



JERRY W. LONG
CONSULTANT

August 24, 1992

STATE OF NEW MEXICO
Energy and Minerals Department
Oil Conservation Division
P.O. Box 2088
Santa Fe, New Mexico 87501-2088

Re: Application for Unorthodox Oil Locations
SOCORRO PETROLEUM COMPANY
Keel-West Waterflood Project
Federal Lease LC 029426-A
Eddy County, New Mexico

Gentlemen:

You are respectfully requested to grant administrative approval under Rule 104F.(1) for unorthodox locations for infill producing wells within the Keel-West Waterflood Project, at the following locations:

No.22 H.E. West "A" - 1345'FSL, 35'FEL, Sec. 4, T.17S., R.31E.
No.23 H.E. West "A" - 140'FSL, 35'FEL, Sec. 4, T.17S., R.31E.

The above locations do not conform to Rule 104.C.I. because they are located closer than 330' to the governmental quarter-quarter section boundaries. They will be drilled to about 4900' to produce from the Grayburg-San Andres formation. The wells will be drilled at the unorthodox locations, in order to prevent waste by developing an efficient production and injection pattern within the Keel-West Waterflood Project, which was approved under Order R-2268.

Enclosed are copies of the well location plats, Application to Drill, and a map indicating lease ownership and locations of off-set Grayburg wells. The information in this request is accurate to the best of my knowledge.

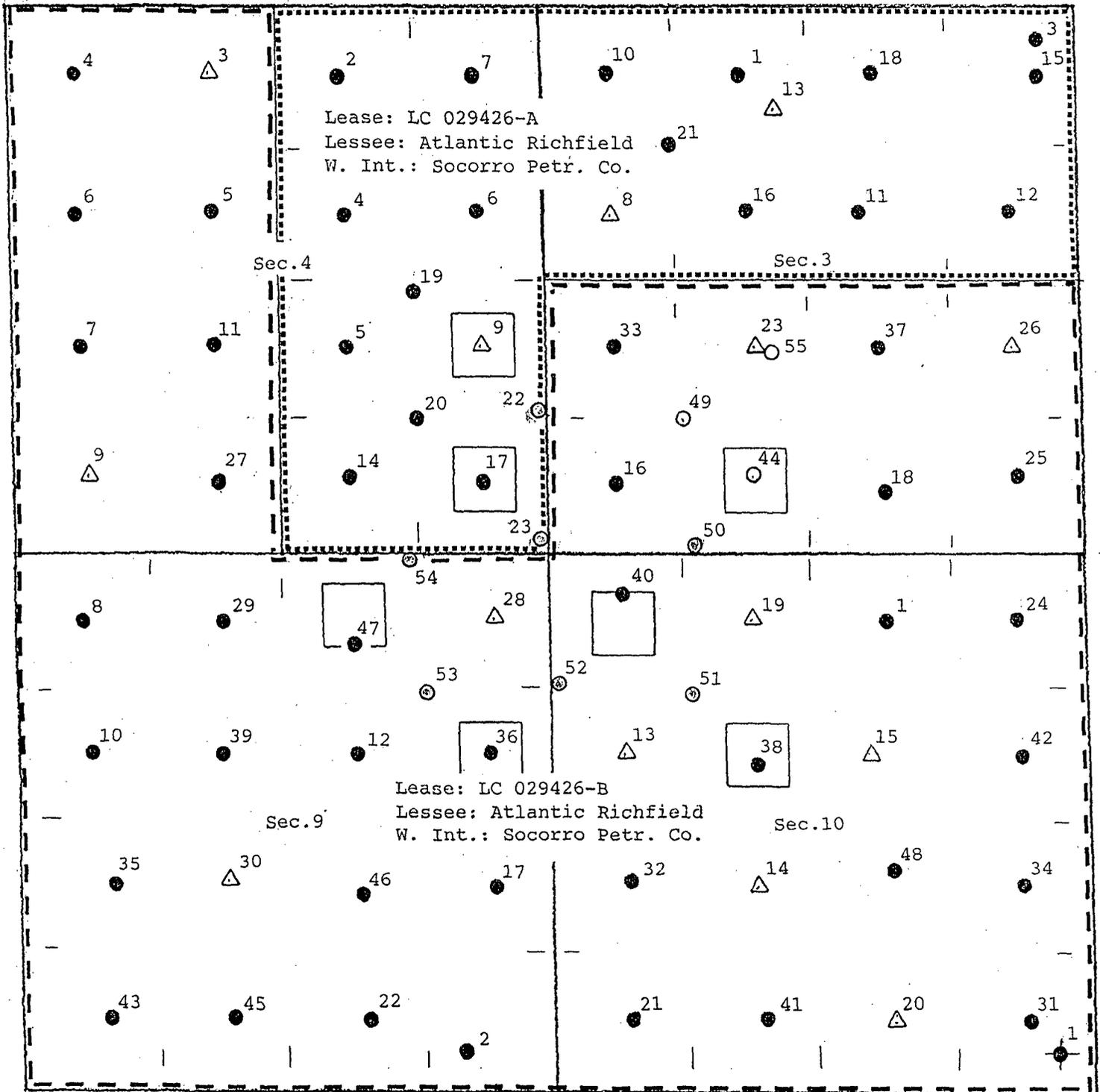
A copy of this application has been mailed to the Bureau of Land Management.

Sincerely yours,

JERRY W. LONG
Permit Agent for:
SOCORRO PETROLEUM COMPANY

SOCORRO PETROLEUM COMPANY
 KEEL-WEST WATERFLOOD PROJECT
 Eddy County, New Mexico

T.17S., R.31E.



Standard Location



Proposed Location

OWNERSHIP MAP

(Grayburg)

OIL CONSERVATION DIVISION

P.O. Box 2088
Santa Fe, New Mexico 87504-2088

DISTRICT I

P.O. Box 1980, Hobbs, NM 88240

DISTRICT II

P.O. Drawer DD, Artesia, NM 88210

DISTRICT III

1000 Rio Brazos Rd., Artec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

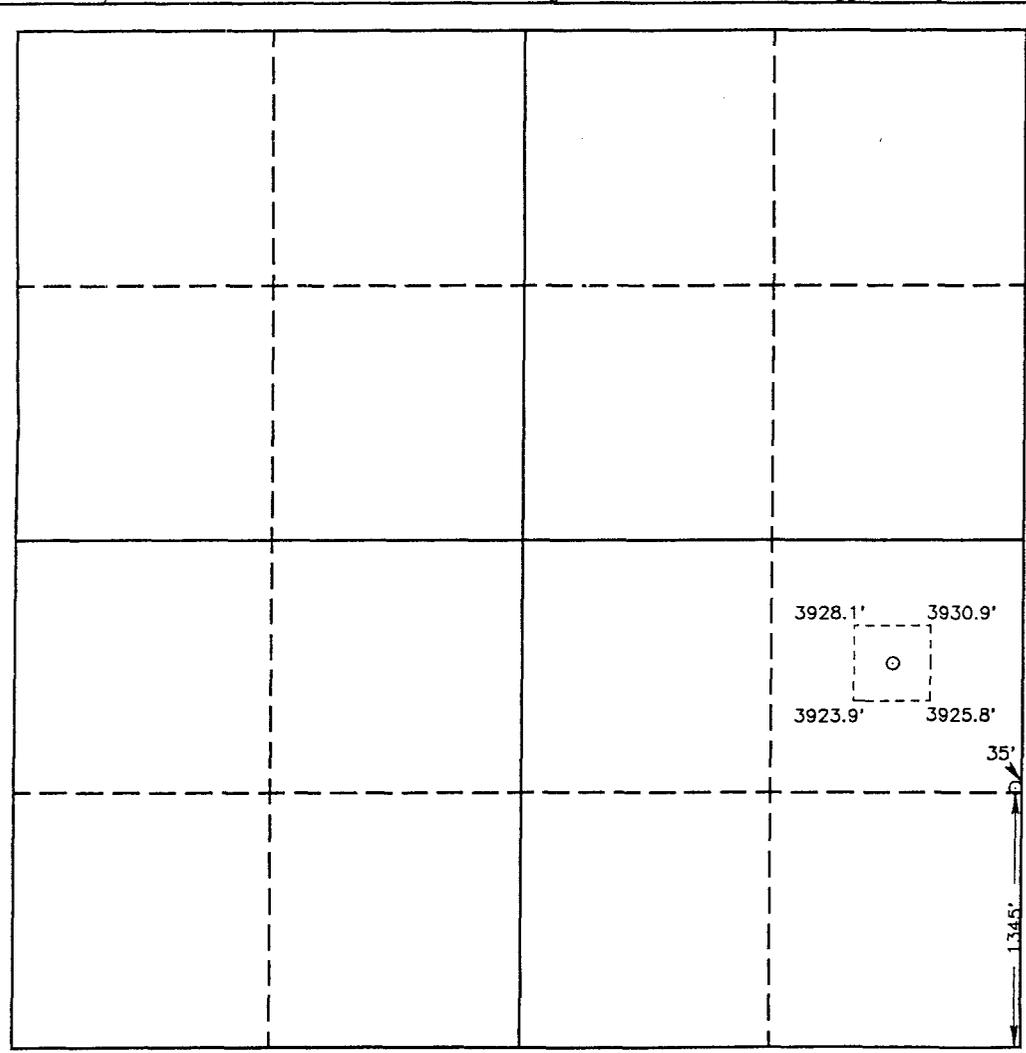
All Distances must be from the outer boundaries of the section

Operator SOCORRO PETROLEUM COMPANY		Lease H.E. WEST "A"		Well No. 22	
Unit Letter I	Section 4	Township 17 SOUTH	Range 31 EAST	County EDDY	
Actual Footage Location of Well: 1345 feet from the SOUTH line and 35 feet from the EAST line					
Ground Level Elev. 3928.4'	Producing Formation	Pool	Dedicated Acreage: Acres		

1. Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.
2. If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).
3. If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?
 Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.) _____

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Printed Name

Position

Company

Date

SURVEYOR CERTIFICATION

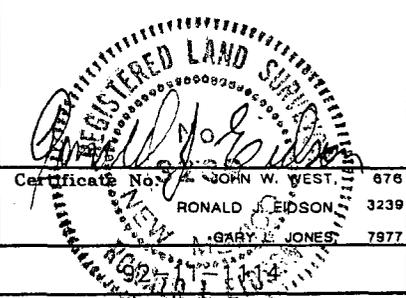
I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed

AUGUST 7, 1992

Signature & Seal of Professional Surveyor

Certificate No. JOHN W. WEST 876
RONALD J. EDSON 3239
GARY E. JONES 7977



OIL CONSERVATION DIVISION

P.O. Box 2088

Santa Fe, New Mexico 87504-2088

DISTRICT I

P.O. Box 1980, Hobbs, NM 88240

DISTRICT II

P.O. Drawer DD, Artesia, NM 88210

DISTRICT III

1000 Rio Brazos Rd., Aztec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

All Distances must be from the outer boundaries of the section

Operator SOCORRO PETROLEUM COMPANY		Lease H.E. WEST "A"		Well No. 23
Unit Letter P	Section 4	Township 17 SOUTH	Range 31 EAST NMPM	County EDDY
Actual Footage Location of Well: 140 feet from the SOUTH line and 35 feet from the EAST line				
Ground Level Elev. 3924.6'	Producing Formation	Pool	Dedicated Acreage: Acres	

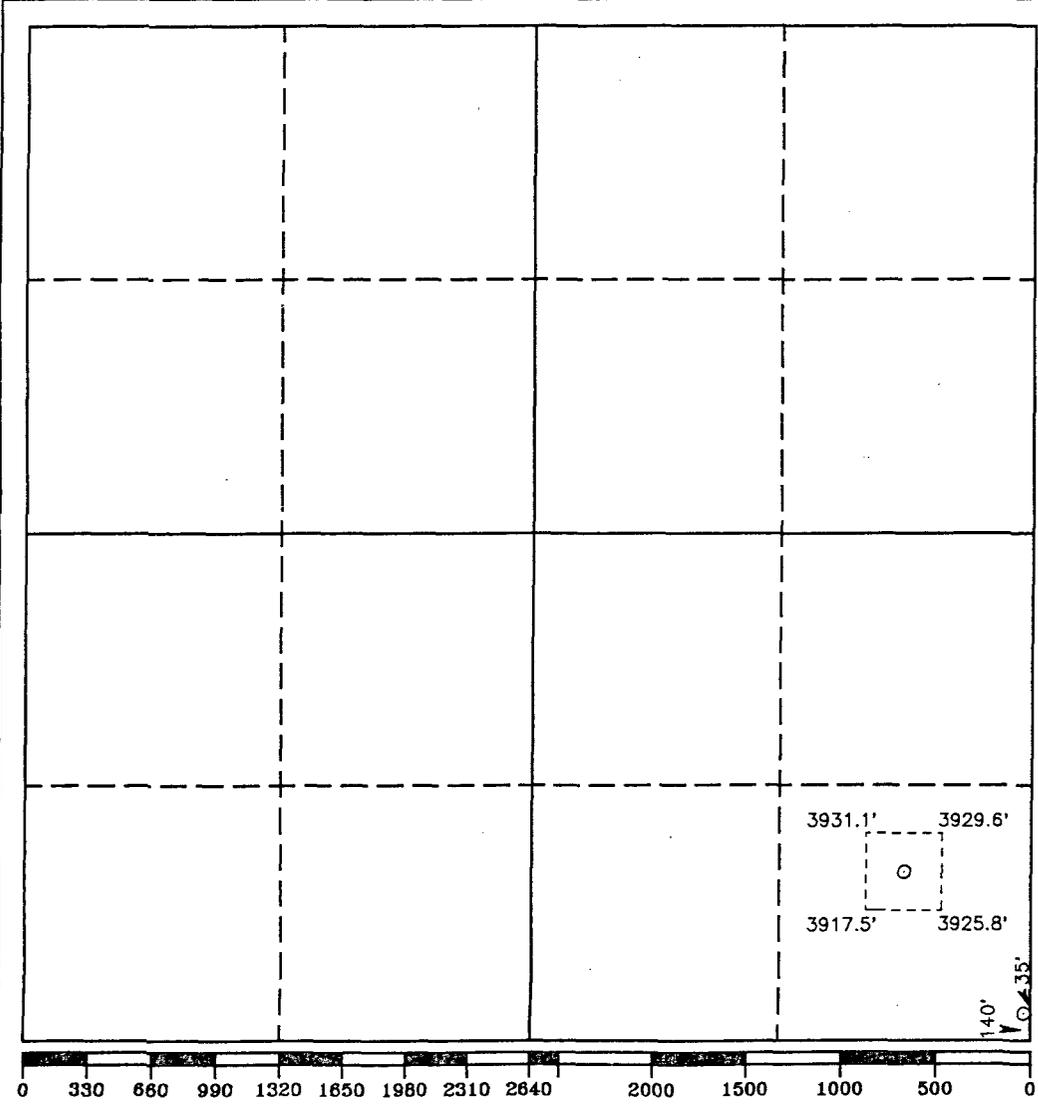
1. Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.

2. If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).

3. If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?
 Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.)

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief.

Signature _____

Printed Name _____

Position _____

Company _____

Date _____

SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed
AUGUST 7, 1992

Signature & Seal of Professional Surveyor

Ronald J. Eidson

Certificate No. JOHN W. WEST, 678
 RONALD J. EIDSON, 3239
 GARY L. JONES, 7977

REGISTERED LAND SURVEYOR
 STATE OF NEW MEXICO
 92-11-11(5)

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
DRILL DEEPEN

b. TYPE OF WELL
OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
P.O. Box 37 Ph. 505-677-3223
Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
At surface 1345' FSL, 35' FEL, Sec. 4, T.17S., R.31E. (Unit I)
At proposed prod. zone Same (NESE)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
6.75 Air miles northeast of Loco Hills, New Mexico

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 35'

16. NO. OF ACRES IN LEASE 639.56 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 800' ±

19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3928.4' GL

22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO.
LC 029426-A

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
Keel-West Waterflood Project

8. FARM OR LEASE NAME, WELL NO.
H.E. West "A" No.22

9. AN WELL NO.

10. FIELD AND POOL, OR WILDCAT
Grayburg-Jackson Pool

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
Sec. 4, T.17S., R.31E.

12. COUNTY OR PARISH Eddy

13. STATE N.M.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	560'	500± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1730'	850± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 20 AM '92
 CARLENE
 AREA HEADQUARTERS

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 19, 1992
 (This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Ron Denton TITLE CARLENE AREA HEADQUARTERS DATE 9-10-92

*See Instructions On Reverse Side

(December 1990)

UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT

(Other instructions on reverse side)

Form approved. Budget Bureau No. 1004-0136 Expires: December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK DRILL [X] DEEPEN []
b. TYPE OF WELL OIL WELL [X] GAS WELL [] OTHER IN-FILL WELL [] SINGLE ZONE [X] MULTIPLE ZONE []
2. NAME OF OPERATOR SOCORRO PETROLEUM COMPANY
3. ADDRESS AND TELEPHONE NO. P.O. Box 37 Ph.505-677-3223
4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At surface 140'FSL, 35'FEL, Sec.4, T.17S., R.31E. (Unit P)
At proposed prod. zone Same (SESE)
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE* 6.75 Air miles northeast of Loco Hills, New Mexico
15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drilg. unit line, if any) 35'
16. NO. OF ACRES IN LEASE 639.56 Ac.
17. NO. OF ACRES ASSIGNED TO THIS WELL 40
18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 800'±
19. PROPOSED DEPTH 4900'
20. ROTARY OR CABLE TOOLS Rotary
21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3924.6' GL
22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO. LC 029426-A
6. IF INDIAN, ALLOTTEE OR TRIBE NAME
7. UNIT AGREEMENT NAME Keel-West Waterflood Project
8. FARM OR LEASE NAME, WELL NO. H.E. West "A" No.23
9. API WELL NO.
10. FIELD AND POOL, OR WILDCAT Grayburg-Jackson Pool
11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec.4, T.17S., R.31E.
12. COUNTY OR PARISH Eddy
13. STATE N.M.

PROPOSED CASING AND CEMENTING PROGRAM

Table with 5 columns: SIZE OF HOLE, GRADE, SIZE OF CASING, WEIGHT PER FOOT, SETTING DEPTH, QUANTITY OF CEMENT. Rows include 17-1/2", 12-1/4", and 7-7/8" hole sizes.

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED CARLSBAD DISTRICT OFFICE AREA HEADQUARTERS AUG 21 11 21 AM 1992

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on surface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 19, 1992

PERMIT NO. APPROVAL DATE

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon. CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Ron Duveton Petery TITLE DATE 9-10-92

*See Instructions On Reverse Side

Title 18 U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.



JERRY W. LONG
CONSULTANT

August 24, 1992

STATE OF NEW MEXICO
Energy and Minerals Department
Oil Conservation Division
P.O. Box 2088
Santa Fe, New Mexico 87501-2088

Re: Application for Unorthodox Oil Locations
SOCORRO PETROLEUM COMPANY
Keel-West Waterflood Project
Federal Lease LC 029426-B
Eddy County, New Mexico

Gentlemen:

You are respectfully requested to grant administrative approval under Rule 104F.(1) for unorthodox locations for infill producing wells within the Keel-West Waterflood Project, at the following locations:

- No.50 H.E. West "B" - 50'FSL, 1400'FWL, Sec. 3, T.17S., R.31E.
- No.51 H.E. West "B" - 1337'FNL, 1363'FWL, Sec.10, T.17S., R.31E.
- No.52 H.E. West "B" - 1250'FNL, 100'FWL, Sec.10, T.17S., R.31E.
- No.53 H.E. West "B" - 1350'FNL, 1250'FEL, Sec. 9, T.17S., R.31E.
- No.54 H.E. West "B" - 75'FNL, 1370'FEL, Sec. 9, T.17S., R.31E.

The above locations do not conform to Rule 104.C.I. because they are located closer than 330' to the governmental quarter-quarter section boundaries. They will be drilled to about 4900' to produce from the Grayburg-San Andres formation. The wells will be drilled at the unorthodox locations, in order to prevent waste by developing an efficient production and injection pattern within the Keel-West Waterflood Project, which was approved under Order R-2268.

Enclosed are copies of the well location plats, Application to Drill, and a map indicating lease ownership and locations of off-set Grayburg wells. The information in this request is accurate to the best of my knowledge.

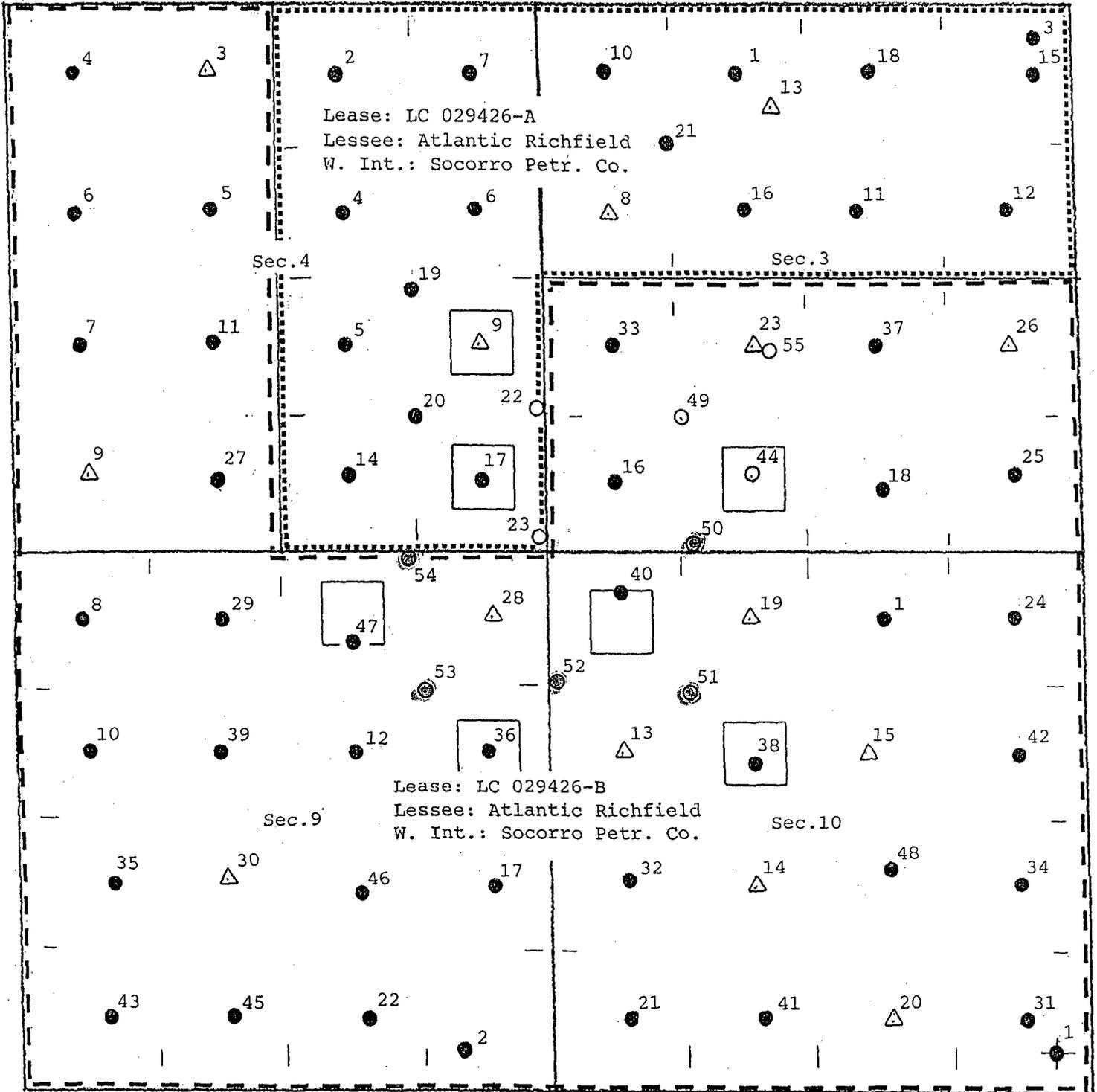
A copy of this application has been mailed to the Bureau of Land Management.

Sincerely yours,

JERRY W. LONG
Permit Agent for:
SOCORRO PETROLEUM COMPANY

SOCORRO PETROLEUM COMPANY
 KEEL-WEST WATERFLOOD PROJECT
 Eddy County, New Mexico

T.17S., R.31E.



Standard Location



Proposed Location

OWNERSHIP MAP

(Grayburg)

**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
DRILL **DEEPEN**

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
 P.O. Box 37 Ph.505-677-3223
 Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 50'FSL, 1400FWL, Sec.3, T.17S., R.31E. (Unit N)
 At proposed prod. zone Same (SESW)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 7 Air miles northeast of Loco Hills, New Mexico

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 1400'

16. NO. OF ACRES IN LEASE 1919.88 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED* LOCATION TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 900'±

19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3926.5 GL

22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO.
 LC 029426-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
 Keel-West Waterflood Project

8. FARM OR LEASE NAME, WELL NO.
 H.E. West "B" No.50

9. API WELL NO.
 IC 30 015 70273-92

10. FIELD AND POOL, OR WILDCAT
 Grayburg-Jackson Pool

11. SEC., T., R., N., OR BLK. AND SURVEY OR AREA
 Sec.3, T.17S., R.31E.

12. COUNTY OR PARISH 13. STATE
 Eddy N.M.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	570'	510± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1750'	850± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 21 AM '92
 CARLETON OFFICE
 AREA HEADQUARTERS

24. IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

SIGNED Jerry W. Long TITLE Permit Agent DATE August 21, 1992
 (This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE 9-8-92

***See Instructions On Reverse Side**

OIL CONSERVATION DIVISION

P.O. Box 2088
Santa Fe, New Mexico 87504-2088

DISTRICT I
P.O. Box 1980, Hobbs, NM 88240

DISTRICT II
P.O. Drawer DD, Artesia, NM 88210

DISTRICT III
1000 Rio Brazos Rd., Aztec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

All Distances must be from the outer boundaries of the section

Operator SOCORRO PETROLEUM COMPANY			Lease H.E. WEST "B"		Well No. 50
Unit Letter N	Section 3	Township 17 SOUTH	Range 31 EAST	County EDDY	

Actual Footage Location of Well:
50 feet from the SOUTH line and 1400 feet from the WEST line

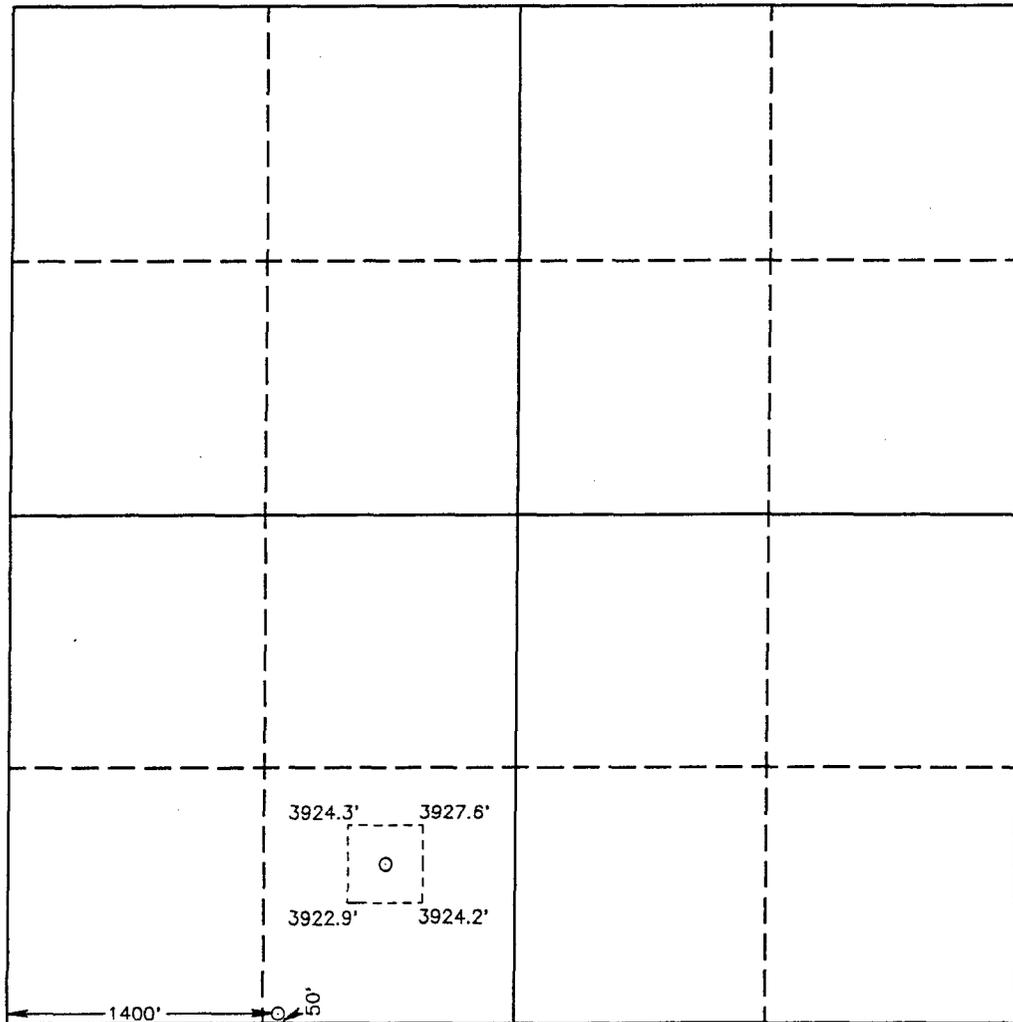
Ground Level Elev. 3926.5'	Producing Formation	Pool	Dedicated Acreage: Acres
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- Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.
- If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).
- If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?

Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.)

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Printed Name

Position

Company

Date

SURVEYOR CERTIFICATION

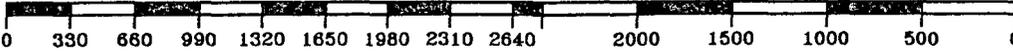
I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed

AUGUST 6, 1992

Signature & Seal of Professional Surveyor

Certificate No. JOHN W. WEST 676
 RONALD J. EIDSON 3239
 GARY L. JONES 7977



UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
DRILL DEEPEN

b. TYPE OF WELL
OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
P.O. Box 37 Ph.505-677-3223
Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
At surface
1337'FNL, 1363'FWL, Sec.10, T.17S., R.31E. (Unit F)
At proposed prod. zone Same (SENW)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
7 Air miles northeast of Loco Hills, New Mexico

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 2000'

16. NO. OF ACRES IN LEASE 1919.88 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 900'±

19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3925.3 GL

22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO. LC 029426-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME Keel-West Waterflood Project

8. FARM OR LEASE NAME, WELL NO. H.E. West "B" No.51

9. API WELL NO. LC 30-015-70277

10. FIELD AND POOL, OR WILDCAT Grayburg-Jackson Pool

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA Sec.10, T.17S., R.31E.

12. COUNTY OR PARISH Eddy

13. STATE N.M.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	560'	500± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1730'	850± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

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See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 21 AM '92
 CARLSON SURFACE AREA HEADQUARTERS

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 21, 1992
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PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
 CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE 9-8-92

*See Instructions On Reverse Side

OIL CONSERVATION DIVISION

P.O. Box 2088

Santa Fe, New Mexico 87504-2088

DISTRICT I

P.O. Box 1980, Hobbs, NM 88240

DISTRICT II

P.O. Drawer DD, Artesia, NM 88210

DISTRICT III

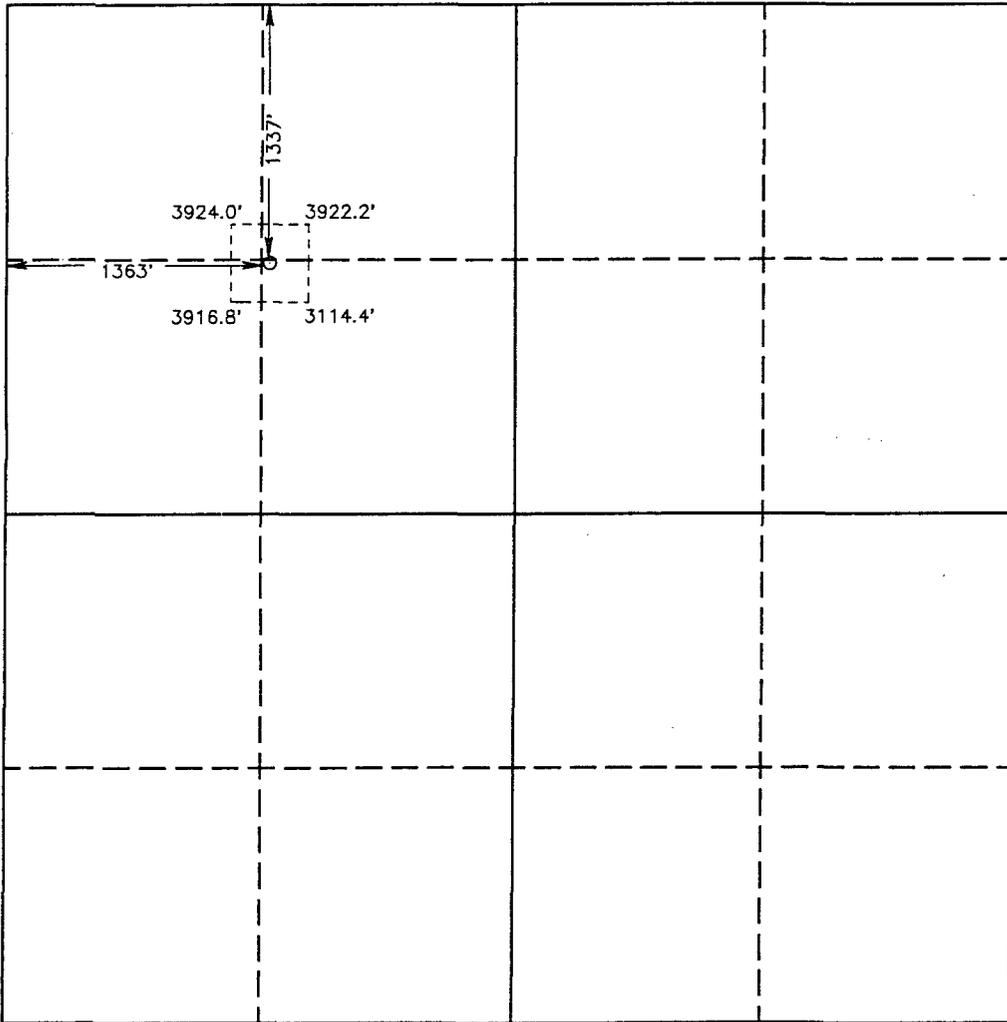
1000 Rio Brazos Rd., Aztec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

All Distances must be from the outer boundaries of the section

Operator SOCORRO PETROLEUM COMPANY		Lease H.E. WEST "B"		Well No. 51
Unit Letter F	Section 10	Township 17 SOUTH	Range 31 EAST <small>NMPM</small>	County EDDY
Actual Footage Location of Well: 1337 feet from the NORTH line and 1363 feet from the WEST line				
Ground Level Elev. 3925.3'	Producing Formation	Pool	Dedicated Acreage: Acres	

- Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.
- If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).
- If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?
 Yes No If answer is "yes" type of consolidation _____
 If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.)
 No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Printed Name

Position

Company

Date

SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed

AUGUST 7, 1992

Signature & Seal of Professional Surveyor

Professional Surveyor Seal: REGISTERED LAND SURVEYOR, No. 3239, RONALD J. EIDSON, 7977. Certificate No. JOHN W. WEST, 676. GARY L. JONES, 7977.

92-11-1747

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
 DRILL DEEPEN

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
 P.O. Box 37 Ph.505-677-3223
 Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 1250' FNL, 100' FWL, Sec.10, T.17S., R.31E. (Unit D)
 At proposed prod. zone Same (NWNW)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 6.75 Air miles northeast of Loco Hills, New Mexico

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 1250'
 16. NO. OF ACRES IN LEASE 1919.88 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40
 18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 900'±
 19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS Rotary
 21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3913.4 GL
 22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO.
 LC 029426-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
 Keel-West Waterflood Project

8. FARM OR LEASE NAME, WELL NO.
 H.E. West "B" No.52

9. AP WELL NO.
 IC 30 015 70276-92

10. FIELD AND POOL, OR WILDCAT
 Grayburg-Jackson Pool

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec.10, T.17S., R.31E.

12. COUNTY OR PARISH Eddy
 13. STATE N.M.

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	540'	500± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1700'	825± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 22 AM '92
 CARLSBAD RESOURCE AREA

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 21, 1992
 (This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
 CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Dir. Signed by Richard L. Adams TITLE AREA MANAGER CARLSBAD RESOURCE AREA DATE 9-29-92

*See Instructions On Reverse Side

OIL CONSERVATION DIVISION

DISTRICT I
 P.O. Box 1980, Hobbs, NM 88240

P.O. Box 2088

Santa Fe, New Mexico 87504-2088

DISTRICT II
 P.O. Drawer DD, Artesia, NM 88210

WELL LOCATION AND ACREAGE DEDICATION PLAT

DISTRICT III
 1000 Rio Brazos Rd., Artec, NM 87410

All Distances must be from the outer boundaries of the section

Operator SOCORRO PETROLEUM COMPANY			Lease H.E. WEST "B"		Well No. 52
Unit Letter D	Section 10	Township 17 SOUTH	Range 31 EAST	County EDDY	

Actual Footage Location of Well:
 1250 feet from the NORTH line and 100 feet from the WEST line

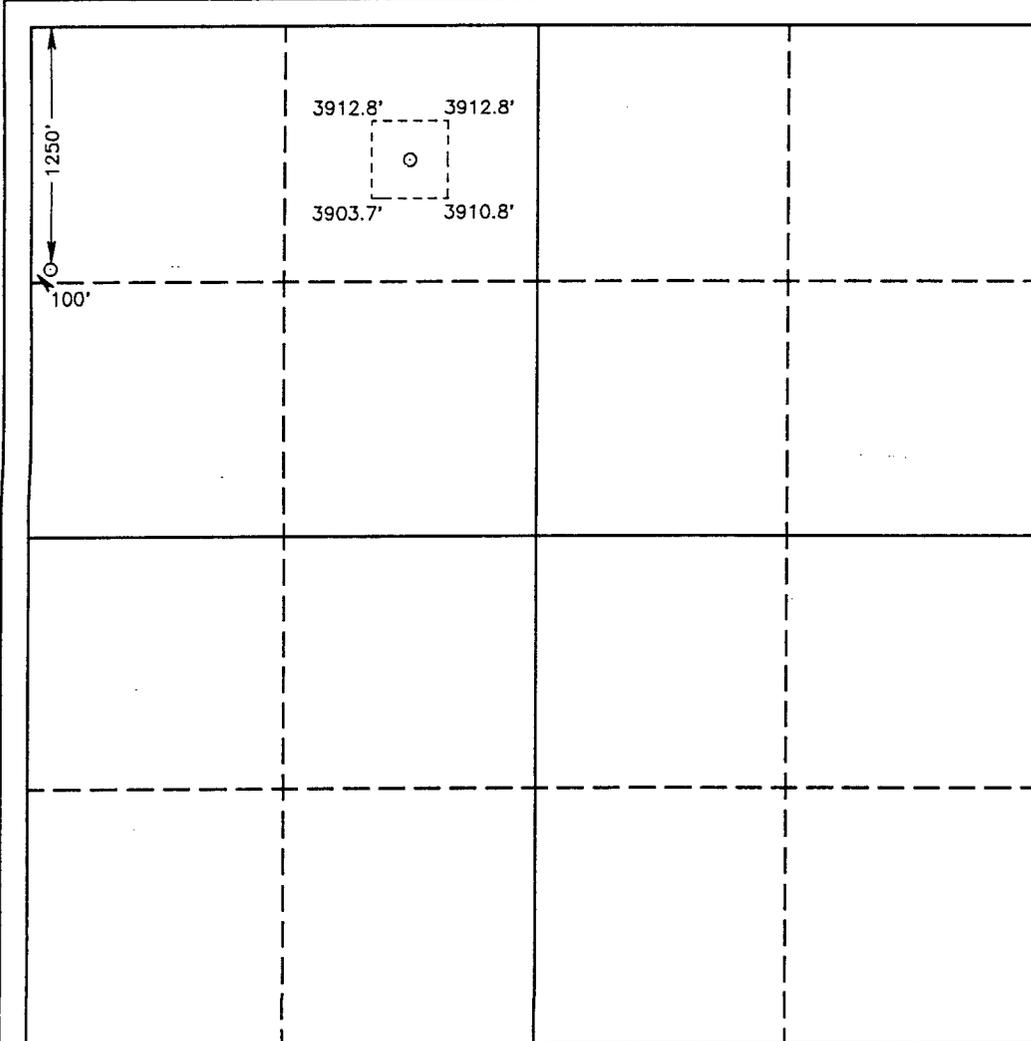
Ground Level Elev. 3913.4'	Producing Formation	Pool	Dedicated Acreage: Acres
-------------------------------	---------------------	------	-----------------------------

- Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.
- If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).
- If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?

Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.)

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Printed Name

Position

Company

Date

SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed
 AUGUST 6, 1992

Signature & Seal of
 Professional Surveyor

Professional Surveyor Seal: REGISTERED LAND SURVEYOR, STATE OF NEW MEXICO. The seal contains the signature of Ronald J. Eidson and lists three certificates: Certificate No. JOHN W. WEST, 878; RONALD J. EIDSON, 3239; and GARY L. JONES, 7977. The seal also includes the date 02-01-1998.



**UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT**

SUBMIT IN TRIPPLICATE*
(Other instructions on reverse side)

Form approved.
Budget Bureau No. 1004-0136
Expires: December 31, 1991

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
DRILL **DEEPEN**

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
 P.O. Box 37 Ph. 505-677-3223
 Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.)*
 At surface
 1350' FNL, 1250' FEL, Sec. 9, T. 17S., R. 31E. (Unit H)
 At proposed prod. zone Same (SENE)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 6.5 Air miles northeast of Loco Hills, New Mexico

10. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 1350'

16. NO. OF ACRES IN LEASE 1919.88 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 800'±

19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS
 Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.)
 3897.8 GL

22. APPROX. DATE WORK WILL START*
 As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO.
 LC 029426-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
 Keel-West Waterflood Project

8. FARM OR LEASE NAME, WELL NO.
 H.E. West "B" No. 53

9. AP WELL NO.
 IC 30 015 70276-92

10. FIELD AND POOL, OR WILDCAT
 Grayburg-Jackson Pool

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec. 9, T. 17S., R. 31E.

12. COUNTY OR PARISH 13. STATE
 Eddy N.M.

PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	510'	475± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1680'	825± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 22 AM '92
 CARLESON RESOURCE AREA HEADQUARTERS

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 21, 1992
 (This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
 CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY _____ TITLE _____ DATE 9-29-92

*See Instructions On Reverse Side

Submit to Appropriate
 District Office
 State Lease - 4 copies
 Fee Lease - 3 copies

State of New Mexico
 Energy, Minerals and Natural Resources Department

Form C-102
 Revised 1-1-89

OIL CONSERVATION DIVISION

P.O. Box 2088

Santa Fe, New Mexico 87504-2088

DISTRICT I

P.O. Box 1980, Hobbs, NM 88240

DISTRICT II

P.O. Drawer DD, Artesia, NM 88210

DISTRICT III

1000 Rio Brazos Rd., Aztec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

All Distances must be from the outer boundaries of the section

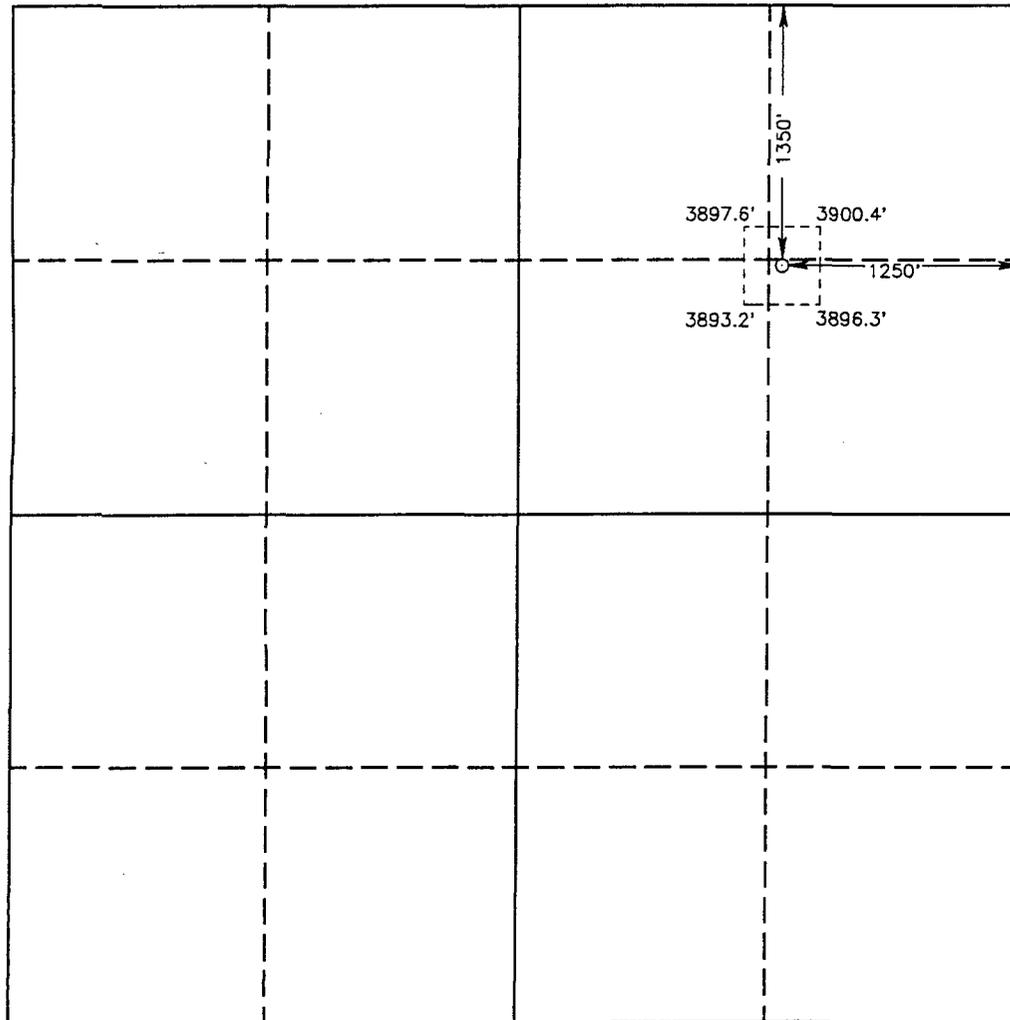
Operator SOCORRO PETROLEUM COMPANY		Lease H.E. WEST "B"		Well No. 53
Unit Letter H	Section 9	Township 17 SOUTH	Range 31 EAST NMPM	County EDDY
Actual Footage Location of Well: 1350 feet from the NORTH line and 1250 feet from the EAST line				
Ground Level Elev. 3897.8'	Producing Formation	Pool	Dedicated Acreage: Acres	

- Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.
- If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).
- If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?

Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary.)

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify the the information contained herein is true and complete to the best of my knowledge and belief.

Signature

Printed Name

Position

Company

Date

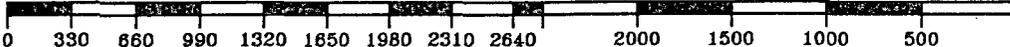
SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed

AUGUST 6, 1992

Signature & Seal of
 Professional Surveyor



UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

1a. TYPE OF WORK
 DRILL DEEPEN

b. TYPE OF WELL
 OIL WELL GAS WELL OTHER IN-FILL WELL SINGLE ZONE MULTIPLE ZONE

2. NAME OF OPERATOR
 SOCORRO PETROLEUM COMPANY

3. ADDRESS AND TELEPHONE NO.
 P.O. Box 37 Ph.505-677-3223
 Loco Hills, New Mexico 88255

4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements.*)
 At surface 75'FNL, 1370'FEL, Sec.9, T.17S., R.31E. (Unit B)
 At proposed prod. zone Same (NWNE)

14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE*
 6.5 Air miles northeast of Loco Hills, New Mexico

15. DISTANCE FROM PROPOSED* LOCATION TO NEAREST PROPERTY OR LEASE LINE, FT. (Also to nearest drlg. unit line, if any) 75'

16. NO. OF ACRES IN LEASE 1919.88 Ac.

17. NO. OF ACRES ASSIGNED TO THIS WELL 40

18. DISTANCE FROM PROPOSED LOCATION* TO NEAREST WELL, DRILLING, COMPLETED, OR APPLIED FOR, ON THIS LEASE, FT. 900'±

19. PROPOSED DEPTH 4900'

20. ROTARY OR CABLE TOOLS Rotary

21. ELEVATIONS (Show whether DF, RT, GR, etc.) 3908.2 GL

22. APPROX. DATE WORK WILL START* As Soon As Possible

5. LEASE DESIGNATION AND SERIAL NO.
 LC 029426-B

6. IF INDIAN, ALLOTTEE OR TRIBE NAME

7. UNIT AGREEMENT NAME
 Keel-West Waterflood Project

8. FARMOR LEASE NAME, WELL NO.
 H.E. West "B" No.54

9. API WELL NO.
 IC 30-015-70324-92

10. FIELD AND POOL, OR WILDCAT
 Grayburg-Jackson Pool

11. SEC., T., R., M., OR BLK. AND SURVEY OR AREA
 Sec.9, T.17S., R.31E.

12. COUNTY OR PARISH Eddy

13. STATE N.M.

23. PROPOSED CASING AND CEMENTING PROGRAM

SIZE OF HOLE	GRADE SIZE OF CASING	WEIGHT PER FOOT	SETTING DEPTH	QUANTITY OF CEMENT
17-1/2"	13-3/8" J-55	54.5#	530'	500± sx Class C (Circ)
12-1/4"	8-5/8" J-55	24.0#	1680'	825± sx Class C (Circ)
7-7/8"	5-1/2" J-55	17.0#	4900'	1000± sx Class C (Circ)

Propose to drill to about 4900' and complete as an in-fill non-standard Grayburg producer. State approval of the unorthodox location is pending. Set 5-1/2" production casing to TD, cemented with sufficient cement to circulate to the surface. Selectively perforate favorable Grayburg zones.

Run 2-7/8" tubing to perforations and treat formation with 15% HCL. Sand-frac formation and test to tanks.

See attached Drilling Data and Surface Use Plan.

RECEIVED
 AUG 21 11 22 AM 1992
 CARLE AREA

IN ABOVE SPACE DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.

24. SIGNED Jerry W. Long TITLE Permit Agent DATE August 21, 1992
 (This space for Federal or State office use)

PERMIT NO. _____ APPROVAL DATE _____

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.
 CONDITIONS OF APPROVAL, IF ANY:

APPROVED BY Dir. Region 6 TITLE AREA MANAGER DATE 10-1-92

*See Instructions On Reverse Side

OIL CONSERVATION DIVISION

P.O. Box 2088
 Santa Fe, New Mexico 87504-2088

DISTRICT I
 P.O. Box 1980, Hobbs, NM 88240

DISTRICT II
 P.O. Drawer DD, Artesia, NM 88210

DISTRICT III
 1000 Rio Brazos Rd., Artec, NM 87410

WELL LOCATION AND ACREAGE DEDICATION PLAT

All Distances must be from the outer boundaries of the section.

Operator SOCORRO PETROLEUM COMPANY		Lease H.E. WEST "B"		Well No. 54
Unit Letter B	Section 9	Township 17 SOUTH	Range 31 EAST NMPM	County EDDY
Actual Footage Location of Well: 75 feet from the NORTH line and 1370 feet from the EAST line				
Ground Level Elev. 3908.2'	Producing Formation	Pool	Dedicated Acreage: Acres	

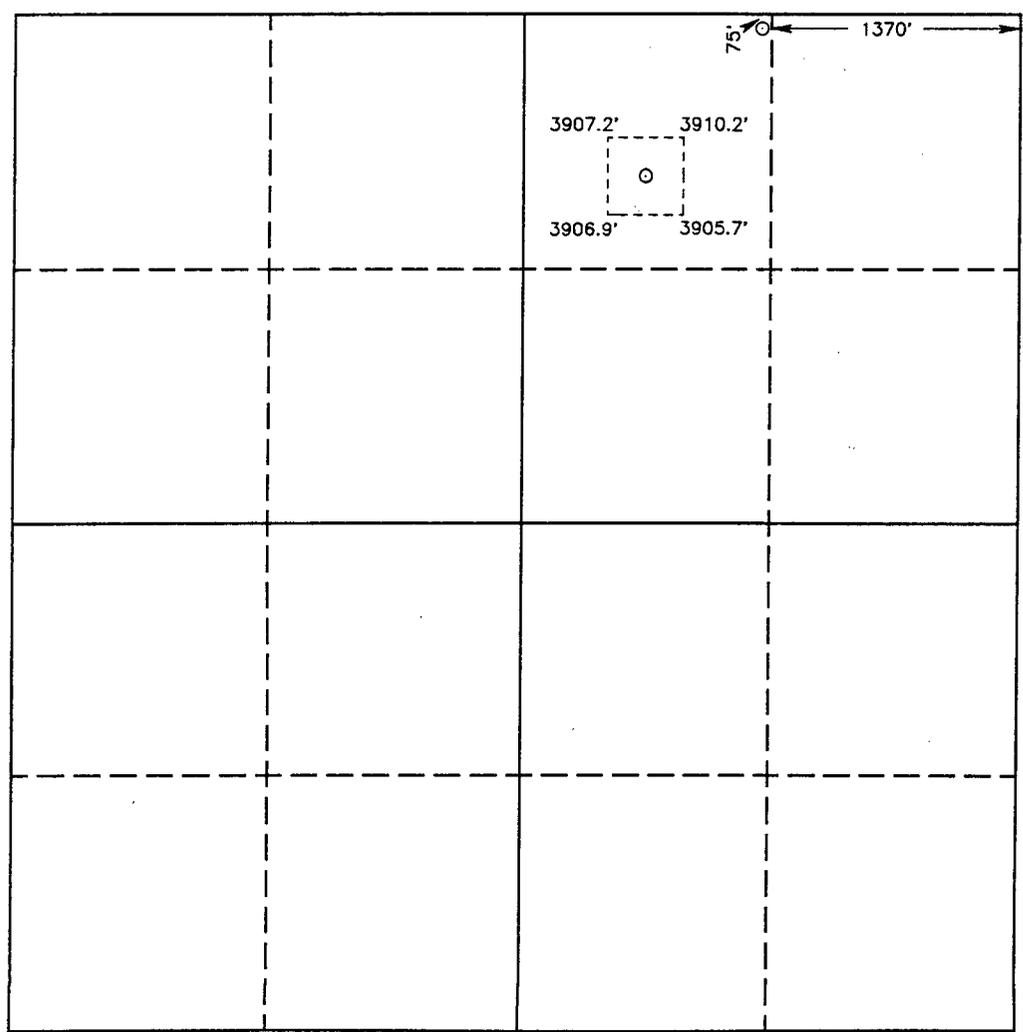
1. Outline the acreage dedicated to the subject well by colored pencil or hachure marks on the plat below.

2. If more than one lease is dedicated to the well, outline each and identify the ownership thereof (both as to working interest and royalty).

3. If more than one lease of different ownership is dedicated to the well, have the interest of all owners been consolidated by communitization, unitization, force-pooling, etc.?
 Yes No If answer is "yes" type of consolidation _____

If answer is "no" list of owners and tract descriptions which have actually been consolidated. (Use reverse side of this form necessary. _____)

No allowable will be assigned to the well unit all interests have been consolidated (by communitization, unitization, forced-pooling, otherwise) or until a non-standard unit, eliminating such interest, has been approved by the Division.



OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief.

Signature _____

Printed Name _____

Position _____

Company _____

Date _____

SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my knowledge and belief.

Date Surveyed
AUGUST 6, 1992

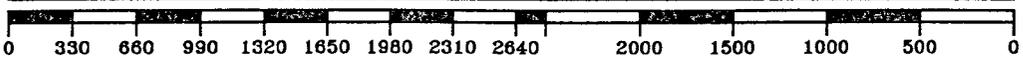
Signature & Seal of Professional Surveyor

Ronald J. Eidson

REGISTERED LAND SURVEYOR
 No. 3239

Certificate No. JOHN W. WEST 676
 RONALD J. EIDSON 3239
 GARY L. JONES 7977

92-11-1120



SEP 23 1992

COOPERATIVE DEVELOPMENT AGREEMENT
H. E. WEST "A" AND "B" LEASES - EDDY COUNTY, NEW MEXICO

THIS COOPERATIVE DEVELOPMENT AGREEMENT ("**Agreement**") is made and entered into effective for all purposes as of October 1, 1992 (the "**Effective Date**"), between **SOCORRO PETROLEUM COMPANY**, a Texas Partnership ("**Socorro**"), the undersigned parties designated below as "**West 'A' Overriding Royalty Interest Owners**" (collectively, the "**West 'A' Overriding Royalty Interest Owners**"), and the undersigned parties designated below as "**West 'B' Overriding Royalty Interest Owners**" (collectively, the "**West 'B' Overriding Royalty Interest Owners**").

R E C I T A L S:

Socorro is the owner of (a) all oil and gas operating rights in and to the Eddy County, New Mexico lands and depths described on Exhibit A attached hereto and made a part hereof (the "**West 'A' Lands**"), as created by the federal oil and gas leases described on attached Exhibit A (the "**West 'A' Leases**"), and (b) all oil and gas operating rights in and to the Eddy County, New Mexico lands and depths described on Exhibit B attached hereto and made a part hereof (the "**West 'B' Lands**"), as created by the federal oil and gas leases described on attached Exhibit B (the "**West 'B' Leases**"). The West "A" Overriding Royalty Interest Owners collectively own all presently outstanding overriding royalty interests in production of oil, gas, and other hydrocarbons from the West "A" Lands under and by virtue of the West "A" Leases. The West "B" Overriding Royalty Interest Owners collectively own all presently outstanding overriding royalty interests in production of oil, gas, and other hydrocarbons from the West "B" Lands under and by virtue of the West "B" Leases.

There are a number of oil wells presently producing from the West "A" Lands and the West "B" Lands. Socorro, as the owner of all oil and gas operating rights in and to the West "A" Lands and the West "B" Lands, desires to drill one or more infield wells at locations on or within close proximity to the common boundary line between the West "A" Lands and the West "B" Lands, as depicted in red on the plat attached hereto as Exhibit C (the "**Common Boundary Line**"), without necessity of unitizing the West "A" Leases and the West "B" Leases. The West "A" Overriding Royalty Interest Owners and the West "B" Overriding Royalty Interest Owners, in turn, desire to encourage and facilitate such developmental drilling operations. Accordingly, in consideration of the premises and the mutual agreements and obligations of the parties hereinafter set forth, Socorro, the West "A" Overriding Royalty Interest Owners and the West "B" Overriding Royalty Interest Owners have agreed and do hereby agree as follows:

1. **Consent to Border Wells.** Subject to the provisions of this Agreement, Socorro is hereby authorized to drill, complete, operate, and produce such **Border Wells** (hereinafter defined) as Socorro may, in its discretion, as the owner of the operating rights in the West "A" Lands and the West "B" Lands, determine appropriate, without necessity of obtaining any further consents, approvals, or authorizations from the West "A" Overriding Royalty Interest Owners or the West "B" Overriding Royalty Interest Owners. As used in this Agreement, the term "Border Well" shall mean any oil and/or gas well heretofore or hereafter drilled by Socorro, its successors or assigns, on the West "A" lands or the West "B" Lands at a surface location on or within 330 feet of the Common Boundary Line and completed as a producer of oil, gas, and/or other hydrocarbons from the West "A" Lands or the West "B" Lands.

2. **Categorization of Border Wells.** For purposes of allocating production from Border Wells as between the West "A" Lands and the West "B" Lands pursuant to Paragraph 8 hereof, each Border Well shall be classified into one of three categories, depending upon its location in relation to the Common Boundary Line, as follows:

a. **Category I Border Wells.** The first category shall consist of all Border Wells drilled at surface locations within 165 feet of the Southwest corner of the SE $\frac{1}{4}$ of Section 4, T-17-S, R-31-E, N.M.P.M., Eddy County, New Mexico, and all Border Wells drilled at surface locations within 165 feet of the Southeast corner of the SE $\frac{1}{4}$ of Section 4, T-17-S, R-31-E, N.M.P.M., Eddy County, New Mexico (the "**Category I Border Wells**"). The Southwest and Southeast corners of the SE $\frac{1}{4}$ of said Section 4 are depicted in blue on attached Exhibit C for further clarification of their locations.

b. **Category II Border Wells.** The second category shall consist of all Border Wells drilled at surface locations within 165 feet of the Northeast corner of the SE $\frac{1}{4}$ of Section 4, T-17-S, R-31-E, N.M.P.M., Eddy County, New Mexico (the "**Category II Border Wells**"). The Northeast corner of the SE $\frac{1}{4}$ of said Section 4 is depicted in green on attached Exhibit C for further clarification of its location.

c. **Category III Border Wells.** The third category shall consist of all Border Wells not classified as Category I Border Wells or Category II Border Wells pursuant to the foregoing provisions of this Agreement (the "**Category III Border Wells**"). These wells are depicted in orange on attached Exhibit C for further clarification of their locations.

3. Authorization to Commingle Production. Subject to the provisions of this Agreement, Socorro is hereby authorized to gather, commingle, store, transport and deliver any oil, casinghead gas, and associated hydrocarbons produced from any Border Well in any gathering lines, pipelines, tank batteries, and other facilities utilized by Socorro for the gathering, storage, transportation, and delivery of oil, casinghead gas, and associated hydrocarbons produced from either the West "A" Lands or the West "B" Lands, regardless of the location of such facilities (hereinafter referred to as "Common Gathering and Storage Facilities"), all without necessity of maintaining separate production, storage, or measurement facilities for any well so produced into Common Gathering and Storage Facilities, and all without necessity of obtaining any further consents, authorizations, or approvals from the West "A" Overriding Royalty Interest Owners or the West "B" Overriding Royalty Interest Owners. The foregoing authorization to commingle production of oil, casinghead gas, and associated hydrocarbons from Border Wells shall not extend to, and, in the absence of requisite authorizations from applicable governmental authorities, Socorro is hereby expressly prohibited from, gathering, commingling, and/or storing any oil, casinghead gas, and associated hydrocarbons produced from a non-Border Well on the West "A" Lands or the West "B" Lands with oil, casinghead gas, and associated hydrocarbons produced from a non-Border Well on the other of such lands.

4. Testing of Wells. To the extent that Socorro shall produce, gather, transport, and/or store oil, casinghead gas, and/or associated hydrocarbons from a Border Well in Common Gathering and Storage Facilities without separately measuring the daily volumes of such production, then, for so long as Socorro shall continue such practice, Socorro shall periodically conduct, as hereinafter specified, a well test upon each well producing into the applicable Common Gathering and Storage Facilities. Socorro shall conduct such well test by producing the oil from each applicable well consistent with customary practice for twenty-four hours into a test tank or other segregated storage facility, duly measuring and recording the total volume of oil produced from each applicable well during the test period. Following completion of each such well test, Socorro may store in Common Gathering and Storage Facilities any oil produced during such test, and such oil shall be allocated as between wells and lands in accordance with the provisions of Paragraphs 5 and 7 of this Agreement. Socorro shall conduct the prescribed test upon each well producing into applicable Common Gathering and Storage Facilities during the first calendar month in which commingling commences and shall thereafter conduct a new test with respect to each such well so producing not more than sixty (60) days following the previous test. Socorro shall maintain all records relating to each well test performed pursuant to this Agreement for at least two (2) years following

each such test and shall make all such records available for inspection by the other parties hereto at its offices during normal business hours.

5. Allocation of Commingled Oil Production Between Wells.

All oil produced by Socorro into Common Gathering and Storage Facilities without separate measurement thereof (other than pursuant to the well testing procedures prescribed above) shall be allocated on a monthly basis as between wells producing into such Common Gathering and Storage Facilities as follows:

(a) First, Socorro shall tabulate volumes for the most recent twenty-four hour well test for each well producing into the applicable Common Gathering and Storage Facilities. This shall constitute the daily test volume (the "**Daily Test Volume**") for each such well.

(b) Second, Socorro shall multiply the Daily Test Volume for each well by the number of days which the well actually produced during the applicable month to reach the projected monthly volume (the "**Projected Monthly Volume**") for each such well (Daily Test Volume of well x no. of days well produced in month = Projected Monthly Volume of well).

(c) Third, Socorro shall divide the Projected Monthly Volume of each such well by the total Projected Monthly Volume of all wells producing into the applicable Common Gathering and Storage Facilities to reach an allocated percentage of actual oil production (the "**Allocated Percentage of Actual Oil Production**") for each such well (Projected Monthly Volume of well ÷ Projected Monthly Volume of all wells = Allocated Percentage of Actual Oil Production of well).

(d) Finally, Socorro shall multiply the Allocated Percentage of Actual Oil Production for each Border Well times the total monthly volume of oil actually produced into the applicable Common Gathering and Storage Facilities to reach the allocated share of Actual Oil Production (the "**Allocated Share of Actual Production**") for each Border Well during such month (Allocated Percentage of Actual Oil Production of Border Well x total monthly volume of crude oil = Allocated Share of Actual Oil Production of Border Well).

The Allocated Share of Actual Oil Production for each Border Well, as determined pursuant to the foregoing, shall be allocated to and deemed produced from such Border Well for all purposes of this Agreement. The total monthly volume of oil actually produced into applicable Common Gathering and Storage Facilities less the Allocated Share of Actual Oil Production from all Border Wells producing into such facilities shall, in turn, be allocated to and deemed produced from the non-Border Wells producing into such Common Gathering and Storage Facilities.

6. Allocation of Casinghead Gas and Associated Hydrocarbons Between Wells. To the extent that Socorro shall produce casinghead gas and associated hydrocarbons from any Border Well into Common Gathering and Storage Facilities without separately metering or measuring the same, all such casinghead gas and associated hydrocarbons produced into the applicable Common Gathering and Storage Facilities shall be allocated monthly between wells in the proportion that the Projected Monthly Volume (as defined in Paragraph 5) of crude oil from each well producing casinghead gas and associated hydrocarbons into the applicable Common Gathering and Storage Facilities bears to the Projected Monthly Volume of crude oil of all wells producing casinghead gas and associated hydrocarbons into such Common Gathering and Storage Facilities.

7. Allocation of Production from Border Wells as Between West "A" Lands and West "B" Lands. Regardless of the actual location of any Border Well, the parties agree that all oil, gas, and other hydrocarbons produced and separately measured from any Border Well (other than pursuant to a well test as prescribed in Paragraph 4 above), and all oil, casinghead gas, and associated hydrocarbons deemed produced from any Border Well pursuant to Paragraphs 5 and 6 hereof, shall be allocated to and deemed produced from the West "A" Lands and the West "B" Lands in the following Proportions, depending upon the categorization of the particular Border Well:

<u>Border Well Category</u>	<u>Allocation Percentage</u>	
	<u>West "A" Lands</u>	<u>West "B" Lands</u>
Category I Border Wells	25%	75%
Category II Border Wells	75%	25%
Category III Border Wells	50%	50%

8. Binding Effect of Allocations. The parties agree that the above-prescribed methods and procedures for allocating production between Border Wells and non-Border Wells of oil, casinghead gas and associated hydrocarbons and for allocating all production of oil, casinghead gas, and other hydrocarbons from Border Wells as between the West "A" Lands and the West "B" Lands, constitutes a fair and reasonable means of allocating such production and agree to be bound by all such allocations made in accordance with the procedures specified herein.

9. Effect Upon Drainage Obligations. As a material inducement to Socorro to enter into and perform under this Agreement, the West "A" Overriding Royalty Interest Owners and the West "B" Overriding Royalty Interest Owners hereby expressly release and relieve Socorro from any obligations, to protect either the West "A" Lands or the West "B" Lands from drainage as a consequence of the drilling of any Border Well pursuant hereto.

10. Regulatory Compliance. Socorro shall secure all necessary authorizations from applicable state and/or federal regulatory authorities for all operations and practices authorized herein, but it shall not be necessary for Socorro to issue notice to or obtain further authorizations from the West "A" Overriding Royalty Interest Owners or the West "B" Overriding Royalty Interest Owners in connection with such regulatory proceedings.

11. Titles Unaffected. This Agreement shall not constitute, or be deemed to constitute, a unitization, communitization, cross-conveyance, or other transfer of the parties' respective rights and interests in the lands and leases which are the subject matter hereof. As a consequence, all oil, gas, and other hydrocarbons produced or deemed produced from the West "A" Lands (and the proceeds thereof) shall be owned by Socorro and the West "A" Overriding Royalty Interest Owners as their interests shall appear of record, and all oil, gas, and other hydrocarbons produced or deemed produced from the West "B" Lands (and the proceeds thereof) shall be owned by Socorro and the West "B" Overriding Royalty Interest Owners as their interests shall appear of record.

12. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, personal representatives, successors, and assigns. The obligations and agreements of the parties set forth herein are expressly intended to constitute covenants running with the land.

13. Term of Agreement. This Agreement shall be for a term commencing as of the Effective Date and continuing for so long as the West "A" Leases and the West "B" Leases, including any extensions or renewals thereof, shall remain in effect.

14. Governing Law. This agreement shall be governed by and construed in accordance with the laws of the State of New Mexico and the laws of the United States applicable to federal oil and gas leases.

15. Entire Agreement. This Agreement contains the entire agreement of the parties relating to the subject matter hereof and supersedes and replaces any oral or written communications heretofore made between the parties relating to such subject matter.

16. Counterpart Signatures. For the convenience of the parties, this Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document. No counterpart need be executed by all parties in order to bind the

signatory party. For further convenience of the parties, the various partially executed signature and acknowledgement pages may be consolidated and attached to the body of this Agreement.

IN WITNESS WHEREOF, this Agreement is executed by the parties as of the dates set forth in their respective acknowledgements, but shall be effective for all purposes as of the Effective Date.

SOCORRO PETROLEUM COMPANY

By: A-H PETROLEUM CORP.

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

By: HARMEX CORPORATION

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

**WEST "A" OVERRIDING ROYALTY
INTEREST OWNERS:**

HIGGINS TRUST

BY: _____

ITS: _____

**NCNB TEXAS NATIONAL BANK,
TRUSTEE UNDER THE WILL OF
SELMA E. ANDREWS, DECEASED**

BY: _____

ITS: _____

signatory party. For further convenience of the parties, the various partially executed signature and acknowledgement pages may be consolidated and attached to the body of this Agreement.

IN WITNESS WHEREOF, this Agreement is executed by the parties as of the dates set forth in their respective acknowledgements, but shall be effective for all purposes as of the Effective Date.

SOCORRO PETROLEUM COMPANY

By: A-H PETROLEUM CORP.

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

By: HARMEX CORPORATION

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

WEST "A" OVERRIDING ROYALTY
INTEREST OWNERS:

HIGGINS TRUST

BY: James E. Adams
ITS: Vice President

NCNB TEXAS NATIONAL BANK,
TRUSTEE UNDER THE WILL OF
SELMA E. ANDREWS, DECEASED

BY: _____

ITS: _____

signatory party. For further convenience of the parties, the various partially executed signature and acknowledgement pages may be consolidated and attached to the body of this Agreement.

IN WITNESS WHEREOF, this Agreement is executed by the parties as of the dates set forth in their respective acknowledgements, but shall be effective for all purposes as of the Effective Date.

SOCORRO PETROLEUM COMPANY

By: A-H PETROLEUM CORP.

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

By: HARMEX CORPORATION

By: Mitchell L. Solich
Name: Mitchell L. Solich
Title: Vice-President
PARTNER OF SOCORRO PETROLEUM COMPANY

WEST "A" OVERRIDING ROYALTY
INTEREST OWNERS:

HIGGINS TRUST

BY: _____

ITS: _____

NATIONSBANK OF TEXAS, N.A.
TRUSTEE UNDER THE WILL OF
SELMA E. ANDREWS, DECEASED

*sk
M
12/14/87*

BY: Sharon G. Gibbs
Sharon G. Gibbs
ITS: Asst. Vice President

Tax ID # 75-6327535 - HCC # 5188-01
Tax ID # 75-6237536 Acc # 5188-02

BRAILLE INSTITUTE OF AMERICA INC.

BY: _____

ITS: _____

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: _____

ITS: _____

SABINE ROYALTY TRUST

BY: _____

ITS: _____

PETROLEUM ROYALTY SEARCH, INC.

BY: _____

ITS: _____

JON C. HUGHES

(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

of B. Wilson
2/15/92

BRAILLE INSTITUTE OF AMERICA INC.

BY: Howard O. Wilson

ITS: Howard O. Wilson
Dir. Financial Affairs

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: _____

ITS: _____

SABINE ROYALTY TRUST

BY: _____

ITS: _____

PETROLEUM ROYALTY SEARCH, INC.

BY: _____

ITS: _____

JON C. HUGHES

(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

BRaille INSTITUTE OF AMERICA INC.

BY: _____

ITS: _____

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: MWHumphrey
MARGARET W. HUMPHREY
ITS: TRUST OFFICER

NOTARIZED
PAGE 14 OF
COOPERATIVE
DEVELOPMENT
AGREEMENT

SABINE ROYALTY TRUST

W

BY: _____

ITS: _____

PETROLEUM ROYALTY SEARCH, INC.

BY: _____

ITS: _____

JON C. HUGHES

(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF _____ §
COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is _____

_____, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____

Notary Public in and for the State of _____

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF CALIFORNIA §
COUNTY OF SAN DIEGO §

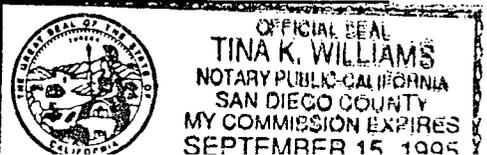
RALPH A. SHUGART TR
SIGNATURE PAGE 8.

On this 21ST day of OCTOBER 1992, before me appeared MARGARET W. HUMPHREY, to me personally known, who, being by me duly sworn (or affirmed), did say that ~~his~~/her name is MARGARET W. HUMPHREY, that ~~he~~/she is the TRUST OFFICER of SAN DIEGO TRUST & SAVINGS BANK and that ~~he~~/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this 21st day of October, 1992.

My Commission Expires: Sept 15, 1995

Tina K Williams
Notary Public in and for the State of _____



BRaille INSTITUTE OF AMERICA INC.

BY: _____

ITS: _____

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: _____

ITS: _____

FOR SABINE ROYALTY TRUST, NATIONSBANK
OF TEXAS, N.A. (AS SUCCESSOR) TRUSTEE,
BY PACIFIC ENTERPRISES ABC
CORPORATION, IN EXERCISE OF ITS
EXECUTIVE RIGHTS

BY: *H. James Gallagher* *OK*

ITS: Executive Vice President *JW JHK*

PETROLEUM ROYALTY SEARCH, INC.

BY: _____

ITS: _____

JON C. HUGHES

(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

BRAILLE INSTITUTE OF AMERICA INC.

BY: _____

ITS: _____

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: _____

ITS: _____

SABINE ROYALTY TRUST

BY: _____

ITS: _____

PETROLEUM ROYALTY SEARCH, INC.

BY: Roger C. Letz

ITS: President

JON C. HUGHES

(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

BRaille INSTITUTE OF AMERICA INC.

BY: _____

ITS: _____

SAN DIEGO TRUST & SAVINGS BANK,
TRUSTEE OF THE
RALPH ALBERT SHUGART TRUST

BY: _____

ITS: _____

SABINE ROYALTY TRUST

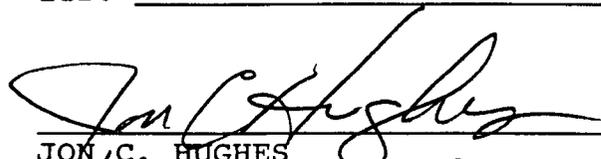
BY: _____

ITS: _____

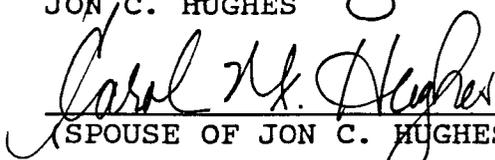
PETROLEUM ROYALTY SEARCH, INC.

BY: _____

ITS: _____



JON C. HUGHES



(SPOUSE OF JON C. HUGHES)

JOHNNY G. ADAMS

(SPOUSE OF JOHNNY G. ADAMS)

ACKNOWLEDGEMENT FOR INDIVIDUAL

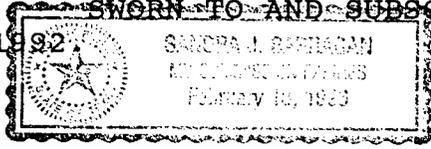
STATE OF Texas §

COUNTY OF Harris §

On this 22nd day of October, 1992, before me appeared Gon C. Hughes, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Gon C. Hughes

_____, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

~~SWORN TO AND SUBSCRIBED~~ before me on this 22nd day of October, 1992.



My Commission Expires: February 18, 1996

Sandra J. Barragan
Notary Public in and for the State of _____

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §

_____ §

COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____

Notary Public in and for the State of _____

THELMA ADAMS HUDMAN

(SPOUSE OF THELMA ADAMS HUDMAN)

JOE W. ADAMS

(SPOUSE OF JOE W. ADAMS)

ED M. LAWRENCE

(SPOUSE OF ED. M. LAWRENCE)

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

WILLIE OPAL HAM

(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

Perry L. Hughes
PERRY L. HUGHES

Shahara W. Hughes
(SPOUSE OF PERRY L. HUGHES)

THELMA ADAMS HUDMAN

(SPOUSE OF THELMA ADAMS HUDMAN)

ED M. LAWRENCE

(SPOUSE OF ED. M. LAWRENCE)

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

WILLIE OPAL HAM

(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF New Mexico §
COUNTY OF Eddy §

On this 15th day of October, 1992, before me appeared Perry L. Hughes, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Perry L. Hughes, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 15th day of October, 1992.

My Commission Expires:
May 23, 1993

Susan E. Dean
Notary Public in and for the State of

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §
COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____
Notary Public in and for the

Thelma Adams Hudman

THELMA ADAMS HUDMAN

Walter Hudman

(SPOUSE OF THELMA ADAMS HUDMAN)

JOE W. ADAMS

(SPOUSE OF JOE W. ADAMS)

ED M. LAWRENCE

(SPOUSE OF ED. M. LAWRENCE)

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

WILLIE OPAL HAM

(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

THELMA ADAMS HUDMAN

(SPOUSE OF THELMA ADAMS HUDMAN)

JOE W. ADAMS

(SPOUSE OF JOE W. ADAMS)

Ed M Lawrence

ED M. LAWRENCE

Martha H. Lawrence

(SPOUSE OF ED. M. LAWRENCE)

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

WILLIE OPAL HAM

(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

(SPOUSE OF HERBERT PRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:

Ed M. Lawrence
ED M. LAWRENCE

Martha H. Lawrence
(SPOUSE OF ED M. LAWRENCE)

THELMA ADAMS HUDMAN

(SPOUSE OF THELMA ADAMS HUDMAN)

JOE W. ADAMS

(SPOUSE OF JOE W. ADAMS)

ED M. LAWRENCE

(SPOUSE OF ED. M. LAWRENCE)

William H. Eysen, Jr.
WILLIAM H. EYSEN, JR.

Norma H. Eysen
(SPOUSE OF WILLIAM H. EYSEN, JR.)

WILLIE OPAL HAM

(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

William H. Eysen, Jr.

WILLIAM H. EYSSEN, JR.

Lucille M. Eysen

(SPOUSE OF WILLIAM H. EYSSEN, JR.)

ELDON CRISMAN

KATHLEEN CRISMAN

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

ACKNOWLEDGEMENT FOR INDIVIDUAL

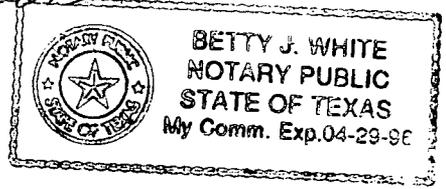
STATE OF TEXAS §
COUNTY OF TARRANT §

On this 23 day of SEPTEMBER 1992, before me appeared WILLIAM H. ESSEN JR AND DOROTHEA H. EYSSEM, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is WILLIAM H. ESSEN JR AND DOROTHEA H. EYSSEM, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 23 day of SEPTEMBER 1992.

My Commission Expires:
04-29-96

Betty J. White
Notary Public in and for the
State of TEXAS



ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §
COUNTY OF _____ §

On this _____ day of _____ 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires:

Notary Public in and for the
State of _____

THELMA ADAMS HUDMAN

(SPOUSE OF THELMA ADAMS HUDMAN)

JOE W. ADAMS

(SPOUSE OF JOE W. ADAMS)

ED M. LAWRENCE

(SPOUSE OF ED. M. LAWRENCE)

WILLIAM M. EYSEN, JR.

(SPOUSE OF WILLIAM M. EYSEN, JR.)

Willie Opal Ham
WILLIE OPAL HAM

Frances Willie Opal Ham
(SPOUSE OF WILLIE OPAL HAM)

ELDON CRISMAN

KATHLEEN CRISMAN

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF TEXAS §

COUNTY OF Midland §

On this 24th day of SEPTEMBER, 1992, before me appeared WILLIE CPAI HAM, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is WILLIE CPAI HAM

_____, and that ~~he/she/they~~ executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 24th day of September, 1992.

My Commission Expires: 7-25-94

Jane A. Martin
Notary Public in and for the State of TEXAS
My Comm. Exp. JULY 25 1994

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §

_____ §

COUNTY OF _____ §

On this _____ day of _____ 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____

Notary Public in and for the State of _____

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

Deceased
ELDON CRISMAN

Kathleen Crisman
KATHLEEN CRISMAN

Lucile Hawley
LUCILE HAWLEY

Deceased
(SPOUSE OF LUCILE HAWLEY)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

GUY KEEL GUFFEE, JR.

(SPOUSE OF GUY KEEL GUFFEE, JR.)

LILLIAN C. KEEL

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

HERBERT FRUIT PAT JOYCE, JR.

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

Guy Keel Guffee, Jr.

GUY KEEL GUFFEE, JR.

Marjorie Guffee

(SPOUSE OF GUY KEEL GUFFEE, JR.)

LILLIAN C. KEEL

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF Arkansas §

COUNTY OF Washington §

On this 14th day of November, 1992, before me appeared Guy Keel Guffee, Jr & Marilyn J. Guffee, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Guy Keel Guffee, Jr and Marilyn J. Guffee, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 14th day of November, 1992.

My Commission Expires:
MY COMMISSION EXPIRES 6-12-93

Carol L Smith
Notary Public in and for the
State of

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §

COUNTY OF _____ §

On this _____ day of _____ 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires:

Notary Public in and for the
State of

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

GUY KEEL GUFFEE, JR.

(SPOUSE OF GUY KEEL GUFFEE, JR.)

Lillian C. Keel

LILLIAN C. KEEL

Deceased

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

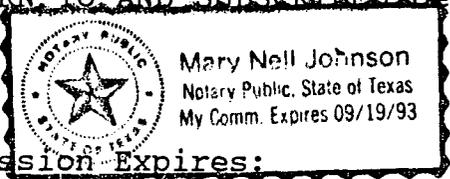
HERBERT FRUIT PAT JOYCE, JR.

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF Texas §
COUNTY OF Dallas §

On this 14 day of October, 1992, before me appeared Lillian C. Keel, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Lillian C. Keel, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 14 day of October, 1992.



My Commission Expires: September 19, 1993

Mary Nell Johnson
Notary Public in and for the State of

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §
COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____

Notary Public in and for the State of

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

GUY KEEL GUFFEE, JR.

(SPOUSE OF GUY KEEL GUFFEE, JR.)

LILLIAN C. KEEL

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

ATTEST:

Sister Pat Zolacki, O.S.F.

SECRETARY

BY: *Sister Doris Pichawski, O.S.F.*

ITS: _____ PRESIDENT

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

WILLIAM M. EYSEN, JR.

(SPOUSE OF WILLIAM M. EYSEN, JR.)

ELDON CRISMAN

KATHLEEN CRISMAN

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

SISTERS OF ST. FRANCIS OF ASSISI

ATTEST:

Sister Pat Zoleski, O.S.F.

SECRETARY

Sister Doris Polowski, O.S.F.

BY: _____

ITS: _____ PRESIDENT

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF _____ §
COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is _____, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires:

Notary Public in and for the
State of _____

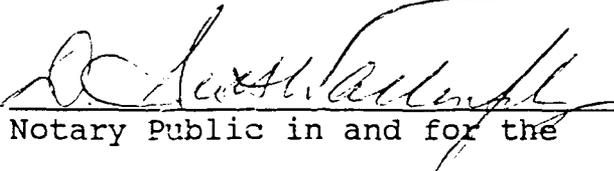
ACKNOWLEDGEMENT FOR CORPORATION

STATE OF WISCONSIN §
COUNTY OF MILWAUKEE §

On this 17th day of NOVEMBER 1992, before me appeared SISTER DORIS PRZYBYL, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is SISTER DORIS PRZYBYL, that he/she is the PRESIDENT of THE SISTERS OF ST. FRANCIS OF ASSISI and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this 17th day of NOV, 1992.

My Commission Expires:
3/17/96


Notary Public in and for the

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

GUY KEEL GUFFEE, JR.

(SPOUSE OF GUY KEEL GUFFEE, JR.)

LILLIAN C. KEEL

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

Rachel Vandewart (widow)

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

HERBERT PRUIT PAT JOYCE, JR.

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

GUY KEEL GUFFEE, JR.

(SPOUSE OF GUY KEEL GUFFEE, JR.)

LILLIAN C. KEEL

(SPOUSE OF LILLIAN C. KEEL)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

RACHEL VANDEWART

(SPOUSE OF RACHEL VANDEWART)

EDNA EARL WINTERS

(SPOUSE OF EDNA EARL WINTERS)

Herbert Pruit Pat Joyce Jr.

HERBERT PRUIT PAT JOYCE, JR.

Kim Joyce
(SPOUSE OF HERBERT FRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

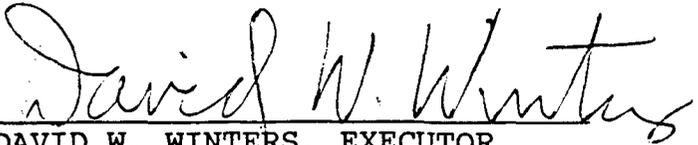
MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

DAVID W. WINTERS AND
THOMAS EARL WINTERS,
EXECUTORS OF THE ESTATE OF
EDNA EARL WINTERS, DECEASED

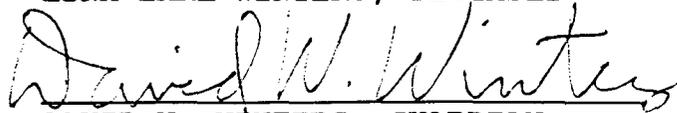


DAVID W. WINTERS, EXECUTOR



THOMAS EARL WINTERS, EXECUTOR

DAVID W. WINTERS, GUARDIAN OF
T. W. WINTERS, SPOUSE OF
EDNA EARL WINTERS, DECEASED



DAVID W. WINTERS, GUARDIAN

HERBERT FRUIT PAT JOYCE, JR.

(SPOUSE OF HERBERT FRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

WANDA WOMBLE

(SPOUSE OF WANDA WOMBLE)

(SPOUSE OF HERBERT FRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

(SPOUSE OF HERBERT PRUIT PAT JOYCE, JR.)

Jackie Keltner

JACKIE KELTNER

Eddie D Keltner

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF Arkansas §

COUNTY OF Pulaski §

On this 22 day of September, 1992, before me appeared _____,

to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Jackie Keltner.

_____, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 22 day of September, 1992.

My Commission Expires:
11-15-92

Mary D. Asher
Notary Public in and for the
State of Arkansas

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §

_____ §

COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____,

to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____,

that he/she is the _____ of _____,

_____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires:

Notary Public in and for the
State of _____

(SPOUSE OF HERBERT PRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

Wanda Womble

WANDA WOMBLE

P. G. Womble

(SPOUSE OF WANDA WOMBLE)

VIRGINIA ADAMS

(SPOUSE OF VIRGINIA ADAMS)

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

(SPOUSE OF HERBERT FRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA WOMBLE

(SPOUSE OF WANDA WOMBLE)

Virginia Adams Muncy

VIRGINIA ADAMS MUNCY

Deceased

(SPOUSE OF VIRGINIA ADAMS)

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

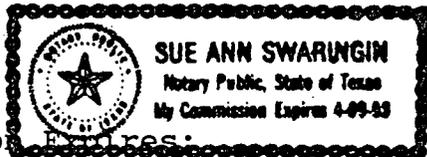
ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF TEXAS §

COUNTY OF NOLAN §

On this 22 day of SEPTEMBER, 1992, before me appeared Virginia Adams Muncy, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her/their name is Virginia Adams Muncy, and that he/she/they executed the above and foregoing instrument of his/her/their own free will.

SWORN TO AND SUBSCRIBED before me on this 22 day of SEPTEMBER, 1992.



My Commission Expires: 4-9-93

Sue Ann Swarngim
Notary Public in and for the State of TEXAS

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §

COUNTY OF _____ §

On this _____ day of _____, 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires: _____

Notary Public in and for the State of _____

(SPOUSE OF HERBERT PRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. Bernard Johnston

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

ACKNOWLEDGEMENT FOR INDIVIDUAL

STATE OF New Mexico §
§
COUNTY OF Chaves §

On this 23rd day of September, 1992, before me appeared E. Bernard Johnston, to me personally known, who, being by me duly sworn (or affirmed), did say that his/~~her~~/~~their~~ name is E. Bernard Johnston

_____, and that he/~~she~~/~~they~~ executed the above and foregoing instrument of his/~~her~~/~~their~~ own free will.

SWORN TO AND SUBSCRIBED before me on this 23rd day of September, 1992.

My Commission Expires:
3-10-95

Barbara Amacker
Notary Public in and for the
State of

ACKNOWLEDGEMENT FOR CORPORATION

STATE OF _____ §
§
COUNTY OF _____ §

On this _____ day of _____ 1992, before me appeared _____, to me personally known, who, being by me duly sworn (or affirmed), did say that his/her name is _____, that he/she is the _____ of _____ and that he/she executed the above and foregoing instrument on behalf of said corporation for the uses and purposes set forth herein.

SWORN TO AND SUBSCRIBED before me on this _____ day of _____, 1992.

My Commission Expires:

Notary Public in and for the
State of

(SPOUSE OF HERBERT PRUIT PAT JOYCE, JR.)

JACKIE KELTNER

(SPOUSE OF JACKIE KELTNER)

VERNE BISHOP

(SPOUSE OF VERNE BISHOP)

WANDA JUNE ADAMS WOMBLE, EXECUTRIX
OF THE ESTATE OF HENRY BUSTER ADAMS,
DECEASED

E. BERNARD JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED



MARY E. JOHNSTON, CO-PERSONAL
REPRESENTATIVE OF THE ESTATE OF
JANE S. JOHNSTON, DECEASED

**WEST "B" OVERRIDING ROYALTY
INTEREST OWNERS:**

ED M. LAWRENCE

(SPOUSE OF ED M. LAWRENCE)

WILLIAM M. EYSSEN, JR.

(SPOUSE OF WILLIAM M. EYSSEN, JR.)

ELDON CRISMAN

KATHLEEN CRISMAN

LUCILE HAWLEY

(SPOUSE OF LUCILE HAWLEY)

SISTERS OF ST. FRANCIS OF ASSISI

BY: _____

ITS: _____

STATE OF COLORADO §
 §
COUNTY OF DENVER §

On this 16th day of September, 1992, before me appeared, Mitchell L. Solich, to me personally known, who, being by me duly sworn (or affirmed), did say that he is the Vice-President of A-H Petroleum Corporation, Partner of Socorro Petroleum Company, a partnership, and that he executed the above and foregoing instrument on behalf of said partnership and acknowledged said instrument to be the free act and deed of said partnership.

SWORN TO AND SUBSCRIBED before me on this 16th day of September, 1992.

My Commission Expires:
My commission expires August 19, 1995.

Mary Jane Starbuck
Notary Public in and for the
State of Colorado

STATE OF COLORADO §
 §
COUNTY OF DENVER §

On this 16th day of September, 1992, before me appeared, Mitchell L. Solich, to me personally known, who, being by me duly sworn (or affirmed), did say that he is the Vice-President of Harmex Corporation, Partner of Socorro Petroleum Company, a partnership, and that he executed the above and foregoing instrument on behalf of said partnership and acknowledged said instrument to be the free act and deed of said partnership.

SWORN TO AND SUBSCRIBED before me on this 16th day of September, 1992.

My Commission Expires:
My commission expires August 19, 1995

Mary Jane Starbuck
Notary Public in and for the
State of Colorado

EXHIBIT "A"

WEST "A" LEASES AND LANDS

United States Oil and Gas Lease No. LC 029426(a) dated February 1, 1989, from the United States of America, as Lessor, to Atlantic Richfield Company, as Lessee, covering and pertaining to Lots 1, 2, 3, and 4 and the S $\frac{1}{2}$ N $\frac{1}{2}$ of Section 3, and Lots 1 and 2, the S $\frac{1}{2}$ NE $\frac{1}{4}$ and the SE $\frac{1}{4}$ of Section 4, all in T-17-S, R-31-E, N.M.P.M., Eddy County, New Mexico, containing 639.56 acres more or less, from the surface of the earth down to the top of the Glorietta formation.

END OF EXHIBIT "A"

EXHIBIT "B"

WEST "B" LEASES AND LANDS

United States Oil and Gas Lease No. LC 029426(b) dated March 1, 1991, from the United States of America, as Lessor, to Atlantic Richfield Company, as Lessee, covering and pertaining to the S $\frac{1}{2}$ of Section 3, Lots 3 and 4, the S $\frac{1}{2}$ NW $\frac{1}{4}$, and the SW $\frac{1}{4}$ of Section 4, all of Section 9, and all of Section 10, T-17-S, R-31-E, N.M.P.M., Eddy County, New Mexico, containing 1,919.88 acres, more or less, from the surface of the earth down to the top of the Glorietta formation.

END OF EXHIBIT "B"

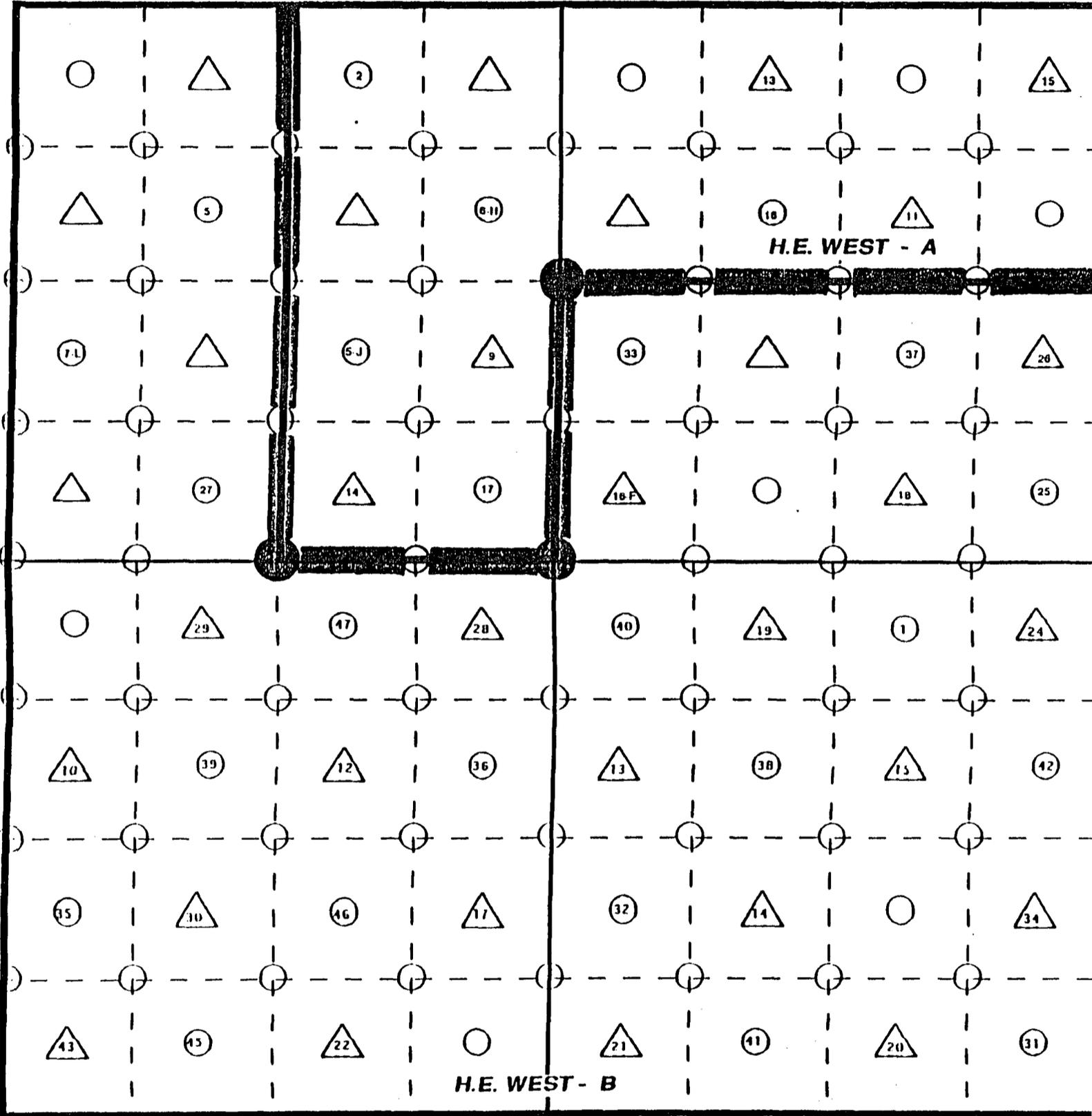
EXHIBIT "C"

County EDDY State NEW MEXICO

Township 17 SOUTH Range 31 EAST

SECTION 4

SECTION 3



○ PRODUCER
△ INJECTOR