

EXHIBIT "C"
OFFSET OPERATORS
Marathon's Proposed Project Area
Lea County, New Mexico

Pennzoil exploration & Production Company
P.O. Box 2967
Houston, Texas 77252-2967

Cody Energy, Inc.
16825 Northchase Drive, Suite 1200
Houston, Texas 77060-6030

Polaris Production Corporation
P. O. Box 1749
Midland, Texas 79702-1749

Phillips Petroleum Company
4001 Penbrook
Odessa, Texas 79762

Dinero Operating Company
P. O. Box 10505
Midland, Texas 79702

Fasken Oil
303 W Wall St
Midland, Texas 79701

R. J. St. Germain Jr.
c/o Raymond B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Beverly JeAnne St. Germain Fadrique
Lloyd P. Fadrique, Robert M. Kurtzs
Trustee of the Fadrique Trust Created under Indenture of Trust Dated 10-24-87
c/o Raymond B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Raymond B. Keating III
Trustee for the Robert K. Smith Trust
c/o R. B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Raymond B. Keating III
Trustee for the Campbell Smith Trust
c/o R. B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Mary Jane Hand
c/o Trust Department
P. O. Box 1241
Lubbock, Texas 79408-1241

Sidney Davis Smith
c/o R. B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Julia F. Hutchison Estate
by Raymond B. Keating III
Attorney-in-Fact for Sandra Buell
c/o R. B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

First National Bank of Abilene Texas
Independent Executor and Trustee U/W/O
William W. Davis
P. O. Box 701
Abilene, Texas 79604

Roger H. Davis Family Trust
c/o R. B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002

Producing Royalties, Inc.
P. O. Box 1071
Lubbock, Texas 79408

Beverly Tucker
12511 Ladbroke Lane
Houston, Texas 77039

Sharon Tais Stubblefield
P. O. Box 391
Evergreen, Colorado 80439

SUPPLEMENT TO EXHIBIT "C"

UNLEASED MINERAL OWNERS

Offset to our Denton Lease

Lea County, New Mexico

Dickinson Mineral Trust
P. O. Box 247
Roswell, New Mexico 88202

June D. Speight
P. O. Drawer 1687
Lovington, New Mexico 88260

First National Bank of West Texas
Successor Trustee of the J. E. Simmons Trust A-JSS
J. E. Simmons Trust B-MJH, Beulah H. Simmons Trust A-J55
Beulah H. Simmons Trust B-MJH
P. O. Box 1241
Lubbock, Texas 79408

Carlsbad National Bank
Trustee of the Jean S. Sullivan Trust
U/A Dated 9-1-77
P. O. Box 1359
Carlsbad, New Mexico 88220

Hugh H. Sprunt
Trustee of the Barbara H. Sprunt Trust
U/A Dated 11-8-90
3508 Watercrest Court
Farmers Branch, Texas 75234

William Noble Smith, Jr.
1984 Trust by Raymond B. Keating III
Successor Trustee
806 Main Street, Suite 960
Houston, Texas 77002

Virginia Howe Smith
c/o Raymond B. Keating III
806 Main Street, Suite 960
Houston, Texas 77002