

RECEIVED OGD
2013 SEP -3 P 2:22

FORTUNE NATURAL RESOURCES CORPORATION

RECEIVED

MAR 28 2013

LAND DEPT

March 2, 2013

Homer Denius, Jr.
33554 Elk Run
Evergreen, Colorado 80439

Re: Bobbi State Waterflood Unit
All Section 20, N/2 Section 29, NW/4 Section 28, 18S-36E
Lea County, New Mexico

Ladies and Gentlemen:

A recent title opinion performed on the above referenced acreage shows that you are an owner of a percentage of the operating rights/leasehold in said acreage. Fortune Natural Resources Corporation ("FNRC") hereby proposes to form a secondary waterflood unit in the above subject lands. Sundown Energy LP, an entity of FNRC will be the operator of the proposed waterflood unit, and is moving forward with unitization proceedings with the New Mexico Oil Conservation Division. Enclosed in this packet you will find the following:

1. Unit Agreement (for your review)
2. Unit Operating Agreement (for your review)
3. Ratification and Joinder of Unit Agreement and Unit Operating Agreement (sign, have notarized and return)
4. Plan of Operations

Please review the Plan of Operations page for a detailed review of the waterflood. This secondary recovery project will be flooding the San Andres formation. Sundown/FNRC plans to spend \$1,295,000 initially on this project. We believe we will be able to recover 268,000 bbls of secondary reserves over the life of the flood and have an estimated project payout in approximately two years.

Should you wish to participate in this project, Sundown/FNRC will operate pursuant to, and you will be subject to the terms and conditions of the Unit Operating Agreement. If you do NOT wish to participate in this project Sundown/FNRC hereby offers to purchase all of your right title and interest for \$350/Net Mineral Acre. The effective date of this sale will be as of April 1, 2013. FNRC's offer is subject to completing its own due diligence on the properties and the execution of a mutually agreeable definitive Assignment Bill of Sale ("Definitive Agreement"). Please refer the Exhibit "E" of the Unit Operating Agreement which shows the total net acres you have in the proposed unit lands, should you wish to sell, as well as your Fieldwide Unit WI % should you wish to participate.

Sundown/FNRC is scheduled to go to a hearing to unitize the subject lands in May of 2013. Your timely response to this letter is extremely important and we request that you respond as soon as possible so we can start the unitization process. Please be aware that if you do not return this letter within 30 days of receipt we will start statutory force pooling procedures concerning your interest. Please make your election below and return to the undersigned at the letterhead address.

If you have any further questions regarding this proposal please contact me at 214-368-6100 or by email at kpaxton@sundownenergy.com. Again, please return an executed Ratification and Joinder of Unit Agreement and Unit Operating Agreement and the election page attached to this letter.

Thank you for your consideration of our proposal.

Sincerely,

FORTUNE NATURAL RESOURCES CORPORATION



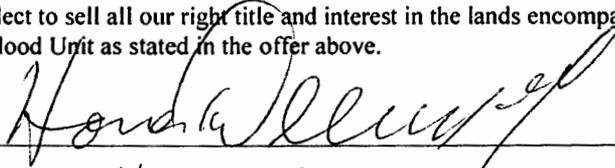
Kyle A. Paxton, RPL
Landman

Bobbi State Waterflood Election
Lea County, New Mexico

I/We elect to participate in the Bobbi State Waterflood Unit

I/We elect to sell all our right title and interest in the lands encompassing the proposed Bobbi State Waterflood Unit as stated in the offer above.

WI Owner Signature:



WI Owner Name/Company

HOMER DENIUS JR

WI Owner Address

33554 ELK RUN, EVERGREEN, CO 80439

WI Owner Phone #

303 674 7488

WI Owner Email

hdenius@gmail.com

Please return the above election and Ratification of Unit Agreement and Operating Agreement to my attention:

Fortune Natural Resources Corporation
Attn: Kyle Paxton
13455 Noel Road, Suite 2000
Dallas, TX 75240

(individual acknowledgment form)

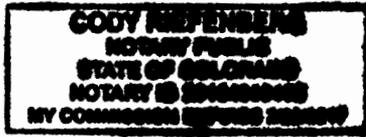
STATE OF Colorado

COUNTY OF Jefferson

BEFORE ME, the undersigned authority, on this day personally appeared HEYKER DENNIS JR who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 21st day of March, 2013.

(SEAL)



Cody Kiefers
NOTARY PUBLIC

My commission expires: 02/26/2017

(corporation acknowledgment form)

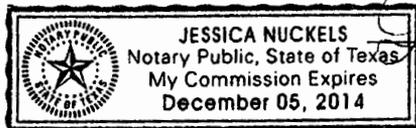
STATE OF Texas

COUNTY OF Dallas

BEFORE ME, the undersigned authority, on this day personally appeared Robin D. McGuire, who, as VP + General Counsel of Fortune Natural Resources, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this 1st day of March, 2013.

(SEAL)



Jessica Nuckels
NOTARY PUBLIC

My commission expires: _____

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

The Ratification and Joinder shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 18 day of May, 2013.


By:
Its:

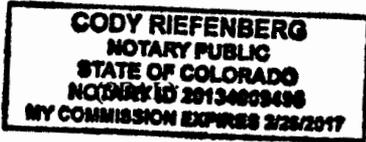
(individual acknowledgment form)

STATE OF Colorado

COUNTY OF Jefferson

BEFORE ME, the undersigned authority, on this day personally appeared Homer Rainey Dennis Jr who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 18 day of May, 2013.



Cody Riefenberg
NOTARY PUBLIC

My commission expires: 02/26/2017

(corporation acknowledgment form)

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, who, as _____ of _____, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this ____ day of _____, 2013.

(SEAL)

NOTARY PUBLIC

My commission expires: _____

Thank you for your consideration of our proposal.

Sincerely,

FORTUNE NATURAL RESOURCES CORPORATION



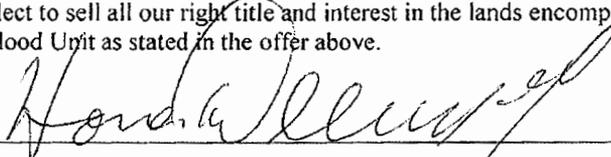
Kyle A. Paxton, RPL
Landman

Bobbi State Waterflood Election
Lea County, New Mexico

I/We elect to participate in the Bobbi State Waterflood Unit

I/We elect to sell all our right title and interest in the lands encompassing the proposed Bobbi State Waterflood Unit as stated in the offer above.

WI Owner Signature:



WI Owner Name/Company

HOMER DENIUS, JR

WI Owner Address

33554 ELK RUN, EVERGREEN, CO 80439

WI Owner Phone #

303 674 7488

WI Owner Email

hdenius@gmail.com

Please return the above election and Ratification of Unit Agreement and Operating Agreement to my attention:

Fortune Natural Resources Corporation
Attn: Kyle Paxton
13455 Noel Road, Suite 2000
Dallas, TX 75240

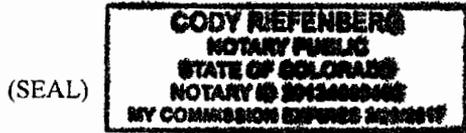
(individual acknowledgment form)

STATE OF Colorado

COUNTY OF Jefferson

BEFORE ME, the undersigned authority, on this day personally appeared HEXER DENNIS JR who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 21st day of March, 2013.



Cody Riefenberg
NOTARY PUBLIC

My commission expires: 02/26/2017

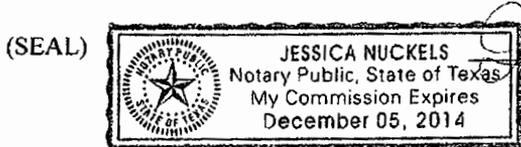
(corporation acknowledgment form)

STATE OF Texas

COUNTY OF Dallas

BEFORE ME, the undersigned authority, on this day personally appeared Robin D. McGuire, who, as VP + General Counsel of Fortune Natural Resources, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this 1st day of March, 2013.



Jessica Nuckels
NOTARY PUBLIC

My commission expires: _____

FORTUNE NATURAL RESOURCES CORPORATION

RECEIVED
APR 01 2013
LAND DEPT.

March 2, 2013
Riverbend Exploration & Prod. LLC
One Allen Center
500 Dallas, Suite 2835
Houston, TX 77002

Re: Bobbi State Waterflood Unit
All Section 20, N/2 Section 29, NW/4 Section 28, 18S-36E
Lea County, New Mexico

Ladies and Gentlemen:

A recent title opinion performed on the above referenced acreage shows that you are an owner of a percentage of the operating rights/leasehold in said acreage. Fortune Natural Resources Corporation ("FNRC") hereby proposes to form a secondary waterflood unit in the above subject lands. Sundown Energy LP, an entity of FNRC will be the operator of the proposed waterflood unit, and is moving forward with unitization proceedings with the New Mexico Oil Conservation Division. Enclosed in this packet you will find the following:

1. Unit Agreement (**for your review**)
2. Unit Operating Agreement (**for your review**)
3. Ratification and Joinder of Unit Agreement and Unit Operating Agreement (**sign, have notarized and return**)
4. Plan of Operations

Please review the Plan of Operations page for a detailed review of the waterflood. This secondary recovery project will be flooding the San Andres formation. Sundown/FNRC plans to spend \$1,295,000 initially on this project. We believe we will be able to recover 268,000 bbls of secondary reserves over the life of the flood and have an estimated project payout in approximately two years.

Should you wish to participate in this project, Sundown/FNRC will operate pursuant to, and you will be subject to the terms and conditions of the Unit Operating Agreement, If you do NOT wish to participate in this project Sundown/FNRC hereby offers to purchase all of your right title and interest for \$350/Net Mineral Acre. The effective date of this sale will be as of April 1, 2013. FNRC's offer is subject to completing its own due diligence on the properties and the execution of a mutually agreeable definitive Assignment Bill of Sale ("Definitive Agreement"). Please refer the Exhibit "E" of the Unit Operating Agreement which shows the total net acres you have in the proposed unit lands, should you wish to sell, as well as your Fieldwide Unit WI % should you wish to participate.

Sundown/FNRC is scheduled to go to a hearing to unitize the subject lands in May of 2013. Your timely response to this letter is extremely important and we request that you respond as soon as possible so we can start the unitization process. Please be aware that if you do not return this letter within 30 days of receipt we will start statutory force pooling procedures concerning your interest. Please make your election below and return to the undersigned at the letterhead address.

If you have any further questions regarding this proposal please contact me at 214-368-6100 or by email at kpaxton@sundownenergy.com. Again, please return an executed Ratification and Joinder of Unit Agreement and Unit Operating Agreement and the election page attached to this letter.

Thank you for your consideration of our proposal.

Sincerely,

FORTUNE NATURAL RESOURCES CORPORATION



Kyle A. Paxton, RPL
Landman

Bobbi State Waterflood Election
Lea County, New Mexico

I/We elect to participate in the Bobbi State Waterflood Unit

I/We elect to sell all our right title and interest in the lands encompassing the proposed Bobbi State Waterflood Unit as stated in the offer above.

WI Owner Signature: *June D. Deek, Land Mgr*
WI Owner Name/Company *Riverbend Expi + O'Connell*
WI Owner Address *500 Dallas Street, Ste 2835, Houston, TX*
WI Owner Phone # *713 - 874 - 9003* *77002*
WI Owner Email *JDECK@RBOIL.COM*

Please return the above election and Ratification of Unit Agreement and Operating Agreement to my attention:

Fortune Natural Resources Corporation
Attn: Kyle Paxton
13455 Noel Road, Suite 2000
Dallas, TX 75240

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

The Ratification and Joinder shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 28 day of March, 2013.


By: Randolph Newcomer, Jr.
Its: President
Riverbeds Exploration + Prod. LLC

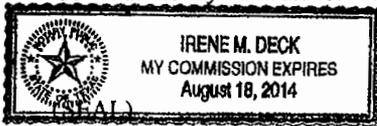
(individual acknowledgment form)

STATE OF Texas

COUNTY OF Harris

BEFORE ME, the undersigned authority, on this day personally appeared Randolph Newcome Jr
President, Riverbend Enpl + Maint LLC who acknowledged to me that he/she signed, executed and delivered the
above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 28 day of March, 2013.



Irene M. Deck
NOTARY PUBLIC

My commission expires: 8-18-2014

(corporation acknowledgment form)

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, who, as _____ of _____, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this _____ day of _____, 2013.

(SEAL)

NOTARY PUBLIC

My commission expires: _____

FORTUNE NATURAL RESOURCES CORPORATION

March 2, 2013

New Mexico Western Minerals, Inc.
PO BOX 1738
Roswell, New Mexico 88202

RECEIVED
MAR 22 2013
LAND DEPT.

Re: Bobbi State Waterflood Unit
All Section 20, N/2 Section 29, NW/4 Section 28, 18S-36E
Lea County, New Mexico

Ladies and Gentlemen:

A recent title opinion performed on the above referenced acreage shows that you are an owner of a percentage of a percentage of the operating rights/leasehold in said acreage. Fortune Natural Resources Corporation ("FNRC") hereby proposes to form a secondary waterflood unit in the above subject lands. Sundown Energy LP, an entity of FNRC will be the operator of the proposed waterflood unit, and is moving forward with unitization proceedings with the New Mexico Oil Conservation Division. Enclosed in this packet you will find the following:

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Sundown/FNRC is scheduled to go to a hearing to unitize the subject lands in May of 2013. Your timely response to this letter is extremely important and we request that you respond as soon as possible so we can start the unitization process. Please be aware that if you do not return this letter within 30 days of receipt we will start statutory force pooling procedures concerning your interest. Please make your election below and return to the undersigned at the letterhead address.

If you have any further questions regarding this proposal please contact me at 214-368-6100 or by email at kpaxton@sundownenergy.com. Again, please return an executed Ratification and Joinder of Unit Agreement and Unit Operating Agreement and the election page attached to this letter.

Thank you for your consideration of our proposal.

Sincerely,

FORTUNE NATURAL RESOURCES CORPORATION

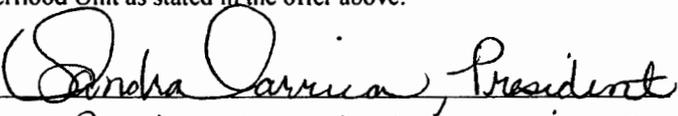


Kyle A. Paxton, RPL
Landman

Bobbi State Waterflood Election
Lea County, New Mexico

I/We elect to participate in the Bobbi State Waterflood Unit

I/We elect to sell all our right title and interest in the lands encompassing the proposed Bobbi State Waterflood Unit as stated in the offer above.

WI Owner Signature: 
WI Owner Name/Company New Mexico Western Minerals Inc.
WI Owner Address P.O. Box 1738, Roswell, NM 88202
WI Owner Phone # 575-622-5480
WI Owner Email _____

Please return the above election and Ratification of Unit Agreement and Operating Agreement to my attention:

Fortune Natural Resources Corporation
Attn: Kyle Paxton
13455 Noel Road, Suite 2000
Dallas, TX 75240

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

The Ratification and Joinder shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 20th day of March, 2013.

New Mexico Western Minerals Inc.
By: Sandra Canina
Its: President

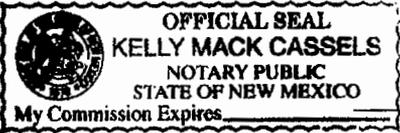
(individual acknowledgment form)

STATE OF NEW MEXICO

COUNTY OF CHAVEZ

BEFORE ME, the undersigned authority, on this day personally appeared Sandra Carrin, Resident of Nmwm who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement, by and on behalf of New Mexico Western Mines, Inc., a New Mexico corporation.

Given under my hand and seal of office this 20 day of March, 2013.

(SEAL)  [Signature]

NOTARY PUBLIC

My commission expires: 10/15/14

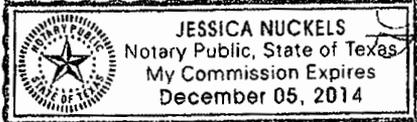
(corporation acknowledgment form)

STATE OF Texas

COUNTY OF Dallas

BEFORE ME, the undersigned authority, on this day personally appeared Robin D. McGuire, who, as VP & General Counsel of Fortune Natural Resources, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this 1st day of March, 2013.

(SEAL)  [Signature]

NOTARY PUBLIC

My commission expires: _____

Paxton, Kyle

From: Jon Cieszinski [jon_c@abacusengineering.com]
Sent: Sunday, March 17, 2013 3:12 PM
To: Paxton, Kyle
Subject: Bobbi State Waterflood Unit

This is Jon Cieszinski with the Cieszinski Trust. You sent us a proposal on the Bobbi Waterflood Unit. We do want to participate, but I got my Mother to sign this and failed to get it notarized. I couldn't get it notarized after the fact. If you would send me another copy I will get it signed and notarized. Sorry for the inconvenience.

Jon Cieszinski, PE RPLS
Abacus Engineering Surveying
2737 81st Street
Lubbock, TX 79423
806-745-7670
FAX 806-745-7692

RECEIVED

MAR 28 2013

LAND DEPT.

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

The Ratification and Joinder shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 20 day of March 2013.



By: JON CIESZINSKI
Its: CO TRUSTEE

CIESZINSKI TRUST

(individual acknowledgment form)

STATE OF Texas

COUNTY OF Lubbock

BEFORE ME, the undersigned authority, on this day personally appeared Jon Ciesziński who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 20th day of March, 2013.



Danetta Jill Durrett
NOTARY PUBLIC

My commission expires: March 25, 2013

(corporation acknowledgment form)

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, who, as _____ of _____, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this ____ day of _____, 2013.

(SEAL)

NOTARY PUBLIC

My commission expires: _____

Paxton, Kyle

From: Jon Cieszinski [jon_c@abacusengineering.com]
Sent: Sunday, March 17, 2013 3:12 PM
To: Paxton, Kyle
Subject: Bobbi State Waterflood Unit

This is Jon Cieszinski with the Cieszinski Trust. You sent us a proposal on the Bobbi Waterflood Unit. We do want to participate, but I got my Mother to sign this and failed to get it notarized. I couldn't get it notarized after the fact. If you would send me another copy I will get it signed and notarized. Sorry for the inconvenience.

Jon Cieszinski, PE RPLS
Abacus Engineering Surveying
2737 81st Street
Lubbock, TX 79423
806-745-7670
FAX 806-745-7692

RECEIVED

MAR 28 2013

LAND DEPT.

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

The Ratification and Joinder shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 20 day of March 2013.



By: JON CIESZINSKI

Its: CO TRUSTEE

CIESZINSKI TRUST

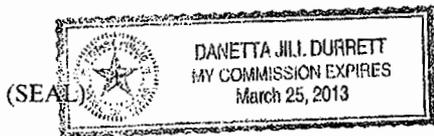
(individual acknowledgment form)

STATE OF Texas

COUNTY OF Lubbock

BEFORE ME, the undersigned authority, on this day personally appeared Jon Cieszinski who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this 20th day of March, 2013.



Danetta Jill Durrett
NOTARY PUBLIC

My commission expires: March 25, 2013

(corporation acknowledgment form)

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, who, as _____ of _____, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this _____ day of _____, 2013.

(SEAL)

NOTARY PUBLIC

My commission expires: _____

RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

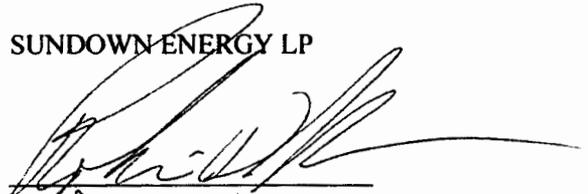
In consideration of the execution of the Unit Agreement for the development and operation of the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013, and in consideration of the execution or ratification by other working interest owners of the Unit Operating Agreement which relates to said Unit Agreement, the undersigned hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement as fully as though the undersigned had executed the original instrument.

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This Ratification and Joinder shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 1st day of March 2013.

SUNDOWN ENERGY LP



By: Robin D. McBuire

Its: VP Land & General Counsel

(individual acknowledgment form)

STATE OF _____

COUNTY OF _____

BEFORE ME, the undersigned authority, on this day personally appeared _____ who acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement.

Given under my hand and seal of office this ____ day of _____, 2013.

(SEAL)

NOTARY PUBLIC

My commission expires: _____.

(corporation acknowledgment form)

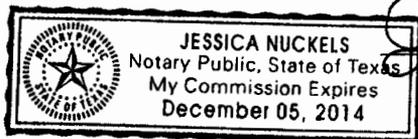
STATE OF Texas

COUNTY OF Dallas

BEFORE ME, the undersigned authority, on this day personally appeared Robin D. McGuire, who, as VP + General Counsel of Sundown Energy LP, acknowledged to me that he/she signed, executed and delivered the above and foregoing approval of Ratification and Joinder of Unit Agreement and Unit Operating Agreement for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this 15th day of March, 2013.

(SEAL)



Jessica Nuckels

NOTARY PUBLIC

My commission expires: _____.

RATIFICATION OF THE BOBBI STATE WATERFLOOD UNIT

EOG Resources, Inc., record title owner of State Of New Mexico Lease LG-1869-0001 hereby ratifies the Bobbi State Waterflood Unit Area, County of Lea, State of New Mexico dated May 2, 2013. The undersigned hereby expressly ratifies, approves, and adopts said Bobbi State Waterflood Unit located in:

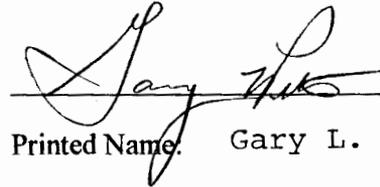
Section 20: All, Section 28: NW/4, Section 29: N/2, T18S, R36E, Lea County, New Mexico

The Ratification shall be effective as to the undersigned's interest in any lands and leases, or interests therein, and royalties presently held or which may arise under existing option agreements or other interests in unitized substance, covering any lands within the Unit Area in which the undersigned may be found to have an oil and gas interest.

This Ratification shall be binding upon the undersigned, its heirs, devisees, assignees or successors in interest.

EXECUTED this 3 day of June, 2013.

EOG RESOURCES, INC
State of New Mexico OGRID #7377


Printed Name: Gary L. Pitts ^{DM}
Title: Vice President

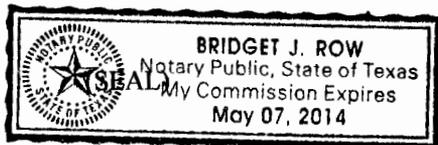
(corporation acknowledgment form)

STATE OF TEXAS

COUNTY OF MIDLAND

BEFORE ME, the undersigned authority, on this day personally appeared
Gary L. Pitts, who, as Vice President of
EOG Resources, Inc., acknowledged to me that he/she signed, executed and delivered
the above and foregoing approval of Ratification for and on behalf of said corporation with full authority so to do.

Given under my hand and seal of office this 3rd day of June, 2013.



Bridget J Row

NOTARY PUBLIC

My commission expires: 5-7-14