

EXHIBIT "A"

HUMBLE CITY WORKING INTEREST UNIT
OPERATING AGREEMENT DATED NOVEMBER 1, 1985,
BETWEEN YATES PETROLEUM CORPORATION, AS OPERATOR,
AND MESA PETROLEUM COMPANY, ET AL, AS NON-OPERATORS

1. Contract Area.

Township 17 South, Range 37 East, NMPM
Section 11: E/2 SW/4, SE/4
Section 14: N/2 N/2
containing 400.00 acres, more or less,
Lea County, New Mexico

2. Depth Restriction.

Limited as to depth from the surface of the earth to the stratigraphic equivalent of 100 feet below the total depth drilled in the earning well. Notwithstanding the above, Mesa Petroleum Company, SAVES AND EXCEPTS AND RESERVES UNTO ITSELF all rights below 11,773' in the E/2 SW/4 of Section 11 and all rights below 11,885' in the E/2 SE/4 of Section 11, T-17-S, R-37-E, NMPM, Lea County, New Mexico.

3. The interests of the parties to this agreement are calculated in Exhibit "A-2" and are summarized in Exhibit "A-3".

4. The oil and gas leases subject to this agreement are set forth in Exhibit "A-1".

5. Addresses of Parties for Notices:

Yates Petroleum Corporation
207 South 4th Street
Artesia, New Mexico 88210
Attn: Ms. Kathy Colbert

Mesa Petroleum Company
P. O. Box 2009
Amarillo, Texas 79189
Attn: Mr. Mark Seale

Texas American Oil Corporation
300 West Wall, Suite 400
Midland, Texas 79701
Attn: Mr. Charles Snow

John F. Altringer
~~5200 N. Ocean Drive #305~~ 6701 Mallards
~~Riviera Beach, Florida 33404~~ Cove Road
~~Jupiter, Florida 33458~~ # 3H
Charles F. Harding 8917
6211 W. Northwest Highway
Suite C-252
Dallas, Texas 75225

Allen Noble
P. O. Box 1582
Boise, Idaho 83701

Stanley G. Budner
17 Gumwood Drive
Wilmington, Delaware 19803

Kastman Oil Company
~~2420 Quaker P.O. Box 5930~~
Lubbock, Texas ~~79410~~ 79408
Attn: ~~Ms. Marjorie Kastman~~
Kerry Pendergrass

R. L. Baccus
13107 Copenhill Road
Dallas, Texas 75240

Eugene C. Fresch
1444 Via Coronel
Palos Verdes Estates, California 90274

Thomas C. Christian (Oil Investment and Leasing
11412 Myrtle Street Company)
Kansas City, Missouri 64137

Raymond F. Tremel (Oil Investment and Leasing
12415 Askew Drive Company)
Grandview, Missouri 64030

Roger Bettin
300 Fairway Court
Atlantis, Florida 33462

William C. Evans
P. O. Box 413
Estes Park, Colorado 80517

Stan Hansen
39 Riverside Avenue, Apt. 2-B
Stamford, Connecticut 06905

Sidney D. Jeffe
3673 Quail Hollow
Bloomfield Hills, Michigan 48013

Jimmie B. Kincaid
P. O. Box 195
Parchatoula, Louisiana 70454

Arnold Maroni
433 Countryview Drive
Warwick, Rhode Island 02886

YATES PETROLEUM CORPORATION
Case No. 9058
2/4/87 Examiner Hearing
Exhibit No. 3

EXHIBIT "A" (Cont'd.)

**HUMBLE CITY WORKING INTEREST UNIT
OPERATING AGREEMENT DATED NOVEMBER 1, 1985,
BETWEEN YATES PETROLEUM CORPORATION, AS OPERATOR,
AND MESA PETROLEUM COMPANY, ET AL, AS NON-OPERATORS**

A. R. Miller
502 Carlton Road
New Port Richey, Florida 33552

James B. Waite
P. O. Box 1046
Litchfield, Connecticut 06759

John M. Thomas
5100 Moeckel Road
Stockbridge, Michigan 49285

J. Paul Wilson
314 Potter Road
N. Kingston, Rhode Island 02852

Minerva A. Williams
32051 S. Wiggins Drive
Magnolia, Texas 77355

Rio Pecos Corporation
110 W. Louisiana, Suite 460
Midland, Texas 79701
Attn: Mr. Roger T. Elliott

John H. Beauchamp
P. O. Box 12145
Fort Worth, Texas 76121

Lyman Bucklin
RD #2, Box 227
Bucksport, Maine 04416

William G. Bucklin
Rural Route 1, Box 326
Jamestown, Rhode Island 02835

Ruth Potish
1523 Willemore Avenue
Springfield, Illinois 62704

Richard A. Fresch, Executor of
the Estate of Clarence J. Fresch
324 Northview
London, Ohio 43140

James A. Grice, Executor of the
Estate of Letcher O. Grice
4173 S. 2200 West
Salt Lake City, Utah 84119

Ronald U. Kolb
3900 Dundee Road #103
Northbrook, Illinois 60062

Gustave H. Rathe, Jr.
P. O. Box 1173
Santa Fe, New Mexico 87504

Guy G. Stephenson
866 Summer Shade
Memphis, Tennessee 38116

EXHIBIT "A-1"
PRESENT OWNERSHIP OF UNITIZED RIGHTS AND BASIC LEASE DATA
HUMBLE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Lease No., Description, Lessor & Owners	Gross Acres In Lease	Percent Interest In Acreage & Lease	Net Acres In Lease	Expiration Date	Percent Basic Royalty	Percent ORR & PP Burden	Revenue Interest on 100% Ownership Basis
Section 11: W/2 SE/4 Lease owned by Mesa Petroleum Co. E. D. Shipp, et ux & F. S. Freeman	80.00	100.00	80.00	HBP	18.75	-0-	81.25000
2. Section 11: E/2 SE/4 to 11,885' Lessors: E. D. Shipp & F. S. Freeman Lessees: Texas American Oil Corp.	80.00	58.00	46.40	HBP	18.75	7.09375	74.15625
John F. Altringer		5.00	4.00			6.25000	75.00000
R. L. Baccus		2.00	1.60			6.25000	75.00000
John H. Beauchamp		1.00	.80			6.25000	75.00000
Roger Bettin		1.00	.80			6.25000	75.00000
Major Lyman Bucklin		1.00	.80			6.25000	75.00000
William G. Bucklin		1.00	.80			6.25000	75.00000
Stanley G. Budner		1.00	.80			6.25000	75.00000
Thomas C. Christian (also dba Oil Investment and Leasing Company)		1.50	1.20			6.25000	75.00000
William C. Evans		1.00	.80			6.25000	75.00000
Eugene C. Fresch		1.00	.80			6.25000	75.00000
James A. Grice, Executor of the Estate of Letcher O. Grice		1.00	.80			6.25000	75.00000
Stan Hansen		1.00	.80			6.25000	75.00000
Charles F. Harding		4.00	3.20			6.25000	75.00000
Sidney D. Jeffe		1.00	.80			6.25000	75.00000
Jimmie B. Kincaid		1.00	.80			6.25000	75.00000
Arnold Maroni		1.00	.80			6.25000	75.00000
A. R. Miller		1.00	.80			6.25000	75.00000
Allen Noble		4.00	3.20			6.25000	75.00000
Ruth Potish		1.00	.80			6.25000	75.00000
John M. Thomas		1.00	.80			6.25000	75.00000
Raymond F. Tremel (also dba Oil Investment and Leasing Company)		1.50	1.20			6.25000	75.00000
Minerva A. Williams		1.00	.80			6.25000	75.00000

EXHIBIT "A-1" (Cont'd.)
PRESENT OWNERSHIP OF UNITIZED RIGHTS AND BASIC LEASE DATA
HUMBLE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Lease No., Description, Lessor, Owners	Gross Acres In Lease	Percent Interest In Acreage & Lease	Net Acres In Lease	Expiration Date	Percent Basic Royalty	Percent ORR & PP Burden	Revenue Interest on 100% Ownership Basis
2. (Cont'd.)							
Guy C. Stephenson		1.00	.80			6.25000	75.00000
Ronald U. Kolb		1.00	.80			6.25000	75.00000
J. Paul Wilson		2.00	1.60			6.25000	75.00000
Richard A. Fresch, Executor of the Estate of Clarence J. Fresch		2.00	1.60			6.25000	75.00000
3. Section 11: E/2 SW/4 to 11,773'							
Lessors: E. D. Shipp & F. S. Freeman	80.00			HBP	18.75		
Lessees: Texas American Oil Corp.		63.00	50.40			7.07031	74.17970
Charles F. Harding		5.00	4.00			6.25000	75.00000
Thomas C. Christian (also dba Oil Inv. & Leasing Co.)		1.50	1.20			6.25000	75.00000
Raymond F. Tremel (also dba Oil Inv. & Leasing Co.)		1.50	1.20			6.25000	75.00000
R. L. Baccus		2.00	1.60			6.25000	75.00000
Roger Bettin		1.00	.80			6.25000	75.00000
Stanley G. Budner		1.00	.80			6.25000	75.00000
William C. Evans		1.00	.80			6.25000	75.00000
Richard A. Fresch, Executor of the Estate of Clarence J. Fresch		2.00	1.60			6.25000	75.00000
Stan Hansen		1.00	.80			6.25000	75.00000
Sidney D. Jeffe		1.00	.80			6.25000	75.00000
Jimmie B. Kincaid		1.00	.80			6.25000	75.00000
Ronald U. Kolb		1.00	.80			6.25000	75.00000
Arnold Maroni		1.00	.80			6.25000	75.00000
A. R. Miller		1.00	.80			6.25000	75.00000
Allen Noble		3.00	2.40			6.25000	75.00000
John F. Altringer		5.00	4.00			6.25000	75.00000
Gustave H. Rathe, Jr.		2.00	1.60			6.25000	75.00000
Minerva A. Sweitzer		1.00	.80			6.25000	75.00000
John M. Thomas		1.00	.80			6.25000	75.00000
James B. Waite		2.00	1.60			6.25000	75.00000
J. Paul Wilson		2.00	1.60			6.25000	75.00000

EXHIBIT "A-1" (Cont'd.)
PRESENT OWNERSHIP OF UNITIZED RIGHTS AND BASIC LEASE DATA
HUMBLE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Lease No., Description, Lessor & Owners	Gross Acres In Lease	Percent Interest		Net Acres In Lease	Expiration Date	Percent		Percent ORR & PP Burden	Revenue Interest	
		In Acreage & Lease	In Acreage & Lease			Basic Royalty	on 100% Ownership Basis			
4. Section 14: N/2 NW/4 Lessor: Phillip & Helen Shaw, individually and as Trustees for Frederic Marc Shaw and for Barry Steven Shaw; Walter Bergner, Trustee for Frederic Marc Shaw and for Berry Steven Shaw Lessee: Yates Petroleum Corporation , et al Lessee: Mark D. Wilson Lessor: Bloomgarden Management Corp. and Pauline Schwartzberg Lessee: Yates Petroleum Corporation , et al Mark D. Wilson	80.00			31.4983335 8.5016665	1-16-88	20.00		-0- -0- -0- -0-	80.00000 80.00000 80.00000 80.00000	
5. Section 14: N/2 NE/4 Lessor: Fern Cone Lessee: Kastman Oil	80.00			31.4983335 8.5016665	10-17-86	25.00		-0-	80.00000 80.00000	
6. Section 14: N/2 NE/4 Leases owned by Rio Pecos Corporation-100% H. D. Schenck Estate Sunwest Bank, acting in behalf of the Mona H. Wilson Trust Rodney Carter Powhatan Carter, III Beverly Ann Carter Overton Anderson Carter, II Stuart Carter	80.00	6.25000	5.0000000	4-07-87	18.75	-0-	81.25000			
		2.08333	1.6666666	5-15-87	20.00	-0-	80.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			
		2.50000	2.0000000	5-24-87	25.00	-0-	75.00000			

Note: That part of any burden on an oil and gas lease (whether set forth above or not) which reduces the revenue interest of an oil and gas lease on a 100% ownership basis to less than the percentage set forth above shall be paid out of the lease owner's share of production.

EXHIBIT "A-2"
CALCULATION OF PERCENTAGE OWNERSHIP AND BENEFICIAL INTEREST
HUMBLE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Owners	Tract No.	Ownership		Revenue Interest	Beneficial Acres	Beneficial Interest In Unit (%)
		Net Acres Each Owner	In Unit (%)			
MESA PETROLEUM COMPANY	1	80.00000		81.25000	65.00000	
" " " TOTAL		80.00000	23.52480	81.25000	65.00000	24.65475
TEXAS AMERICAN OIL COMPANY	2	46.40000		74.15625	34.40850	
" " " TOTAL	3	50.40000		74.17970	37.38657	
		96.80000	28.46501		71.79507	27.23214
RIO PECOS CORPORATION	6	5.00000		81.25000	4.06250	
" " " TOTAL	6	1.66666		80.00000	1.33333	
	6	10.00000		75.00000	7.50000	
		16.66666	4.90100		12.89583	4.89144
JOHN F. ALTRINGER	2	4.00000		75.00000	3.00000	
" " " TOTAL	3	4.00000		75.00000	3.00000	
		8.00000	2.35248		6.00000	2.27582
CHARLES F. HARDING	2	3.20000		75.00000	2.40000	
" " " TOTAL	3	4.00000		75.00000	3.00000	
		7.20000	2.11723		5.40000	2.04824
JIMMIE B. KINCAID	2	.80000		75.00000	.60000	
" " " TOTAL	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
ROGER BETTIN	2	.80000		75.00000	.60000	
" " " TOTAL	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
YATES PETROLEUM CORPORATION, ET AL	4	62.99667		80.00000	50.39733	
" " " TOTAL		62.99667	18.52480		50.39733	19.11589
MARK D. WILSON	4	17.00333		80.00000	13.60267	
" " " TOTAL		17.00333	5.00000		13.60267	5.15954

EXHIBIT "A-2"
CALCULATION OF PERCENTAGE OWNERSHIP AND BENEFICIAL INTEREST
HUMBIE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Owners	Tract No.	Net Acres Each Owner	Ownership In Unit (%)	Revenue Interest	Beneficial Acres	Beneficial Interest In Unit (%)
WILLIAM C. EVANS						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
STAN HANSEN						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
SIDNEY D. JEFFE						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
ARNOLD MARONI						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
A. R. MILLER						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
JOHN M. THOMAS						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47050		1.20000	.45517
MINERVA A. WILLIAMS (SWEITZER)						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47049		1.20000	.45517
RONALD U. KOLB						
" " " TOTAL	2	.80000		75.00000	.60000	
	3	.80000		75.00000	.60000	
		1.60000	.47049		1.20000	.45517

CALCULATION OF PERCENTAGE OWNERSHIP INTEREST
 HUMBLE CITY WORKING INTEREST UNIT
 TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
 LEA COUNTY, NEW MEXICO

Owners	Tract No.	Net Acres Each Owner	Ownership In Unit (%)	Revenue Interest	Beneficial Acres	Beneficial Interest In Unit(%)
ALLEN NOBLE	2	3.20000		75.00000	2.40000	
"	3	2.40000		75.00000	1.80000	
" " TOTAL		5.60000	1.64673		4.20000	1.59307
KASTMAN OIL COMPANY	5	5.00000		75.00000	3.75000	
" " TOTAL		5.00000	1.47030		3.75000	1.42238
R. L. BACCUS	2	1.60000		75.00000	1.20000	
"	3	1.60000		75.00000	1.20000	
" " TOTAL		3.20000	.94099		2.40000	.91033
J. PAUL WILSON	2	1.60000		75.00000	1.20000	
"	3	1.60000		75.00000	1.20000	
" " TOTAL		3.20000	.94099		2.40000	.91033
RICHARD A. FRESCH, EXECUTOR OF THE ESTATE OF CLARENCE J. FRESCH	2	1.60000		75.00000	1.20000	
"	3	1.60000		75.00000	1.20000	
" " TOTAL		3.20000	.94099		2.40000	.91033
THOMAS C. CHRISTIAN (also dba Oil Investment and Leasing Company)	2	1.20000		75.00000	.90000	
"	3	1.20000		75.00000	.90000	
" " TOTAL		2.40000	.70574		1.80000	.68275
RAYMOND F. TREMEL (also dba Oil Investment and Leasing Company)	2	1.20000		75.00000	.90000	
"	3	1.20000		75.00000	.90000	
" " TOTAL		2.40000	.70574		1.80000	.68275
STANLEY G. BUDNER	2	.80000		75.00000	.60000	
"	3	.80000		75.00000	.60000	
" " TOTAL		1.60000	.47049		1.20000	.45516

EXHIBIT "A-2"

CALCULATION OF PERCENTAGE OWNERSHIP AND BENEFICIAL INTEREST
HUMBLE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Owners	Tract No.	Net Acres Each Owner	Ownership In Unit (%)	Revenue Interest	Beneficial Acres	Beneficial Interest In Unit (%)
GUSTAVE H. RATHÉ, JR.	3	1.60000		75.00000	1.20000	
" " " " TOTAL		1.60000	.47049		1.20000	.45516
JAMES B. WAITE	3	1.60000		75.00000	1.20000	
" " " " TOTAL		1.60000	.47049		1.20000	.45516
JAMES A. GRICE, EXECUTOR OF THE ESTATE OF LETCHER O. GRICE	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758
JOHN H. BEAUCHAMP	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758
LYMAN BUCKLIN	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758
WILLIAM G. BUCKLIN	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758
EUGENE C. FRESCH	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758
RUTH POTISH	2	.80000		75.00000	.60000	
" " " " TOTAL		.80000	.23525		.60000	.22758

EXHIBIT "A-2"
CALCULATION OF PERCENTAGE OWNERSHIP AND BENEFICIAL INTEREST
HUMBIE CITY WORKING INTEREST UNIT
TOWNSHIP 17 SOUTH, RANGE 37 EAST, NMPM
LEA COUNTY, NEW MEXICO

Owners	Tract No.	Net Acres Each Owner	Ownership In Unit (%)	Revenue Interest	Beneficial Acres	Beneficial Interest In Unit (%)
GUY G. STEPHENSON	2	.80000	.23525	75.00000	.60000	.22758
" " "	TOTAL	.80000	.23525	75.00000	.60000	.22758
GRAND TOTALS:		340.06666	100.00000		263.64090	100.00000

UNTIL PAYOUT, AND PERCENTAGE SHARE OF COSTS AND PRODUCTION FROM INITIAL TEST WELL AFTER PAYOUT
AND SUBSEQUENT WELLS IN HUMBLE CITY WORKING INTEREST UNIT

Owners	Contribution For		Initial Test Well		Initial Test Well After	
	Initial Test Well	Until Payout	Payout and Subsequent Wells ¹			
	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	Percentage of Unit	Percentage Beneficial Interest	Percentage of Cost	Beneficial Percentage of Production	Percentage of Cost	Beneficial Percentage of Production
Mesa Petroleum Company	23.52480	24.65475	F/O	F/O	8.23368	8.62916
Texas American Oil Company	28.46501	27.23214	F/O	F/O	9.96275	9.53125
Rio Pecos Corporation	4.90100	4.89144	4.90100	4.89144	4.90100	4.89144
John F. Altringer	2.35248	2.27582	F/O	F/O	.58812	.56896
Charles F. Harding	2.11723	2.04824	F/O	F/O	.52931	.51206
Allen Noble	1.64673	1.59307	F/O	F/O	.41168	.39827
Kastman Oil Company	1.47030	1.42238	1.47030	1.42238	1.47030	1.42238
R. L. Baccus	.94099	.91033	F/O	F/O	.23525	.22758
J. Paul Wilson	.94099	.91033	F/O	F/O	.23525	.22758
Richard A. Fresch, Executor of the						
Estate of Clarence J. Fresch	.94099	.91033	F/O	F/O	.23525	.22758
Thomas C. Christian ²	.70574	.68275	F/O	F/O	.17644	.17069
Raymond F. Tremel ²	.70574	.68275	F/O	F/O	.17644	.17069
Roger Bettin	.47050	.45517	F/O	F/O	.11763	.11379
Stanley G. Budner	.47049	.45516	.47049	.45516	.47049	.45516
William C. Evans	.47050	.45517	F/O	F/O	.11763	.11379
Stan Hansen	.47050	.45517	.47050	.45517	.47050	.45517
Sidney D. Jeffe	.47050	.45517	F/O	F/O	.11763	.11379
Jimmie B. Kincaid	.47050	.45517	F/O	F/O	.11763	.11379
Arnold Maroni	.47050	.45517	F/O	F/O	.11763	.11379
A. R. Miller	.47050	.45517	F/O	F/O	.11763	.11379
John M. Thomas	.47050	.45517	F/O	F/O	.11763	.11379
Minerva A. Williams (Sweitzer)	.47049	.45517	F/O	F/O	.11762	.11379
Ronald U. Kolb	.47049	.45517	F/O	F/O	.11762	.11379

SCHEDULE SHOWING INTERESTS CONTRIBUTED, PERCENTAGE SHARE OF COSTS AND PRODUCTION FROM INITIAL TEST WELL
UNTIL PAYOUT, AND PERCENTAGE SHARE OF COSTS AND PRODUCTION FROM INITIAL TEST WELL AFTER PAYOUT
AND SUBSEQUENT WELLS IN HUMBLE CITY WORKING INTEREST UNIT

Owners	Contribution For		Initial Test Well		Initial Test Well After	
	Initial Test Well		Until Payout		Payout and Subsequent Wells ¹	
	Column 1	Column 2	Column 3	Column 4	Column 5	Column 6
	Percentage of Unit	Percentage Beneficial Interest	Percentage of Cost	Beneficial Percentage of Production	Percentage of Cost	Beneficial Percentage of Production
Gustave H. Rathe, Jr. ³	.47049	.45516	.23524	.22758	.29405	.28448
James B. Waite	.47049	.45516	F/O	F/O	.11762	.11379
James A. Grice, Executor of the Estate of Letcher O. Grice	.23525	.22758	F/O	F/O	.05881	.05689
John H. Beauchamp	.23525	.22758	.23525	.22758	.23525	.22758
Lyman Bucklin	.23525	.22758	F/O	F/O	.05881	.05689
William G. Bucklin	.23525	.22758	F/O	F/O	.05881	.05689
Eugene C. Fresch	.23525	.22758	.23525	.22758	.23525	.22758
Ruth Potish	.23525	.22758	F/O	F/O	.05881	.05689
Guy C. Stephenson	.23525	.22758	F/O	F/O	.05881	.05689
Mark D. Wilson	5.00000	5.15954	5.00000	5.15954	5.00000	5.15954
Yates Group ⁴	18.52480	19.11589	86.51147	86.47840	64.31580	64.44912
Totals:	100.00000	100.00000	100.00000	100.00000	100.00000	100.00000

¹ Calculations are based upon the assumption that the Contributing Parties elect to convert their reserved ORRs into WIs at Payout.

² Thomas C. Christian and Raymond F. Tremel are one and the same as Oil Investments and Leasing Company. They have both executed the Operating Agreement as partners of same.

³ Gustave H. Rathe, Jr., elected to participate with half and farmout half of his interest. The Yates Group is credited with the half Mr. Rathe farmed out, subject to the terms spelled out in Article XV.B. Rights Earned.

EXHIBIT "A-3"

SCHEDULE SHOWING INTERESTS CONTRIBUTED, PERCENTAGE SHARE OF COSTS AND PRODUCTION FROM INITIAL TEST WELL
UNTIL PAYOUT, AND PERCENTAGE SHARE OF COSTS AND PRODUCTION FROM INITIAL TEST WELL AFTER PAYOUT
AND SUBSEQUENT WELLS IN HUMBLE CITY WORKING INTEREST UNIT

4 The 67.98667% working interest contributed by the Contributing Party is being paid for by the Yates Group in the following proportions:

Yates Petroleum Corporation	50.00000
MYCO Industries, Inc.	10.00000
Abo Petroleum Corporation	12.00000
John A. Yates	5.00000
Los Chicos, a partnership	3.00000
S. P. Yates	10.00000
Yates Drilling Company	7.50000
Peyton Yates, separate	1.00000
Richard Yates	1.00000
Weed Oil & Gas, a partnership	<u>.50000</u>
	100.00000