, by Richard F. Rowley, Jr. as partner of Rowley Bros., a New Mexico General partnership, on behalf of said partnership.

Lois Snyder
Notary Public, State of New Mexico
My Commission Expires: _____



If for a limited partnership:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - ~~(TEXAS LAND & ROYALTY COMPANY, LTI~~

By: EnerQuest Property Management
LLC its general partner

By: _____

Printed Name: Robert W. Floyd

Title: President

Date: March 6, 2003

If in an individual capacity:

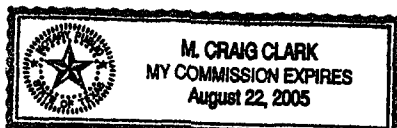
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

STATE OF TEXAS §
COUNTY OF MIDLAND §

This instrument was acknowledged before me on this 6th day of MARCH, 2003, by Robert W. Floyd as President of EnerQuest Property Management, LLC, the General Partner of Texas Land & Royalty Company, Ltd., a Texas limited partnership, on behalf of said limited liability company and said limited partnership.



NOTARY PUBLIC - State of Texas

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - PECOS BEND ROYALTY

By: C.R. BAILEY

Printed Name: C.R. BAILEY

Title: PRESIDENT

Date: 2/19/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

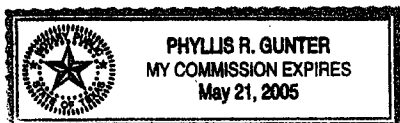
This instrument was acknowledged before me on _____, 2003, by

Notary Public, State of _____
My Commission Expires: _____

X If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged before me on February 19, 2003, by
C.R. BAILEY as ROYALTY OWNER of PECOS BEND ROYALTY
a TEXAS corporation, on behalf of said corporation.



Phyllis R. Gunter
Notary Public, State of Texas
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Grady Hicks

By: _____

Printed Name: GRADY HICKS

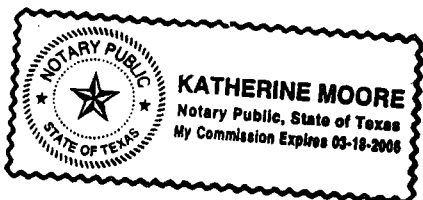
Title: OWNER

Date: 2-20-2003

If in an individual capacity:

STATE OF TEXAS
COUNTY OF BAYLOR

This instrument was acknowledged before me on Feb. 20, 2003, by GRADY HICKS.



Katherine Moore
Notary Public, State of TX.
My Commission Expires: 3-18-06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: Murray E. Helmers
Printed Name: MURRAY E. HELMERS

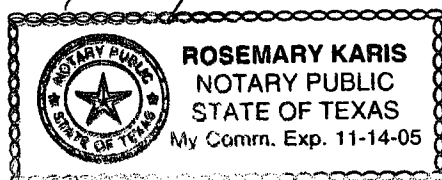
Title: WI COOWNER

Date: 2/21/03

If in an individual capacity:

STATE OF Texas
COUNTY OF Dallas

This instrument was acknowledged before me on February 21, 2003, by Murray Helmers.



Rosemary Karis
Notary Public, State of Texas
My Commission Expires: 11-14-05

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Mary Payne Brisbane

By: Mary Payne Brisbane

Printed Name: _____

Title: _____

Date: February 22, 2003

If in an individual capacity:

STATE OF West Virginia
COUNTY OF Monongalia

This instrument was acknowledged before me on Feb 22, 2003, 2003, by

Nancy Benjamin



Nancy Benjamin
Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Liza W. Philpy

Printed Name: Liza W. Philpy

Title: President - LAJ Corporation

Date: 2/24/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

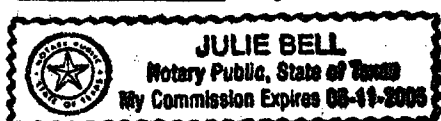
This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on February 24, 2003, by Liza W. Philpy as President of LAJ Corporation, a Texas corporation, on behalf of said corporation.



Julie Bell
Notary Public, State of Texas
My Commission Expires: 6-11-05

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner Kathrine Bingham

By: _____

Printed Name: Kathrine Bingham

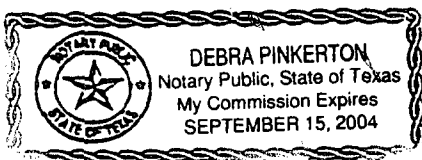
Title: _____

Date: 2-21-03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF LEA

This instrument was acknowledged before me on FEB 21, 2003, by KATHRINE BINGHAM



Debra Pinkerton
Notary Public, State of TEXAS
My Commission Expires: SEPT 15, 2004

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (FLEISCHAKER MINERAL Co.) LLC.

By: _____

Printed Name: DON McCOMBS

VICE-PRESIDENT OF TOLEN OPERATING CO.,
Title: OPERATING MANAGER OF FLEISCHAKER MIN. Co., LLC

Date: FEBRUARY 24, 2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

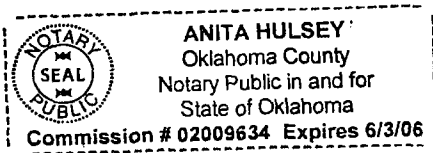
This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

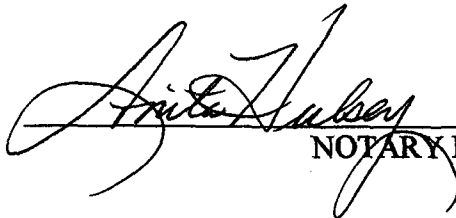
Notary Public, State of _____
My Commission Expires: _____

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared **DON McCOMBS, JR.**, known to me to be the identical person who subscribed the name of **JOLEN OPERATING COMPANY, OPERATING MANAGER OF FLEISCHAKER MINERAL COMPANY, L.L.C.**, to the foregoing instrument as its Vice President, and acknowledged to me that he executed same as his free and voluntary act and deed for the uses and purposes therein expressed in the capacity therein stated.

GIVEN under my hand and official seal this 24TH day of FEBRUARY, 2003.




NOTARY PUBLIC

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)
THREE M OIL COMPANY

By: John R. Murrell

Printed Name: JOHN R. MURRELL

Title: PRESIDENT

Date: 21 FEB 03

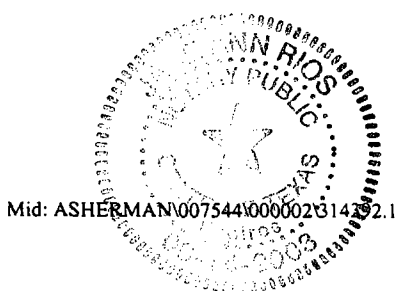
If in an individual capacity:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:
STATE OF TEXAS
COUNTY OF DALLAS

This instrument was acknowledged before me on February 21, 2003, by
John R. Murrell as President of Three M Oil Company,
a Texas corporation, on behalf of said corporation.



Mid: ASHERMAN00754400000231422.1

Shawn Rios
Notary Public, State of Texas
My Commission Expires: 2/14/03

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - URFER FAMILY TRUST

By: 

Printed Name: JAMES F. URFER

Title: TRUSTEE

Date: 2/21/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO, CA

This instrument was acknowledged before me on FEBRUARY 21, 2003, by JAMES F. WILFER as Trustee of THE WILFER FAMILY TRUST



Carla J. Campodonico
Notary Public, State of CALIFORNIA
My Commission Expires: OCTOBER 6, 2004

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner – (Sapphire Royalties Inc.)

By: Gary J. Lamb

Printed Name: Gary J. Lamb

Title: President

Date: 2/18/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

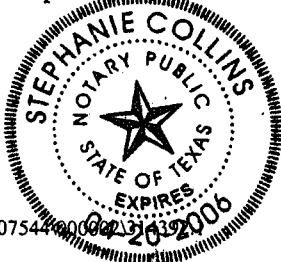
Notary Public, State of _____

My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on February 18, 2003, by
Gary J. Lamb as President of Sapphire Royalties, Inc.
a TEXAS corporation, on behalf of said corporation.



Stephanie Collins
Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: William John Nolan

Printed Name: WILLIAM JOHN NOLAN

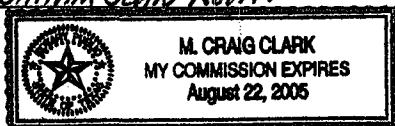
Title: _____

Date: 2/20/03

If in an individual capacity:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on February 20, 2003, 2003, by William John Nolan



[Signature]
Notary Public, State of TEXAS
My Commission Expires: 8/22/05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

FEB 19 2003

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - Uma Oil Properties, Ltd.

By: [Signature]

Printed Name: James M Alexander

Title: Pres of Managing Ptr

Date: 2-19-03

If in an individual capacity:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: Christopher T. Renaud

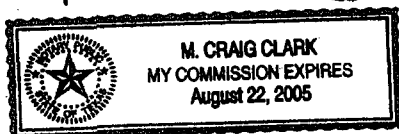
Printed Name: Christopher T. Renaud

Title: Individual

Date: 2-20-03

If in an individual capacity:
STATE OF TEXAS
COUNTY OF Midland

This instrument was acknowledged before me on FEBRUARY 20, 2003, by
Christopher T. Renaud



[Signature]
Notary Public, State of TEXAS
My Commission Expires: 8/22/05

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

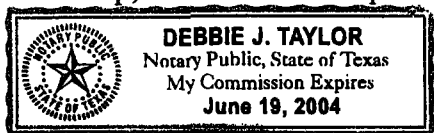
This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF Texas
COUNTY OF Taylor

This instrument was acknowledged before me on Feb. 19th, 2003, by
James M. Alexander as ~~partner of~~ Pres. of Man. Partner, a Texas
partnership, on behalf of said partnership.



Debbie J. Taylor
Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, general
partner of _____, a _____ limited partnership on behalf of said limited
partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: _____

Teton Properties, L.L.C.

Printed Name: Joseph W. Martin

Title: Manager

Date: 2/25/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF OKLAHOMA
COUNTY OF TULSA

This instrument was acknowledged before me on February 25, 2003, by Joseph W. Martin as Manager of Teton Properties, LLC a _____ limited liability company, on behalf of said limited liability company.



Laurie M. Smith
Notary Public, State of Oklahoma
My Commission Expires: December 17, 2004
Commission #00018613

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: Robert Gordon Van Vranken, Jr.

Printed Name: Robert Gordon Van Vranken, Jr.

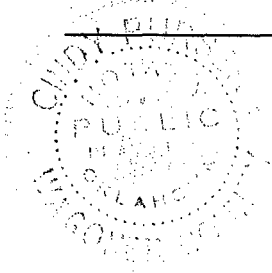
Title: Working Interest Owner

Date: Feb. 25, 2003

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF Cherokee

This instrument was acknowledged before me on February 25th, 2003, by



[Signature]
Notary Public, State of Oklahoma
My Commission Expires: 04-10-2004
Comm#00006230

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Jim A. Dawson)

By: [Signature]

Printed Name: _____

Title: _____

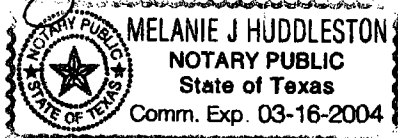
Date: 2-24-03

If in an individual capacity:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on February 24, 2003, by

Jim A. Dawson



Melanie J. Huddleston
Notary Public, State of Texas
My Commission Expires: 3/16/04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Culvey P/A)

By: James D. Culvey

Printed Name: JAMES D CULVEY

Title: General Partner

Date: 2/23/2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:
STATE OF TEXAS
COUNTY OF SMITH

This instrument was acknowledged before me on FEBRUARY 26, 2003, by JAMES D. CULVER as partner of CULROY PIA, a TEXAS GENERAL partnership, on behalf of said partnership.



Cindy Beard
Notary Public, State of TEXAS
My Commission Expires: 4-25-03

If for a limited partnership:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Llano Production Company)

By: [Signature]

Printed Name: Jim A. Dawson

Title: President

Date: 2-24-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

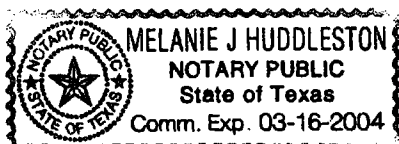
This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on February 24, 2003, by Jim A. Dawson as President of Llano Production Company a Texas corporation, on behalf of said corporation.



[Signature]
Notary Public, State of Texas
My Commission Expires: 3/16/04

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

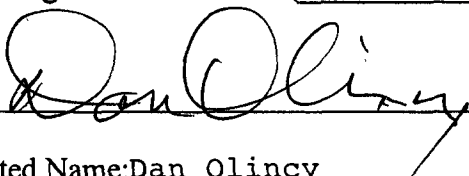
WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (6970450 _____)

By: 

Printed Name: Dan Olincy

Title: Trustee of the Virginia G. Olincy Trust

Date: February 26, 2003

If in an individual capacity:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF California
COUNTY OF Los Angeles

This instrument was acknowledged before me on February 26, 2003, by Dan Olincy as Trustee of The Virginia G. Olincy Trust



Martha A. Spies
Notary Public, State of California
My Commission Expires: May 30, 2004

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner (Reese Minerals)

By: 

Printed Name: Lila Reese

Title: Owner/Managing Member

Date: 2/28/2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

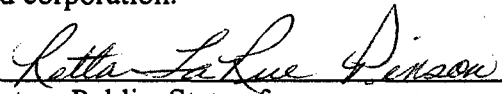
Notary Public, State of _____

My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF NEW MEXICO
COUNTY OF EDDY

This instrument was acknowledged before me on FEBRUARY 28, 2003, by Lila Reese as Owner/Managing Member of Reese Minerals, a N. M. L. P. corporation, on behalf of said corporation.


Notary Public, State of New Mexico

My Commission Expires: Sept. 26, 2003

If for a partnership:

STATE OF NEW MEXICO
COUNTY OF EDDY

This instrument was acknowledged before me on February 28, 2003, by
Lila Reese as partner of Reese Minerals, a Limited
partnership, on behalf of said partnership.

Notary Public, State of New Mexico
My Commission Expires: Sept. 26, 2003

If for a limited partnership:

STATE OF NEW MEXICO
COUNTY OF EDDY

This instrument was acknowledged before me on February 28, 2003, by
Lila Reese as Owner/Manager of Reese Minerals, general
partner of Reese Minerals, a _____ limited partnership on behalf of said limited
partnership.

Letta LaRue Benson

Notary Public, State of NEW MEXICO
My Commission Expires: Sept. 26, 2003

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____, a
_____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

By:

Printed Name:

Title:

Date:

If in an individual capacity:

STATE OF OREGON

COUNTY OF MULTNOMAH

This instrument was acknowledged before me on February 25, 2003, by Jewel Lansing.



Camille A. Dodge
Notary Public, State of OREGON
My Commission Expires: Feb. 11, 2005

If acknowledgment is for a corporation:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Charter Royalty 94-1) Acquisition
Fund

By: 

Printed Name: Armand Smith, Jr.

Title: Trustee

Date: 3-3-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

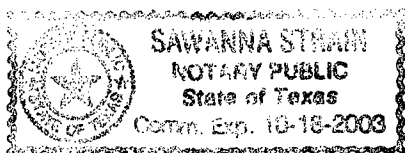
This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Texas
COUNTY OF Midland

This instrument was acknowledged before me on March 3, 2003, by Armand Smith, Jr. as Trustee of Charter Royalty 94-1 Acquisition Fund



Sawanna Strain
Notary Public, State of Texas
My Commission Expires: 10-18-2003

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: _____

Printed Name: Armand Smith JR

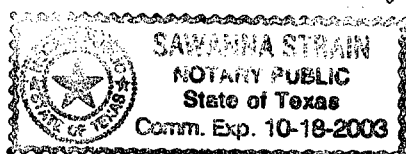
Title: _____

Date: 2-28-03

If in an individual capacity:

STATE OF Texas
COUNTY OF Udall

This instrument was acknowledged before me on February 28, 2003, by
Armand Smith Jr.



Sawanna Strain
Notary Public, State of Texas
My Commission Expires: 10-18-03

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - (_____)

By: *Hugh B. Key, II*

Printed Name: HUGH B. KEY, II

Title: _____

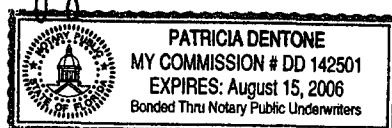
Date: 2/21/03

If in an individual capacity:

STATE OF Florida
COUNTY OF Monroe

This instrument was acknowledged before me on 21st February, 2003, by _____.

Patricia Dentone
Notary Public, State of Florida
My Commission Expires: August 15, 2006
Verify ID



**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Lo Jean Booth

By: Lo Jean Booth

Printed Name: Lo Jean Booth

Title: Royalty Owner

Date: 2-28-03

If in an individual capacity:

STATE OF New Mexico
COUNTY OF Lincoln

This instrument was acknowledged before me on February 28th, 2003, by
Brenda E. Berryhill

Brenda E. Berryhill
Notary Public, State of New Mexico
My Commission Expires: 10-16-06

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

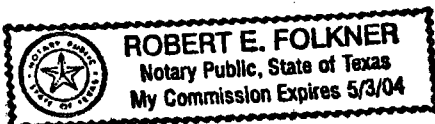
Royalty Owner - (_____)

By: Linda Browning Kinman

Printed Name: LINDA BROWNING KINMAN

Title: _____

Date: 3-03-03



If in an individual capacity:

STATE OF TEXAS
COUNTY OF LUBBOCK

This instrument was acknowledged before me on 3-3-, 2003, by
LINDA BROWNING KINMAN

R. E. Folkner
Notary Public, State of TEXAS
My Commission Expires: 5-3-04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

Donna E. Dyer
10103 Lynbrook Hollow St
Houston, TX 77042

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Donna E Dyer)

By: Donna E. Dyer

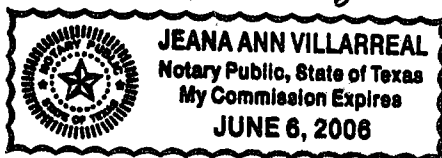
Printed Name: Donna E Dyer

Title: Owner

Date: 2-27-03

If in an individual capacity:
STATE OF TEXAS
COUNTY OF Harris

This instrument was acknowledged before me on February 27th, 2003, by Donna Williams Dyer



Jeana Ann Villarreal
Notary Public, State of Texas
My Commission Expires: 6/06/06

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Ruth Forsberg

By: Ruth Forsberg

Printed Name RUTH FORSBERG

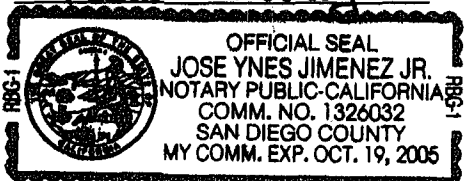
Title: Royalty owner

Date: 2-27-03

If in an individual capacity:

STATE OF California
COUNTY OF San Diego

This instrument was acknowledged before me on February 27, 2003, by Ruth Forsberg.



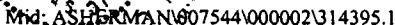
José Ynes Jiménez Jr.
Notary Public, State of California
My Commission Expires: Oct 19, 2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____



**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (0.01180560)

By: Salvatore Ribera

Printed Name: SALVATORE RIBERA

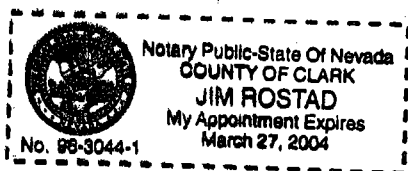
Title: _____

Date: 2-27-03

If in an individual capacity:

STATE OF NEVADA
COUNTY OF CLARK

This instrument was acknowledged before me on 2-27, 2003, by
SALVATORE RIBERA.



Jim Rostad
Notary Public, State of NEVADA
My Commission Expires: 3-27-04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

MAGNOLIA ROYALTY
Royalty Owner - (COMPANY, INC.)

By: *John R. Norwood*

Printed Name: JOHN R. NORWOOD

Title: PRESIDENT

Date: 3/5/03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

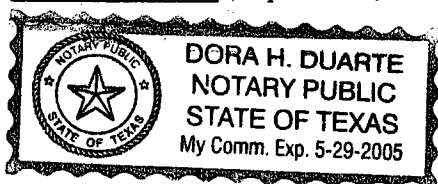
This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on March 5, 2003, by JOHN R. NORWOOD as PRESIDENT of MAGNOLIA ROYALTY COMPANY, INC. a TEXAS corporation, on behalf of said corporation.



Dora H. Duarte
Notary Public, State of TEXAS
My Commission Expires: 5-29-05

**RATIFICATION OF AND AGREEMENT TO BECOME A PARTY TO
UNIT AGREEMENT AND UNIT OPERATING AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Working Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, said Agreement further provides that a Working Interest Owner (as defined in the Unit Agreement) may join in that certain agreement entitled "Unit Operating Agreement for the East Hobbs (San Andres) Unit, Lea County, New Mexico" dated February 14, 2003 (the "Unit Operating Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____ by execution of a ratification of the Unit Operating Agreement; and

WHEREAS, each of the undersigned is a Working Interest Owner in and under the Unit Agreement and Unit Operating Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreements of the parties to the Unit Agreement and Unit Operating Agreement, the undersigned Working Interest Owner hereby ratifies and agrees to become a party to the Unit Agreement and Unit Operating Agreement with respect to all of its interests in and to all Tracts described in said Unit Agreement and Unit Operating Agreement and agrees that its interest in the lands and leasehold estate that is described in the Unit Agreement and Unit Operating Agreement shall be subject to all of the terms and provisions of said agreements.

The undersigned Working Interest Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgment.

Working Interest Owner - Lois S. Clements

By: Lois S. Clements

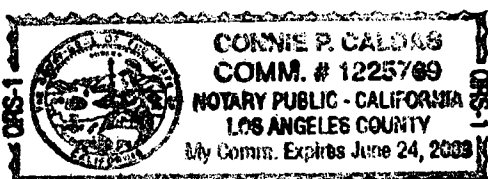
Printed Name: Lois S. Clements

Title: _____

Date: 28 Feb, 2003

If in an individual capacity:
STATE OF Los Angeles
COUNTY OF California

This instrument was acknowledged before me on 28 Feb., 2003, by _____



Connie P. Caldas
Notary Public, State of Calif.
My Commission Expires: June 24, 2003

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume 1129, Page 549, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

N. Duane & Dortha L. (So) Loney
Revocable Trust
Royalty Owner - _____

By: *Dortha L. (So) Loney*

Printed Name: DORTHA L (SO) LONEY

Title: Trustee

Date: 3-5-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

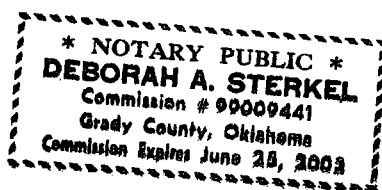
Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Oklahoma
COUNTY OF Grady

This instrument was acknowledged before me on March 5, 2003, by Dorthea L. (Jo) Laney as Trustee of N. Duane and Dorthea L. (Jo) Laney Revocable Trust

Deborah A. Sterkel
Notary Public, State of OK
My Commission Expires: 6-25-03



**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Marjorie H. Augustine

Printed Name: Marjorie H. Augustine

Title: _____

Date: March 4, 2003

If in an individual capacity:

STATE OF TEXAS
COUNTY OF STERLING

This instrument was acknowledged before me on March 4, 2003, by
Marjorie H. Augustine.



Shari Copeland
Notary Public, State of Texas
My Commission Expires: 9-30-04

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (_____)

By: Roy G. Barton Jr.

Printed Name: ROY G. BARTON JR

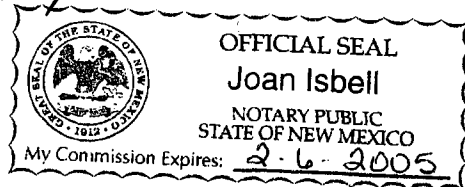
Title: _____

Date: 3/6/03

If in an individual capacity:

STATE OF NEW MEXICO
COUNTY OF LEA

This instrument was acknowledged before me on MARCH 6, 2003, by ROY G. BARTON JR.



Joan Isbell
Notary Public, State of NEW MEXICO
My Commission Expires: 2-6-2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (BARTON TRUST)

By: Roy G. Barton Jr.

Printed Name: ROY G. BARTON JR

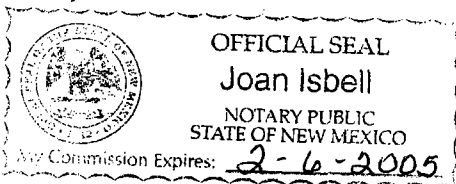
Title: TRUSTEE

Date: 3/6/03

If in an individual capacity:

STATE OF NEW MEXICO
COUNTY OF LEA

This instrument was acknowledged before me on MARCH 6, 2003, by
ROY G. BARTON JR., TRUSTEE.



Joan Isbell
Notary Public, State of NEW MEXICO
My Commission Expires: 2-6-2005

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (MARTIN LIVING TRUST)

By: Karen V. Martin

Printed Name: Karen V. Martin

Title: Sole Trustee

Date: 3-6-03

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF TEXAS
COUNTY OF MIDLAND

This instrument was acknowledged before me on March 6, 2003, by Karen V. Martin as ^{Sole} Trustee of Martin Living Trust.



Carolyn Hartzoge
Notary Public, State of Texas
My Commission Expires: 5/18/2003

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner -

Jay H. Rossbach Jr.

By: _____

Printed Name: Jay H. Rossbach Jr.

Title: _____

Date: 3/3/03

If in an individual capacity:

STATE OF Florida

COUNTY OF Palm Beach

This instrument was acknowledged before me on March 3, 2003, by

Jay Rossbach



Mary Anne Gioia
Notary Public, State of Florida
My Commission Expires: 7/6/3

If acknowledgment is for a corporation:

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by

_____ as _____ of _____,

a _____ corporation, on behalf of said corporation.

Notary Public, State of _____

My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Evelyn Loney

By: Evelyn Loney

Printed Name: EVELYN LONEY

Title: Owner

Date: 3-5-03

If in an individual capacity:

STATE OF Oklahoma
COUNTY OF Delmar

This instrument was acknowledged before me on March 5, 2003, by
Evelyn Loney.

Nancy Cassidy
Notary Public, State of Oklahoma
My Commission Expires: 4-5-06
Comm. # 02005139

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (Ivan C Dean)

By: _____

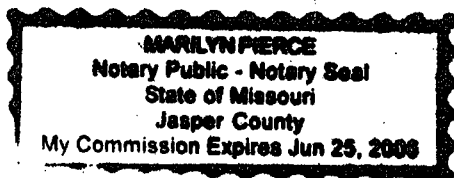
Printed Name: _____

Title: _____

Date: Feb 21, 2003

If in an individual capacity:
STATE OF MISSOURI
COUNTY OF JASPER

This instrument was acknowledged before me on FEBRUARY 21, 2003, by
MARILYN PIERCE IVAN C. DEAN.



Marilyn Pierce
Notary Public, State of MISSOURI
My Commission Expires: 6-25-06

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - (BKKA)

By: Bradley H. Payne

Printed Name: BRADLEY H. PAYNE

Title: GENERAL PARTNER

Date: 2/26/2003

If in an individual capacity:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____.

Notary Public, State of _____
My Commission Expires: _____

If acknowledgment is for a corporation:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

If for a partnership:
STATE OF TX
COUNTY OF Lubbock

This instrument was acknowledged before me on Feb. 26, 2003, by Bradley H. Payne as partner of BKKA, a ge partnership, on behalf of said partnership.



Brenda Stanfield
Notary Public, State of TX
My Commission Expires: 4-23-04

If for a limited partnership:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as Trustee of _____.

Notary Public, State of _____
My Commission Expires: _____

**RATIFICATION OF AND AGREEMENT TO
BECOME A PARTY TO UNIT AGREEMENT
EAST HOBBS (SAN ANDRES) UNIT
LEA COUNTY, NEW MEXICO**

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an Agreement entitled "State/Fee Waterflood Unit, Unit Agreement for the Development and Operation of the East Hobbs (San Andres) Unit, Lea County, New Mexico," dated February 14, 2003 (the "Unit Agreement"), and recorded in the Lea County Records of Lea County, New Mexico in Volume _____, Page _____, provides that any owner of a Royalty Interest (as defined in the Unit Agreement) in any Tract in the Unit Area may join in the Unit Agreement by execution of a ratification of the Unit Agreement; and

WHEREAS, each of the undersigned is a Royalty Owner (as defined in the Unit Agreement) in one or more of the Tracts described in said Unit Agreement;

NOW, THEREFORE, for adequate consideration, including the mutual agreement of the parties to the Unit Agreement, the undersigned Royalty Owner hereby ratifies and agrees to become a party to the Unit Agreement, with respect to all of its interests in and to all of the Tracts described in said Unit Agreement.

The undersigned Royalty Owner hereby acknowledges receipt of a full and true copy of the Unit Agreement.

IN WITNESS WHEREOF, each of the undersigned has executed this agreement on the date set forth in said party's acknowledgement.

Royalty Owner - Laurie Juanita Scott

By: Laurie Juanita Scott

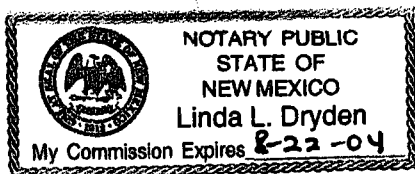
Printed Name: Laurie Juanita Scott

Title: _____

Date: 2-27-03

If in an individual capacity:
STATE OF New Mexico
COUNTY OF Bernalillo

This instrument was acknowledged before me on February 27, 2003, by
Laurie Juanita Scott.



Linda L. Dryden
Notary Public, State of New Mexico
My Commission Expires: 8-22-04

If acknowledgment is for a corporation:
STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by
_____ as _____ of _____,
a _____ corporation, on behalf of said corporation.

Notary Public, State of _____
My Commission Expires: _____

KNOW ALL MEN BY THESE PRESENTS:

If for a partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as partner of _____, a _____ partnership, on behalf of said partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited partnership:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, general partner of _____, a _____ limited partnership on behalf of said limited partnership.

Notary Public, State of _____
My Commission Expires: _____

If for a limited liability company:

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on _____, 2003, by _____ as _____ of _____, a _____ limited liability company, on behalf of said limited liability company.

Notary Public, State of _____
My Commission Expires: _____

If for a trustee:

STATE OF Oklahoma
COUNTY OF Comanche

This instrument was acknowledged before me on Feb 27th, 2003, by Anna Lois Lynch as Trustee of Anna Lois Lynch Revocable Trust

Diane Biggs
Notary Public, State of Oklahoma
My Commission Expires: 4/22/2004
#00005021