

July 1, 2008

To: Mineral Interest Owners and
Overriding Royalty Interest Owners

Re: Quail Queen Unit
ORDER NO. R-12952
Covering interests (840 acres) in parts of
Sections 11, 13 & 14, T19S-R34E
Lea County, New Mexico

Dear Interest Owner:

Please find enclosed a copy of the recently approved application of Chesapeake Exploration, L.L.C., for Statutory Unitization of the Quail-Queen Unit Area, Lea County, New Mexico, Order No. R-12952. The hearing for this application was held November 1, 2007 and the New Mexico Oil Conservation Division released an approved Order on June 2, 2008.

The NMOCD Examiner, William V. Jones has recommended incorporating several changes to the final versions of the Unit Agreement into this Order. All of his recommended changes are listed within the attached Order No. R-12952.

Chesapeake has agreed to all recommended changes and has incorporated them into the Unit Agreement. Please sign and return the extra pages of the following in the self-addressed envelope as soon as possible.

- Signature page to the Unit Agreement (Ratification and Joinder of Unit Agreement) Please execute both copies and acknowledge.

Chesapeake actively pursues opportunities to increase our reserve base through the acquisition of oil and gas properties. Should you wish to sell or exchange your interest in the captioned property or other properties, please contact the undersigned at Chesapeake Exploration, L.L.C., P.O. Box 18496, Oklahoma City, OK 73154-0496, (405) 810-2727.

Best Regards,

Chesapeake Exploration, L.L.C.,

Terry Frohnapfel, CPL
Sr. Landman

Enclosures: Order No. R-12952
Unit Agreement with Attachments
Ratification Signature Page (please return 1 copy)

Exhibit "D"

QUAIL QUEEN UNIT WIO Unit Participation BASED ON TPF'S

Tracts Unit Participation Fraction Working Interest Owner	Total of All Tract's TPF 1.0000000000	
	UNIT WI	UNIT NRI
Chesapeake Exploration L.L.C.	0.8871879744	0.7007103946
CLM Production Company	0.0002451313	0.0001912031
First Century Oil Inc.	0.0037390462	0.0028800203
Fisco Inc.	0.0037390462	0.0028800203
Gene A. Snow Operating	0.0018699490	0.0014404709
Joe M. & Nancy Wigley	0.0002451313	0.0001912020
Laura K. Read	0.0002451313	0.0001912031
New Mexico Western Mineral, Inc.	0.0068637459	0.0053537218
Patricia L. Pruitt	0.0002451313	0.0001912031
Pintail Production Company, Inc.	0.0274549837	0.0214148873
Pride Energy Company	0.0570468441	0.0475390368
Randall R. Fort	0.0001225656	0.0000956015
Read & Stevens, Inc.	0.0071957499	0.0055616739
Roy G. & Opal Barton Revocable Trust, Roy G. Barton Jr., aka George Barton Trust	0.0034318730	0.0026768609
Tommy R. Fort	0.0001225656	0.0000956015
William A. Bradshaw	0.0002451313	0.0001912031
	1.0000000000	0.7916043044

Quail Queen Unit
Vote Tabulation
Sent out July 1, 2008

Votes / Working Interest Owners

Number	Percent	
16	100.0	Total working interest owners in proposed unit.
9	96.6	Voting percentage of working interest owners approving the Unit Agreement / Unit Operating Agreement.
7	3.4	Did not respond.

Votes / Mineral Interest Owners

Number	Percent	
1	100.0	Total mineral interest owners in proposed unit.
1	100.0	Voting percentage of mineral interest owners granting preliminary approval.

Overriding Royalty Interest Owners

Number	Percent	
8	100.0	Total overriding interest owners in proposed unit.
4	12.3	Total number with an approval response.
4	87.7	Did not respond.

(Notice was sent, although Overriding Royalty Interest Owners do not have a voting percentage)

**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

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

EXECUTED this 8th day of July 2008.

WITNESS:

Chesapeake Exploration, L.L.C.,

By: Henry J. Hood
Title: Senior Vice President-Land and
Legal & General Counsel

Address: Chesapeake Exploration, L.L.C.,
P O Box 18496
Oklahoma City, OK 7314-0896

STATE OF Oklahoma

COUNTY OF Oklahoma

The foregoing instrument was acknowledged before me this 8th day of July, 2008, by (name) Henry J. Hood,
(office or capacity) Sr. V.P. Land and Legal, of (name of company) Chesapeake Exploration, L.L.C.

WITNESS my hand and official seal.

Terry Frohnappel
Notary Public

My Commission expires: 11-01-09



**RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT**

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

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

EXECUTED this 13 day of July 2008.

WITNESS:

Isabel Mapey

CLM Production Company

By:
Title:

Isabel Mapey
Pres
Owner #

Address:

CLM Production Company
P O Box 881
Roswell, NM 88202

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2008, by (name) _____, (office or capacity) _____, of (name of company) _____.

WITNESS my hand and official 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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

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

EXECUTED this 8th day of July 2008.

WITNESS:

First Century Oil, Inc.,

Charles B. Read

By:
Title:

Address:

First Century Oil, Inc.,
P O Box 1518
Roswell, NM 88201

STATE OF New Mexico

COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 8th day of July, 2008, by (name) Charles B. Read,
(office or capacity) President, of (name of company) First Century Oil, Inc.

WITNESS my hand and official seal.

Judy Sedillo
Notary Public

My Commission expires: 6/13/2012

**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 10th day of July 2008.

WITNESS:

Fisco, Inc.,

Bobby Carroll

Norman L. Stevens, Jr.

By: Norman L. Stevens, Jr.
Title: President

Address:

Fisco, Inc.,
P O Box 3087
Roswell, NM 88202

STATE OF New Mexico

COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 10th day of July, 2008, by (name) Norman L. Stevens, Jr., (office or capacity) President, of (name of company) Fisco Inc.

WITNESS my hand and official seal.

Vanda D. Sharp
Notary Public

My Commission expires: 5-13-12

**RATIFICATION AND JOINDER OF UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT**

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

EXECUTED this 8th day of July 2008.

WITNESS:

Charles B. Read

Laura K Read

By: Laura K. Read
Title: Owner

Address:

Laura K. Read
P O Box 1518
Roswell, NM 88202-1518

STATE OF New Mexico

COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 8th day of July, 2008, by (name) Laura K Read,
(office or capacity) _____, of (name of company) _____.

WITNESS my hand and official seal.

Judy Sedillo
Notary Public

My Commission expires: 6/13/2012

**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 9th day of July 2008.

WITNESS:

[Signature]

New Mexico Western Minerals, Inc.

[Signature: Doralea Bean]

By: [Signature]
Title: President

[Redacted]

[Redacted]

Address: New Mexico Western Minerals, Inc.
P O Box 1738
Roswell, New Mexico 88202-1738

STATE OF New Mexico

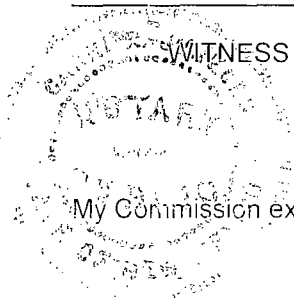
COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 9th day of July, 2008, by (name) Doralea Bean,
(office or capacity) President, of (name of company) NM Western Minerals, Inc.

WITNESS my hand and official seal.

[Signature: Carol R. Jurech]
Notary Public

My Commission expires: 12/7/08



**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 9th day of July 2008.

WITNESS:

Cally Andersen

Pride Energy Company

X

John W. Pride

By: Pride Oil & Gas Co., Inc.

By: Title: General Partner

Title: By: John W. Pride

Title: President

Address:

Pride Energy Company

P O Box 701950

Tulsa, OK 74170-1950

**PRIDE ENERGY COMPANY,
AN OKLAHOMA GENERAL PARTNERSHIP**

P.O. Box 701950

Tulsa, OK 74170-1950

STATE OF

OKlahoma

COUNTY OF

Tulsa

The foregoing instrument was acknowledged before me this 9th day of July, 2008, by (name) John W. Pride (office or capacity) President, of (name of company) Pride Oil & Gas Co., Inc., as general partner of Pride Energy Company

WITNESS my hand and official seal.

Nicole Franklin
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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 8th day of July 2008.

WITNESS:

By: Randall R. Fort
Title: _____

Address:

Randall R. Fort
~~P.O. Box 13693~~ 9716 Admiral Emerson Ave, NE
Albuquerque, NM ~~87192~~
87111

STATE OF NEW MEXICO

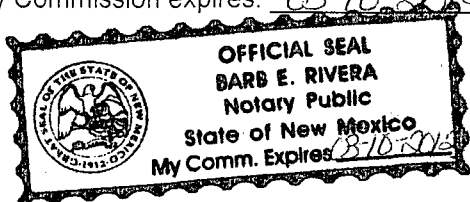
COUNTY OF BERNALILLO

The foregoing instrument was acknowledged before me this 08th day of JULY, 2008, by (name) RANDALL R. FORT,
(office or capacity) INDIVIDUAL, of (name of company) NA

WITNESS my hand and official seal.

Barb E. Rivera
Notary Public

My Commission expires: 03-10-2012



**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 22 day of July 2008.

WITNESS:

Read & Stevens, Inc.

Robert H. Watson

By: John C. Maxey
Title: Pres

[REDACTED]

[REDACTED]

Address: Read & Stevens, Inc.
P O Box 1518
Roswell, NM 88202

STATE OF New Mexico

COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 22nd day of July, 2008, by (name) John C. Maxey,
(office or capacity) President, of (name of company) Read & Stevens, Inc.

WITNESS my hand and official seal.

Judy Sedillo
Notary Public

My Commission expires: 6/13/2012

Exhibit "D"

QUAIL QUEEN UNIT ORRI Unit Participation BASED ON TPF'S

Tracts Unit Participation Fraction Override Interest Owner	Total of All Tract's TPF 1.0000000000	
	ORRI	TPF(ORRI)
Ann W. Morris		0.0017845739
Chesapeake		0.0013485518
Cimarex Energy Company		0.0205682604
Columbine II Ltd Partnership		0.0068637459
Diverse GP III		0.0051791308
Macey & Mershon Oil Inc.		0.0016195499
Magnum Hunter Production Inc.		0.0418703594
Paul and Patrica Slayton		0.0017845739

**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 Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other working interest owners of the contemporary Unit Operating Agreement which relates to said Unit Agreement, the undersigned (whether one or more) hereby expressly ratifies, approves, and adopts said Unit Agreement, and also said Unit Operating Agreement, if the undersigned is a working interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 8th day of July 2008.

WITNESS:

Chesapeake Exploration, L.L.C.,

By: Henry J. Hood
Title: Senior Vice President-Land and
Legal & General Counsel

Address: Chesapeake Exploration, L.L.C.,
P O Box 18496
Oklahoma City, OK 7314-0896

STATE OF Oklahoma

COUNTY OF Oklahoma

The foregoing instrument was acknowledged before me this 8th day of July, 2008, by (name) Henry J. Hood,
(office or capacity) Sr. V.P. Land and Legal, of (name of company) Chesapeake Exploration, L.L.C.

WITNESS my hand and official seal.

Terry Frohnapfel
Notary Public

My Commission expires: 11-01-09



RATIFICATION AND JOINDER OF UNIT AGREEMENT

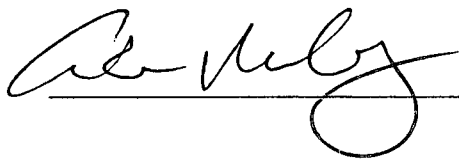
In consideration of the execution of the Unit Agreement for the development and operation of the Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other royalty and overriding royalty interest owners, the undersigned whether one or more hereby expressly ratifies, approves, and adopts said Unit Agreement, if the undersigned is a royalty or overriding royalty interest owner, as though the undersigned had executed the original instrument.

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

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

EXECUTED this 30th day of July 2008.

WITNESS:



Diverse GP III

By:
Title:

Address:

Diverse GP III
c/o Fortune Natural Resources
P O Box 840524
Dallas, TX 75284-0524

STATE OF Texas

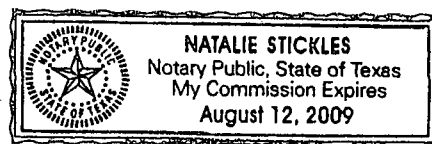
COUNTY OF Dallas

The foregoing instrument was acknowledged before me this 30th day of July, 2008, by (name) Robin D. McGuire,
(office of capacity) Agent & Attorney in Fact, of (name of company) Diverse GP III

WITNESS my hand and official seal.

Notary Public

My Commission expires: 8/12/09



RATIFICATION AND JOINDER OF UNIT AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other royalty and overriding royalty interest owners, the undersigned whether one or more hereby expressly ratifies, approves, and adopts said Unit Agreement, if the undersigned is a royalty or overriding royalty interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 8th day of July 2008.

WITNESS:

Macey & Mershon Oil, Inc.,

Jeannette Heimbeck
Secretary

Keith H. Heimbeck
By: Keith H. Heimbeck
Title: President

Address:

Macey & Mershon Oil, Inc.,
1801 Broadway Suite 1600
Denver, CO 80201

STATE OF Colorado

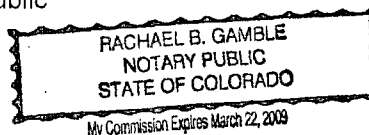
COUNTY OF Denver

The foregoing instrument was acknowledged before me this 8th day of July, 2008, by (name) Keith H. Heimbeck,
(office or capacity) President, of (name of company) Macey & Mershon Oil, Inc.

WITNESS my hand and official seal.

Rachael B. Gamble
Notary Public

My Commission expires: 3/22/09



RATIFICATION AND JOINDER OF UNIT AGREEMENT

In consideration of the execution of the Unit Agreement for the development and operation of the Quail Queen Waterflood Unit Area, County of Lea, State of New Mexico, dated August 1, 2007, in form approved by the Bureau of Land Management and Commissioner of Public Lands, and in consideration of the execution or ratification by other royalty and overriding royalty interest owners, the undersigned whether one or more hereby expressly ratifies, approves, and adopts said Unit Agreement, if the undersigned is a royalty or overriding royalty interest owner, as though the undersigned had executed the original instrument.

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

EXECUTED this 9th day of July 2008.

WITNESS:

Paul Slayton
Paul Slayton

Patricia Slayton
By: Patricia Slayton
Title:

Address:

Paul and Patricia Slayton
P O Box 2035
Roswell, NM 88202-2035

STATE OF New Mexico

COUNTY OF Chaves

The foregoing instrument was acknowledged before me this 9th day of July, 2008, by (name) Paul and Patricia Slayton,
(office or capacity) _____, of (name of company) _____

WITNESS my hand and official seal.

Jane Andrus
Notary Public Jane Andrus

My Commission expires: 4-14-2009

Exhibit "D"

QUAIL QUEEN UNIT ROYALTY Unit Participation BASED ON TPF'S

	Total of	
	All Tract's TPF	
Tracts Unit Participation Fraction	1.0000000000	
Royalty Interest Owner	RI	TPF(RI)
State of New Mexico		0.1273769515
TOTAL		0.1273769515