

Mid-Continent Region
Production United States**Marathon
Oil Company**P.O. Box 552
Midland, TX 79702-0552
Telephone 915/682-1626

December 10, 1992

Santa Fe Energy Operating Partners, L. P.
550 W. Texas
Suite 1330
Midland, Texas 79701

Attn: C. D. Smith

RE: Application for Unorthodox Location
Rocky Top Fed Com 27 No. 1
204' FSL and 660' FWL
Section 27, T-21-S, R-24-E
Eddy County, New Mexico

Dear Mr. Smith,

Marathon has received a copy of Santa Fe Energy's request for approval to drill a well at the above referenced unorthodox location along with a waiver request for Marathon's signature.

Marathon hereby waives all objection to this application provided all well logs and test information on the Upper Penn (Cisco and Canyon) is sent to Marathon within 25 days of acquisition.

If you are in agreement with this stipulation, please sign below and return one copy to Marathon.

Sincerely,

A handwritten signature in cursive script, appearing to read 'T. N. Tipton'.

T. N. Tipton
Engineering Manager
Midland OperationsAgreed and accepted this 10th day of December, 1992
by Jay Green, Division Landman BEFORE Representative of
Santa Fe Energy Operating Partners, L. P. OIL CONSERVATION DIVISIONSanta Fe EXHIBIT NO. 2
CASE NO. 10628/10629

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