

EXHIBIT "A"

Attached to and made a part of that certain Operating Agreement dated September 15, 1988, by and between Santa Fe Energy Operating Partners, L.P., as Operator, and Union Oil Company of California et al, as Non-Operators.

I. CONTRACT AREA:

West Half (W/2) Section 11, T-22-S, R-27-E, N.M.P.M.
Eddy County, New Mexico

II. DEPTH LIMITATION:

From the surface to the stratigraphic equivalent of 100' below total depth in initial test well.

III. WORKING INTERESTS OF PARTIES AND THEIR ADDRESSES:

<u>Company or Individual</u>	<u>Working Interest</u>
/ Santa Fe Energy Operating Partners, L.P. 500 West Illinois, 5th Floor Midland, Texas 79701 ATTN: Patrick J. Tower	75.00000%
Union Oil Company of California P.O. Box 671 Midland, Texas 79702 ATTN: Larry Murphy	12.92056%
Pennzoil Company P.O. Box 2967 Houston, Texas 77252-2967 ATTN: Lonnie L. Whitfield	4.27272%
Amoco Production Company P.O. Box 3092 Houston, Texas 77001 ATTN: Tim Custer	2.89497%
Faubion Oil & Gas Corporation (formerly Wainoco Oil & Gas Corp.) 333 Clay Street, Suite 4490 Houston, Texas 77002 ATTN: Bill Faubion	0.98600%
Texaco, Inc. P.O. Box 3109 Midland, Texas 79702 ATTN: Randy Shannon	0.92113%
Lillie M. Yates Estate of Martin Yates III By Frank W. Yates, Jr., as Attorney-in-Fact for Lillie M. Yates, Individually and with S.P. Yates, Personal Representatives of the Estate of Martin Yates III c/o Yates Petroleum Corp. 105 South Fourth Street Artesia, New Mexico 88210 ATTN: Cy Cowan	0.52754%

BEFORE EXAMINER STOGNER

Oil Conservation Division

Exhibit No. 2

Case No. 9480

<u>Company or Individual</u>	<u>Working Interest</u>
T. J. Sivley Drawer GG 212 Booker Bldg. Artesia, New Mexico 88210	0.44412%
David J. Sorenson P.O. Box 1453 Roswell, New Mexico 88201	0.33342%
Union Texas Petroleum (ENSTAR CORPORATION) (formerly C&K Petroleum Inc.) P.O. Box 2120 Houston, Texas 77252 ATTN: Lael Henning	0.32898%
Wagner & Brown P.O. Box 1714 Midland, Texas 79702 ATTN: Lee McCollum	0.32897%
Nielson Enterprises, Inc. (Cody Investment Company) P.O. Box 370 Cody, Wyoming 82114 ATTN: Robert L. Snyder (Cody Energy, Inc.)	0.26341%
Williamson Enterprises P.O. Box 2206 Roswell, New Mexico 88201 ATTN: G. Dee Williamson	0.20005%
Helen Greathouse c/o First City Nat'l. Bank P.O. Box 10966 Midland, Texas 79701 ATTN: Diane McElligot	0.19459%
First City Nat'l. Bank/Midland Trustee Under the Will of B. R. Greathouse P.O. Box 10966 Midland, Texas 79701 ATTN: Diane McElligot	0.19459%
Lanita C. Williamson 3014 N. Edgewood Drive Roswell, New Mexico 88201	0.08891%
J. C. Davis, Jr. P.O. Box 8343 Midland, Texas 79708	0.02779%
James L. Pierce 3401 Mockingbird Lane Midland, Texas 79707	0.02779%
Charles D. Olmsted P.O. Box 669 Santa Fe, New Mexico 87501	0.02223%
Glen G. Stiff P.O. Box 341 Roswell, New Mexico 88201	0.02223%

IV. OIL AND GAS LEASES SUBJECT TO THIS AGREEMENT

- A. Dated: February 1, 1986
Recording Data: Book 258, Page 566
Miscellaneous Records
Eddy County, New Mexico
Lessor: United States of America
Orig. Lessee: Santa Fe Energy Company
Present Lessee: Santa Fe Energy Operating Partners, L.P.
Lease No.: Federal #NM 64583 (SFEOP #NM-14,035)
Description: NW/4; NW/4SW/4 Section 11, T-22-S, R-27-E,
N.M.P.M., Eddy County, New Mexico
Expiration Date: February 1, 1991
Royalty: Federal Sliding Scale (See Attached Schedule
"B")
Outstanding ORRI: None
- B. Dated: September 1, 1986
Recording Data: Book 268, Page 1064
Miscellaneous Records
Eddy County, New Mexico
Lessor: United States of America
Orig. Lessee: Santa Fe Energy Operating Partners, L.P.
Present Lessee: Santa Fe Energy Operating Partners, L.P.
Lease No.: Federal #NM 66773 (SFEOP #NM-16,741)
Description: SW/4SW/4 Section 11, T-22-S, R-27-E,
N.M.P.M., Eddy County, New Mexico
Expiration Date: September 1, 1991
Royalty: Federal Sliding Scale (See Attached Schedule
"B")
Outstanding ORRI: None
- C. Dated: October 10, 1967
Recording Data: Book 57, Page 421
Miscellaneous Records
Eddy County, New Mexico
Lessor: Francis G. Tracy and his wife, Bessie D.
Tracy, & Josephine Tracy Eddy & her husband,
George G. Eddy
Orig. Lessee: " Union Oil Company of California
Present Lessee: Union Oil Company of California
Lease No.: Fee
Description: E/2SW/4 Section 11, T-22-S, R-27-E, N.M.P.M.,
Eddy County, New Mexico
Expiration Date: Held by Production (past primary term)
Royalty: Three Sixteenths (3/16ths)
Outstanding ORRI: None