		EXHIBIT	EXHIBIT "D" - EXPANSION (2ND)	N (2ND)			- 1	
		WEST LOVI	WEST LOVINGTON STRAWN UNIT AREA	UNIT AREA	WORKING	INTEREST +	ì	TECHNICAL COMMITTE
		LEA C	LEA COUNTY, NEW MEXICO	EXICO				
TRACT NUMBER		2	3	4	5	6	7	8
TRACT PARTICIPATION	16.1148632%	13.6966927%	10.2662467%	3.9597148%	17.2847432%	7.7179154%	4.1243762%	3.1411124%
ABO BETROI FIIM CORPORATION								
ADIA ENTERPRISES INC					0 6418250%			
ANSON ENERGY COMPANY					0.0100000			
BILLIE GARRETT LYTLE								0.1163375%
CANNON EXPLORATION COMPANY								
CHARLES B. GILLESPIE, JR.	6.0430737%	7.4353474%	5.1331234%	2.0887496%	8.6201050%	4.1001426%	2.1256401%	1.5589225%
CHESAPEAKE OPERATING, INC.								
DAVID ARRINGTON OIL & GAS, INC.								
DAVID PETROLEUM CORPORATION								
ENERGEN RESOURCES CORPORATION	6.0430737%	6.2613453%	5.1331234%	1.7818717%	7.7838356%	3.6177728%	1.9035582%	1.3960499%
HANLEY OAD, LTD. II								
HONEYSUCKLE EXPLORATION								
HOLLYHOCK CORPORATION								
JOHN A. YATES								
LARIO OIL & GAS COMPANY								
LOS CHICOS								
MARKS & GARNER PRODUCTION LC								
MYCO INDUSTRIES, INC.								
PERMIAN BASIN LAND ASSOC., INC.								
PEYTON YATES								
PATHFINDER EXPLORATION CO								
PERRY & PERRY INC.					MEXICO	EXICO	07	
PHILLIPS PETROLEUM COMPANY	4.0287158%				NEW.	NEW TION DIVISION		
PHILWELL, INC.					CONSERV			
RAMCO OPERATING COMPANY				011	, ,			
RB OPERATING COMPANY					N3 1, 6	EXHIBIT /		
RICHARD YATES				/ <sup>)</sup> ./	11/501061			
RIO PECOS CORPORATION				1.7		1 1 0		
RESOURCES INVESTMENT CORPORATION						211		
ROBERT D. SNOW LIVING TRUST				CA	CASE NO.			
ROGER T. & HOLLY L. ELLIOTT				Ç	Č			
TARA-JON CORPORATION								
VIERSEN & COCHRAN			The state of the s					
VIERSON OIL & GAS COMPANY								
VISA INDUSTRIES OF ARIZONA								
WEED OIL & GAS								
WILLIAM R. CROW				0.0890936%			0.0951779%	0.0698025%
WOOD OIL COMPANY			100					
YATES DRILLING COMPANY								
YATES PETROLEUM CORPORATION								
S. P. YATES								
STATE OF NEW MEXICO - UNLEASED								
MISC. UNLEASED BASIC ROYALTY INT.					0.2389775%			
TOTALS	16.1148632%	13.6966927%	10.2662467%	3.9597148%	17.2847432%	7.7179154%	4.1243762%	3.1411124%

1.3604302%	3.0000000%	2.1752086%	1.9209371%	1.2294718%	1.4333383%	2.1845080%	TOTALS
							MISC. UNLEASED BASIC ROYALTY INT.
1.3604302%							STATE OF NEW MEXICO - UNLEASED
							S. P. YATES
		0.2437774%					YATES PETROLEUM CORPORATION
		0.0918122%					YATES DRILLING COMPANY
							WOOD OIL COMPANY
		0.0176417%	0.0480234%	0.0290236%	0.0339583%	0.0468109%	WILLIAM R. CROW
							WEED OIL & GAS
		0.0321542%				-	VISA INDUSTRIES OF ARIZONA
							VIERSON OIL & GAS COMPANY
		0.2571337%					VIERSEN & COCHRAN
/		0.0886463%					TARA-JON CORPORATION
		0.0443232%		The state of the s			ROGER T. & HOLLY L. ELLIOTT
							ROBERT D. SNOW LIVING TRUST
							RESOURCES INVESTMENT CORPORATION
		0.0886463%					RIO PECOS CORPORATION
**************************************				9			RICHARD YATES
						The state of the s	RB OPERATING COMPANY
							RAMCO OPERATING COMPANY
							PHILWELL, INC.
							PHILLIPS PETROLEUM COMPANY
							PERRY & PERRY INC.
		0.0886463%				To the contract to the contrac	PATHFINDER EXPLORATION CO
							PEYTON YATES
							PERMIAN BASIN LAND ASSOC., INC.
		0.0918122%					MYCO INDUSTRIES, INC.
							MARKS & GARNER PRODUCTION LC
							LOS CHICOS
		0.2178068%					LARIO OIL & GAS COMPANY
							JOHN A. YATES
		0.0443232%					HOLLYHOCK CORPORATION
							HONEYSUCKLE EXPLORATION
	3.0000000%						HANLEY OAD, LTD. II
		0.3528341%	0.9604686%	0.5804719%	0.6791658%	0.9362177%	ENERGEN RESOURCES CORPORATION
							DAVID PETROLEUM CORPORATION
							DAVID ARRINGTON OIL & GAS, INC.
							CHESAPEAKE OPERATING, INC.
		0.3351924%	0.9124451%	0.6199764%	0.7202141%	1.2014794%	CHARLES B. GILLESPIE, JR.
		0.0886463%					CANNON EXPLORATION COMPANY
							BILLIE GARRETT LYTLE
							ANSON ENERGY COMPANY
							ADIA ENTERPRISES INC.
		0.0918122%					ABO PETROLEUM CORPORATION
1.3004302%	3.000000%	2.173200%	1.9203071%	1.223471070	1.4300000%	ž. 104000%	- RAC - PAR I CIPATION
WCUCKUSE 1	300000	2 17520860	1 02002710	1 2201718%	1 4333383%	2 1845080%	TRACT DARTICIDATION
15	14	13	12	<b>-</b>	10	ဖ	TRACT NUMBER
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168	17 18A 2.8805334% 0.7089491% 2. 0.0287568% 0.1 0.1608478% 0.1 0.1608478% 0.1 0.0958561% 0.0221859% 0.0 0.0221859% 0.0 0.02287568% 0.0 0.0287568% 0.0 0.0287568% 0.0 0.0287568% 0.0
16B	ACT NUMBER 16A 16B 17 18A 2 RRITGIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2 RRITGIPATION 0.5180233% 0.3868674% 2.8805334% 0.1608478% 0.0287588% 0.1608478% 0.0287588%
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16B 17 16A 18B 19 5 0.4070183% 2.8805334% 0.7069491% 2.1289473% 0.5007412% 0.0287568% 0.0682775% 0.5007412% 0.03866674% 2.8805334% 0.1608478% 0.6263277% 0.5007412% 0.03866674% 0.0626334% 0.1608478% 0.6263277% 0.5007412% 0.03866674% 0.0287568% 0.06263277% 0.5007412% 0.03866674% 0.0387568% 0.0862705% 0.0287568% 0.0862705% 0.0287568% 0.0862705% 0.0287568% 0.0862705%	ACT NUMBER 16A 16B 17 18A 2 18B 17 18A 2 18D 17 18A 0.7089491% 2 18D 17 18D 1
168	ACT NUMBER 16A 16B 17 18A 2.80C5334% 0.70C69491% 2.80C5334% 0.70C69491% 2.80C5334% 0.70C69491% 2.80C5334% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.00287588% 0.1608478% 0.00287588%
16B	ACT NUMBER 16A 16B 17 19A 17 19A 17C 17C NUMBER 16A 17 19A 17C 18A 17C
16B 17 18A 18B 19 5 0.4070183% 2.8905334% 0.7089491% 2.1284473% 0.5007412% 0.0287588% 0.0862705% 0.0386674% 2.8905334% 0.1608478% 0.6263277% 0.5007412% 0.1808478% 0.1608478% 0.6263277% 0.5007412% 0.1808478% 0.06263277% 0.5007412% 0.0287588% 0.0862705% 0.0287588% 0.0862705% 0.0287588% 0.0862705% 0.0287588% 0.0862705% 0.0287588% 0.0862705% 0.0287588% 0.0862705%	ACT NUMBER 16A 16B 17 19A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7086491% 2.805334% 0.1008478% 0.100287568% 0.00287568
16B 17 18A 18B 19 0.4070183% 2.8805334% 0.7089491% 2.1289473% 0.5007412% 0.0287589% 0.0862705% 0.03866574% 2.8805334% 0.1606478% 0.6263277% 0.5007412% 0.1606478% 0.6263277% 0.5007412% 0.1606478% 0.6263277% 0.5007412% 0.0221859% 0.0324789% 0.086577% 0.0221859% 0.0862705% 0.0287588% 0.0862705% 0.0108122% 0.3324367% 0.00443718% 0.3324367%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2. 0.0287568% 0.4070183% 2.8805334% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.160.0287568% 0.0287568%
16B	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.709491% 2. 0.0287559% 0.4021221% 0.3869674% 2.8805334% 0.1608478% 0.1608478% 0.1608478% 0.1608478% 0.160.  C. C
16B	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7059491% 2.805334% 0.1608478% 0.16084
168 17 18A 18B 19 0.4070183% 2.8805334% 0.7086491% 2.1298473% 0.5007412% 0.0287563% 0.00862705% 0.3868674% 2.8805334% 0.1809478% 0.6263277% 0.5007412% 0.3868674% 0.00862705% 0.1809478% 0.6263277% 0.5007412% 0.0287568% 0.0287568% 0.0862705%	ACT NUMBER 16A 16B 17 18A RETICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7098491% 2.  ATTION 0.4921221% 0.3868674% 2.8805334% 0.1608478% 0.160
16B 17 18A 18B 19 0.4070183% 2.8805334% 0.7086491% 2.1298473% 0.5007412% 0.0287583% 0.0862705% 0.0386674% 2.8805334% 0.1608478% 0.6263277% 0.5007412% 0.3866674% 0.1608478% 0.6263277% 0.5007412% 0.0658561% 0.0221859% 0.0862705% 0.0221859% 0.0862705% 0.0227858% 0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7058491% 2.805334% 0.0287588% 2.8805334% 0.1608478% 0.16084
16B 17 18A 18B 19 0.4070183% 2.8805334% 0.7069491% 2.1298473% 0.5007412% 0.0287568% 0.0862705% 0.3866674% 2.8805334% 0.1606478% 0.6263277% 0.5007412% 0.3866674% 0.0626334% 0.1606478% 0.6263277% 0.5007412% 0.0287568% 0.0263277% 0.5007412% 0.0221859% 0.0862705% 0.0287568% 0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  ATTOM  O.4921221% 0.3868674% 2.8805334% 0.1608478% 0.1  C. O. O.4921221% 0.3868674% 2.8805334% 0.1608478% 0.1  C. O. O.00221859% 0.1  O.00221859% 0.1  O.00277568% 0.1  O.00277568% 0.1  O.00277568% 0.1  ORATION
168     17     18A     18B     19       0.4070183%     2.8805334%     0.7099491%     2.1298473%     0.5007412%       0.02875689     0.0862705%     0.5007412%       0.3868674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.02875689     0.0221859%     0.0265277%     0.5007412%       0.0221859%     0.086577%     0.086577%       0.02275689%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7099491% 2.  IV  O.4921221% 0.3869674% 2.8805334% 0.1608478% 0.1  C. C. C. ATTION 0.05869674% 2.8805334% 0.1608478% 0.1  O.00237568% 0.1
16B         17         18A         18B         19           0.4070183%         2.8805334%         0.7089491%         2.1288473%         0.5007412%           0.0287568%         0.0962705%         0.5007412%           0.3896874%         2.8805334%         0.1908478%         0.6263277%         0.5007412%           0.086874%         2.8805334%         0.1608478%         0.6263277%         0.5007412%           0.086874%         0.0868961%         0.1331155%         0.1331155%           0.02218594         0.0862705%         0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7099491% 2.  WY 0.4921221% 0.3898674% 2.8805334% 0.1608478% 0.1  C. C. C. DN 0.1608478% 0.1608478% 0.1  C. C
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16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.0221859%     0.0221859%     0.0862705%     0.0862705%       0.0227658%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  O.0287568%  O.4921221% 0.3866674% 2.8805334% 0.1608478% 0.1  C. C
16B     17     18A     18B     19       0.4070183%     2.8806334%     0.7089491%     2.1288473%     0.5007412%       0.3868674%     2.8806334%     0.1608478%     0.6263277%     0.5007412%       0.3868674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.09589561%     0.09589561%     0.1331155%     0.1331155%       0.0221859%     0.0665577%     0.0862705%       0.02271859%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7088491% 2.  VY 0.4921221% 0.3868674% 2.8805334% 0.1608478% 0.1  C. C
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287568%     0.0862705%     0.0862705%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.3866674%     2.00665347%     0.0066577%     0.007412%       0.0287568%     0.0862705%     0.086577%       0.0221859%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  1
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287568%     0.0287568%     0.0862705%     0.0007412%       0.3869674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.0868574%     0.0868534%     0.0868577%     0.007412%       0.0221859%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  1
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287568%     0.0862705%     0.0862705%       0.3868674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.086874%     0.086874%     0.086877%     0.5007412%       0.086874%     0.086877%     0.086877%     0.086877%       0.0221859%     0.086577%     0.086577%       0.0227688%     0.0862705%     0.0862705%	ACT NUMBER 16A 16B 17 18A RTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7099491% 2.  NY 0.4921221% 0.3868674% 2.8805334% 0.1808478% 0.1  C. C
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287589%     0.0862705%     0.0862705%       0.3868674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.3868674%     0.08683478%     0.6263277%     0.5007412%       0.0868574%     0.0868577%     0.0868577%       0.0221859%     0.0865577%       0.0221859%     0.0862705%	ACT NUMBER 16A 16B 17 18A RETICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  VY 0.4921221% 0.386674% 2.8805334% 0.1608478% 0.1  CC. DN 0.4921221% 0.386674% 2.8805334% 0.1608478% 0.1  CC. 0.1608478% 0.1608478% 0.1  ATION 0.0221859% 0.1  CC. 0.0227859% 0.1
16B     17     18A     118B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287588%     0.0862705%     0.0862705%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.0865577%     0.0221859%     0.086577%     0.0862705%       0.0221859%     0.0862705%     0.0862705%	TRACT NUMBER         16A         16B         17         18A           TRACT PARTICIPATION         0.5180233%         0.4070183%         2.8805334%         0.7089491%         2.8805334%         0.7089491%         2.8805334%         0.0287568%           SES INC.         COMPANY         0.4921221%         0.3869674%         2.8805334%         0.1608478%         0.1808478%
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1298473%     0.5007412%       0.0287568%     0.0862705%     0.0862705%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.1908478%     0.6263277%     0.5007412%       0.0862705%     0.0862705%       0.0221859%     0.0862705%       0.0227568%     0.0862705%	TRACT NUMBER 16A 16B 17 18A  TRACT PARTICIPATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  MI CORPORATION 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  SES INC.  COMPANY COMPANY COMPANY DIAGRATION 0.4921221% 0.3866674% 2.8805334% 0.1808478% 0.18
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287568%     0.0862705%     0.0862705%       0.386674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.1608478%     0.6263277%     0.5007412%       0.1608478%     0.6263277%     0.5007412%       0.0958561%     0.1331155%     0.1331155%       0.0221859%     0.086577%     0.086577%       0.0227568%     0.0862705%     0.0862705%	TRACT NUMBER         16A         16B         17         18A           TRACT PARTICIPATION         0.5180233%         0.4070183%         2.8805334%         0.7089491%         2.           MCORPORATION         0.0287568%         SES INC.         0.0287568%
16B     17     18A     18B     19       0.4070183%     2.8805334%     0.7089491%     2.1288473%     0.5007412%       0.0287568%     0.0862705%     0.0862705%       0.3866674%     2.8805334%     0.1608478%     0.6263277%     0.5007412%       0.1608478%     0.6263277%     0.5007412%       0.1808478%     0.6263277%     0.5007412%       0.086851%     0.1331155%     0.1331155%       0.0221859%     0.086577%     0.0862705%	RACT NUMBER 16A 16B 17 18A 2,8805334% 0.4070183% 2.8805334% 0.7089491% 2.  DN 0.5180233% 0.4070183% 2.8805334% 0.7089491% 2.  DN 0.0287568%  O.4921221% 0.3866674% 2.8805334% 0.1608478% 0.1  INC. 0.4921221% 0.3866674% 0.8805334% 0.1608478% 0.1  DRATION 0.0287568% 0.1  O.0227568% 0.1  O.0287568% 0.1  O.0287568% 0.1
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0.0001604%  0.0367490%  0.0158909%  0.0010839%  0.00062564%  0.0005347%  0.0005347%  0.0001436%  0.0001436%  0.0001426%  0.00014208%  0.00061248%  0.00088578%  0.00088578%  0.0005742%  0.0005742%  0.0005181%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%  0.0005389%	WEED OIL & GAS
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0.0001604%  0.00367490%  0.0010839%  0.00367490%  0.00062564%  0.000482177%  0.0047403%  0.0001436%  0.0001604%  0.0001248%  0.0008578%  0.0008578%  0.0008578%  0.0008578%  0.00085742%  0.000638%	VIERSEN & COCHRAN
0.0001604%  0.0367490%  0.0010839%  0.00439068%  0.0052564%  0.0094806%  0.0005347%  0.0047403%  0.0001436%  0.000142208%  0.0031248%  0.009481%  0.00085742%  0.0005841%  0.0005742%  0.0026368%	TARA-JON CORPORATION
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0.0001604%  0.0367490%  0.0158909%  0.0439068%  0.0367490%  0.0062564%  0.0094806%  0.0001436%  0.0001436%  0.0001604%  0.0047403%  0.0047403%  0.00390458%  0.00390458%  0.0026368%  0.00088578%  0.0009481%	RESOURCES INVESTMENT CORPORATION
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0.0001604%  0.0367490%  0.00158909%  0.00439068%  0.0367490%  0.0062564%  0.0094806%  0.0001436%  0.0001436%  0.0047403%  0.0047403%  0.0061248%  0.0026368%  0.0026368%  0.0026368%  0.0026368%  0.0026368%	RICHARD YATES
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	CHARLES B. GILLESPIE, JR.
	CANNON EXPLORATION COMPANY
	BILLIE GARRETT LYTLE
	ANSON ENERGY COMPANY
	ADIA ENTERPRISES INC.
	ABO PETROLEUM CORPORATION
0.0734979% 0.0734979% 0.1896112% 0.0253479% 10	0.218
25A 25B 26 27 WI TOTAL	TRACT NUMBER 24

## (Technical Committee)

## EXHIBIT "C" (SECOND REVISION)

Tract No:	Tract Participation
1-11	81.1529828%
12	1.9209371%
/ 13	2.1752086%
14	3.0000000%
15	1.3604302%
16	0.9250416%
17	2.8805334%
18	2.8397964%
19	0.5007412%
20	0.2771667%
21	1.1 <b>632921%</b>
22	1.0857725%
23	0.1 <b>378454%</b>
24	0.2 <b>182</b> 614%
25	0.1 <b>469958%</b>
26	0.1896112%
27	0.0253479%

OIL CONSERVATION DIVISION	NEW MEXICO
_	OIL CONSERVATION DIVISION
Gillespie Dil EXHIBIT 8	Gillespie Dil EXHIBIT 8
CASE NO. 12/2/	

- SECTION 13. TRACT PARTICIPATION (EXPANDED UNIT). The percentages of Tract Participation for each Tract within the Unit Area have been calculated and determined in accordance with the following formulas:
  - 1. October 1, 1995 October 31, 1997 (Original Unit).

Tract Participations for Tracts 1-11 (the original Unit Area) are those calculated under the Unit Agreement, as approved and amended by Oil Conservation Division Order No. R-10449.

2. November 1, 1997 - March 31, 1999 (First Expansion).

Tract Participations for this period are those approved by Oil Conservation Division Order No. R-10864, as follows:

Tracts 1-11: 95.2797924%
Tract 12: 2.3161519%
Tract 13: 2.1147842%
Tract 14: 0.2892715%

Production allocated to Tracts 1-11 was apportioned among said Tracts in the proportions set forth in Oil Conservation Division Order No. R-10449.

There shall be no retroactive changes in Tract Participations or in allocation of production of Unitized Substances for any period prior to April 1, 1999.

- 3. Effective April 1, 1999 (Second Expansion).
  - (a) Tract Participation Percentage = (80% x HPV) + (20% x WF), adjusted as described in subparagraph (c) below.
  - HPV = Hydrocarbon Pore Volume: Determined by volumetric original oil in place in the Unitized Formation under each Tract <u>divided by</u> volumetric original oil in place in the Unitized Formation under the expanded Unit Area.

Original oil in place is calculated from hydrocarbon pore volume using 100% of the density porosity electric log response with a 3% porosity cutoff, with an  $R_W=0.48$ .

Wellbore Factor: Determined by (i) the number of wells on a Tract, (ii) <u>multiplied by</u> the maximum average daily producing rate during a consecutive six (6) month producing period divided by the allowable for the West Lovington-Strawn Pool (250 BOPD/well), (iii)

Gillopie Oil ENHIEIT 9

WF =

<u>divided by</u> the cumulative sum of all Well Factors in the Unit Area.

Tracts 1-11 shall have a cumulative Wellbore Factor of 11 assigned thereto.

- (b) Tract Participations for Tracts 12-14 shall be calculated under the subparagraph (a) formula for the period commencing April 1, 1999.
- (c) After the calculations in subparagraph (a) are made, Tract 14's Tract Participation shall be increased to 3% by means of the other Tracts proportionately contributing a portion of their participation percentages as necessary for Tract 14 to achieve said 3% interest. The collective contribution of Tracts 1-11 shall be 82.3271757% of the amount necessary to increase Tract 14's interest to 3%. The individual contribution of each of Tracts 1-11 shall be in the proportions set forth in Oil Conservation Division Order No. R-10449.
- (d) After the foregoing numbers are calculated, Tracts 1-11 shall be allocated 81.1529828% of Unitized Substances produced from the Unit Area, as expanded, which shall be apportioned among said Tracts in the proportions set forth in Oil Conservation Division Order No. R-10449.

The participations for each Tract in the expanded Unit Area are set forth in Exhibit "C" (Second Revision) attached hereto.

The Tract Participation percentages have been calculated upon the basis of all Tracts within the Unit Area, as expanded, being committed to this Agreement as of the effective date of unit expansion (being April 1, 1999), and such Tract Participations shall govern the allocation of Unitized Substances produced from the Unit Area after April 1, 1999; subject, however, to any revisions of the Unit Area and Exhibit "C" (Second Revision) in accordance with the provisions hereof.

If, subsequent to the effective date of unit expansion, any additional tract becomes committed hereto under the provisions of Section 4 (Expansion), Unit Operator shall revise Exhibits "B" and "C," or the latest revisions thereof, to show the new percentage participations of the then committed tracts, which revised exhibits shall, upon their approval by the Commissioner, Authorized Officer, and Division, supersede, as of their effective date, the last previously effective Exhibits "B" and "C." In any revision of Exhibit "C," the revised percentage participations of the respective tracts listed in the previously effective Exhibit "C" shall remain in the same ratio one to the other.

## UNIT AGREEMENT FOR THE DEVELOPMENT AND OPERATION OF THE WEST LOVINGTON STRAWN UNIT LEA COUNTY, NEW MEXICO

SECTION 16. OUTSIDE SUBSTANCES.

Paragraph 2 (New):

Consistent with Article 11.1 of the Unit Operating Agreement (Basis of Charge Working interest Owners), Unit Operator shall allocate and pay the proceeds from the production, recovery, and sale of all volumes of gas purchased or acquired and injected into Unitized Formation for maintenance operations before the effective date of the first expansion of the Unit (the "Initial Injection Volumes") to the Working Interest Owners in the Unit as constituted, and according to the Unit Participations in effect at the time the costs of acquisition of the Initial Injection Volumes were incurred (per Exhibit attached to the Unit Operating Agreement in effect before November 1, 1997). At such time as 100% of the Initial Injection Volumes have been produced, recovered, and sold, proceeds from the production, recovery, and sale of subsequently acquired and injected gas volumes shall be allocated and paid to the Working Interest Owners in proportion to their Unit Participations (per Exhibit "D" to the Unit Operating Agreement in effect during the pertinent time period) at the time the costs of acquisition of subsequently injected gas volumes were incurred.'

CIL COMBERVATION DAVISION

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	ON 0.0851779%	1.9035582%	2.1256401%	
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1.3604302%							STATE OF NEW MEXICO - UNLEASED
							S. P. YATES
		0.2437774%					YATES PETROLEUM CORPORATION
		0.0918122%					YATES DRILLING COMPANY
							WOOD OIL COMPANY
		0.0176417%	0.0480234%	0.0290236%	0.0339583%	0.0468109%	WILLIAM R. CROW
							WEED OIL & GAS
		0.0321542%					VISA INDUSTRIES OF ARIZONA
							VIERSON OIL & GAS COMPANY
		0.25/133/%					VIERSEN & COCHRAN
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							RAMCO OPERATING COMPANY
							PHILWELL, INC.
							PHILLIPS PETROLEUM COMPANY
							PERRY & PERRY INC.
		0.0886463%					PATHFINDER EXPLORATION CO
							PEYTON YATES
							PERMIAN BASIN LAND ASSOC., INC.
		0.0918122%					MYCO INDUSTRIES, INC.
							MARKS & GARNER PRODUCTION LC
							LOS CHICOS
		0.2178068%					LARIO OIL & GAS COMPANY
							JOHN A. YATES
		0.0443232%					HOLLYHOCK CORPORATION
							HONEYSUCKLE EXPLORATION
	3.0000000%						HANLEY OAD, LTD. II
		0.3528341%	0.9604686%	0.5804719%	0.6791658%	0.9362177%	ENERGEN RESOURCES CORPORATION
							DAVID PETROLEUM CORPORATION
							DAVID ARRINGTON OIL & GAS, INC.
							CHESAPEAKE OPERATING, INC.
		0.3351924%	0.9124451%	0.6199764%	0.7202141%	1.2014794%	CHARLES B. GILLESPIE, JR.
		0.0886463%					CANNON EXPLORATION COMPANY
							BILLIE GARRETT LYTLE
							ANSON ENERGY COMPANY
							ADIA ENTERPRISES INC.
		0.0918122%					ABO PETROLEUM CORPORATION
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0.2131624%		0.0061624%	0.0001604%			YATES DRILLING COMPANY
0.0118507%		0.0118507%				WOOD OIL COMPANY
0.4780949%		0.0023109%				WILLIAM R. CROW
0.0004740%		0.0004740%				WEED OIL & GAS
0.0768131%			0.0002871%			VISA INDUSTRIES OF ARIZONA
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0.0026368%		0.0026368%				PHILWELL, INC.
4.0677616%			0.0390458%			PHILLIPS PETROLEUM COMPANY
0.0061248%			0.0061248%			PERRY & PERRY INC.
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0.0047403%		0.0047403%				LOS CHICOS
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0.0094806%		0.0094806%				JOHN A. YATES
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39.3482370%		0.0462177%	0.0062564%	0.0367490%	0.1091307%	ENERGEN RESOURCES CORPORATION
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47.4782203%		0.0439068%	0.0158909%	0.0367490%		CHARLES B. GILLESPIE, JR.
0.0886463%						CANNON EXPLORATION COMPANY
0.1163375%						BILLIE GARRETT LYTLE
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