



OXY USA INC.

Box 50250, Midland, TX 79710

Vance E. Woolley, JD, CPL/ESA
Landman Advisor
(915) 685-5908
FAX: (915) 685-5754

April 27, 1994

F A X
(505) 982-8623

Mewbourne Oil Company
Attn: Kevin Mayes
P.O. Box 7698
Tyler, Texas 7511

Re: OXY/NAPECO joinder of the Querecho Plains Queen Sand
Associated Unit, Lea County, New Mexico.

Gentlemen:

Please find attached the unit joinder documents for the NAPECO INC. interest in the captioned Unit. OXY USA Inc. administers this interest, which is held in the name of NAPECO INC. We have also attached a copy of Mr. McGee's designation as an Attorney-in-Fact for NAPECO INC. for your records.

We will provide copies of the title documents to your home office in short order. We apologize for any difficulties this may entail.

Very truly yours,

OXY USA Inc.

A handwritten signature in cursive script, reading "Vance E. Woolley", is written over the typed name.

Vance E. Woolley, JD, CPL/ESA
Landman Advisor

3B

10959 + 10960

18.2 Rights of Unit Operator. Such interest described in Article 18.1 above, shall continue in Unit Operator for so long as such are used for Unit Operations. In the event the initial Unit Operator ceases to be such Unit Operator, it shall assign such rights and interests to the succeeding Unit Operator.

ARTICLE 19

EXECUTION

19.1 Original, Counterpart, or Other Instrument. An owner of a Working Interest may become a party to this agreement by signing the original of this instrument, a counterpart thereof, or other instrument agreeing to become a party hereto. The signing of any such instrument shall have the same effect as if all parties had signed the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this agreement on the dates opposite their respective signatures.

Attest by Secretary, with Corporate Seal, if a Corporation, or
Witness, if an Individual

UNIT OPERATOR

OPERATOR:

MEWBOURNE OIL COMPANY

DATE:

10/26/93

ATTEST:

[Signature]

By:

[Signature]

WORKING INTEREST OWNERS

DATE: _____

ANADARKO PETROLEUM CORPORATION

ATTEST:

By: _____

DATE: _____

ASSOCIATED PARTNERS LTD 1986

WITNESS:

By: _____

DATE: _____

CARROLL BELLAH

WITNESS:

By: _____

DATE: _____

PHILIP R. BISHOP

ATTEST:

By: _____

DATE: _____

LEWIS BURLESON

WITNESS:

By: _____

DATE: _____

GENE FULMER

ATTEST:

By: _____

DATE: _____

RAY FULMER

WITNESS:

By: _____

DATE: _____

DEBRA JOHNSON HEAD

ATTEST:

By: _____

DATE: _____

HILLSIDE SYNDICATE

ATTEST:

By : _____

DATE: _____

DEMAR JOHNSON HOPSON

ATTEST:

By: _____

DATE: _____

JACK HUFF

WITNESS:

By: _____

DATE: _____

F. KIRK JOHNSON III

WITNESS:

By: _____

DATE: _____

JOYRAN CORP.

ATTEST:

By : _____

DATE: _____

HAROLD LOBLEY

WITNESS:

BY: _____

DATE: _____

MAN SUR TRUST

ATTEST:

By: _____

DATE: _____

ANN H. McREYNOLDS

ATTEST:

By: _____

DATE: _____

CURTIS W. MEWBOURNE

WITNESS:

By: _____

DATE: _____

MEWBOURNE OIL COMPANY

ATTEST:

By: _____

DATE: _____

MURJO OIL & ROYALTY CO.

WITNESS:

By: _____

DATE: _____

~~ONY USA INC.~~ NAPECO INC.

ATTEST:

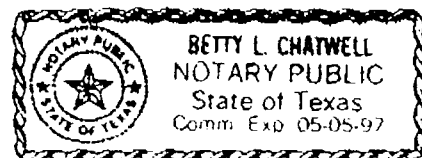
By: 

STATE OF TEXAS § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF MIDLAND §

The foregoing instrument was acknowledged before me this 27
day of April, 1994, by P. L. McGee Attorney-in-Fact, for
NAPECO INC, a Delaware Corporation.

Betty L Chatwell
Notary Public

My Commission Expires: 05-05-97



STATE OF _____ § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____
day of _____, 19____, by _____, for
_____, a _____ Corporation.

Notary Public

My Commission Expires: _____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____
day of _____, 19____, by _____.

Notary Public

My Commission Expires: _____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____
day of _____, 19____, by _____.

Notary Public

My Commission Expires: _____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____
day of _____, 19____, by _____.

Notary Public

My Commission Expires: _____

DATE: _____

CLARENCE W. & FREIDA T. STUMHOFFER

WITNESS:

By: _____

By: _____

DATE: _____

PEGGY S. TAYLOR

WITNESS:

By: _____

DATE: _____

TOOMBS TRUST

ATTEST:

By: _____

DATE: _____

C. DANIEL WALKER

WITNESS:

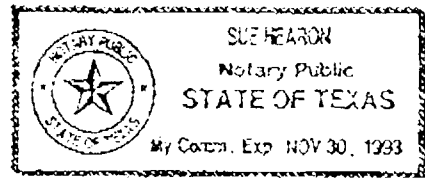
By: _____

STATE OF TEXAS §
COUNTY OF SMITH §

The foregoing instrument was acknowledged before me this 26TH day of OCTOBER, 1993, by James Allen Brinson, as Attorney-in-Fact of Mewbourne Oil Company, a Delaware Corporation.

Sue Hearon
Notary Public, State of Texas

My Commission Expires: 11-30-93

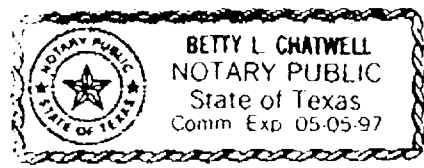


STATE OF TEXAS § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF MIDLAND §

The foregoing instrument was acknowledged before me this 27 day of April, 1994, by R.D. McGee - Attorney-in-Fact, for NAPECO INC., a Delaware Corporation.

Betty L Chatwell
Notary Public

My Commission Expires: 05-05-97



STATE OF _____ § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 19____, by _____, for _____, a _____ Corporation.

Notary Public

My Commission Expires: _____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____
day of _____, 19____, by _____.

Notary Public

My Commission Expires:_____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____
day of _____, 19____, by _____.

Notary Public

My Commission Expires:_____

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the dates opposite their respective signatures.

Attest by Secretary, with Corporate Seal, if a Corporation, or
Witness, if an Individual

UNIT OPERATOR

OPERATOR:

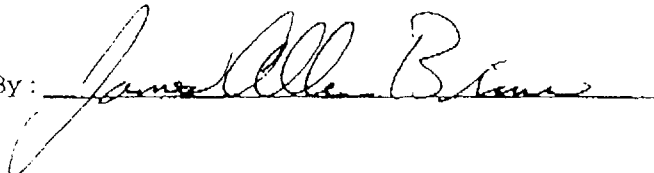
MEWBOURNE OIL COMPANY

DATE: 10/26/93

ATTEST:



By:



WORKING INTEREST OWNERS

DATE: _____

ANADARKO PETROLEUM CORPORATION

ATTEST:

By: _____

DATE: _____

ASSOCIATED PARTNERS LTD 1986

WITNESS:

By: _____

DATE: _____

CARROLL BELLAH

WITNESS:

By: _____

DATE: _____

PHILIP R. BISHOP

ATTEST:

By: _____

DATE: _____

LEWIS BURLESON

WITNESS:

By: _____

DATE: _____

GENE FULMER

ATTEST:

By: _____

DATE: _____

RAY FULMER

WITNESS:

By: _____

DATE: _____

DEBRA JOHNSON HEAD

ATTEST:

By: _____

DATE: _____

HILLSIDE SYNDICATE

ATTEST:

By: _____

DATE: _____

DEMAR JOHNSON HOPSON

ATTEST:

By: _____

DATE: _____

JACK HUFF

WITNESS:

By: _____

DATE: _____

F. KIRK JOHNSON III

WITNESS:

By: _____

DATE: _____

JOYRAN CORP.

ATTEST:

By: _____

DATE: _____

HAROLD LOBLEY

WITNESS:

By: _____

DATE: _____

MANSUR TRUST

ATTEST:

By: _____

DATE: _____

ANN H. McREYNOLDS

ATTEST:

By: _____

DATE: _____

CURTIS W. MEWBOURNE

WITNESS:

By: _____

DATE: _____

MEWBOURNE OIL COMPANY

ATTEST:

By: _____

DATE: _____

MURJO OIL & ROYALTY CO.

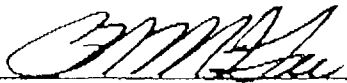
WITNESS:

By: _____

DATE: _____

~~OKY USA INC.~~ NAPECO INC.

ATTEST:

By:  _____

DATE: _____

CLARENCE W. & FREIDA T. STUMHOFFER

WITNESS:

By: _____

By: _____

DATE: _____

PEGGY S. TAYLOR

WITNESS:

By: _____

DATE: _____

TOOMBS TRUST

ATTEST:

By: _____

DATE: _____

C. DANIEL WALKER

WITNESS:

By: _____

ROYALTY OWNERS

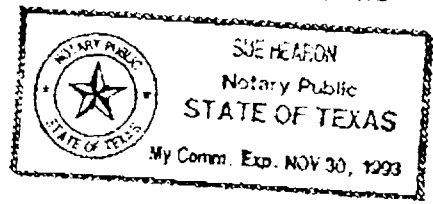
<u>Attest or Witness</u>	<u>Date Signed</u>	<u>Name</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

STATE OF TEXAS §
COUNTY OF SMITH §

The foregoing instrument was acknowledged before me this 26TH day of OCTOBER, 1993, by James Allen Brinson, as Attorney-in-Fact of Mewbourne Oil Company, a Delaware Corporation.

Sue Heaton
Notary Public, State of Texas

My Commission Expires: 11-30-93

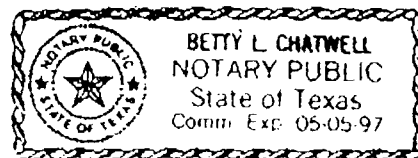


STATE OF TEXAS § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF MIDLAND §

The foregoing instrument was acknowledged before me this 27
day of April, 1994, by P.D. McGee-Attorney-in-Fact, for
NADECO, INC., a Delaware Corporation.

Betty L Chatwell
Notary Public

My Commission Expires: 05-05-97



STATE OF _____ § (ACKNOWLEDGMENT FOR CORPORATION)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____
day of _____, 19____, by _____, for
_____, a _____ Corporation.

Notary Public

My Commission Expires: _____

STATE OF _____ § (ACKNOWLEDGMENT FOR INDIVIDUAL)
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____
day of _____, 19____, by _____.

Notary Public

My Commission Expires: _____

POWER OF ATTORNEY AND REVOCATION OF PREVIOUS POWER OF ATTORNEY

POWER OF ATTORNEY

The undersigned, NAPECO INC., a Delaware corporation, by these presents, does make, constitute and appoint Robert W. Brewer, and Charles E. Creekmore, and J. H. Crosby, and K. P. Ducote, and Stephen S. Flynn, and Barry E. Kellogg, and P. N. McGee, and Kenneth L. Miller, and Charles R. Neal, and Ellis D. Orendorff, and Donald E. Romine, and Charles J. Shelton, and J. P. Thomas, and each of them acting individually, its true and lawful Attorneys-in-Fact for it and in its name, place and stead, to enter into, execute, acknowledge and deliver on behalf of this corporation the instruments designated and described below:

- (1) Agreements pooling royalty on any or all minerals of this corporation under oil, gas and/or other mineral leases with royalty on any or all minerals under oil, gas and/or other mineral leases of third parties
- (2) Agreements pooling oil, gas and/or other mineral leases and the rights thereunder of this corporation with oil, gas and/or other mineral leases or minerals and rights thereunder of third parties
- (3) Agreements providing for the joint or unit development of oil, gas and/or other mineral leases or minerals of this corporation with oil, gas and/or other mineral leases or minerals of third parties
- (4) Agreements pooling unleased interests in minerals of this corporation with unleased mineral rights and/or rights in oil, gas and/or other mineral leases of third parties
- (5) Agreements pledging contributions to third parties in connection with the drilling of wells
- (6) Agreements subordinating oil, gas and/or other mineral leases or minerals and the rights thereunder of this corporation to the rights of third parties
- (7) Agreements for the purchase, or exchange, of minerals or oil, gas and/or other mineral leases or interests in minerals or oil, gas and/or other mineral leases and assignments, leases or deeds pursuant thereto
- (8) Agreements for the sale, lease or assignment of minerals and/or oil, gas and/or other mineral leases and the necessary instruments pursuant thereto
- (9) Agreements for the renting, leasing, licensing, permitting, purchase and/or sale of real property and/or personal property and the necessary instruments pursuant thereto
- (10) Division orders and Transfer orders covering sale of oil, gas and/or other minerals
- (11) Agreements for geological and geophysical exploration work and any other agreements for test well drilling, and any and all other agreements of a functional nature pertaining to the acquisition, exploration, testing, development, and operation of oil, gas and/or other mineral properties
- (12) Easements, rights-of-way, servitudes, licenses and permits on lands owned by this corporation
- (13) Oil, gas and/or other mineral leases on fee lands and on mineral rights in lands of this corporation wherever situated

APPROVAL OF PLAN OF UNITIZATION
QUERECO PLAINS QUEEN ASSOCIATED SAND UNIT
LEA COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, an instrument entitled "Plan of Unitization, Querecho Plains Queen Associated Sand Unit, Lea County, New Mexico", provides that any owner of a Royalty Interest or Working Interest, or both, in and to any Tract identified therein may approve such plan by signing an instrument of approval;

NOW, THEREFOR, the undersigned owners of Royalty Interest or the undersigned owners of Working Interest, or owners of both Working Interest and Royalty Interest, hereby approve such plan.

The undersigned owners of Royalty Interest or Working Interest or both Working Interest and Royalty Interest hereby acknowledge receipt of a full and true copy of such plan.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on the date set forth opposite his signature.

DATED THIS ____ day of _____, 1993.


Attest by secretary, with Corporate Seal, if a Corporation, or
Witness if an individual

(UNIT OPERATOR

OPERATOR:

MEWBOURNE OIL COMPANY

DATE: 10/26/93

ATTEST: 

By: 

WORKING INTEREST OWNERS

DATE: _____

ANADARKO PETROLEUM CORPORATION

ATTEST:

By: _____

DATE: _____

ASSOCIATED PARTNERS LTD 1986

WITNESS:

By: _____

DATE: _____

CARROLL BELLAH

WITNESS:

By: _____

DATE: _____

PHILIP R. BISHOP

ATTEST:

By: _____

DATE: _____

LEWIS BURLESON

WITNESS:

By: _____

DATE: _____

GENE FULMER

ATTEST:

By: _____

DATE: _____

RAY FULMER

WITNESS:

By: _____

DATE: _____

DEBRA JOHNSON HEAD

ATTEST:

By: _____

DATE: _____

HILLSIDE SYNDICATE

ATTEST:

By: _____

DATE: _____

DEMAR JOHNSON HOPSON

ATTEST:

By: _____

DATE: _____

JACK HUFF

WITNESS:

By: _____

DATE: _____

F. KIRK JOHNSON III

WITNESS:

By: _____

DATE: _____

JOYRAN CORP.

ATTEST:

By: _____

DATE: _____

HAROLD LOBLEY

WITNESS:

By: _____

DATE: _____

MANSUR TRUST

ATTEST:

By: _____

DATE: _____

ANN H. McREYNOLDS

ATTEST:

By: _____

DATE: _____

CURTIS W. MEWBOURNE

WITNESS:

By: _____

DATE: _____

MEWBOURNE OIL COMPANY

ATTEST:

By: _____

DATE: _____

MURJO OIL & ROYALTY CO.

WITNESS:

By: _____

DATE: _____

~~OXY-HSA-INC.~~ NAPECO INC.

ATTEST:

By:  _____

DATE: _____

CLARENCE W. & FREIDA T. STUMHOFFER

WITNESS:

By: _____

By: _____

DATE: _____

PEGGY S. TAYLOR

WITNESS:

By: _____

DATE: _____

TOOMBS TRUST

ATTEST:

By: _____

DATE: _____

C. DANIEL WALKER

WITNESS:

By: _____

- (14) Oil, gas and/or other mineral leases on lands of members of any Tribe of Indians and/or lands of Natives, on mineral interests of any Indian Tribe and/or Native corporation, company, or organization, on public lands and other lands of the United States of America wherever situated, on public lands and other lands of any State and of any subdivision of any State wherever situated, in which this corporation is lessee
- (15) Oil, gas and/or other mineral leases on any land or mineral interest regardless of ownership wherever situated, in which this corporation is lessee
- (16) Agreements for the sale of mineral producing properties, oil, gas and/or other mineral leases, and other mineral interests owned by this corporation
- (17) Assignments, transfers, conveyances, deeds, oil, gas and/or other mineral leases, bills of sale and other instruments in connection with sales of leases, wells and related facilities and/or installations, together with personal property in, on and/or serving the properties sold
- (18) Bids, applications and filings for oil, gas and/or other mineral leases on lands of the United States of America and any State owned lands, including such lands embraced within the area called "the Outer Continental Shelf", on lands of any Indian Tribe, on lands of any Native corporation, company or organization
- (19) Leases of the surface of lands wherever situated of this corporation for agricultural grazing and other purposes
- (20) Subleases of rights under surface leases and under oil, gas and/or other mineral leases of this corporation
- (21) Releases and surrenders of leases, oil, gas and/or other mineral leases and easements in real estate wherever situated
- (22) Agreements for consulting services and/or other personal services
- (23) Saltwater disposal agreements and right-of-way agreements and agreements for construction of facilities necessary for the functional operation thereof
- (24) Development contracts, unit agreements and other agreements relating thereto with the federal, state and local governments and the various departments, agencies and branches thereof
- (25) Assignments and/or partial assignments of oil, gas and/or other mineral leases covering federal, state or other lands
- (26) Assignments of operating rights and designations of operator under oil, gas and/or other mineral leases covering federal, state or other lands

Said Attorneys-in-Fact are hereby granted full and complete power and authority to execute, acknowledge and deliver such other documents and instruments and to do such things and perform such acts as may be necessary or convenient in connection with the foregoing.

NAPECO INC. hereby declares that each and every act, matter and thing which shall be given, made and done by said Robert W. Brewer, and Charles E. Creekmore, and J. H. Crosby, and K. P. Ducote, and Stephen S. Flynn, and

Barry E. Kellogg, and P. N. McGee, and Kenneth L. Miller, and Charles R. Neal, and Ellis D. Orendorff, and Donald E. Romine, and Charles J. Shelton, and J. P. Thomas, in connection with the exercise of any or all of the aforesaid powers shall be as good, valid and effectual to all intents and purposes as if the same has been given, made and done by said NAPECO INC. in its corporate presence and it hereby ratifies whatsoever said Attorneys-in-Fact, or any of them, shall lawfully do or cause to be done by virtue hereof.

NAPECO INC. shall be bound to the representations made on its behalf by said Attorneys-in-Fact and waives any and all defenses which may be available to NAPECO INC. to contest, negate or disaffirm the actions of said Attorneys-in-Fact under this Power of Attorney.

REVOCATION OF PREVIOUS POWER OF ATTORNEY

NAPECO INC., does hereby revoke all power and authority given or intended to be given by POWER OF ATTORNEY dated December 1, 1991 to Robert W. Brewer, and G. N. Buttram, and Charles E. Creelmore, and J. H. Crosby, and K. P. Ducote, and Stephen S. Flynn, and Barry E. Kellogg, and P. N. McGee, and Kenneth L. Miller, and Charles R. Neal, and Ellis D. Orendorff, and Charles J. Shelton, and J. P. Thomas, and each of them acting individually, its true and lawful Attorneys-in-Fact for it and in its name, place and stead, to enter into, execute, acknowledge and deliver on behalf of this corporation the instruments designated and described.

IN WITNESS WHEREOF, NAPECO INC. has hereunto caused its name to be subscribed and its corporate seal to be affixed as of the 1st day of June, 1993.

ATTEST:

Linda Frick
Linda Frick
Assistant Secretary

NAPECO INC.

By:

James R. Niehaus
James R. Niehaus
President

STATE OF OKLAHOMA)
) ss
COUNTY OF TULSA)

Before me, the undersigned, a Notary Public in and for said County and State, on this 1st day of June, 1993, personally appeared James R. Niehaus, to me known to be the identical person who subscribed the name of the maker thereof to the within and foregoing instrument as its President and acknowledged to me that he executed the same as his free and voluntary act and deed, and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

Witness my hand and official seal the day and year last above written.

My commission expires:

December 2, 1996

Lynne Koup
Lynne Koup

Notary Public