

Before the Oil Conservation Division
Exhibit No. 5A
Burlington Resources Oil & Gas Company LP
OCD CASE 14734
Hearing: October 13, 2011

Huerfano Unit Com 311 (Gallup/Dakota)
E/2 Sec. 2, T25N, R9W
San Juan County, NM
Parties to be Pooled and Percentages

Parties to be Pooled	Gallup Interest	Dakota Interest
Koch Exploration Co. Attn: Morgan J. Connor 9777 Pyramid Court Englewood, CO 80112	18.750000%	9.363585%
George Umbach 208 R.H. Carr Road Manchester, TN 37355	.46875%	.234090%
Marcia L. Berger Education Foundation 3325 Enterprise Dr. Hobbs, NM 88240	.429372%	.214425%
WWR Enterprises, Inc 3325 Enterprise Dr. Hobbs, NM 88240	.429372%	.214425%
JRB Investments, LLC c/o Reynolds, Hix & Co, PA 6729 Academy Rd. NE Ste. D Albuquerque, NM 87109	.214757%	.107248%
Cyrene L. Inman c/o Bank of America (Leonard Kersh) P.O. Box 832407 Dallas, TX 75283-2407	.847176%	.423072%
Pennies From Heaven LLC Bank of America (Pamela Pearce) PO Box 832407 Dallas, TX 75283-2407	.847176%	.423072%
Las Colinas Minerals, L.P. 125 E. John Carpenter Suite 660 Irving, TX 75062	2.065507%	1.031496%

Before the Oil Conservation Division
Exhibit No. 5B
Burlington Resources Oil & Gas Company LP
OCD CASE 14734
Hearing: October 13, 2011

EXHIBIT "A"

Attached to and made a part of that certain Operating Agreement dated June 1, 2011, by and between Burlington Resources Oil & Gas Company LP, as Operator, and XTO Energy, Inc., Energen Resources Corporation, George Umbach, Robert W. Umbach Cancer Foundation, Inc., Production Gathering Company, LP, Marcia L. Berger Education Foundation, WWR Enterprises, Inc., WCB Investments, LLC, JRB Investments, LLC, RHB Enterprises, LLC, Accord Du Lac Partnership LLP, CEEFAM, LLC, Cyrene L. Inman, Pennies From Heaven LLC, Roger B. Nielsen, Carolyn Nielsen Sedberry, Potenziani Family Partnership, Las Colinas Minerals, L.P., MacLondon Energy, L.P. and MHT Properties, LTD. and Others, as Non-Operators.

I. LANDS SUBJECT TO OPERATING AGREEMENT:

Township 25 North, Range 09 West, N.M.P.M.
San Juan County, NM

Section 2: Gallup and Dakota – E/2
Containing 320.39 acres, more or less

II. RESTRICTIONS, IF ANY, AS TO DEPTHS OR FORMATIONS:

Limited to the Gallup and Dakota Formations

III. ADDRESSES AND PERCENTAGES OR FRACTIONAL INTERESTS OF PARTIES TO THIS AGREEMENT:

OPERATOR

Burlington Resources Oil & Gas Company LP
PO Box 4289
Farmington, New Mexico 87499-4289

<u>WORKING INTEREST OWNERS</u>	<u>Gallup</u>	<u>Dakota</u>
Burlington Resources Oil & Gas Company LP PO Box 4289 Farmington, NM 87499-4289	31.250000%	65.66686%
XTO Energy Inc. 810 Houston St. Ft. Worth, TX 76102-6298	33.750000%	16.854453%
Energen Resources Corporation 2010 Afton Place Farmington, NM 87401	5.894126%	2.943475%
George Umbach 208 R.H. Carr Road Manchester, TN 37355	.468750%	.234090%
Robert W. Umbach Cancer Foundation, Inc. P.O. Drawer 110 Farmington, NM 87449	.468750%	.234090%
Production Gathering Company, LP 8080 N. Central Expressway, Ste 1090 Dallas, TX 75206	.312500%	.156060%
Marcia L. Berger Education Foundation 3325 Enterprise Dr. Hobbs, NM 88240	.429372%	.214425%
WWR Enterprises, Inc. 3325 Enterprise Dr. Hobbs, NM 88240	.429372%	.214425%
WCB Investments, LLC C/O Reynolds, Hix & Co, P.A. 6729 Academy Road NE, STE D Albuquerque, NM 87109	.429230%	.214354%

JRB Investments, LLC c/o Reynolds, Hix & Co, PA 6729 Academy Rd. NE Ste. D Albuquerque, NM 87109	.214757%	.107248%
RHB Enterprises, LLC c/o Reynolds, Hix & Co, PA 6729 Academy Rd. NE Ste. D Albuquerque, NM 87109	.214757%	.107248%
Accord Du Lac Partnership LLC c/o Frank A. Potenziani, Pres. P.O. Box 676281 Santa Fe, NM 92067-6281	.819016%	.409009%
CEEFAM, LLC P.O. Box 4201 Albuquerque, NM 87106	.480999%	.240207%
Cyrene L. Inman c/o Bank of America (Leonard Kersh) P.O. Box 832407 Dallas, TX 75283-2407	.847176%	.423072%
Pennies From Heaven LLC 901 Rio Grande blvd, NW Albuquerque, NM 87104	.847176%	.423072%
RB Nielsen Trust 1200 Danbury Dr. Mansfield, TX 76063	.858744%	.428849%
Carolyn Nielsen Sedberry c/o Little Oil & Gas (Cheri Whitney) P.O. Box 1258 Farmington, NM 87499	.858744%	.428849%
Potenziani Family Partnership c/o Frank A. Potenziani, President P.O. Box 676281 Santa Fe, CA 92067-6821	.028445%	.014205%
Las Colinas Minerals, L.P. 125 E. John Carpenter Suite 660 Irving, TX 75062	2.065507%	1.031496%
MacLondon Energy, L.P. P.O. Box 14230 Odessa, TX 79768	.529617%	.264486%
MHT Properties, LTD. 3840 Windsor Ln Dallas, TX 75205	.052962%	.026449%
Others	18.750000%	9.363585%
TOTAL	100.000000%	100.000000%

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Burlington Resources Oil & Gas Company LP
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Farmington, New Mexico 87499-4289

<u>WORKING INTEREST OWNERS</u>	Gallup	Dakota
Burlington Resources Oil & Gas Company LP PO Box 4289 Farmington, NM 87499-4289	31.250000%	65.66686%
Koch Exploration Company Attn: Morgan J. Connor 9777 Pyramid Court Englewood, CO 80112	18.750000%	9.363585%
Others	50.000000%	24.969555%
TOTAL	100.000000%	100.000000%

IV. OIL AND GAS LEASES SUBJECT TO THIS AGREEMENT:

Lease Date: 12/22/1943
Lease Serial#: B-10889-37
Lessor: State of New Mexico
Legal Description: NE4/NE4, NE4/NW4 Section 2, Township 25 North, Range 09 West,
N.M.P.M. San Juan County, NM
COPC Lease #: LE-433000

Lease Date: 04/01/1976
Lease Serial#: LG-3496
Lessor: State of New Mexico
Legal Description: SE/NE4, SW/NE4 Section 2, Township 25 North, Range 09 West
N.M.P.M. San Juan County, NM
COPC Lease #: LE-268156

Lease Date: 12/18/1944
Lease Serial#: B-11680-67
Lessor: State of New Mexico
Legal Description: NE/SE4 Section 2, Township 25 North, Range 09 West N.M.P.M.
San Juan County, NM

Lease Date: 09/27/1955
Lease Serial#: E-9393-1
Lessor: State of New Mexico
Legal Description: NW/SE4 Section 2, Township 25 North, Range 09 West N.M.P.M.
San Juan County, NM
COPC Lease #: 418596

Lease Date: 12/22/1943
Lease Serial#: B-10889-27
Lessor: State of New Mexico
Legal Description: SE/SE4 Section 2, Township 25 North, Range 09 West N.M.P.M.
San Juan County, NM

Lease Date: 09/10/1949
Lease Serial#: E-2941-2
Lessor: State of New Mexico
Legal Description: SW/SE4 Section 2, Township 25 North, Range 09 West N.M.P.M.
San Juan County, NM