

A.A.P.L. FORM 610-1982

**MODEL FORM OPERATING AGREEMENT**

OPERATING AGREEMENT

DATED

February 28, 2001,  
Year

OPERATOR LOUIS DREYFUS NATURAL GAS CORP.

CONTRACT AREA T17S - R28E, N.M.P.M.

Section 27: W/2

COUNTY OR PARISH OF EDDY STATE OF NEW MEXICO

**GERONIMO "27" STATE COM #2**

COPYRIGHT 1982 - ALL RIGHTS RESERVED  
AMERICAN ASSOCIATION OF PETROLEUM  
LANDMEN, 4100 FOSSIL CREEK BLVD., FORT  
WORTH, TEXAS, 76137-2791, APPROVED  
FORM. A.A.P.L. NO. 610 - 1982 REVISED

BEFORE THE OIL CONSERVATION DIVISION  
Santa Fe, New Mexico  
Case No. 14123..... Exhibit No. 2  
Submitted by:  
MARBOB ENERGY CORPORATION  
Hearing Date: June 26, 2008

A.A.P.L. FORM 610 - MODEL FORM OPERATING AGREEMENT - 1982

ARTICLE XVI  
MISCELLANEOUS

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This agreement shall be binding upon and shall inure to the benefit of the parties hereto and to their respective heirs, devisees, legal representatives, successors and assigns.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

IN WITNESS WHEREOF, this agreement shall be effective as of 28th day of February, (year) 2001.

LOUIS DREYFUS NATURAL GAS CORP., who has prepared and circulated this form for execution, represents and warrants that the form was printed from and with the exception listed below, is identical to the AAPL Form 610-1982 Model Form Operating Agreement, as published in diskette form by Forms On-A-Disk, Inc. No changes, alterations, or modifications, other than those in Articles II, III, IV, VI, VII, VIII and X, have been made to the form.

OPERATOR

LOUIS DREYFUS NATURAL GAS CORP.

  
\_\_\_\_\_  
J. C. WELCH, VICE PRESIDENT - LAND

NON-OPERATORS

OCCIDENTAL PERMIAN LTD. PARTNERSHIP

OXY USA, INC.

By: \_\_\_\_\_

By: \_\_\_\_\_

SACRAMENTO PARTNERS LIMITED PARTNERSHIP

SHARBRO OIL LTD. CO.

By: \_\_\_\_\_

By: \_\_\_\_\_

PETRO YATES, INC.

HARVEY E. YATES

By: \_\_\_\_\_

By: \_\_\_\_\_

MARBOB ENERGY CORPORATION

ESTATE OF LILLIE M. YATES

By:  \_\_\_\_\_

By: \_\_\_\_\_

SCOTT E. WILSON

CYNTHIA M. WILSON

By: \_\_\_\_\_

By: \_\_\_\_\_

RICHARD K. BARR

BEVERLY BARR

By: \_\_\_\_\_

By: \_\_\_\_\_

YATES ENERGY CORPORATION

HARVEY E. YATES COMPANY

By: \_\_\_\_\_

By: \_\_\_\_\_

A.A.P.L. FORM 610 - MODEL FORM OPERATING AGREEMENT - 1982

1 JALAPENO CORPORATION

JOHN A. YATES

2  
3  
4 By \_\_\_\_\_

By: \_\_\_\_\_

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7 PITCH ENERGY CORPORATION

BELLWETHER EXPLORATION COMPANY

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By: \_\_\_\_\_

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Attached to and made a part of that certain Joint Operating Agreement dated the 28th day of February, 2001, by and between Louis Dreyfus Natural Gas Corp., as Operator, and OXY USA, Inc., et al, as Non-Operators.

**EXHIBIT "A"**

1. **LANDS SUBJECT TO THIS AGREEMENT:**

T17S-R28E, N.M.P.M.  
 Section 27: W/2  
 Eddy County, New Mexico

2. **RESTRICTIONS AS TO DEPTHS OR FORMATIONS:**

Limited to those depths below the base of the Abo formation.

3. **NAMES, ADDRESSES AND WORKING INTEREST PERCENTAGES OF THE PARTIES:**

	<u>WI</u>	<u>ACRES</u>
Louis Dreyfus Natural Gas Corp. 14000 Quail Springs Parkway, Suite 600 Oklahoma City, OK 73134 Attn: Land Manager	30.1215%	96.388888
OXY USA, Inc. P.O. Box 50250 Midland, Texas 79710	23.4000%	74.880000
Occidental Permian Ltd. Partnership P.O. Box 4294 Houston, Texas 77210-4294	8.2500%	26.400000
Marbob Energy Corporation P.O. Box 227 Artesia, New Mexico 88211	6.2500%	20.000000
Pitch Energy Corporation P.O. Box 304 Artesia, New Mexico 88211	6.2500%	20.000000
Estate of Lillie M. Yates C/o Kathy Porter Yates Petroleum Corporation 105 South Fourth Street Artesia, New Mexico 88210	3.3131%	10.601852
Sacramento Partners Limited Partnership C/o Kathy Porter Yates Petroleum Corporation 105 South Fourth Street Artesia, New Mexico 88210	1.9387%	6.203704
Sharbro Oil Ltd. Co. C/o Kathy Porter Yates Petroleum Corporation 105 South Fourth Street Artesia, New Mexico 88210	4.8756%	15.601852

	<u>WI</u>	<u>ACRES</u>
Yates Energy Corporation P.O. Box 2323 Roswell, New Mexico 99202-2323	.2956%	.946040
Harvey E. Yates, Separate C/o Melissa Randel HEYCO P.O. Box 1933 Roswell, New Mexico 88202-1933	.1881%	.601852
Harvey E. Yates Company C/O Melissa Randel HEYCO P.O. Box 1933 Roswell, New Mexico 88202-1933	1.1259%	3.602808
PetroYates, Inc. C/o Jalapeno Corporation 1429 Central Ave., NW Albuquerque, New Mexico 87104	.1881%	.601852
Jalapeno Corporation 1429 Central Ave., NW Albuquerque, New Mexico 87104	.1409%	.451152
Scott E. Wilson & Cynthia M. Wilson C/O Wilson & Barr 500 W. Texas, Suite 1220 Midland, Texas 79701	2.9250%	9.360000
Richard K. Barr & Beverly Barr C/O Wilson & Barr 500 W. Texas, Suite 1220 Midland, Texas 79701	2.9250%	9.360000
John A. Yates, Separate C/O Yates Petroleum Corporation 105 South Fourth Street Artesia, New Mexico 88210	1.5625%	5.000000
Bellwether Exploration Company 1331 Lamar, Suite 1455 Houston, Texas 77010-3039	6.2500%	20.000000
TOTALS:	100.0000%	320.000000