



P.O. Box 552
Midland, TX 79702-0552
Telephone 915/682-1626

December 8, 1995

Certified Mail
Return Receipt Requested

Mailing List Attached

Re: Amendment of Off Lease Storage and Measurement Agreement

Leases previously approved for Off Lease Storage and Measurement

Marathon Lease NM 1832 -State of New Mexico Leases K-1877, E- 10170-2, E - 7906-2
-Federal Leases NM-050607, NM-050608, NM-051107, NM-05551, NM-05551-A, NM-0926
NM-0926-A, NM-04827-B

Marathon Lease NM 5772 -Federal Lease NM-04827-B
Marathon Lease NM 1718 -State Of New Mexico Lease K-1877, E-10169
Marathon Lease NM 5758 -Federal Lease NM-05551-A, NM-050608, NM-81677

Proposed Additions to Agreement

Marathon Lease NM 5723 -Federal Lease NM-034623
Marathon Lease NM 05608 -Federal Lease NM-05608

Sections 1, 2, 3, 10, 11, 12; T-21-S, Range 23-East, and Section 36 T-21 ½ S, R-23-E Eddy County New Mexico

Gentlemen:

Marathon Oil Company is proposing that the previously approved Off Lease Storage and Measurement agreement which included the North Indian Basin Unit, Stinking Draw, Bone Springs "12" Federal Com, and the MOC Federal leases be amended to include highlighted sections above. The leases to be added are the South ½ of Sec. 3 and all of Sec. 10 which are included in the North Indian Basin Unit and the north ½ of section 3 which has been designated the Comanche Federal Lease. Both Sections 3 and 10 are in T-21-S, R-23-E of Eddy County New Mexico. All production will be metered prior to commingling. Our records indicate you are an interest owner in one of the subject wells. Pursuant to NMOCD Rule 309-A, Marathon is required to seek your consent to the proposed commingling of production from the separate leases. Marathon believes that amending the original agreement to include to include Sec 3 & 10 will enhance the economic life of project and all leases involved.

Please indicate your approval by signing in the space below and returning one copy of this letter to this office in the enclosed envelope. The second copy is for your files. Your very prompt consideration of this matter will be greatly appreciated.

Sincerely,

Handwritten signature of R. A. Biernbaum in cursive.

R. A. Biernbaum

Indian Basin Asset Team Supervisor

CC: T. L. Guillory
W. L. Ransbottom

Approved this 21st day of DECEMBER, 1995

By: Handwritten signature of John W. Gates & Jean M. Gates Trust.

Title: JOHN W. GATES & JEAN M. GATES TRUST

Company: JOHN W. GATES



P.O. Box 552
Midland, TX 79702-0552
Telephone 915/682-1626

First Interstate Bank of Denver, N.A., John R. Moran, Jr., and Francis W. Collopy, Co-Trustees under Agreement of Virginia Hill - Hill Foundation, execute the foregoing instrument solely in their capacity as Co-Trustees and not in their individual or corporate capacities, make no warranties or representations of title either express or implied, and any liability asserted against them because of their execution of this instrument shall be satisfied solely from assets held by them as such Co-Trustees, at the time of such assertion.

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- Marathon Lease NM 05608 -Federal Lease NM-05608

Sections 1, 2, 3, 10, 11, 12; T-21-S, Range 23-East, and Section 36 T-21 1/2 S, R-23-E Eddy County New Mexico

Gentlemen:

Marathon Oil Company is proposing that the previously approved Off Lease Storage and Measurement agreement which included the North Indian Basin Unit, Stinking Draw, Bone Springs "12" Federal Com, and the MOC Federal leases be amended to include highlighted sections above. The leases to be added are the South 1/2 of Sec. 3 and all of Sec. 10 which are included in the North Indian Basin Unit and the north 1/2 of section 3 which has been designated the Comanche Federal Lease. Both Sections 3 and 10 are in T-21-S, R-23-E of Eddy County New Mexico. All production will be metered prior to commingling. Our records indicate you are an interest owner in one of the subject wells. Pursuant to NMOC Rule 309-A, Marathon is required to seek your consent to the proposed commingling of production from the separate leases. Marathon believes that amending the original agreement to include to include Sec 3 & 10 will enhance the economic life of project and all leases involved.

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Sincerely,

R. A. Biernbaum

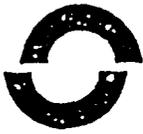
Indian Basin Asset Team Supervisor

CC: T. L. Guillory
W. L. Ransbottom

Approved this 21st day of Dec. 95
First Interstate Bank of Denver, N.A., Co-Trustee
under Agreement for the Hill Foundation
By:
Terry L. Oliver
Title: Vice President & Trust Officer

Company: First Interstate Bank of Denver, N.A.

Attest:
Susan L. Howard, Asst. Vice President



Comptroller of the Currency
Administrator of National Banks

Washington, D.C. 20219

Whereas, satisfactory notice has been transmitted to the Comptroller of the Currency evidencing that all requisite legal and corporate action has been taken by

THE FIRST NATIONAL BANK OF DENVER

located in DENVER, State of COLORADO, in accordance with the statutes of the United States, to authorize a change of the name of that association to

"NORTHWEST BANK OF DENVER, NATIONAL ASSOCIATION"

Now, therefore, it is hereby certified that such change of name of said association is approved, effective as of October 1, 1911.

In Testimony Whereof, witness my signature and seal of office this 15th day of NOVEMBER, 1911.



C. T. Conover
C. T. CONOVER
Comptroller of the Currency

Charter No. 1016.