

EXHIBIT "A"

Attached to and made a part of Operating Agreement
dated _____,
between John H. Hendrix Corporation, as Operator,
and Conoco Inc. & Michael L. Klein et al, as Non-Operators.

I. LANDS SUBJECT TO THIS AGREEMENT

Township 20 South, Range 37 East, N.M.P.M.
Section 16: E/2 NW/4
INSOFAR AND ONLY INSOFAR as the above described lease covers
depths below 7,000 feet.
ALL IN LEA COUNTY, NEW MEXICO

II. NAMES, ADDRESSES AND INTERESTS OF THE PARTIES:

John H. Hendrix Corporation 223 West Wall, Suite 525 Midland, TX 79701	<u>14.6875%</u>
Michael L. Klein 500 West Texas, Suite 1230 Midland, TX 79701	<u>14.6875%</u>
Conoco Inc. 10 Desta Drive Midland, TX 79705	<u>18.75%</u>
Ronnie H. Westbrook 2809 Haynes Midland, TX 79705	<u>.625%</u>
Daniel L. Veirs 1209 West Cuthbert Avenue Midland, TX 79701	<u>.625%</u>
Damian G. Barrett 3221 Apperson Drive Midland, TX 79705	<u>.625%</u>
Mr. & Mrs. Roger Hansen 4642 Lorraine Avenue Dallas, TX 75209	<u>25%</u>
Dr. Henry Yeager, Jr. 5624 Knollwood Road Bethesda, Maryland 20816	<u>25%</u>

III. OIL AND GAS LEASE(S) SUBJECT TO THIS AGREEMENT:

State of New Mexico Oil and Gas Lease B-2406-3 dated January 12, 1934, from the
State of New Mexico to C. F. Wood, insofar as it covers:

Township 20 South, Range 37 East, N.M.P.M.
Section 16: E/2 NW/4
INSOFAR AND ONLY INSOFAR as the above described lease covers
depths below 7,000 feet.
ALL IN LEA COUNTY, NEW MEXICO

Before the Oil Conservation Division
Santa Fe, New Mexico
John H. Hendrix Corp. Exhibit No. 3
Case No. 12085
November 5, 1998