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*NOT LICENSED IN NEW MEXICO

November 16, 1987

Michael E. Stogner
New Mexico Oil Conservation Division
State Land Office Building
Santa Fe, New Mexico 87503

Re: OCD Case Nos. 9210 and 9211 (Applications of Pelto Oil Company for Statutory Unitization and Institution of a Water Flood, Twin Lakes Area, Chaves County)

Dear Mike:

Gerry Murrell of Pelto Oil Company recently discussed these cases with Vic Lyon. Vic indicated that one item the OCD was having a problem with was the penalty provision in the order, since the OCD has never previously written such a provision. We checked around and located the enclosed unitization order of the Oklahoma Corporation Commission, which contains a penalty provision. Also enclosed is the application and initial report of the hearing officer in the matter. We believe this provision could be adapted to your purposes. One difference is that the Oklahoma case provides for penalties throughout the period of unit operations, whereas Pelto Oil Company only requests a penalty with respect to initial unit outlays. Mr. Randall Speck of the Oklahoma Corporation Commission (405-521-4116) would be happy to discuss this with you if you are so inclined. I know you are busy Mike, and I really do hate to bug you about this, but Pelto Oil Company is desperate to obtain an order in this matter. They are at the point where they must order millions of dollars of equipment for the unit and thus would appreciate your attention to this matter.

Please call if I can provide any further materials.

Very truly yours,

HINKLE, COX, EATON,
COFFIELD & HENSLEY

James Bruce



JGB: jr

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: JET OIL COMPANY)

RELIEF SOUGHT: CREATION OF THE)
WEST LANGSTON BARTLESVILLE SAND)
UNIT AND APPROVAL OF THE PLAN)
OF UNITIZATION)

LEGAL DESCRIPTION: THE SE/4 SW/4,)
AND THE SW/4 SE/4 BOTH IN SECTION)
5; THE E/2 NW/4, THE NE/4, THE NE/4)
SW/4, AND THE N/2 SE/4 ALL IN)
SECTION 8; AND THE NW/4, THE W/2)
NE/4, THE N/2 SW/4, AND THE NW/4)
SE/4 ALL IN SECTION 9; ALL IN TOWN-)
SHIP 17 NORTH, RANGE 1 WEST, LOGAN)
COUNTY, OKLAHOMA.)

CAUSE CD NO. 139853

ORDER NO. 318756

ORDER OF THE COMMISSION

1. Hearing Officer; Date and Place of Hearing: This Cause came on for hearing before Kathleen McKeown, Hearing Officer for the Corporation Commission of Oklahoma, on August 31, 1987, and was continued to September 1, 1987, at 8:30 a.m. in the Commission Courtroom, Jim Thorpe Building, Oklahoma City, Oklahoma, pursuant to notice given as required by law and the rules of the Commission for the purpose of taking testimony and reporting to the Commission.

2. Appearances: At the time of the hearing, James M. Peters, attorney, appeared on behalf of Applicant, Jet Oil Company (hereinafter "Jet"); John M. Rowntree, attorney, appeared on behalf of John Cassidy, Jr. (hereinafter "Cassidy"); Anne George and Michael D. Stack, attorneys, appeared on behalf of Samson Resources Company; and Bonita J. Hyatt, Deputy General Counsel for Conservation, filed notice of appearance.

The Hearing Officer proceeded to hear the cause and thereafter filed her Initial Report of the Hearing Officer with the Secretary of the Corporation Commission on September 15, 1987, recommending that the Application in CD No. 139853 be granted pursuant to and in accordance with certain recommendations contained therein. Within the time permitted, an appeal to the Oklahoma Corporation Commission from the Initial Report of the Hearing Officer was filed by Jet Oil Company and by John Cassidy, Jr. and said appeals were set for hearing before the Appellant Hearing Officer on the 13th day of October, 1987.

At that time, James M. Peters, attorney, appeared for Jet; John M. Rowntree, attorney, appeared on behalf of Cassidy; Anne George and Michael D. Stack, attorneys, appeared on behalf of Samson Resources Company; and Bonita J. Hyatt, Deputy General Counsel for Conservation, filed notice of appearance.

The Appellate Hearing Officer proceeded to hear oral arguments on the appeal to the Oklahoma Corporation Commission from the Initial Report of the Hearing Officer and by agreement of counsel the matter was continued until the 23rd day of October, 1987 and from the 23rd day of October, 1987 to November 5, 1987 to see if the parties could stipulate and agree as to the order to be entered and a resolution of the appeal.

On the 5th day of November, 1987, the matter came on for further hearing pursuant to agreement and the parties appeared and pursuant to agreement submitted the cause to the Appellate Hearing Officer and the Appellate Hearing Officer having heard oral arguments, statements of counsel, and being fully advised in this cause, has thereafter filed his Report with the Secretary of the Oklahoma Corporation Commission recommending that the Application be granted and that the Initial Report of the Hearing Officer be affirmed as modified herein.

3. Amendments: None.

FINDINGS

1. That CD 139853 is the Application of Jet Oil Company for creation of the West Langston Bartlesville Sand Unit and approval of the Plan of Unitization in the SE/4 SW/4 and the SW/4 SE/4 both in Section 5; the E/2 NW/4, the NE/4, the NE/4 SW/4, and the N/2 SE/4 all in Section 8; and the NW/4, the W/2 NE/4, the N/2 SW/4, and the NW/4 SE/4 all in Section 9; all in Township 17 North, Range 1 West, Logan County, Oklahoma.

2. That the Commission has jurisdiction over the subject matter herein and notice has been given in all respects as required by law and the rules of the Commission.

3. Jet called its first witness and the following testimony was presented:

A. George Gleason is a landman employed by Jet whose qualifications were accepted as an expert witness. He is familiar with the Application and has been responsible for securing the ratifications of the working interest and royalty owners in the proposed Unit. Jet owns the right to drill within the 800 acres covered by the subject Application; it also operates wells within the 800 acre area. Notice of the subject Application was given to all of the parties entitled to production from the proposed Unit; all of the parties on the Exhibit A attached to the Application were sent a copy of the Unit Plan with an attached Ratification form. Jet currently has under lease 43% of the 800 acres with ratification by the royalty owners totaling 76.5% and ratification by the working interest owners totaling 83.8%; these figures are sufficient to meet the 63% criteria required by the Oklahoma unitization statute. If the Application is granted, Jet is requesting that the effective date of the Unit be the first day of the month following the first full month subsequent to the issuance of the order. Jet has on file the proper bond with the Corporation Commission and operates wells within the state; Jet requested that it be named the operator of the waterflood unit.

B. Upon cross-examination the witness stated that he is familiar with the Unit Plan and the Cassidy lease and Skinner well (hereinafter the "Koehn #2 well"); the Koehn #2 well would be a part of the Unit Plan and Jet would operate it as to the Bartlesville but not as to any other formation.

Exhibit #8 was presented and accepted into evidence and is the Plan of Unitization for the subject area. Jet is offering compensation to Cassidy on the basis of a property appraisal by the Operating Committee as set forth in the Unitization Plan; paragraph 16.4 of the Unitization Plan sets forth the investment adjustment for each lessee within the Unit. The witness was not sure but did not believe that there would be any compensation for the lost Skinner production from the Koehn #2 well; rather, the well would be used as a Bartlesville injection well for the life of the project (which is estimated at 16 years). The witness stated that if the Application is granted, Mr. Cassidy must participate within the Unit. As to payment of Unit expenses, paragraph 17.5 in Exhibit #8 addresses unpaid Unit expenses but only as to those parties who are unable to pay; parties who are unwilling to pay would not be allowed to have their proportionate share of the expenses taken out of their share of production.

C. Upon redirect examination, the witness stated that the Unitization Plan relates only to rights in the Bartlesville formation. He pointed out that paragraph 19.2 of Exhibit #8 states that Mr. Cassidy could still produce the Skinner zone if the Koehn #2 well is multiply completed.

4. Jet then called its second witness and the following testimony was presented:

A. Kenneth B. Price is a geologist employed by Deminex U.S. Oil; Jet is a subsidiary of Deminex; the witness' qualifications were accepted as an expert. The witness had spent a total of two or three months working on the project and had met with various operators and working interest owners in the subject area. In preparing his study of the area he had reviewed the electric logs, porosities and resistivity logs as well as production reports, computer service information, scout tickets, etc. Exhibit #9 was presented and accepted into evidence and it is a Base Plan of the West Langston Bartlesville Sand Unit with the boundary of said Unit outlined in yellow; to the west of the subject Unit is the Sun operated waterflood unit in the Bartlesville Sand. Presently there are 21 wells within the subject Unit. The witness stated that his study has shown the Bartlesville to be an offshore bar with a dip to the west and an a paleo stripe running northwest/southeast; it is a sand with a good porosity trend throughout the Unit but is separated from the offsetting waterflood unit by two dry holes in the western part of Section 8; the Bartlesville is found at a depth of 5,133' to 5,151'.

Exhibit #10 was presented and accepted into the evidence and is an A-A' cross-section hung on the top of the Pink Lime showing the Bartlesville Sand running through Sections 5 and 8 on a north/south sequence; this cross-section shows the continuity of the Bartlesville Sand within and outside of the proposed Unit. The witness noted that the Skinner sand in the well is located at 4,960' which is above the Bartlesville; the Koehn #2 well did produce from the Bartlesville at one time.

Exhibit #11 was presented and accepted into the evidence and is a B-B' cross-section hung on the top of the Pink Lime showing the West Langston Bartlesville Sand Unit and, once again, the regional continuity of the sand. The witness' study shows that the Unit must be located in the middle of the Bartlesville trend to avoid nonporosity and, thus, noncommercial wells. Exhibits #10 and #11 help define the parameters of the Unit and the best location for the Unit; the witness had also reviewed other cross-sections to determine the averages of good net porosity needed to complete commercial wells; he has also reviewed various subsurface maps in his study.

Exhibit #12 was presented and accepted into evidence and is a porosity net pay map of the proposed Unit which has been contoured on all of the wells within the Unit as well as several wells outside of the Unit; the witness noted that increasing pore value is found at the apex of the Unit which indicates a higher oil pressure presence. The witness feels a successful waterflood operation can be carried on in this Unit.

B. Upon cross-examination the witness stated he had shown the Koehn #2 well having no pay in the Bartlesville and thus it is proposed that the well will be an injection well. While the well has some porosity in the Bartlesville it is not 8% porosity which the witness had used as the cutoff on Exhibit #12.

C. Upon redirect the witness stated that the mapping of the Koehn #2 well on Exhibit #12 does not mean there are no feet of net Bartlesville pay in said well but that there is no net pay in the Koehn #2 well that meets the 8% porosity cutoff and thus the well only has value as an injection well for the Bartlesville sand.

D. Upon recross-examination the witness stated that he did not know the rate or production of the Koehn #2 well from the Bartlesville but has determined that it should be used as an injection well within the Unit.

E. Upon further redirect examination the witness stated that he had given a value to the Koehn #2 well within the division of interest formula and given the Unit the credit it is owed by that well; the Koehn #2 well was analyzed with all of the other wells on an equal basis.

5. Jet then called its third witness and the following testimony was presented:

A. Van Nguyen is a petroleum engineer employed by Deminex U.S. Oil and Jet; his qualifications were accepted as an expert witness. The witness had been working on the project since 1985 by evaluating the production of the Unit and the surrounding units in preparing the participation formula. Primary production history in the area shows that the original production was oil with cumulative production from the Bartlesville in the proposed unit of 650,000 barrels of oil to date; this production is presently declining with peak production reached mid year 1977 and 900 barrels per month being produced in mid 1985.

Exhibit #13 was presented and accepted into evidence. It is a waterflood study for the proposed West Langston Bartlesville Sand Unit which was prepared by the witness. Approximately 19.2% of 3.1 MBO in place has already been recovered from the Unit; the witness anticipates that an additional 18.5% will be recovered once the waterflood is in place for a total recovery of 1.1 MBO. Costs of the Plan will be approximately 1.2 million dollars; the first phase will cost \$450,000.00 and the second phase, which will be the drilling phase, will cost approximately \$800,000. 53% of the costs will be borne by Jet who anticipates the generation of \$6 for every \$1 spent or about \$7 million dollars over the project's life.

The tract participation formula was derived after the input of interested working interest and royalty interest owners; there had been no input by Mr. Cassidy because after an invitation was extended by Jet to Mr. Cassidy to help plan the Unit there had been no response from Mr. Cassidy except a statement from his representative at the first meeting who said that Mr. Cassidy opposed the Unit and had no intention of participating in it. The witness had calculated that 1.4951% is equal to the tract participation of Mr. Cassidy after considering various factors. Jet currently has 13 productive wells and 3 inactive wells within the Unit. The source of injection water will be from the Endicott formation and the first phase injection amount will be 1,500 barrels of water per day. Secondary recovery will enhance production without any adverse affect on the offsets and such a waterflood can be economically developed. There have been three meetings that have taken place for discussion with the various participants in the Unit; these three meetings covered approximately four days with one held in Tulsa and two held in Dallas. Jet already operates two waterfloods in Oklahoma and five to six waterfloods in Texas of a comparable size and anticipates that this waterflood will be run in a similar manner.

The Unit Plan proposes 8 injection wells initially and 11 producing wells. The Koehn #2 well is needed in the unit as an injection well; while Jet does not propose the taking of any of the Skinner rights from Mr. Cassidy any production from the Skinner would have to be by multiple completion so that fluid can be injected into the Bartlesville.

Exhibit #14 was presented and accepted into evidence and it is a 1002A on the Koehn #2 well with an IP shown from the Mississippi of 60 barrels per day. The witness noted that he had calculated the returns for the project at \$17.50 per barrel of oil. The witness had taken into account the fact that the Bartlesville production from the Koehn #2 well was 1.1% of the total primary production of the entire unit and thus had given a value to the well of approximately 1.5% which is greater than the actual 1.1% ratio of production. The witness stated that granting the subject Application would prevent waste and protect correlative rights and result in a greater recovery of oil that would otherwise be lost.

B. Upon cross-examination the witness stated that the 7,000 barrels of oil initially produced by the Koehn #2 well from the Bartlesville was not given any weight in his study but instead he had reviewed the acreage porosity, not the well itself which would explain the porosity map showing no porosity for the Koehn #2 well. The Koehn #2 well is a minimal well that cannot be left out of the Unit because the reservoir is continuous to the Bartlesville and injection into the Bartlesville would eventually push oil toward the Koehn #2 well; if said well were not included within the Unit Mr. Cassidy could then drill a well to produce the Bartlesville or use the existing perforations into the Bartlesville in the Koehn #2 well to produce oil that may migrate to that well from the waterflood.

6. Cassidy then called its first witness and the following testimony was presented:

A. Dawson Lassiter is a geological engineer who was qualified as an expert witness in the field of geology; he is familiar with the Koehn #2 well and had performed a study to evaluate the well in relationship to the Unit. He stated that the well was spud in 1977 and completed in the Bartlesville; it was worked over in 1982 and recompleted in the Skinner with initial production in the Skinner of 24 to 25 barrels oil per day which has now declined to 3.5 barrels of oil per day; currently the well is an economic producer.

Exhibit #15 was presented and accepted into evidence and is an economic analysis of the Koehn #2 well. The first page shows a flow stream for five years and ultimate projected production of 13,700 barrels of oil; with 7,500 barrels of oil already produced there are approximately 6,500 barrels of oil in place which should be produced within approximately five years; the witness had assumed a price of \$20 per barrel of oil with a 1/8 lease making the Skinner reserves worth \$44,226. The witness stated that presently the Bartlesville is capable of only making less than 1 barrel of oil per day. The Skinner equipment on the well has been valued by the witness and the foreman of the well at approximately \$44,000. The witness stated that it would cost approximately \$150,000 to drill a new well which would not be economical only for the Skinner production which presently has a value of approximately \$44,000.

As to producing from the Skinner zone while injecting into the Bartlesville zone, the witness stated that this would be mechanically completed and would not be feasible in the present wellbore; it would also be difficult, if not impossible, to operate the well with two operators. The witness believes that if the Skinner production is abandoned for 16 years, recompletion in the Skinner and startup of the well for the Skinner may not be possible and the current rate of 3.5 barrels of oil per day may not ever be achieved again. The witness further pointed out that if Mr. Cassidy continues to operate the well from the Skinner and

plugs off the Bartlesville zone that would be an additional expense to him.

B. Upon cross-examination the witness stated that he began his study of the area in June or July of 1987 and had reviewed the Plan of Unitization, well plats and the isopach as attached to the Application; the witness had not evaluated the engineering plan. The witness had reviewed the weekly gauge sheets from the well from 1982 to present and found that the well had sustained a rate of 3.5 barrels of oil for the past 19 to 20 weeks and had thus used that rate in his projections. His production projections had also been based on the pressure information that he had determined from this review of the gauge sheets and the other well information he had been provided with. While the perforations shown on the 1002A are correct those particular perforations are not for the Mississippi zone but for the Bartlesville zone which is stated on the scort ticket. The witness had not visited the wellsite but had asked Mr. Cassidy and the foreman to give an evaluation of the well equipment on the well. The witness had studied the area and agrees that the Bartlesville underlies Mr. Cassidy's lease and that said Bartlesville is a part of the same Bartlesville formation that underlies the N/2 of Section 8.

C. Upon redirect examination the witness stated that he personally had never evaluated the equipment on the well but had only mentioned the value of the equipment to show that it is not economic at this time to drill a new well in the area only for the Skinner reserves. The witness believes that a takeover by Jet of the well would preclude Skinner production in this well because it is economically impossible to multiply complete the well due to the potential mechanical problems and the cost of the equipment to be installed; thus, this would require a new well; Mr. Cassidy would have to lose the Skinner production for 16 years; or Mr. Cassidy would have to plug off the Bartlesville perforations and only produce from the Skinner zone.

7. Jet then called a rebuttal witness and the following testimony was presented:

A. Suzanne Hawkins is a petroleum engineer for Deminex whose qualifications as an expert witness in the field of petroleum engineering were accepted. She stated that there are two wells on the Cassidy lease and that production from both wells was reported to Dwrights as ranging in 1982 from 1,277 barrels of oil to 1986 when only 390 barrels of oil was reported as produced while the status in March, 1986, was shown as inactive.

8. The evidence established that the size and shape of the Unit area is such as is reasonably required for the successful and efficient conduct of the unitized method or methods of operation for which the Unit is to be created.

9. The Commission finds that the unitized management, operation and further development of the Bartlesville Sand source of supply within the unit area is reasonably necessary in order to effectively carry on pressure-maintenance or repressuring operations, or any combination thereof, or any other form of joint effort calculated to substantially increase the ultimate recovery of oil and gas from the common source of supply.

10. The value of the oil to be recovered by secondary methods far exceeds the additional costs of the secondary recovery project. One or more of the above unitized methods of operation is feasible as applied to this common source of supply, will prevent waste and with reasonable probability will result in the

increased recovery of substantially more oil and gas from the common source of supply than otherwise would be recovered. The estimated additional cost of conducting unitized operations will not exceed the value of the additional oil and gas recovered.

11. The Commission finds that unitization and the adoption of one or more of the methods of unitized operation referred to above is for the common good and will result in the protection of correlative rights of all owners of oil and gas rights in the unit area.

12. Detailed evidence was presented at the hearing in support of the Plan of Unitization including evidence offered by the Applicant reflecting the ratification and approval of the proposed Plan of Unitization by 83% of the working interest owners and 76.5% of the royalty owners underlying the area to be effected. The proposed Plan contains fair, reasonable and equitable provisions for the unitized management and control of further development and operation of the Unit area for the recovery of oil and gas from the common source of supply there under. Operations are to be under the control of the Unit, with Applicant acting as first Unit Operator. The Plan provides proper and equitable provisions for the selection and change of the Unit Operator and for supervision, control, and direction of operations by the unit and its operating committee.

13. The Commission finds that the Plan contains fair, reasonable and equitable provisions for the apportionment and allocation of the Unit production among and to the several separately owned tracts within the Unit area such as will reasonably permit persons otherwise entitled to share in or benefit by the production from such separately owned tracts to produce or receive in lieu thereof their fair, equitable and reasonable share of the Unit production and other benefits thereof, and that each tract's fair, equitable and reasonable share of the Unit production has been measured by the value of each tract for oil and gas purposes and its contributing value to the Unit in relation to like values of other tracts in the Unit, taking into account acreage, the quantity of oil and gas recoverable therefrom, location on structure, the probable productivity of oil and gas from the tract in the absence of the Unit operation and the burden of operation to which the tract will or is likely to be subject, together with other pertinent factors.

The Commission finds that the allocation formula is fair, reasonable and just, and allocates to each person entitled to share in or benefit by the production from separately owned tracts in the Unit area, his fair, equitable and reasonable share of Unit production and benefits. The plan also contains adequate provision for correction of errors in the Plan or its provisions.

14. The Commission finds that the Plan contains fair, reasonable and equitable provisions concerning the manner in which the Unit and further development and operation of the Unit shall or may be financed, and the basis, terms and conditions on which the costs and expense thereof shall be apportioned among and assessed against the tracts and interests made chargeable therewith. The Plan provides a reasonable, fair and equitable basis upon which wells, equipment and other properties of the several lessees within the Unit area are to be taken over and used for Unit operations, including the method of arriving at the compensation therefor, or of otherwise proportionately equalizing or adjusting the investment of the several lessees therein. The Plan contains fair, reasonable and equitable provisions for detailed accounting procedure governing all charges and credits incident to its operations; and for carrying or otherwise

financing lessees who are unable to promptly meet their financial obligations in connection with the Unit at an interest rate as set forth in the Plan, which under the circumstances here is just and reasonable.

* In addition, if John Cassidy or any other Lessee who is a nonsignatory party to the Plan of Unitization elects not to participate and pay his share of costs, including costs which could be chargeable under paragraph 16.7 of the Unit Agreement, or fails or is unable to meet promptly their financial obligations in connection with the Unit, the unpaid balance of their share of Unit expense shall be carried and paid by the Unit Operator or at the Unit Operator's option, or by all non-defaulting Lessees who are signatory to this Plan of Unitization, in the proportion that the Unit participation of each bears to the total Unit participation of all such Lessees. Such amounts shall bear interest at the rate of prime plus 1% at Republic Bank Dallas, N.A., Dallas, Texas, as is more particularly set forth on Page 1 of Exhibit "C" in Paragraph 3 of Section 1. Lessees so paying shall be reimbursed therefor, together with interest thereon, when the amounts so carried and the interest thereon are collected from the Lessees or interests primarily chargeable therewith. If any Lessee fails to pay its share of Unit Expense when due, Unit Operator (on behalf of itself and the other Lessees that carry and pay the defaulting Lessee's share of Unit Expense) shall be entitled:

- a. To take and market or itself purchase the defaulting Lessee's share of Unit Production, including all overriding royalty interests, oil and gas payments, or other interests in excess of the one-eighth royalty, or to otherwise collect and receive the proceeds from the sale thereof,
- b. To take all credits of any such defaulting Lessee resulting from the sale or other disposal of Unit Equipment, and
- c. To take all credits of any such defaulting Lessee resulting from any investment adjustment,

until an amount equal to 200 percent of the unpaid amount of Unit Expense owed by the defaulting Lessee has been recovered from the net proceeds attributable to a., b. and c. above. The recovered amounts shall be periodically paid over proportionately to the non-defaulting Lessees who carried and paid the defaulting Lessee's share of Unit Expense. After recovery of the 200 percent, all surplus sums thereafter recovered that are attributable to the defaulting Lessee shall be disbursed to said Lessee.

15. The Commission finds that the Plan contains fair, reasonable and equitable provisions reflecting the procedure and basis upon which wells, equipment and other properties of the several lessees within the Unit are to be taken over and used for Unit operations and for adjustments of inventory between the various lessees.

16. The Commission finds that the Plan contains fair, reasonable and equitable provisions for the creation of an operating committee to have general overall management and control of the Unit and the conduct of its business and affairs and the operations carried on by it, together with the creation or designation of such other subcommittees, boards or officers to function under authority of the operating committee as may be necessary, proper or convenient in the efficient management of the Unit, defining the powers and duties of all such committees, boards or officers and prescribing their tenure and time and method for their selection.

17. The Commission finds that the Plan of Unitization contains provisions for its effective date, and for the time when and means for its operations shall cease and the unit be dissolved and its affairs wound up.

18. The testimony further established that the Anna Priess No. 1 well located in the SW/4 of the NW/4 of the NW/4 of Section 9, Township 17 North, Range 1 West, Logan County, Oklahoma, is a representative well completed in the Bartlesville Sand separate common source of supply. The electric log of said well was offered and received into evidence as a part of the engineering report.

19. This Application should be granted in the interest of conservation, to prevent waste and to secure the greatest ultimate recovery of oil and gas and to protect the correlative rights of all parties.

20. When, in the opinion of the operator and the operating committee, the continued maintenance and operation of the West Langston Bartlesville Sand Unit is economically feasible the operator of the Unit upon abandonment shall file with the Oklahoma Corporation Commission an application seeking authorization to abandon the Unit and terminate its effectiveness.

ORDER

IT IS THEREFORE ORDERED by the Corporation Commission of the State of Oklahoma as follows:

1. The Application of Jet Oil Company filed herein is hereby granted and allowed in all respects as in accordance with the Order set forth herein.

2. The Bartlesville Sands separate common source of supply underlying the following:

The SE/4 SW/4; and the SW/4 SE/4 both in Section 5; the E/2 NW/4, the NE/4, the NE/4 SW/4, and the N/2 SE/4 all in Section 8; and the NW/4, the W/2 NE/4, the N/2 SW/4, and the SW/4 SE/4 all in Section 9, all in Township 17 North, Range 1 West, Logan County, Oklahoma

is by this Order unitized for the management and operation of secondary recovery in accordance with and pursuant to the Plan of Unitization attached to the Application and submitted into evidence, a copy of which is attached hereto, marked Exhibit "1" and made a part hereof.

3. It is further Ordered by the Corporation Commission that any Lessee who is a nonsignatory party to the Plan of Unitization, and is unwilling to pay its share of Unit expense may elect to not pay under the provisions of Section 17.5 of the Unit Agreement and be subject to the same penalties as provided to parties who are unable to pay.

4. The West Langston Bartlesville Sand Unit is hereby created, having as its purpose the unitized management, operation and further development of the common source of supply described as the Bartlesville Sands and that Jet Oil Company is by this Order appointed as the party permitted and authorized to initiate and operate the waterflood under the Plan of Unitization approved and submitted herein.

5. The West Langston Bartlesville Sand Unit is hereby created as a body corporate, all as provided in Title 52 O.S. §287.1 et seq. It has been ratified and confirmed by the requisite percentages of the lessees and royalty owners all as provided in Title 52 O.S. §287.4.

6. Said Plan of Unitization is by this Order made effective as of December 1, 1987, and Jet Oil Company, as initial unit operator, is directed to file with the Commission within thirty (30) days after the effective date of the taking over of the Unit area and the commencement of Unit operations by filing with the Secretary of the Commission a Certificate of Effectiveness describing the hour, day and year on which the unit took over and commenced Unit operations and the lands included within the Unit area.

DOE AND PERFORMED this 9 day of NOVEMBER, 1987.

OKLAHOMA CORPORATION COMMISSION

James B. Townsend
James B. Townsend, Chairman

Norma Eagleton
Bob Hopkins, Vice Chairman

Norma Eagleton, Commissioner

ATTEST:

Berdee S. Holt

Berdee S. Holt, Secretary

REPORT OF THE HEARING OFFICER

The foregoing Findings and Order are the report and recommendations of the Hearing Officer.

APPROVED:

Randy S. Specht
(signature)

11/5/87
Date

RANDY SPECHT
Hearing Officer

W. J. Ode
Reviewer: FORTIMBAKER

11-6-87
Date

FILED
JUN 15 1937

APPLICANT: JET OIL COMPANY)

RELIEF SOUGHT: CREATION OF THE)
WEST LANGSTON BARTLESVILLE SAND)
UNIT AND APPROVAL OF THE PLAN)
OF UNITIZATION)SECRETARY
CORPORATION COMMISSION
OF OKLAHOMALEGAL DESCRIPTION: THE SE/4 SW/4,) CAUSE CD NO. 139853
AND THE SW/4 SE/4 BOTH IN SECTION)
5; THE E/2 NW/4, THE NE/4, THE NE/4)
SW/4, AND THE N/2 SE/4 ALL IN)
SECTION 8; AND THE NW/4, THE W/2)
NE/4, THE N/2 SW/4, AND THE NW/4)
SE/4 ALL IN SECTION 9; ALL IN TOWN-)
SHIP 17 NORTH, RANGE 1 WEST, LOGAN)
COUNTY, OKLAHOMA.)A P P L I C A T I O N

1. Applicant is Jet Oil Company whose address is Plaza of Americas, 700 N. Pearl, Lock Box 340, Dallas, Texas 75201. Jet Oil Company is the owner of oil and gas leases within the unit area hereinafter described and is the proposed initial operator of the unit. The name and address of each party being made a respondent to this application is shown on Exhibit "A" attached hereto and made a part hereof.

2. (A) The following described land in Logan County, Oklahoma: the SE/4 SW/4; and the SW/4 SE/4 both in Section 5; the E/2 NW/4, the NE/4, the NE/4 SW/4, and the N/2 SE/4 all in Section 8; and the NW/4, the W/2 NE/4, the N/2 SW/4, and the NW/4 SE/4 all in Section 9, all in Township 17 North, Range 1 West, Logan County, Oklahoma, is underlain by the Bartlesville Formation common source of supply found between 5133 feet to 5151 feet, as shown on the electric log of the Anna Priess No. 1 Well located in the SW/4 of NW/4 of NW/4 of Section 9, Township 17 North, Range 1 West, Logan County, Oklahoma. The Bartlesville Formation contains oil and constitutes a common source of supply of oil found in the Bartlesville Formation underlying the above described land. The Bartlesville Formation common source of supply included within the unit area, as herein and above set forth, is of such size and shape as may be reasonably required for the successful and efficient conduct of the unitized method or methods of operation for which the unit is created. The conduct of a secondary recovery operation thereof will have no material adverse effect upon the Bartlesville Formation common source of supply under adjoining lands.

(B) The Bartlesville Formation common source of supply underlying the above described land has been largely depleted for primary oil production purposes. Applicant believes that a secondary recovery waterflooding operation will result in the increased recovery of oil from the Bartlesville Formation common source of supply. Applicant proposes the creation of a unit to be called West Langston Bartlesville Sand Unit for the further development, exploration and operation of the Bartlesville Formation common source of supply of oil underlying the above described land in Logan County, Oklahoma.

(C) The unitized management, operation and further development of the Bartlesville Formation common source of supply underlying the above described land is necessary in order to effectively carry on the waterflooding operations and other form of joint efforts which are calculated to substantially increase the ultimate recovery of oil and gas from the Bartlesville Formation common source of supply. Such unitized method of operation in the waterflooding of the common source of supply as applied to this Bartlesville Formation common source of supply are feasible, will prevent waste and with reasonable probability result in the increased recovery of substantially more oil and gas

from the Bartlesville Formation common source of supply than would otherwise be recovered. The estimated additional cost of conducting such secondary recovery operation will not exceed the value of the additional oil and gas to be recovered. Such unitization and waterflooding operation is for the common good and will result in the general advantage of the owners of oil and gas rights within the common source of supply. Attached hereto, marked Exhibit "1", is a proposed Plan of Unitization for the West Langston Bartlesville Sand Unit. Attached to that Plan of Unitization, marked Exhibit "A", is a plat upon which the various tracts are shown and upon which the unit outlined is reflected. And Exhibit "B" is a description of the various tracts making up the unit area.

(D) The Plan of Unitization attached to this Application marked Exhibit "1", contains fair, reasonable and equitable provisions for:

1. The efficient unitized management and control of the further development and operation of the unit area for the recovery of oil and gas from the Bartlesville Formation common source of supply. Such Plan of Unitization calls for the operation to be carried on by unit operator initially designated to be Jet Oil Company, all subject to the supervision and direction of the operating committee of the unit.

2. The Plan of Unitization contains a division of interest allocating production from the separately owned tracts within the unit. Such division of interest will reasonably permit persons otherwise entitled to share in or benefit by the production from their separately owned tracts to produce or receive in lieu thereof their fair, equitable and reasonable share of the unit production. Each tract's fair, equitable and reasonable share of the unit production has been measured by the value of each tract for oil and gas purposes and its contributing value to the unit in relation to like values of other tracts in the unit taking into account acreage, the quantity of oil and gas recoverable therefrom, location on structure, the probable productivity of oil and gas from the tract in the absence of the unit operations and the burden of operations to which the tract will or is likely to be subjected and other pertinent engineering, geological and operating factors.

3. The Plan of Unitization provides the manner in which the unit will be further developed, how the operation and development of the unit area shall be financed, the basis, terms and conditions on which the costs and expenses thereof shall be apportioned among and assessed against the tracts and interest chargeable therewith, and includes a detailed accounting procedure covering all charges and credits incident to such operation. The plan does contain fair and reasonable provisions as to the time and rate of interest for carrying or otherwise financing the lessees who are not able to promptly meet their financial obligations in connection with unit.

4. The Plan contains provisions showing the procedure and basis upon which wells, equipment and properties of the several lessees within the unit area are to be taken over and used for unit operations and the plan further provides for adjustment of inventory between the various leases.

5. The Plan of Unitization provides for the creation of the operating committee to have general overall management and control of the unit, and the conduct of its business and affairs in operations carried on by it, together with the creation or designation of such other subcommittees and

officers as may be necessary to function under the authority of the operating committee. The Plan defines the powers and duties of the committee and officers.

6. The Plan provides when it shall become effective and the time when and the conditions under which it and the method by which the unit may be dissolved and its affairs wound up.

E. The unitization and the unitized operation of the Bartlesville Formation common source of supply underlying the lands heretofore described is for the common good and will result in the general advantage of the owners of the oil and gas rights within that common source of supply. The terms and conditions contained in the Plan of Unitization for the further development of the unitized common source of supply are fair, reasonable, and equitable and are necessary and proper to protect, safeguard and adjust the respective rights and obligations of the several persons affected thereby, including royalty owners, overriding royalty owners, lessees and the owners of other interest of any sort entitling them to share in the production of the unitized formation.

F. Applicant proposes that the unit carry on a secondary recovery operation by waterflooding with the proposed initial injection wells to be located as follows in Township 17 North, Range 1 West, Logan County, Oklahoma:

<u>Well</u>	<u>Location</u>
Nivens #3	NE/4 SE/4 SW/4 Section 5
Howland #2	SW/4 NE/4 NW/4 Section 8
Barnes #1-8	NW/4 NE/4 SW/4 Section 8
Koehn #2	NE/4 SE/4 Section 8
Anna Priess #1	SW/4 NW/4 NW/4 Section 9
Anna Priess #2	SE/4 NE/4 NW/4 Section 9
Koehn #1-A	NE/4 NE/4 SW/4 Section 9
Schneider #1	SW/4 NE/4 Section 9

3. The relief requested is authorized by Title 52, O.S. §287.1 et seq.

4. The relief requested by Applicant is approval of the Plan of Unitization for the West Langston Bartlesville Sand Unit covering the land heretofore described in Logan County, Oklahoma, creation of such unit and the authorization of carrying on of the

unit operation by water flooding and the approval of all of the above proposed injection wells and designating Jet Oil Company as the initial operator of the unit.

JET OIL COMPANY

BY: James M. Peters
James M. Peters, OBA #7078
1719 First National Center West
Oklahoma City, OK 73102
(405) 232-5481

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APPLICANT: JET OIL COMPANY)
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 RELIEF SOUGHT: CREATION OF THE)
 WEST LANGSTON BARTLESVILLE SAND)
 UNIT AND APPROVAL OF THE PLAN)
 OF UNITIZATION)
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 LEGAL DESCRIPTION: THE SE/4 SW/4,)
 AND THE SW/4 SE/4 BOTH IN SECTION)
 5; THE E/2 NW/4, THE NE/4, THE NE/4)
 SW/4, AND THE N/2 SE/4 ALL IN)
 SECTION 8; AND THE NW/4, THE W/2)
 NE/4, THE N/2 SW/4, AND THE NW/4)
 SE/4 ALL IN SECTION 9; ALL IN TOWN-)
 SHIP 17 NORTH, RANGE 1 WEST, LOGAN)
 COUNTY, OKLAHOMA.)

SECRETARY
 CORPORATION COMMISSION
 OF OKLAHOMA

CAUSE CD NO. 139853

Randall Speck
521-4116

INITIAL REPORT OF THE HEARING OFFICER

This cause came on for hearing before Kathleen M. McKeown, Hearing Officer for the Corporation Commission of the State of Oklahoma, on the 31st day of August, 1987, and was continued to September 1, 1987, at 8:30 a.m. in the Commission's Courtroom, Jim Thorpe Building, Oklahoma City, Oklahoma, pursuant to notice given as required by law and the rules of the Commission for the purpose of taking testimony and reporting to the Commission.

At the time of the hearing, James M. Peters, attorney, appeared on behalf of applicant, Jet Oil Company (hereinafter "Jet"); John M. Rowntree, attorney, appeared on behalf of John Cassidy, Jr. (hereinafter "Cassidy"); Anne George and Michael D. Stack, attorneys, appeared on behalf of Samson Resources Company; and Bonita J. Hyatt, Deputy General Counsel for Conservation, filed notice of appearance.

The Hearing Officer proceeded to hear this cause and reports as follows:

FINDINGS

1. That CD 139853 is the application of Jet Oil Company for creation of the West Langston Bartlesville Sand Unit and approval of the plan of unitization in the SE/4 SW/4, and the SW/4 SE/4 both in Section 5; the E/2 NW/4, the NE/4, the NE/4 SW/4, and the N/2 SE/4 all in Section 8; and the NW/4, the W/2 NE/4, the N/2 SW/4, and the NW/4 SE/4 all in Section 9; all in Township 17 North, Range 1 West, Logan County, Oklahoma.

2. That the Commission has jurisdiction over the subject matter herein and notice has been given in all respects as required by law and the rules of the Commission.

3. Jet called its first witness and the following testimony was presented:

A. George Gleason is a landman employed by Jet whose qualifications were accepted as an expert witness. He is familiar with the application and has been responsible for securing the ratifications of the working interest and royalty interest owners in the proposed unit. Jet owns the right to drill within the 800 acres covered by the subject application; it also operates wells within the 800 acre area. Notice of the subject application was given to all of the parties entitled to production from the proposed unit; all of the parties on the Exhibit A attached to the application were sent a copy of the unit plan with an attached ratification form. Jet currently has under lease 43%

of the 800 acres with ratification by the royalty owners totaling 76.5% and ratification by the working interest owners totaling 83.8%; these figures are sufficient to meet the 63% criteria required by the Oklahoma unitization statute. If the application is granted Jet is requesting that the effective date of the unit be the first day of the month following the first full month subsequent to the issuance of the order. Jet has on file the proper bond with the Corporation Commission and operates wells within the state; Jet requested that it be named the operator of the waterflood unit.

B. Upon cross-examination the witness stated that he is familiar with the unit plan and the Cassidy lease and Skinner well (hereinafter the "Koehn #2 well"); the Koehn #2 well would be a part of the unit plan and Jet would operate it as to the Bartlesville but not as to any other formation.

Exhibit #8 was presented and accepted into evidence and is the plan of unitization for the subject area. Jet is offering compensation to Cassidy on the basis of a property appraisal by the operating committee as set forth in the unitization plan; paragraph 16.4 of the unitization plan sets forth the investment adjustment for each lessee within the unit. The witness was not sure but did not believe that there would be any compensation for the lost Skinner production from the Koehn #2 well; rather, the well would be used as a Bartlesville injection well for the life of the project (which is estimated at 16 years). The witness stated that if the application is granted Mr. Cassidy must participate within the unit. As to payment of unit expenses, paragraph 17.5 in Exhibit #8 addresses unpaid unit expenses but only as to those parties who are unable to pay; parties who are unwilling to pay would not be allowed to have their proportionate share of the expenses taken out of their share of production.

C. Upon redirect examination the witness stated that the unitization plan relates only to rights in the Bartlesville formation. He pointed out that paragraph 19.2 of Exhibit #8 states that Mr. Cassidy could still produce the Skinner zone if the Koehn #2 well is multiply completed.

4. Jet then called its second witness and the following testimony was presented:

A. Kenneth B. Price is a geologist employed by Deminex U.S. Oil; Jet is a subsidiary of Deminex; the witness' qualifications were accepted as an expert. The witness had spent a total of two or three months working on the project and had met with various operators and working interest owners in the subject area. In preparing his study of the area he had reviewed the electric logs, porosities and resistivity logs as well as production reports, computer service information, scout tickets, etc. Exhibit #9 was presented and accepted into evidence and it is a Base Plat of the West Langston Bartlesville Sand Unit with the boundary of said unit outlined in yellow; to the west of the subject unit is the Sun operated waterflood unit in the Bartlesville Sand. Presently there are 21 wells within the subject unit. The witness stated that his study has shown the Bartlesville to be an offshore bar with a dip to the west and an a paleo stripe running northwest/southeast; it is a sand with a good porosity trend throughout the unit but is separated from the offsetting waterflood unit by two dry holes in the western part of Section 8; the Bartlesville is found at a depth of 5,133' to 5,151'.

Exhibit #10 was presented and accepted into the evidence and is an A-A' cross-section hung on the top of the Pink Lime showing the Bartlesville Sand running through Sections 5 and 8 on a north/south sequence; this cross-section shows the continuity of the Bartlesville Sand within and outside of the proposed unit. The witness noted that the Skinner sand in the well is located at 4,960' which is above the

Bartlesville; the Koehn #2 well did produce from the Bartlesville at one time.

Exhibit #11 was presented and accepted into the evidence and is a B-B' cross-section hung on the top of the Pink Lime showing the West Langston Bartlesville Sand Unit and, once again, the regional continuity of the sand. The witness' study shows that the unit must be located in the middle of the Bartlesville trend to avoid nonporosity and, thus, noncommercial wells. Exhibits #10 and #11 help define the parameters of the unit and the best location for the unit; the witness had also reviewed other cross-sections to determine the averages of good net porosity needed to complete commercial wells; he has also reviewed various subsurface maps in his study.

Exhibit #12 was presented and accepted into evidence and is a porosity net pay map of the proposed unit which has been contoured on all of the wells within the unit as well as several wells outside of the unit; the witness noted that increasing pore value is found at the apex of the unit which indicates a higher oil pressure presence. The witness feels a successful waterflood operation can be carried on in this unit.

B. Upon cross-examination the witness stated that he had shown the Koehn #2 well having no pay in the Bartlesville and thus it is proposed that the well will be an injection well. While the well has some porosity in the Bartlesville it is not 8% porosity which the witness had used as the cutoff on Exhibit #12.

C. Upon redirect the witness stated that the mapping of the Koehn #2 well on Exhibit #12 does not mean there are no feet of net Bartlesville pay in said well but that there is no net pay in the Koehn #2 well that meets the 8% porosity cutoff and thus the well only has value as an injection well for the Bartlesville sand.

D. Upon recross-examination the witness stated that he did not know the rate or production of the Koehn #2 well from the Bartlesville but has determined that it should be used as an injection well within the unit.

E. Upon further redirect examination the witness stated that he had given a value to the Koehn #2 well within the division of interest formula and given the unit the credit it is owed by that well; the Koehn #2 well was analyzed with all of the other wells on an equal basis.

5. Jet then called its third witness and the following testimony was presented:

A. Van Nguyen is a petroleum engineer employed by Deminex U.S. Oil and Jet; his qualifications were accepted as an expert witness. The witness had been working on the project since 1985 by evaluating the production of the unit and the surrounding units in preparing the participation formula. Primary production history in the area shows that the original production was oil with cumulative production from the Bartlesville in the proposed unit of 650,000 barrels of oil to date; this production is presently declining with peak production reached mid year 1977 and 900 barrels per month being produced in mid 1985.

Exhibit #13 was presented and accepted into evidence. It is a waterflood study for the proposed West Langston Bartlesville Sand Unit which was prepared by the witness. Approximately 19.2% of 3.1 MBO in place has already been recovered from the unit; the witness anticipates that an additional 18.5% will be recovered once the waterflood is in place for a total recovery of 1.1 MBO. Cost of the plan will be approximately 1.2 million dollars; the first phase will cost \$450,000 and the second phase, which will be the drilling phase, will cost

approximately \$800,000. 53% of the costs will be borne by Jet who anticipates the generation of \$6 for every \$1 spent or about \$7 million dollars over the project's life.

The tract participation formula was derived after the input of interested working interest and royalty interest owners; there had been no input by Mr. Cassidy because after an invitation was extended by Jet to Mr. Cassidy to help plan the unit there had been no response from Mr. Cassidy except a statement from his representative at the first meeting who said that Mr. Cassidy opposed the unit and had no intention of participating in it. The witness had calculated that 1.4951% is equal to the tract participation of Mr. Cassidy after considering various factors. Jet currently has 13 productive wells and 3 inactive wells within the unit. The source of injection water will be from the Endicott formation and the first phase injection amount will be 1,500 barrels of water per day. Secondary recovery will enhance production without any adverse affect on the offsets and such a waterflood can be economically developed. There have been three meetings that have taken place for discussion with the various participants in the unit; these three meetings covered approximately four days with one held in Tulsa and two held in Dallas. Jet already operates two waterfloods in Oklahoma and five to six waterfloods in Texas of a comparable size and anticipates that this waterflood will be run in a similar manner.

The unit plan proposes 8 injection wells initially and 11 producing wells. The Koehn #2 well is needed in the unit as an injection well; while Jet does not propose the taking of any of the Skinner rights from Mr. Cassidy any production from the Skinner would have to be by multiple completion so that fluid can be injected into the Bartlesville.

Exhibit #14 was presented and accepted into evidence and it is a 1002A on the Koehn #2 well with an IP shown from the Mississippi of 60 barrels per day. The witness noted that he had calculated the returns for the project at \$17.50 per barrel of oil. The witness had taken into account the fact that the Bartlesville production from the Koehn #2 well was 1.1% of the total primary production of the entire unit and thus had given a value to the well of approximately 1.5% which is greater than the actual 1.1% ratio of production. The witness stated that granting the subject application would prevent waste and protect correlative rights and result in a greater recovery of oil that would otherwise be lost.

B. Upon cross-examination the witness stated that the 7,000 barrels of oil initially produced by the Koehn #2 well from the Bartlesville was not given any weight in his study but instead he had reviewed the acreage porosity, not the well itself which would explain the porosity map showing no porosity for the Koehn #2 well. The Koehn #2 well is a minimal well that cannot be left out of the unit because the reservoir is continuous to the Bartlesville and injection into the Bartlesville would eventually push oil toward the Koehn #2 well; if said well were not included within the unit Mr. Cassidy could then drill a well to produce the Bartlesville or use the existing perforations into the Bartlesville in the Koehn #2 well to produce oil that may migrate to that well from the waterflood.

6. Cassidy then called its first witness and the following testimony was presented:

A. Dawson Lassiter is a geological engineer who was qualified as an expert witness in the field of geology; he is familiar with the Koehn #2 well and had performed a study to evaluate the well in relationship to the unit. He stated that the well was spud in 1977 and completed in the Bartlesville; it was worked over in 1982 and recompleted in the Skinner with initial production in the Skinner of 24 to 25 barrels of oil per day which has now declined to 3.5 barrels of oil per day; currently the well is an economic producer.

Exhibit #15 was presented and accepted into evidence and is an economic analysis of the Koehn #2 well. The first page shows a flow stream for five years and ultimate projected production of 13,700 barrels of oil; with 7,500 barrels of oil already produced there are approximately 6,500 barrels of oil in place which should be produced within approximately five years; the witness had assumed a price of \$20 per barrel of oil with a 1/8 lease making the Skinner reserves worth \$44,226. The witness stated that presently the Bartlesville is capable of only making less than 1 barrel of oil per day. The Skinner equipment on the well has been valued by the witness and the foreman of the well at approximately \$44,000. The witness stated that it would cost approximately \$150,000 to drill a new well which would not be economical only for the Skinner production which presently has a value of approximately \$44,000.

As to producing from the Skinner zone while injecting into the Bartlesville zone, the witness stated that this would be mechanically complicated and would not be feasible in the present wellbore; it would also be difficult, if not impossible, to operate the well with two operators. The witness believes that if the Skinner production is abandoned for 16 years, recompletion in the Skinner and startup of the well for the Skinner may not be possible and the current rate of 3.5 barrels of oil per day may not ever be achieved again. The witness further pointed out that if Mr. Cassidy continues to operate the well from the Skinner and plugs off the Bartlesville zone that would be an additional expense to him.

B. Upon cross-examination the witness stated that he began his study of the area in June or July of 1987 and had reviewed the plan of unitization, well plats and the isopach as attached to the application; the witness had not evaluated the engineering plan. The witness had reviewed the weekly gauge sheets from the well from 1982 to present and found that the well had sustained a rate of 3.5 barrels of oil for the past 19 to 20 weeks and had thus used that rate in his projections. His production projections had also been based on the pressure information that he had determined from his review of the gauge sheets and the other well information he had been provided with. While the perforations shown on the 1002A are correct those particular perforations are not for the Mississippi zone but for the Bartlesville zone which is stated on the scout ticket. The witness had not visited the wellsite but had asked Mr. Cassidy and the foreman to give an evaluation of the well equipment on the well. The witness had studied the area and agrees that the Bartlesville underlies Mr. Cassidy's lease and that said Bartlesville is a part of the same Bartlesville formation that underlies the N/2 of Section 8.

C. Upon redirect examination the witness stated that he personally had never evaluated the equipment on the well but had only mentioned the value of the equipment to show that it is not economic at this time to drill a new well in the area only for the Skinner reserves. The witness believes that a takeover by Jet of the well would preclude Skinner production in this well because it is economically impossible to multiply complete the well due to the potential mechanical problems and the cost of the equipment to be installed; thus, this would require a new well; Mr. Cassidy would have to lose the Skinner production for 16 years; or Mr. Cassidy would have to plug off the Bartlesville perforations and only produce from the Skinner zone.

7. Jet then called a rebuttal witness and the following testimony was presented:

A. Suzanne Hawkins is a petroleum engineer for Deminex whose qualifications as an expert witness in the field of petroleum engineering were accepted. She stated that there are two wells on the Cassidy lease and that production from both wells was reported to Dwrights as ranging in 1982 from 1,277 barrels of oil to 1986 when only

390 barrels of oil was reported as produced while the status in March, 1986, was shown as inactive.

At this time the Hearing Officer took the cause under advisement and closed the record.

CONCLUSIONS

1. After taking into consideration all the facts, circumstances, testimony and evidence presented it is the recommendation of the Hearing Officer that the application of Jet Oil of Jet in CD 139853 be granted.

2. One of the issues raised during the hearing is the fact that a party able to pay their share of the unit expense but unwilling to pay their share of the unit expense will not be allowed to have their share of the expense taken out of their share of production. Instead a lien will be enforced against the party's leasehold interest and other oil and gas rights in and to each tract of ownership until payment is complete per paragraph 17.7. This portion of the unit plan is clearly set out in said unit plan and has been ratified by more than 63% of the unit itself which is sufficient to satisfy the statutory requirement and thus, the Hearing Officer finds Mr. Cassidy's argument that he should be allowed to go nonconsent and have his proportionate share of the expenses taken out of his production with a 200% penalty is without merit.

3. Mr. Cassidy's other concern was that his production from the Skinner in the Koehn #2 well would be effectively cutoff by the taking of the well by Jet as the operator for the subject Bartlesville unit. The Hearing Officer believes that this argument does have merit as the action of Jet in taking over the Koehn #2 well and forcing the cessation of production from the Skinner or forcing Mr. Cassidy to equip the well in such a manner that the Skinner can be produced while the Bartlesville is being injected is effectively a taking of property without any compensation not addressed by the unit plan. The Hearing Officer believes that two operators operating from the same wellhead is, practically speaking, an untenable situation. The cost of drilling a new well for the Skinner is excessive considering the amount of reserves left in the Skinner at the present time. However, forcing Mr. Cassidy to leave those reserves in the Skinner for the life of the unit (which is projected to be 16 years) could very well result in waste if those reserves are never recovered or the well is unable to be started and produced again from the Skinner. The rights acquired by the unit in the Bartlesville were acquired for fair compensation as required by statute however, no interest has been acquired in the Skinner formation and no compensation has been offered for rights to the Skinner yet deprivation of the Skinner production will, in effect, occur. Thus, the Hearing Officer believes that compensation is due Mr. Cassidy for the Skinner rights that will be taken from him by the granting of the unit application.

A showing was made at the hearing that the Koehn #2 well is necessary for the unit and the Hearing Officer agrees with the testimony presented that the Koehn #2 well is within the same body of reserves and should be included within the unit however just and fair compensation for the Skinner formation as well as the equipment on the well, etc., must be determined prior to implementation of any unitization plan that includes the Koehn #2 well. See Merrill, Recent Unitization Cases, 6 Okla. L. Rev. 168 (1953).

Thus, in light of the aforementioned conclusions it is the recommendation of the Hearing Officer that the application in CD 139853 be granted with the proper steps taken to determine the amount of

Cause CD 139853
Jet Oil Company
Page 7

compensation necessary to be paid to the parties involved prior to the implementation of the unit plan.

RESPECTFULLY submitted this 15th day of September, 1987.


Kathleen M. McKeown
Hearing Officer

ac

xc: James M. Peters
John M. Rowntree
Anne George
Michael D. Stack
Bonita J. Hyatt
Paul Peterson
File - 2



September 1, 1987

Robert T. Jackson
513 S. Hi Lusi
Mt. Prospect, IL 60056

Re: Ratification of Agreement Entitled
"Unit Agreement"
Twin Lakes San Andres Unit
Chaves County, New Mexico

Dear Mr. Jackson:

Please find enclosed the above referenced Ratification, which needs to be witnessed and notarized. Upon completion, please return to this office at your earliest possible convenience.

If you have any questions, please let us know.

Very truly yours,

PELTO OIL COMPANY

A handwritten signature in cursive script that reads "Jeanie Matthews".

Jeanie Matthews

JM:J57/18
Enclosure

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

*1029 Plus One Investors
2653 W. Lawrence*

Royalty Owner: Springfield, Il. 62704
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Jerry W. Jennings

By: *Robert E. Stout*
(Signature of "Royalty Owner")

DATE:

Its: *Robert E. Stout*
(Signature and capacity as fiduciary
if applicable)

STATE OF *Illinois* §
 §
COUNTY OF *Logan* §

The foregoing instrument was acknowledged before me this *13th* day
of *August* 19*87*, by *Robert E. Stout*,
Barister, of *1029 Plus One Investors*.

My Commission Expires:

12/27/87

Robert E. Stout
Notary Public

J44/33



RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

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WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

1029 Plus One Investors
 2653 W. Lawrence

Royalty Owner: Springfield, II. 62704
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:

Jerry W. Jennings

1029 Plus One Investors, Inc.
 By: [Signature]
 (Signature of "Royalty Owner")

DATE:

Its: [Signature]
 (Signature and capacity as fiduciary
 if applicable)

STATE OF Oklahoma §
 COUNTY OF Langhamer §

The foregoing instrument was acknowledged before me this 15th day
 of August, 1987, by H. Raymond Klein,
Partner, of 1029 Plus One Investors.

My Commission Expires:
12/31/87

[Signature]
 Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

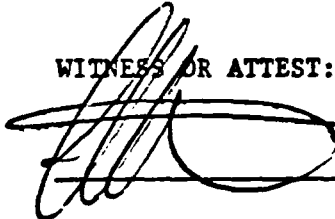
WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Nancy Ellen Carlock
St. Paul's Manor
2635 2nd Avenue #630
Royalty Owner: San Diego, CA 92103
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:



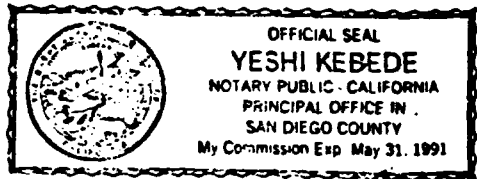
By: Nancy Ellen Carlock
(Signature of "Royalty Owner")

DATE:

AUGUST 4th, 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO



The foregoing instrument was acknowledged before me this 4th day
of AUGUST, 1987, by NANCY ELLEN CARLOCK
of SAN DIEGO

My Commission Expires:
05/31/1991

Yeshi Kebede
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

GEORGE E. CONLEY
P.O. Box 99

Royalty Owner: PARKER, CO 80134
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____

(Signature of "Royalty Owner")

DATE:

7-27-87

Its: _____

(Signature and capacity as fiduciary
if applicable)

STATE OF Colorado §

COUNTY OF Douglas §

The foregoing instrument was acknowledged before me this 23 day
of July, 1987, by GEORGE E. CONLEY, AN
UNDERSIGNED MAN, of PARKER, CO 80134

My Commission Expires:

1-8-91

Charles J. [Signature]
Notary Public

Address: Bank of the West
Parker, CO 80134

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

VICTOR E. CARLOCK
2730-P VIA PUERTA
Royalty Owner: LAGUNA HILLS CA. 92653
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Karen L Bury

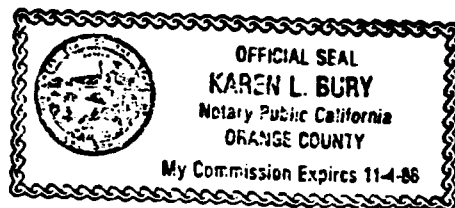
By: Victor E. Carlock
(Signature of "Royalty Owner")

DATE:

JULY 21, 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF California §
COUNTY OF Orange §



The foregoing instrument was acknowledged before me this 21st day
of July 1987, by Victor E Carlock,
of Laguna Hills, Calif.

My Commission Expires:

11-4-88

Karen L Bury
Notary Public

J44/33

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Charles WILLIAM DANIELS
410 N OGDEN DR. LA CA 90036
(Name and Address of Royalty Owner)

WITNESS OR ATTEST:

By: [Signature]
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF CALIFORNIA §
COUNTY OF LOS ANGELES §

JUL 24 1987

The foregoing instrument was acknowledged before me this _____ day of _____, by Charles William Daniels, of _____, of _____.

My Commission Expires: 2-22-91

Marlene Katz
Notary Public

J44/33



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

ROBERT T. JACKSON
513 S. HI LUSI
Royalty Owner: MT PROJECT 1L
(Name and Address of Royalty Owner) 00056

WITNESS OR ATTEST:

By: *Robert T. Jackson*
(Signature of "Royalty Owner")

DATE:

8-26-87

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, by _____, of _____.

My Commission Expires:

Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

J. T. Howard
 804 W. Summit Street
 Royalty Owner: Roswell, New Mexico 88201
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:

J. T. Howard
 By: *Elaine S. Howard*, his wife.
 (Signature of "Royalty Owner")

DATE:

Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF New Mexico §
 COUNTY OF Chaves §

The foregoing instrument was acknowledged before me this 17 day
 of July, 1987, by J. T. Howard and Elaine S. Howard,
his wife, of Roswell, NM

My Commission Expires:

3/16/89

Lawrence J. Rose
 Notary Public

J44/33

RATIFICATION OF AGREEMENTS ENTITLED
 "UNIT AGREEMENT" AND "UNIT OPERATING AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Operating Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, and Exhibit "D" attached to and made part of said Unit Operating Agreement identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a Working Interest Owner as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned Working Interest Owner, being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement and said Unit Operating Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a working interest or the owner of a working interest, overriding royalty interest and/or royalty interest does hereby ratify and confirm said Unit Agreement and said Unit Operating Agreement with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Owner: *W. G. Stroecker*
 (Name and Address of
 Working Interest Owner)

WITNESS OR ATTEST:

Box 1220
Farbank, AK, 99707

By: _____
 (Signature of Working Interest
 Owner)

DATE:

July 2, 1987

Its: _____

STATE OF ALASKA §

COUNTY OF _____ §

The foregoing instrument was acknowledged before me this 2 day
 of July, 1987, by W. G. Stroecker
 of _____

My Commission Expires:

6/10/90

Mae Hafele
 Notary Public

RATIFICATION OF AGREEMENTS ENTITLED
 "UNIT AGREEMENT" AND "UNIT OPERATING AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Operating Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, and Exhibit "D" attached to and made part of said Unit Operating Agreement identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a Working Interest Owner as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

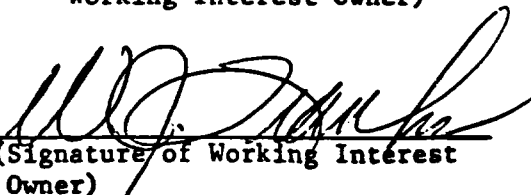
WHEREAS, each undersigned Working Interest Owner, being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement and said Unit Operating Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a working interest or the owner of a working interest, overriding royalty interest and/or royalty interest does hereby ratify and confirm said Unit Agreement and said Unit Operating Agreement with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

HARBERT ENERGY CORPORATION
 500 Dallas, Suite 3280
 Owner: Houston, Texas 77002-4792
 (Name and Address of
 Working Interest Owner)

WITNESS OR ATTEST:

By: 
 (Signature of Working Interest
 Owner)

DATE:

Its: Agent

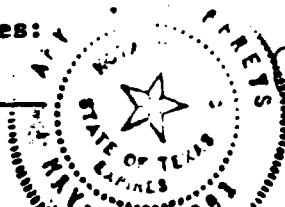
STATE OF Texas §
 COUNTY OF Harris §

The foregoing instrument was acknowledged before me this 24th day of July, 1987, by W. J. Franks, Agent of Harbert Energy Corporation.

My Commission Expires:

5-28-91 
 Notary Public

J44/34



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

John D. Briscoe & Mary S. Briscoe
118 Briscoe Rd.
St. Leonard, Md. 20685

Royalty Owner:

(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Reggie Lee Welch
as to both

John D. Briscoe
By: Mary S. Briscoe
(Signature of "Royalty Owner")

DATE:

Its:

(Signature and capacity as fiduciary
if applicable)

STATE OF Maryland §

COUNTY OF Calvert §

The foregoing instrument was acknowledged before me this 27th day
of July 1987, by John D. Briscoe and Mary S. Briscoe,
of St. Leonard, Md.

My Commission Expires:

7/1/90

Reggie Lee Welch
Notary Public

Charles Co., Md.

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: _____

(Name and Address of
Royalty Owner)

J. E. ABRAM
P. O. Box 567
Moses Lake, WA. 98837

WITNESS OR ATTEST:

Ma Wiser

By: *J. E. Abram*

(Signature of "Royalty Owner")

DATE: August 14, 1987

Its: _____

(Signature and capacity as fiduciary
if applicable)

STATE OF WASHINGTON §

COUNTY OF GRANT §

The foregoing instrument was acknowledged before me this 14th day
of August 1987, by *J. E. Abram*,
of _____.

My Commission Expires:

October 10, 1987

Shirley Schuller
Notary Public

J44/33

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

J. M. HUBER CORPORATION
 2000 West Loop South
 Houston, Texas 77027
 Royalty Owner: _____
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:

Bobby J. Wong
 Bobby J. Wong
 Assistant Secretary

DATE:

July 31, 1987

By: D. B. Martin
 (Signature of "Royalty Owner")
 D. B. Martin, Vice President

Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF TEXAS §
 COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 31st day
 of July, 1987, by D. B. MARTIN,
Vice President, of J. M. HUBER CORPORATION,
a New Jersey corporation

My Commission Expires:

9-11-88

Suzanne M. Santi
 Notary Public Suzanne M. Santi

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

MARGARET ELIZABETH BROWNING DANIELS
Royalty Owner: ELIZABETH-MAR
(Name and Address of
Royalty Owner)

14305 EASTRIDGE DRIVE
WHITTIER, CALIFORNIA 90602

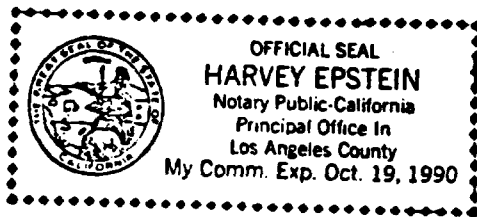
WITNESS OR ATTEST:

By: Margaret Elizabeth Browning Daniels
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF CALIFORNIA §
COUNTY OF LOS ANGELES §



The foregoing instrument was acknowledged before me this 23rd day
of JULY 9 1987, by ***MARGARET ELIZABETH BROWNING DANIELS***
of WHITTIER, CALIFORNIA

My Commission Expires:

OCTOBER 19, 1990

Harvey Epstein
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Sally Feldman
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Tracy L Smith

By: Sally Feldman
(Signature of "Royalty Owner")

DATE:

July 16, 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF MICHIGAN §
 §
COUNTY OF OAKLAND §

The foregoing instrument was acknowledged before me this 16th day
of July, 1987, by Sally Feldman,
of _____.

My Commission Expires:

Tracy L Smith
Notary Public

J44/33

TRACY L. SMITH
Notary Public, Oakland County, Michigan
My Commission Expires April 28, 1990

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: JUNE A. D. GROTHE
(Name and Address of
Royalty Owner)
23317 Stirrup Dr
Diamond Bar, CA 91765

WITNESS OR ATTEST:

By: JUNE A. D. GROTHE
(Signature of "Royalty Owner")

DATE:

August 19 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

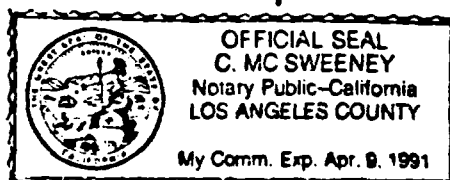
STATE OF California §
 §
COUNTY OF Los Angeles §

The foregoing instrument was acknowledged before me this 19 day
of August, 1987, by C. McSweeney,
_____ of Los Angeles County
_____.

My Commission Expires:
4/9/91

C. McSweeney
Notary Public

J44/33



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

William J. Harbeck
470 E. Linden Ave
Royalty Owner: Lake Forest, IL 60045
(Name and Address of Royalty Owner)

WITNESS OR ATTEST:

By: [Signature] 7/27/87
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF Illinois §
§
COUNTY OF Lake §

The foregoing instrument was acknowledged before me this 31 day of July, 1987, by William J. Harbeck, of 470 E. Linden Avenue, Lake Forest, IL 60045.

My Commission Expires:

4-14-90

Karen E. Springer
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Witness

Ann Meloy

DATE: July 15, 1987

WITNESS OR ATTEST:

Ann Meloy

DATE:

July 15, 1987

ROBERT L. HAYNIE

Royalty Owner:

Robert L. Haynie
 (Name and Address of
 Royalty Owner)

ROBERT L. HAYNIE
 1580 Lincoln St. - Suite 400
 Denver, CO. 80203

By:

Robert L. Haynie
 (Signature of "Royalty Owner")

Its:

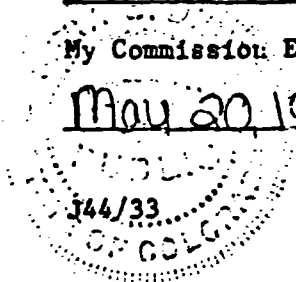
 (Signature and capacity as fiduciary
 if applicable)

STATE OF COLORADO §
 COUNTY OF DENVER §

The foregoing instrument was acknowledged before me this 15th day
 of JULY, by ROBERT L. HAYNIE,
 _____ of _____.

My Commission Expires:

May 20, 1990



Sara E. Didier

Notary Public
 Sara E. Didier
 1580 Lincoln St. - Suite 400
 Denver, Co. 80203

RATIFICATION OF AGREEMENTS ENTITLED
 "UNIT AGREEMENT" AND "UNIT OPERATING AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated _____, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Operating Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, and Exhibit "D" attached to and made part of said Unit Operating Agreement identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a Working Interest Owner as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned Working Interest Owner, being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement and said Unit Operating Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a working interest or the owner of a working interest, overriding royalty interest and/or royalty interest does hereby ratify and confirm said Unit Agreement and said Unit Operating Agreement with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Owner Marion S. Weeks
 (Name and Address of
 Working Interest Owner)
P.O. Box 1230
Fairbanks, Alaska 99707

WITNESS OR ATTEST:

By: _____
 (Signature of Working Interest Owner)

DATE:

July 2, 1987

Its: _____

STATE OF Alaska §

COUNTY OF _____ §



The foregoing instrument was acknowledged before me this 2 day
 of July, 1987, by Marion S. Weeks
 of _____

My Commission Expires:

6/10/90

Grace Kapile
 Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: DIANNE ELIZABETH DANIELS
(Name and Address of Royalty Owner)
232 HAMPTON DR.
VENICE CA 90291

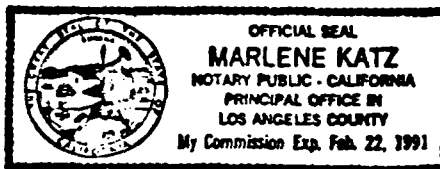
WITNESS OR ATTEST:

By: *[Signature]*
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES



The foregoing instrument was acknowledged before me this _____ day of AUG 13 1987, by DIANNE ELIZABETH DANIELS, of VENICE, CALIF.

My Commission Expires: 2-22-91

Notary Public *Marlene Katz*

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

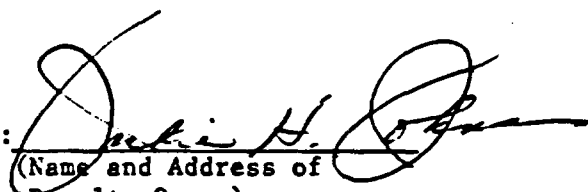
WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

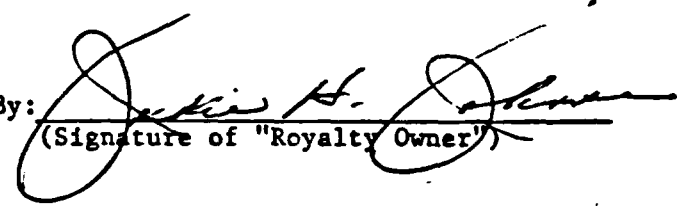
IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: _____
(Name and Address of Royalty Owner)



WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")



DATE:

1/31/87

Its: _____
(Signature and capacity as fiduciary if applicable)

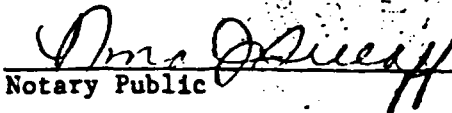
STATE OF Washington §

COUNTY OF Grant §

The foregoing instrument was acknowledged before me this 31 day of July, 1987, by Jackie H. Johnson, of _____.

My Commission Expires:

2-3-88


Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: C. H. Kimbro
Box 250
GRAFFORD, TX 76045
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Lori Hunge

By: C. H. Kimbro
(Signature of "Royalty Owner")
(431-52-3990)

DATE:

7-17-87

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF Texas §
COUNTY OF Palo Pinto §

The foregoing instrument was acknowledged before me this 17th day
of July, by Charles H. Kimbro,
of Grifford TX.

My Commission Expires:

8-1-89

Linda Cheryl Reynolds
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

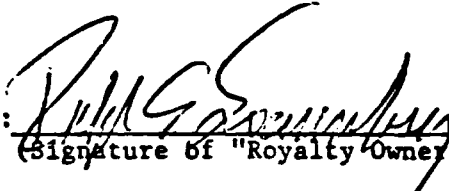
NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Ralph E. Loewenberg
 Royalty Owner: 450 Park Avenue, NYC 10022
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:

Sandra P. Blattman

By: 
 (Signature of "Royalty Owner")

DATE:

July 14, 1987

Its: _____
 (Signature and capacity as fiduciary if applicable)

STATE OF N. Y. §
 COUNTY OF N. Y. §

The foregoing instrument was acknowledged before me this 14 day of JULY, 1987, by RALPH E. LOEWENBERG, of _____.

My Commission Expires:

Joseph Gaffney
 Notary Public
 Joseph C. Gaffney
 Notary Public, State of New York
 No. 41-4676203
 Qualified in Queens County
 Certificate filed in New York County
 Commission Expires Feb. 28, 1989

Joseph Gaffney
 Notary Public

J44/33

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: _____
 (Name and Address of Royalty Owner)

~~EXPRESSOR~~ ATTEST:

MARSHALL & WINSTON, INC.

By: Charles G. Rice
 Charles G. Rice
 Asst. Secretary-Treasurer
 DATE: July 14, 1987


By: William S. Marshall
 (Signature of "Royalty Owner")
 William S. Marshall, President

Its: _____
 (Signature and capacity as fiduciary if applicable)

STATE OF Texas §
 COUNTY OF Midland §

The foregoing instrument was acknowledged before me this 14th day of July, by William S. Marshall, President, of Marshall & Winston, Inc.

My Commission Expires:

 David L. Hickman
 Notary Public, State of Texas
 My Commission Expires October 2, 1988
 J44/33

David L. Hickman
 Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

LEN MAYER
1625 Broadway, Suite 2850
DENVER, CO 80202
Royalty Owner: _____
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

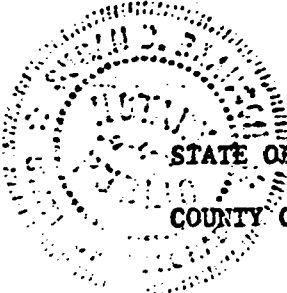
Robert A. Lee

By: *Len Mayer 7-23-87*
(Signature of "Royalty Owner")

DATE:

7-23-87

Its: _____
(Signature and capacity as fiduciary
if applicable)



STATE OF Colorado §
COUNTY OF Denver §

The foregoing instrument was acknowledged before me this 23rd day of July, 1987, by LEN MAYER, of _____, of _____.

My Commission Expires:

My Commission Expires April 10, 1989

Susan D. Branson
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

DOUGLAS A. MCKINNON TRUST
Royalty Owner: _____
(Name and Address of
Royalty Owner)

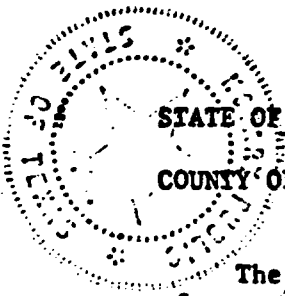
WITNESS OR ATTEST:

By: Murray C. McKinnon Trustee
(Signature of "Royalty Owner")

DATE:

Aug. 18/1987

Its: _____
(Signature and capacity as fiduciary
if applicable)



STATE OF Texas §
COUNTY OF Harris §

The foregoing instrument was acknowledged before me this 18th day of August 1987, by Murray C. McKinnon Trustee, of Douglas A. McKinnon Trust.

My Commission Expires:

LLANA M. DOBBIE
Notary Public in and for the State of Texas
My Commission Expires August 3, 1989

Llana M. Dobbie
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

The Murray C. McKinnon
 Revocable Living Trust
 Royalty Owner: _____
 (Name and Address of
 Royalty Owner)
 670 Citicorp Center
 1200 Smith St.
 Houston, Texas 77002

WITNESS OR ATTEST:

 (Handwritten signature)

By: _____ Trustee
 (Signature of "Royalty Owner")

DATE:
Aug 10, 1987

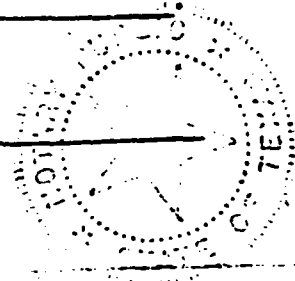
Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF TEXAS §
 COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 10th day
 of August, by Murray C. McKinnon,
 of Houston, Texas

My Commission Expires:
MARCH 15, 1989

 Notary Public



J44/33

P.J. MAY
 Notary Public, State of Texas
 My Commission Expires March 15, 1989
 Bonded by Lovett Agency, Lawyers Surety Corp.

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

MURRAY C. MCKINNON TRUST
 Royalty Owner: DOUGLAS A. MCKINNON TRUST
 (Name and Address of
 Royalty Owner)
 670 CITICORP CENTER
 1200 SMITH ST.
 HOUSTON, TEXAS 77002

WITNESS OR ATTEST:

By: *Murray C. McKinnon*
 (Signature of "Royalty Owner")

DATE:

Sept 3, 1987

Its: Trustee
 (Signature and capacity as fiduciary
 if applicable)

STATE OF TEXAS §
 COUNTY OF HARRIS §

The foregoing instrument was acknowledged before me this 3rd day of SEPTEMBER, 1987, by MURRAY C. MCKINNON, of _____.

My Commission Expires:
MARCH 15, 1989

P. J. May
 Notary Public

J44/33

P.J. MAY
 Notary Public, State of Texas
 My Commission Expires March 15 1989

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

DAVID I. MILLER
4604 ANDREWS HWY
Royalty Owner: MIDLAND TX 79703
(Name and Address of Royalty Owner)

WITNESS OR ATTEST:

By: David I. Miller
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF Texas §
COUNTY OF Midland §

The foregoing instrument was acknowledged before me this 20 day
of July 1987, by David I. MILLER,
of _____, of _____.

My Commission Expires:

2-2-89

William James Stephens
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Mildred M. Miller
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary
if applicable)

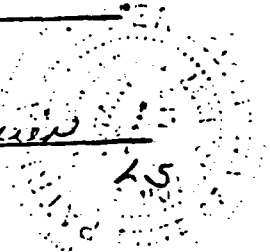
STATE OF Washington §
 §
COUNTY OF Grant §

The foregoing instrument was acknowledged before me this 22nd day of July, 1987, by MILDRED M. MILLER, of MOSES LAKE.

My Commission Expires:

11-18-87

Patricia A. Miller
Notary Public



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Moon Company, Trustee
P.O. Box 9598
Royalty Owner: Amarillo, TX 79105
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Betty Burgess not sec

By: J. G. O'Brien, President
(Signature of "Royalty Owner")

DATE:

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF Texas §
COUNTY OF Potter §

The foregoing instrument was acknowledged before me this 14th day
of July, 1987, by J. G. O'Brien,
President, of Moon Company.

My Commission Expires:

3/14/90

Glenda Henderson
Notary Public

J44/33

GLEND A HENDERSON
Notary Public, State of Texas
My Commission Expires 3/14/90

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Pauline W. Parker
(Name and Address of Royalty Owner)
1105 Foshey Tower
Mpls. MN 55402

WITNESS OR ATTEST:

[Handwritten Signature]

By: [Handwritten Signature]
(Signature of "Royalty Owner")

DATE:

8/6/87

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF New Hampshire §
COUNTY OF Chapton §

The foregoing instrument was acknowledged before me this 6 day of August 1987, by Pauline Parker, of Chapton.

My Commission Expires:
LYNDA L. MOWER, Notary Public
My Commission Expires September 23, 1989

[Handwritten Signature]
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Charles I. Petschek
(Name and Address of Royalty Owner)
575 Madison Avenue
Suite 2907
New York NY 10022-2511

WITNESS OR ATTEST:

Rathleen Cotton-Stephens By: [Signature]
(Signature of "Royalty Owner")

DATE:

8/17/87

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF NEW YORK §
COUNTY OF NEW YORK §

The foregoing instrument was acknowledged before me this 17th day of August 1987, by Charles I. Petschek of _____.

My Commission Expires:
March 30, 1988

J44/33

Notary Public Jody R. Krisloff
JODY R. KRISLOFF
NOTARY PUBLIC, State of New York
No. 41-41028
Qualified in Queens County
Certificate Filed in Queens County
Commission Expires March 30, 1988

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Lee E. Schlessman
(Name and Address of
Royalty Owner)
1500 Grant St. #400
Denver, Colorado 80203

WITNESS OR ATTEST:

Delma A. Bellman By: Lee E. Schlessman
(Signature of "Royalty Owner")

DATE:

8-20-87

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF Colorado §
COUNTY OF Denver §

The foregoing instrument was acknowledged before me this 20th day
of August, 1987, by Lee E. Schlessman,
of _____.

My Commission Expires:

MY COMMISSION EXPIRES SEPTEMBER 14, 1988

David L. Meyer
Notary Public

J44/33

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: H. Peter Stern
Mountainville, NY 10953
(Name and Address of Royalty Owner)

WITNESS OR ATTEST:

Arden Cox

By: [Signature]
(Signature of "Royalty Owner")

DATE:

July 16, 1987

Its: _____
(Signature and capacity as fiduciary if applicable)

STATE OF NEW YORK §

COUNTY OF ORANGE + §

The foregoing instrument was acknowledged before me this 16th day of July 1987, by H. Peter Stern, of Mountainville, NY 10953.

My Commission Expires:

1/31/89

William G. Preston
Notary Public
WILLIAM G. PRESTON
Notary Public, State of New York
Registration No. 01PR8436965
Qualified in Orange County
Commission Expires Jan. 31, 1989

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Beatrice P. B. Stone
(Name and Address of
Royalty Owner)
5200 Montgomery Dr.
Santa Rosa, Calif 95405

WITNESS OR ATTEST:

By: Beatrice P. B. Stone
(Signature of "Royalty Owner")

DATE:

July 16, 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF CALIFORNIA §
COUNTY OF Sonoma §

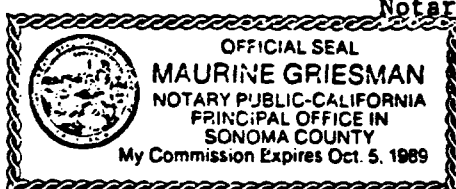
The foregoing instrument was acknowledged before me this 16th day
of JULY, 1987, by BEATRICE P. B. STONE,
of 5200 MONTGOMERY DRIVE,
SANTA ROSA, CALIFORNIA 95405.

My Commission Expires:

10-5-89

Maurine Griesman
Notary Public

J44/33



RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Barbara B. Sweeney
 (Name and Address of Royalty Owner)

WITNESS OR ATTEST:

[Signature]
 DATE:

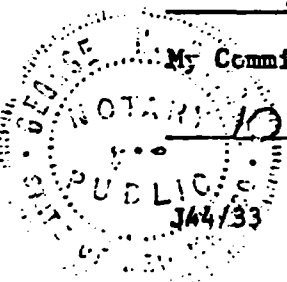
By: [Signature]
 (Signature of "Royalty Owner")

July 16th, 1987

Its: _____
 (Signature and capacity as fiduciary if applicable)

STATE OF New Mexico §
 COUNTY OF Santa Fe §

The foregoing instrument was acknowledged before me this 16th day of July, 1987, by Barbara B. Sweeney, Royalty Owner, of _____.



My Commission Expires: 10-29-90

[Signature]
 Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: John E Walsh Jr TRUST
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")

DATE:

8/14/87

Its: Charles R Letcher Trustee
(Signature and capacity as fiduciary
if applicable)

STATE OF Texas §
 §
COUNTY OF Brewer §

The foregoing instrument was acknowledged before me this 17th day
of August 1987, by _____,
_____, of _____.

My Commission Expires:

3-27-89

Grace B. Ojeda
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Donald R Watts
25 La Cuesta Drive
Sun Rafael, Ca 94904
 Royalty Owner: _____
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:
Janet Honeloms

 DATE:

By: Donald R. Watts

 (Signature of "Royalty Owner")

July 15, 1987

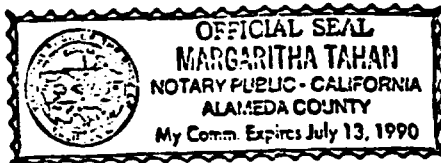
Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF CALIFORNIA §
 COUNTY OF ALAMEDA §

The foregoing instrument was acknowledged before me this 15th day
 of July, 1987, by DONALD R. WATTS
 of SUN RAFAEL, CALIFORNIA.

My Commission Expires:
July 13, 1990

Margarita Tahan
 Notary Public



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

James T. Wyman & Frederick Winston
Trustees of the Marital Trust
U/W/O Frederick S. Winston
1105 Foshay Tower
Royalty Owner: Minneapolis, MN 55402
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")

DATE:

July 16, 1987

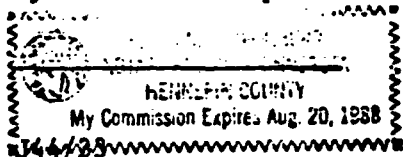
James T. Wyman, Trustee
Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF MINNESOTA §

COUNTY OF HENNEPIN §

The foregoing instrument was acknowledged before me this 16th day
of July, 1987, by James T. Wyman,
Frederick Winston, of The Marital Trust U/W of Frederick S.
Winston.

My Commission Expires:



Beatrice A. DeHering
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Donald S. Wood
6 Back Bay Road
So. Barrington, Il. 60010

Royalty Owner: _____
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

Audrey C. Lawrence

By: *Donald S. Wood*
(Signature of "Royalty Owner")

DATE: July 14, 1987

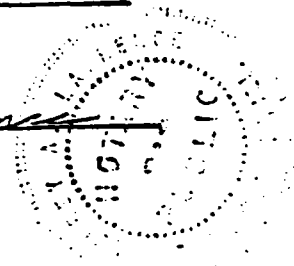
Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF Illinois §
 §
COUNTY OF Cook §

The foregoing instrument was acknowledged before me this 14th day
of July 1987, by Donald S. Wood,
of S. Barrington, Il.

My Commission Expires:
~~My Commission Expires May 23, 1989~~

Audrey C. Lawrence
Notary Public



RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: David E. Wyman, Jr.
(Name and Address of
Royalty Owner)
304 Pioneer Building
Seattle, Washington 98104

WITNESS OR ATTEST:

Deehan M. Wyman

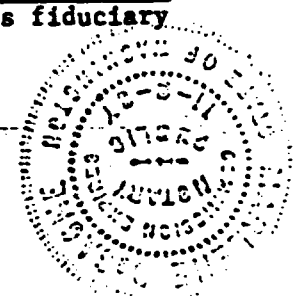
By: [Signature] 7-15-87
(Signature of "Royalty Owner")

DATE:

15 July 1987

Its: _____
(Signature and capacity as fiduciary
if applicable)

STATE OF Washington §
 §
COUNTY OF King §



The foregoing instrument was acknowledged before me this 15th day of July, 1987, by David E. Wyman, Jr., of 304 Pioneer Building, Seattle, Washington 98104.

My Commission Expires:
11-8-1987

[Signature]
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Tania C. Whitman Trust
233 Post St., 6th Floor
San Francisco, CA 94108
(Name and Address of Royalty Owner)

WITNESS OR ATTEST:

E. J. Mulling

By Frederick C. Whitman
(Signature of "Royalty Owner")
Frederick C. Whitman, Trustee

DATE:

July 27, 1987

Its: Trustee
(Signature and capacity as fiduciary if applicable)

CAT. NO. NN00627
TO 1944 CA (7-82)

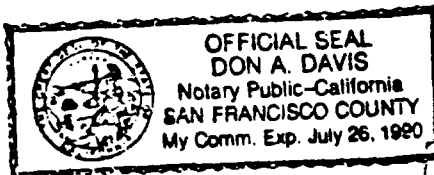
(Individual)



STATE OF CALIFORNIA
COUNTY OF San Francisco } ss.

On July 27, 1987 before me, the undersigned, a Notary Public in and for said State, personally appeared Frederick C. Whitman, Trustee of the Tania C. Whitman Trust

_____, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same. as such trustee
WITNESS my hand and official seal.



Signature Don A. Davis

(This area for official notarial seal)

STAPLE HERE

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

James T. Wyman & Frederick Winston
Trustees Under the Will of
Francisca S. Winston, Deceased
1105 Foshay Tower
Royalty Owner: Minneapolis, MN 55402
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")

DATE:

July 16, 1987

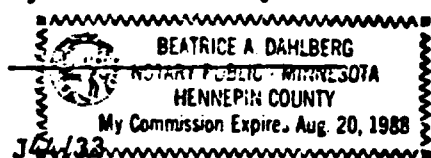
Its: James T. Wyman, Trustee
(Signature and capacity as fiduciary
if applicable)

STATE OF MINNESOTA §

COUNTY OF HENNEPIN §

The foregoing instrument was acknowledged before me this 16th day
of July, 1987, by Frederick Winston,
James T. Wyman, of Trust U/W of Francisca S. Winston,
Deceased.

My Commission Expires:



Beatrice A. Dahlberg
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
"UNIT AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

James T. Wyman, Trustee of the
Donald & Elizabeth Winston Trust
Dated 10/2/63
1105 Foshay Tower

Royalty Owner: Minneapolis, MN 55402
(Name and Address of
Royalty Owner)

WITNESS OR ATTEST:

By: _____
(Signature of "Royalty Owner")

DATE:

July 16, 1987

Its: James T. Wyman Trustee
(Signature and capacity as fiduciary
if applicable)

STATE OF MINNESOTA §
 §
COUNTY OF HENNEPIN §

The foregoing instrument was acknowledged before me this 16th day of July, 1987, by James T. Wyman, Trustee, of Donald & Elizabeth Trust Dated 10/2/63.

My Commission Expires:
BEATRICE A. DREHLMANN
NOTARY PUBLIC - MINNESOTA
HENNEPIN COUNTY
My Commission Expires Aug. 20, 1988
J44733

Beatrice A. Drehlmann
Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Royalty Owner: Wm. O. DeWitt
 (Name and Address of
 Royalty Owner)
 MR. WM. O. DeWITT
 P.O. BOX 670322
 DALLAS, TEXAS 75367-0322

WITNESS OR ATTEST:

Curt J. Ellis

By: _____
 (Signature of "Royalty Owner")

DATE: July 15th, 1987

 Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF TEXAS §
 COUNTY OF DALLAS §

The foregoing instrument was acknowledged before me this 20th day
 of July 1987, by BETTY N. SPRAGGINS,
 NOTARY PUBLIC, of DALLAS COUNTY, TEXAS

My Commission Expires:
11-18-87

Betty Nicholas Spraggins
 Notary Public BETTY N. SPRAGGINS

TWIN LAKES UNIT
ROYALTY INTEREST OWNERS

1029 Plus One Investors
2653 West Lawrence
Springfield, IL 62704

J. E. Abram
P. O. Box 567
Moses Lake, WA 98837

Aviva Limited Partnership
P. O. Box 2532
Denver, CO 80201

John D. Briscoe & Mary S. Briscoe
118 Briscoe Road
St. Leonard, MD 20685

Nancy Ellen Carlock
St. Paul's Manor
2635 2nd Avenue #630
San Diego, CA 92103

Victor E. Carlock
2230-P Via Puerta
Laguna Hills, CA 92653

Cities Service Oil & Gas Corporation
P. O. Box 300
Tulsa, OK 74102

Commissioner of Public Lands
P. O. Box 1148
Santa Fe, NM 87501

George E. Conley
P. O. Box 99
Parker, CO 80134

Charles William Daniels
410 N. Ogden Drive
Los Angeles, CA 90036

Dianne Elizabeth Daniels
232 Hampton Drive
Venice, CA 90291

Margaret E. B. Daniels
14305 Eastridge Drive
Whittier, CA 90602

William O. DeWitt
P. O. Box 670322
Dallas, TX 75367-0322

E. M. Nominee Partnership Company
303 E. Seventeenth Avenue,
Suite 500
Denver, CO 80203-1288

Sally Feldman
5374 Woodlands Estate Drive
Bloomfield Hills, MI 48013

Jack W. Fleck
13343 Bel-Red Road, Suite 200
Bellevue, WA 98005

June A. Grothe
23317 Stirrup Drive
Diamond Bar, CA 91765

William J. Harbeck
470 East Linden Avenue
Lake Forest, IL 60045

W. V. Harlow, Jr.
600 Petroleum Building
Amarillo, TX 79101

H. Lee Harvard
P. O. Box 936
Roswell, NM 88201

Robert L. Haynie
1580 Lincoln Street
Suite 400
Denver, CO 80203

J. T. Howard
804 W. Summit Street
Roswell, NM 88201

J. M. Huber Corporation
Oil & Gas Division
P. O. Box 925142
Houston, TX 77292-4449

TWIN LAKES UNIT
ROYALTY INTEREST OWNERS

Robert T. Jackson
513 South Hi-Lusi
Mount Prospect, IL 60056

Jackie H. Johnson
P. O. Box 515
Moses Lake, WA 98837

Charles A. Kelly
c/o Chapman & Cutler
111 West Monroe
Chicago, IL 60603

C. H. Kimbro
P. O. Box 250
Graford, TX 76045

John G. Leondukais
P. O. Box 795
Crystal Bay, NV 89402

Ralph E. Loewenberg
450 Park Avenue
New York, NY 10022

Marshall & Winston, Inc.
310 West Tower
10 Desta Drive
Midland, TX 79705

Len Mayer Oil Producer
1625 Broadway
Suite 2850
Denver, CO 80202

Murray C. McKinnon, Trustee of
the Murray C. McKinnon Revocable
Living Trust & Douglas A. McKinnon Trust
1200 Smith Street, Suite 670
Houston, TX 77002

David I. Miller
4604 Andrews Highway
Midland, TX 79703

Mildred Miller
P. O. Box 482
Moses Lake, WA 98837

Moon Company
P. O. Box 9598
Amarillo, TX 79105

Pauline W. Parker or
Henry W. Parker, Trustees of
Pauline W. Parker Trust dated 12-17-71
1105 Foshay Tower
Minneapolis, MN 55402

David L. Peterson
P. O. Box 1445
Ross, CA 94957

Charles I. Petschek
575 Madison Avenue
New York, NY 10022

Lee S. Schlessman
1500 Grant, Suite 400
Denver, CO 80203

Frates Seeligson
1604 National Bank Commerce Bldg.
San Antonio, TX 78205

Robert Rex Silverstone
844 Knollwood Road
Deerfield, IL 60015

H. Peter Stern
Mountainville, NY 10953

Beatrice P. B. Stone
5200 Montgomery Drive
Santa Rosa, CA 95405

Grover S. Stone, Jr.
51 Eagle Street
San Francisco, CA 94114

Sandra J. Stone
2162 Marlowe Road
Santa Rosa, CA 94501

Steven L. Stone
1636 #2 Sexton Road
Sebastopol, CA 95472

Barbara B. Sweeney
P. O. Box 8248
Santa Fe, NM 87504-8248

TWIN LAKES UNIT
ROYALTY INTEREST OWNERS

Tenneco Oil Company
7990 IH 10 West
San Antonio, TX 78230
Attention: Mike Hinze

John E. Walsh, Jr.
c/o Charles I. Diedoker
6636 Pembroke
San Antonio, TX 78240

Donald R. Watts
25 La Cuesta Drive
San Rafael, CA 94904

Tania C. Whitman Trust
Frederick C. Whitman, Trustee
233 Post Street, 6th Floor
San Francisco, CA 94108

Frederick Winston & James T.
Wyman, Trustees of Marital Trust
U/W/O Frederick S. Winston
1105 Foshay Tower
Minneapolis, MN 55402

Donald S. Wood
6 Back Bay Road
South Barrington, IL 60010

David E. Wyman, Jr.
304 Pioneer Building
Seattle, WA 98104

James T. Wyman & Frederick
Winston, Successor Trustees
U/W/O Francisca S. Winston
1105 Foshay Tower
Minneapolis, MN 55402

James T. Wyman, Trustee
Trust U/I Dated 10-2-63
1105 Foshay Tower
Minneapolis, MN 55402

TWIN LAKES UNIT
WORKING INTEREST OWNERS

Adams & McGahey
John W. Adams
Estates of R. W. & June Adams
c/o John W. Adams
513 Texas Commerce Bank Bldg.
Amarillo, TX 79109
(806) 353-1001

Columbia Gas Development Corporation
P. O. Box 1350
5847 San Felipe
Suite 2600
Houston, TX 77251-1350
(713) 787-3400
John L. Loftis, Vice President - Land
Tom Vo - Reservoir Engineer

Edwards & Leach Oil Company
501 N. W. Expressway, Suite 600
Oklahoma City, OK 73118
(405) 840-5020

Harbert Energy Corporation, Agent
c/o Plumb Oil Company
One Allen Center, Suite 3280
Houston, TX 77002
(713) 658-8896
Mark Mathias
Dick Klauzinski
Jack Frank

Harlow Corporation
600 Amarillo Petroleum Bldg.
Amarillo, TX 79101
(806) 372-7381

NRM Operating Company, L.P.
2121 San Jacinto Street, Suite 2600
Dallas, TX 75021
(214) 880-0243
Herb Bell

Nabob Production Company
P. O. Drawer 9598
Amarillo, TX 79105
800 S. Monroe Street
Amarillo, TX 79101
(806) 376-4283
John O'Brien
Betty Burgy

W. G. Stroecker
P. O. Box 1230
1119 Third Avenue
Fairbanks, Alaska 99707
100 Cushman
1st National Bank of Fairbanks
Fairbanks, AK 99701
Home: (907) 452-3748
Work: (907) 452-2146

Sun Exploration and
Production Company
P. O. Box 1861
#24 Smith Road
Clay Desta Plaza
Midland, TX 79702
Tim Lodle - Reservoir Engineer
(915) 688-0300

Sun Exploration and
Production Company
P. O. Box 2880
5656 Blackwell Street
Dallas, TX 75221-2880
(214) 890-6000 (Central)
Marshall Munsell (214) 890-5776

Tenneco Oil Company
7990 IH 10 West
San Antonio, TX 78230
(512) 366-8059
Mike Hinze - Division Landman

Trinidad Petroleum Corporation
1951 Hoover Court
Birmingham, AL 35226
(205) 823-7081

TXO Production Corporation
900 Wilco Building
Midland, TX 79701
Attention: Mr. Frank Kieffer
(915) 682-7992

Marion S. Weeks
P. O. Box 1230
(Street Address ?)
Fairbanks, AK 99707
(907) 488-4516

Brenda & Rick Winther
1948 Jack Street
Fairbanks, AK 99701
(907) 452-5466

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 TXO PRODUCTION CORPORATION
 900 WILCO BUILDING
 MIDLAND, TX 79701

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 561

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Bill Turner*

6. Signature - Agent
 X

7. Date of Delivery
 8-21

8. Addressee's Address (ONLY if requested and fee paid)
 900 Wilco

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 TRINIDAD PETROLEUM CORP.
 1951 HOOVER COURT
 BIRMINGHAM, AL 35226

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 560

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *J. Chamber*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 BRENDA + RICK WINTHER
 1948 JACK STREET
 FAIRBANKS, AK 99701

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 563

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Brenda Winther*

6. Signature - Agent
 X

7. Date of Delivery
 8-25-87

8. Addressee's Address (ONLY if requested and fee paid)
 1948 Jack St.
 FBKS AK 99701

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 MARION S. WEEKS
 P.O. BOX 1230
 FAIRBANKS, AK 99707

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 562

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Marion Weeks*

7. Date of Delivery
 8/24/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 NABOB PRODUCTION COMPANY
 P.O. DRAWER 9598
 AMARILLO, TX 79105

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P247003557
--	------------------------------

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X *J. Muty*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)
 Box 9598
 Amarillo Tx 79105

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 NRM OPERATING COMPANY, L.P.
 2121 SAN JACINTO, SUITE 2600
 DALLAS, TX 75021

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P247003556
--	------------------------------

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 25 1987

8. Addressee's Address (ONLY if requested and fee paid)
 2121 San Jacinto
 Dallas, TX 75201-
 Route #146

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 SUN EXPLORATION'S PRODUCTION CO.
 P.O. BOX 2880
 DALLAS, TX 75221-2880

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P247003559
--	------------------------------

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 5/24/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 W. G. STROECKER
 P.O. BOX 1230
 FAIRBANKS, AK 99707

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P247003558
--	------------------------------

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 5/24/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 EDWARDS F LEACH OIL COMPANY
 501 N.W. EXPRESSWAY, STE. 600
 OKLAHOMA CITY, OK 73118

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD P 247 003 553

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 COLUMBIA GAS DEVELOPMENT CORP.
 P.O. BOX 1350
 5847 SAN FELIPE, SUITE 2600
 HOUSTON, TX 77251-1350

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD P 247 003 552

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 AUG 20 1987

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 HARLOW CORPORATION
 600 AMARILLO PETROLEUM BLDG.
 AMARILLO, TX 79101

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD P 247 003 555

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 8-21

8. Addressee's Address (ONLY if requested and fee paid)
 Box 13026
 Ama. 24
 79101

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 HERBERT ENERGY CORP, AGENT
 C/O PLUMB OIL COMPANY
 ONE ALLEN CENTER, STE 3280
 HOUSTON, TX 77002

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD P 247 003 554

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 8-20-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 DONALD S. WOOD
 6 BACK BAY ROAD
 SOUTH BARRINGTON, IL 60010

4. Type of Service: Article Number
 Registered Insured
 Certified COD P247 003 549
 Express Mail

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *D.S. Wood*

6. Signature - Agent
 X *me 8/21*

7. Date of Delivery

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 FREDERICK WINSTON F
 JAMES T. WYMAN, TRUSTEES
 1105 FOSHAY TOWER
 MINNEAPOLIS, MN 55402

4. Type of Service: Article Number
 Registered Insured
 Certified COD P247 003 548
 Express Mail

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Ken Redberg*

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)
 same as above

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JOHN W. ADAMS
 513 TEXAS COMMERCE BANK BLDG.
 AMARILLO, TX 79109

4. Type of Service: Article Number
 Registered Insured
 Certified COD P247 003 551
 Express Mail

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *W. Hill*

7. Date of Delivery
 AUG 25 1987

8. Addressee's Address (ONLY if requested and fee paid)
 513 TX Comm Bldg

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 DAVID E. WYMAN, JR.
 304 PIONEER BUILDING
 SEATTLE, WA 98104

4. Type of Service: Article Number
 Registered Insured
 Certified COD P247 003 550
 Express Mail

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Shelene DeStain*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JOHN E. WALSH, JR.
 c/o CHARLES I. DIEDOKER
 6636 PEMBROKE
 SAN ANTONIO, TX 78240

4. Type of Service: Article Number
 Registered Insured Certified COD Express Mail
 P247 003 545

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
[Signature]

6. Signature - Agent
 X

7. Date of Delivery
 AUG 25 1987

8. Addressee's Address (ONLY if requested and fee paid)
 SAME

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 TENNECO OIL COMPANY
 7990 FH 10 WEST
 SAN ANTONIO, TX 78230
 ATTN: MIKE HINZE

4. Type of Service: Article Number
 Registered Insured Certified COD Express Mail
 P247 003 544

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 TANIA C. WHITMAN TRUST
 FREDERICK C. WHITMAN, TRUSTEE
 233 POST STREET, 6TH FLOOR
 SAN FRANCISCO, CA 94108

4. Type of Service: Article Number
 Registered Insured Certified COD Express Mail
 P247 003 547

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 DONALD R. WATTS
 25 LA CUESTA DRIVE
 SAN RAFAEL, CA 94904

4. Type of Service: Article Number
 Registered Insured Certified COD Express Mail
 P247 003 546

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 SANDRA J. STONE
 2162 MARLOWE RD.
 SANTA ROSA, CA 94501

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 541
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
X *[Signature]*

6. Signature - Agent
X *[Signature]*

7. Date of Delivery
8-24-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 GROVER S. STONE, JR.
 51 EAGLE ST.
 SAN FRANCISCO, CA 94114

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 540
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
X *[Signature]*

6. Signature - Agent
X *[Signature]*

7. Date of Delivery

8. Addressee's Address (ONLY if requested and fee paid)



PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 BARBARA B. SWEENEY
 P.O. BOX 8248
 SANTA FE, NM 87504-8248

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 543
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
X *[Signature]*

6. Signature - Agent
X *[Signature]*

7. Date of Delivery
8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 STEVEN L. STONE
 1636 #2 SEXTON ROAD
 SEBASTOPOL, CA 95472
 5700 MONTGOMERY DR. 95405

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 542
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
X *[Signature]*

6. Signature - Agent
X *[Signature]*

7. Date of Delivery
8-24-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 ROBERT REX SILVERSTONE
 844 KNOLLWOOD ROAD
 DEERFIELD, IL 60015

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 537
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 [Signature]

6. Signature - Agent

7. Date of Delivery
 8-22

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 FRATES SEELINGSON
 1604 NATIONAL BANK COMMERCE BLDG
 SAN ANTONIO, TX 78205

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 536
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee

6. Signature - Agent
 [Signature]

7. Date of Delivery
 AUG 24 1987

8. Addressee's Address (ONLY if requested and fee paid)
[Signature]

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 BEATRICE P. B. STONE
 5200 MONTGOMERY DR.
 SANTA ROSA, CA 95405

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 539
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 [Signature]

6. Signature - Agent

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 H. PETER STERN
 MOUNTAINVILLE, NY 10953

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 538
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee

6. Signature - Agent
 [Signature]

7. Date of Delivery
 8/24/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 PAULINE W. OR HENRY W. PARKER
 1105 FOSHAY TOWER
 MINNEAPOLIS, MN 55402

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 532
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Ken Dahlberg*

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)
 name as above

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 MOON COMPANY
 P.O. Box 9598
 AMARILLO, TX 79105

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 531
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *J. Gutay*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)
 Box 9598
 Amarillo, TX 79105

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 LEE S. SCHLESSMAN
 1500 GRANT, SUITE 400
 DENVER, CO 80203

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 535
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Carolyn Crabb*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 CHARLES I. PETSCHER
 575 MADISON AVENUE
 NEW YORK, NY 10022

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247 003 534
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Simon Rabinowitz*

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 LEN MAYER OIL PRODUCER
 1625 BROADWAY
 SUITE 2850
 DENVER, CO 80202

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003527
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 MARSHALL F WINSTON, INC.
 310 WEST TOWER
 10 DESTA DRIVE
 MIDLAND, TX 79705

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003526
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 MILDRED MILLER
 P.O. BOX 482
 MOSES LAKE, WA 98837

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003530
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 8/24/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 MURRAY C. MCKINNON, TRUSTEE
 1200 SMITH ST, SUITE 670
 HOUSTON, TX 77002

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003528
--	--	------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 8/20/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 C.H. KIMBRO
 P.O. BOX 250
 GRAFORD, TX 76045

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003523
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 [Signature]

6. Signature - Agent

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 CHARLES A. KELLY
 c/o CHAPMAN & CUTLER
 111 WEST MONROE
 CHICAGO, IL 60603

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003522
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 [Signature]

6. Signature - Agent

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 RALPH E. LOEWENBERG
 450 PARK AVENUE
 NEW YORK, NY 10022

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003525
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 [Signature]

6. Signature - Agent

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JOHN G. LEONDUKAS
 P.O. BOX 795
 CRYSTAL BAY, NV 89402

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	<input type="checkbox"/> Insured <input type="checkbox"/> COD	Article Number P247003524
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee

6. Signature - Agent
 [Signature]

7. Date of Delivery

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 J. M. HUBER CORPORATION
 OIL & GAS DIVISION
 P.O. BOX 925142
 HOUSTON, TX 77292-4449

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 519
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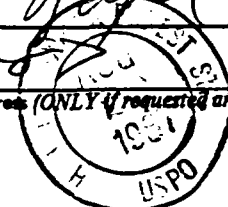
Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X

6. Signature - Agent
 X

7. Date of Delivery
 8-20-87

8. Addressee's Address (ONLY if requested and fee paid)



SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JACKIE H. JOHNSON
 P.O. BOX 515
 MOSES LAKE, WA 98837

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 521
--	---------------------------------

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X

6. Signature - Agent
 X [Signature]

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 J. T. HOWARD
 804 W. SUMMIT STREET
 ROSWELL, NM 88201

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 518
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Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X [Signature]

6. Signature - Agent
 X

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)
 804 W Summit
 Roswell NM 88201

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 ROBERT T. JACKSON
 513 SOUTH HI-LUSI
 MOUNT PROSPECT, IL 60056

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 520
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Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X [Signature]

6. Signature - Agent
 X

7. Date of Delivery
 8-21

8. Addressee's Address (ONLY if requested and fee paid)

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 SALLY FELDMAN
 5374 WOODLANDS ESTATE DRIVE
 BLOOMFIELD HILLS, MI 48013

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 511
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Sally Feldman*

6. Signature - Agent
 X

7. Date of Delivery
 8-26-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 WILLIAM O. DEWITT
 P.O. BOX 670322
 DALLAS, TX 75367-0322

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 509
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Always obtain signature of addressee or agent and DATE DELIVERED.

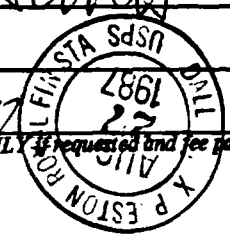
5. Signature - Addressee
 X *W. O. DeWitt*

6. Signature - Agent
 X

7. Date of Delivery
 8-27-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT



SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JUNE A. GROTHE
 23317 STIRRUP DRIVE
 DIAMOND BAR, CA 91765

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 513
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *June A. Grothe*

6. Signature - Agent
 X

7. Date of Delivery
 8/27/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JACK W. FLECK
 13343 BEL-RED ROAD, STE. 200
 BELLEVUE, WA 98005

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 512
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Always obtain signature of addressee or agent and DATE DELIVERED.

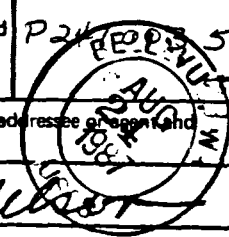
5. Signature - Addressee
 X *Jack W. Fleck*

6. Signature - Agent
 X

7. Date of Delivery

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT



PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 CHARLES WILLIAM DANIELS
 410 N. OGDEN DRIVE
 LOS ANGELES, CA 90036

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 506
--	---------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Charles William Daniels*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 MARGARET E. B. DANIELS
 14305 EASTRIDGE DRIVE
 WHITTIER, CA 90602

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 508
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Margaret E. B. Daniels*

6. Signature - Agent
 X

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

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- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 GEORGE E. CONLEY
 P.O. BOX 99
 PARKER, CO 80134

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 505
--	---------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *George E. Conley*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

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- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 DIANNE ELIZABETH DANIELS
 232 HAMPTON DRIVE
 VENICE, CA 90291

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 507
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Dianne Elizabeth Daniels*

6. Signature - Agent
 X

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

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 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 VICTOR E. CARLOCK
 2230-P Via Puerta
 LAGUNA HILLS, CA 92653

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 502 3
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *Victor E. Carlock*

6. Signature - Agent
 X

7. Date of Delivery
 8/22/87

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to: NANCY ELLEN CARLOCK
 ST. PAUL'S MANOR
 2635 2ND AVENUE #630
 SAN DIEGO, CA 92103

4. Type of Service: <input checked="" type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 501
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Jane de Baas*

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)
 2635 2ND AVE
 SAN DIEGO CA 92103

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 COMMISSIONER OF PUBLIC LANDS
 P.O. Box 1148
 SANTA FE, NM 87501

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 504
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 CITIES SERVICE OIL & GAS CORP.
 P.O. Box 300
 TULSA, OK 74102

4. Type of Service: <input checked="" type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 503 59
---	---------------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 J. E. ABRAM
 P.O. BOX 567
 MOSES LAKE, WA 98837

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 497
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Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 1029 Plus One Investors
 2653 West Lawrence
 Springfield, IL 62704

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 496
--	---------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *Richard Costello*

7. Date of Delivery
 AUG 21 1987

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 JOHN D. EMARY S. BRISCOE
 118 BRISCOE RD.
 ST. LEONARD, MD 20685

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 500
--	---------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *John D. Briscoe*

6. Signature - Agent
 X

7. Date of Delivery
 8-21-87

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

1. Show to whom, date and address of delivery.
 2. Restricted Delivery.

3. Article Addressed to:
 AVIVA LIMITED PARTNERSHIP
 P.O. BOX 2532
 DENVER, CO 80201

4. Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail	Article Number P 247 003 499
--	---------------------------------

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 [Signature]

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

P 247 003 533

RECEIPT FOR CERTIFIED MAIL

NO INSURANCE COVERAGE PROVIDED
NOT FOR INTERNATIONAL MAIL

(See Reverse)

PS Form 3811, July 1983 447-945

Sent to DAVID L. PETERSON	
Street and No.	
P.O., State and ZIP Code	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to whom and Date Delivered	
Return receipt showing to whom, Date, and Address of Delivery	
TOTAL Postage and Fees	\$
Postmark or Date	

SENDER: Completes items 1, 2, 3 and 4.

Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 E.M. Nominee Partnership Co.
 Department #380
 Denver, CO 80271

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured	P 247 003 571
<input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD	
<input type="checkbox"/> Express Mail	

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 X *[Date]*

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

SENDER: Completes items 1, 2, 3 and 4.

Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
DAVID I. MILLER
4604 ANDREWS HIGHWAY
MIDLAND, TX 79703

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured	P 247 003 529
<input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD	
<input type="checkbox"/> Express Mail	

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X

7. Date of Delivery
 X **AUG 31 1987**

8. Addressee's Address (ONLY if requested and fee paid)
SAME

DOMESTIC RETURN RECEIPT

SENDER: Completes items 1, 2, 3 and 4.

Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
TENNECO OIL COMPANY
7990 FH 10 WEST
SAN ANTONIO, TX 78230
ATTN: MIKE HINZE

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured	P 247 003 544
<input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD	
<input type="checkbox"/> Express Mail	

Always obtain signature of addressee or agent and **DATE DELIVERED.**

5. Signature - Addressee
 X *[Signature]*

6. Signature - Agent
 X *[Signature]*

7. Date of Delivery
 X **8-21-87**

8. Addressee's Address (ONLY if requested and fee paid)

DOMESTIC RETURN RECEIPT

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 WILLIAM J. HARBECK
 470 EAST LINDEN AVE.
 LAKE FOREST, IL 60045

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 514

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *W. J. Harbeck*

6. Signature - Agent
 X

7. Date of Delivery
 8/21/87

8. Addressee's Address (ONLY if requested and fee paid)
 same as #3

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 W. V. HARLOW, JR.
 600 PETROLEUM BLDG.
 AMARILLO, TX 79101

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 515

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *W. V. Harlow*

7. Date of Delivery

8. Addressee's Address (ONLY if requested and fee paid)
 Box 14028
 Ama - Tex
 79101

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 ROBERT L. HAYNIE
 1580 LINCOLN STREET
 SUITE 400
 DENVER, CO 80203

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 517

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X *S. Odia*

6. Signature - Agent
 X

7. Date of Delivery
 AUG 1987

8. Addressee's Address (ONLY if requested and fee paid)

PS Form 3811, July 1983 447-945

DOMESTIC RETURN RECEIPT

SENDER: Complete items 1, 2, 3 and 4.
 Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for service(s) requested.

- Show to whom, date and address of delivery.
- Restricted Delivery.

3. Article Addressed to:
 H. LEE HARVARD
 P.O. Box 936
 ROSWELL, NM 88201

4. Type of Service:	Article Number
<input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail	P247 003 516

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature - Addressee
 X

6. Signature - Agent
 X *H. Lee Harvard*

7. Date of Delivery
 8-24-87

8. Addressee's Address (ONLY if requested and fee paid)
 PO Box 936

8-25-87

I talked with Ada
Broyles at Harlow this
morning (806-372-7381);
She said they received
both letters on the same
day and she thinks it
was last Friday, the 21ST.

B. Headley

BETTY HEADLEY

RETURNED CERTIFIED LETTERS

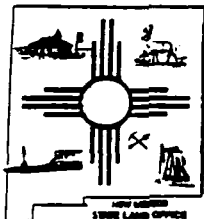
8-20-87 Letter to all RI & WI Owners of hearing date with copies of Applications

69 sent certified

68 receipts returned

1 outstanding - David L. Peterson

J57/106



State of New Mexico
Commissioner of Public Lands

#9210

W. R. Humphries
COMMISSIONER

Advisory Board April 24, 1990

George Clark
Chairman

Kristin Conniff
Vice Chairman

Melvin Cordova

Joe Kelly

Robert Portillos

Nancy Lynch Vigil

Rex Wilson

EDC
1000 Louisiana, Suite 2900
Houston, Texas 77002

ATTN: Mr. Marion Tebbs

RE: Twin Lakes Waterflood Unit
1990 Plan of Development

Gentlemen:

The Commissioner of Public Lands has this date approved the 1990 Plan of Development for the Twin Lakes Waterflood Unit. Our approval is subject to like approval by all other appropriate agencies.

The possibility of drainage by wells outside of the Unit Area and the need for further development of the Unit may exist. You will be contacted at a later date regarding these possibilities.

Enclosed is an approved copy of the 1990 Plan of Development for your files. If we may be of further help, please do not hesitate to contact this office at (505) 827-5746.

Very truly yours,

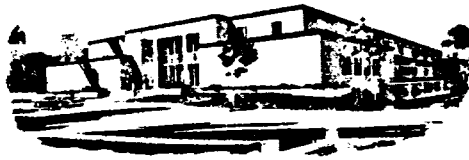
W.R. HUMPHRIES,
COMMISSIONER OF PUBLIC LANDS

BY:

FLOYD O. PRANDO, Director
Oil and Gas Division
(505) 827-5746

cc: OCD - Santa Fe, New Mexico
BLM
Unit Correspondence File
Unit P.O.D. File

WRH/FOP/SMH



RECEIVED
OCT 31 1988
LAND DEPT.

W.R. HUMPHRIES
COMMISSIONER

Commissioner of Public Lands

P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

October 27, 1988

Pelto Oil Company
Attn: Ms. Betty Headley
One Allen Center, Suite 1800
500 Dallas Street
Houston, Texas 77002

Re: Twin Lakes San Andres Unit
Ratifications to Unit and
Revised Exhibits

Gentlemen:

This office is in receipt of your letter of October 18, 1988 wherein you have submitted ratifications for the captioned unit agreement by Quinoco Energy, Inc. and Steven L. Stone. These ratifications have this date been accepted and filed in our unit files.

This office is also in receipt of your letter of October 18, 1988, together with one copy of an amendment to the unit Agreement and Unit Operating Agreement which amends Exhibits "B", Part I; "B" Part II; "C" Part I; "C" Part II and "C" Part III of the Twin Lakes Unit Agreement. Please be advised that these revised exhibits have this date been accepted and filed in our unit files.

If we may be of further help please do not hesitate to call on us.

Very truly yours,

W. R. HUMPHRIES
COMMISSIONER OF PUBLIC LANDS

BY: *Floyd O. Prando*
FLOYD O. PRANDO, Director *by*
Oil and Gas Division
(505) 827-5744

WRH/FOP/pm
encls.
cc: OCD

AMENDMENT TO UNIT OPERATING AGREEMENT

STATE OF NEW MEXICO §
 § KNOW MEN BY THESE PRESENTS:
COUNTY OF CHAVES §

WHEREAS, the parties hereto have entered into an Agreement dated June 1, 1987, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, Chaves County, New Mexico", said Unit Operating Agreement being recorded in Book 14, Page 482 of the Official Records of Chaves County, New Mexico and which has been amended by Amendment to Unit Operating Agreement dated February 1, 1988, and;

WHEREAS, the parties hereto desire to further amend said Unit Operating Agreement, as amended, as hereinafter provided.

Now, therefore, in consideration of the premises and the mutual benefits accruing to the parties hereto, said Unit Operating Agreement, as amended, is hereby further amended as follows, to wit:


Exhibit "D" attached to the Unit Operating Agreement is hereby deleted in its entirety and Exhibit "D" attached to and made part of this Amendment is substituted therefor.

Except as hereby amended, the Unit Operating Agreement dated June 1, 1987 and previously amended on February 1, 1988 shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

IN WITNESS WHEREOF, this Amendment is executed and entered into this 26th day of July, 1988, but effective as of January 1, 1988.

PELTO OIL COMPANY

By: 
G. B. Murrell

Its: Vice President

COLUMBIA GAS DEVELOPMENT CORPORATION ^{ES}

By: Leslie M. Moor, Jr ^{OK}
Leslie M. Moor, Jr
Its: Vice President

HARBERT ENERGY CORPORATION, AGENT

By: Ray E. Plumb, Jr
Its: Ray E. Plumb, Jr., President

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION , AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: A. G. B. Smith

Its: President

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

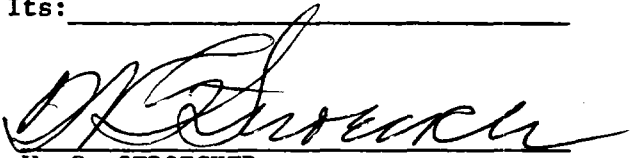
By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____


W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

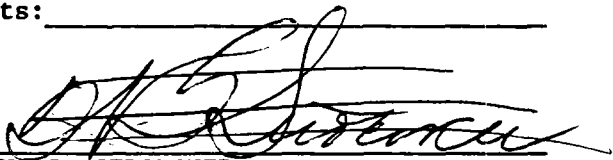
By: _____

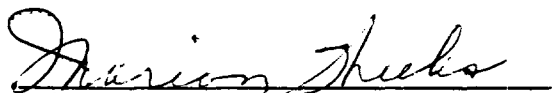
Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____


W. G. STROECKER


MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

Brenda S. Winther

BRENDA WINTHER

Rick Winther

RICK WINTHER

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 26th day of July, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeanie Matthews
Notary Public in and for the
State of Texas

STATE OF _____

COUNTY OF _____

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1988
Bonded by Lovett Agency Lawyers Surety Corp.

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of HARBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of NABOB PRODUCTION COMPANY, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.

Notary Public in and for the
State of Texas

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 2nd day of August, 1988, by Leslie M. Moor, Jr., Vice President of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.

Ann D Berger
Notary Public
ANN G. BERGER
Notary Public in Harris County, Texas
M. Commission Expires 3-13-89

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, of HARBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, of NABOB PRODUCTION COMPANY, a _____ Corporation.

Witness my hand and official seal.

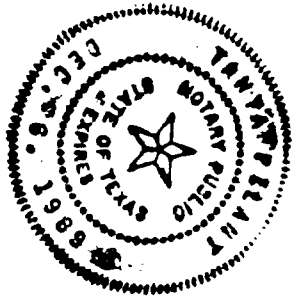
Notary Public

STATE OF Texas

COUNTY OF Harris

The foregoing instrument was acknowledged before me this 7th day of October, 1988, by Ray E. Plumb, Jr., President of HARBERT ENERGY CORPORATION, AGENT, a Texas Corporation.

Witness my hand and official seal.



Laura Dilant
Notary Public

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.

Notary Public in and for the
State of Texas

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ of HERBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF Texas

COUNTY OF Potter

The foregoing instrument was acknowledged before me this 28th day of July, 1988, by John D. Brian, President of NABOB PRODUCTION COMPANY, a Texas Corporation.

Witness my hand and official seal.



BETTY BATCHELOR BURGOYNE
Notary Public, State of Texas
My Commission Expires 6/30/92

Betty Batchelor Burgoyne
Notary Public

STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by W. G. STROECKER.

Alfred Huntley
Notary Public
2-25-92

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by RICK WINTHER.

Notary Public

STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by W. G. STROECKER.

Donald H. Humbley
Notary Public 2-25-92

STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by MARION WEEKS.

Donald H. Humbley
Notary Public 2-25-92

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by RICK WINTHER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this ____ day of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this ____ day of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF Alaska

COUNTY OF _____

This instrument was acknowledged before me on this 3rd day of August, 1988, by BRENDA WINTHER.

Jerub Withen

Notary Public
My Comm. Expires 7-2-90

STATE OF Alaska

COUNTY OF _____

This instrument was acknowledged before me on this 3rd day of August, 1988, by RICK WINTHER.

Jerub Withen

Notary Public
My Comm. Expires 7-2-90

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
TRACT & UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
1	CITGO STATE 1	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS H LEE HARVARD	WI	0.72143330	0.62747660	0.0160189	0.0115566	0.0100514
			WI	0.27856670	0.23752340	0.0160189	0.0044623	0.0038049
			OR		0.12500000	0.0160189	0.0000000	0.0020024
				0.01000000		0.0160189	0.0001602	
2	CITGO STATE 2 & 6	POC COMM. OF PUBLIC LANDS CITIES SERVICE	WI	1.00000000	1.00000000	0.0057700	0.0057700	0.0160189
			RI		0.79296880	0.0057700	0.0057700	0.0045754
			OR		0.12500000	0.0057700	0.0000000	0.0007213
				0.08203120		0.0000000	0.0004733	
3	CITGO STATE 3	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS CITIES SERVICE	WI	0.86071670	0.66727270	0.0008767	0.0007546	0.0005849
			WI	0.13928330	0.10772730	0.0008767	0.0001221	0.0000945
			RI		0.12500000	0.0008767	0.0000000	0.0001096
				0.10000000		0.0008767	0.0000877	
4	CITGO STATE 4,5,7	POC W G STROECKER MARION WEEKS B & R WINTHER COMM. OF PUBLIC LANDS CITIES SERVICE	WI	1.00000000	1.00000000	0.0218646	0.0008767	0.0008767
			WI	0.84250000	0.65293750	0.0218646	0.0184210	0.0142761
			WI	0.07500000	0.05812500	0.0218646	0.0016398	0.0012709
				0.00750000		0.0218646	0.0012709	
				0.12500000		0.0218646	0.0001640	
				0.10000000		0.0218646	0.0000000	
				1.00000000	1.00000000	0.0218646	0.0000000	0.0021865
5	CITGO A STATE 1	POC COMM. OF PUBLIC LANDS CITIES SERVICE ROBERT L HAYNIE LEN MAYER GEORGE E CONLEY	WI	1.00000000	0.79296880	0.0040045	0.0040045	0.0031754
			RI		0.12500000	0.0040045	0.0000000	0.0005006
			OR		0.05203120	0.0040045	0.0000000	0.0002084
				0.00500000		0.0040045	0.0000200	
				0.00500000		0.0040045	0.0000200	
				0.02000000		0.0040045	0.0000801	
				1.00000000	1.00000000	0.0040045	0.0000000	0.0040045
6	CITGO A STATE 2	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS ROBERT L HAYNIE LEN MAYER GEORGE E CONLEY	WI	0.99174500	0.83915280	0.0122048	0.0121040	0.012417
			RI	0.00825500	0.00584720	0.0122048	0.0001008	0.0000714
			OR		0.12500000	0.0122048	0.0000000	0.0015256
				0.00500000		0.0122048	0.0000610	
				0.00500000		0.0122048	0.0000000	
				0.02000000		0.0122048	0.0000000	
				1.00000000	1.00000000	0.0122048	0.0000000	0.0002441
				1.00000000	1.00000000	0.0122048	0.0122048	0.0122048

AMENDED "D"
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
7	CITGO A STATE 3	POC	WI	0.72143330	0.61008480	0.0186278	0.0134387	0.0113646
		HARBERT ENERGY CORP, AGENT	WI	0.27856670	0.23491520	0.0186278	0.0051891	0.0043759
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0186278	0.0000000	0.0023285
		ROBERT L HAYNIE	OR		0.00500000	0.0186278	0.0000000	0.0000931
		LEN HAYER	OR		0.00500000	0.0186278	0.0000000	0.0000931
		GEORGE E CONLEY	OR		0.02000000	0.0186278	0.0000000	0.0003726
8	CITGO A STATE 5	POC	WI	1.00000000	1.00000000	0.0144380	0.0186278	0.0186278
		HARBERT ENERGY CORP, AGENT	WI	0.52500000	0.44362500	0.0144380	0.0075800	0.0064049
		COMM. OF PUBLIC LANDS	RI	0.47500000	0.39137500	0.0144380	0.0068580	0.0056507
		ROBERT L HAYNIE	OR		0.12500000	0.0144380	0.0000000	0.0018048
		LEN HAYER	OR		0.00500000	0.0144380	0.0000000	0.0000722
		GEORGE E CONLEY	OR		0.00500000	0.0144380	0.0000722	
		H LEE HARVARD	OR		0.01000000	0.0144380	0.0000000	0.0001444
9	CITGO A STATE 6,7,8	POC	WI	1.00000000	1.00000000	0.0476502	0.0144380	0.0144380
		W G STROECKER	WI	0.84250000	0.65293750	0.0476502	0.0401452	0.0311124
		MARION WEEKS	WI	0.07500000	0.05812500	0.0476502	0.0035738	0.0027697
		B & R WINTHER	WI	0.07500000	0.05812500	0.0476502	0.0035738	0.0027697
		COMM. OF PUBLIC LANDS	RI	0.00750000	0.00581250	0.0476502	0.0003574	0.0002770
		CITIES SERVICE	OR		0.12500000	0.0476502	0.0000000	0.0059563
		ROBERT L HAYNIE	OR		0.07000000	0.0476502	0.0000000	0.0033355
		LEN HAYER	OR		0.00500000	0.0476502	0.0000000	0.0002383
		GEORGE E CONLEY	OR		0.00500000	0.0476502	0.0000000	0.0002383
					0.02000000	0.0476502	0.0000000	0.0000000
10	STATE CH 1	POC	WI	1.00000000	1.00000000	0.0001050	0.0476502	0.0476502
		COMM. OF PUBLIC LANDS	RI	0.80531250	0.80531250	0.0001050	0.0001050	0.0000845
		CITIES SERVICE	OR	0.12500000	0.12500000	0.0001050	0.0000000	0.0000131
		ROBERT L HAYNIE	OR	0.05468750	0.05468750	0.0001050	0.0000000	0.0000057
		LEN HAYER	OR	0.00250000	0.00250000	0.0001050	0.0000000	0.0000003
		GEORGE E CONLEY	OR	0.00250000	0.01000000	0.0001050	0.0000000	0.0000011
10A	STATE CH 2	POC	WI	1.00000000	1.00000000	0.0025428	0.0001050	0.0001050
		COMM. OF PUBLIC LANDS	RI	0.80531250	0.80531250	0.0025428	0.0025428	0.0020476
		CITIES SERVICE	OR	0.12500000	0.12500000	0.0025428	0.0000000	0.0003179
		ROBERT L HAYNIE	OR	0.05468750	0.05468750	0.0025428	0.0000000	0.0001391
		LEN HAYER	OR	0.00250000	0.00250000	0.0025428	0.0000000	0.0000064
		GEORGE E CONLEY	OR	0.00250000	0.01000000	0.0025428	0.0000000	0.0000254
				1.00000000	1.00000000	0.0025428	0.0025428	0.0025428

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TLPARTD.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)		
11	STATE CH 3	POC	WI	0.84250000	0.67847580	0.0030963	0.0026087	0.0021009		
		W G STROECKER	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870		
		MARION WEEKS	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870		
		B & R WINTHER	WI	0.00750000	0.00603990	0.0030963	0.0000232	0.0000187		
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0030963	0.0000000	0.0003870		
		CITIES SERVICE	OR		0.05468750	0.0030963	0.0000000	0.0001693		
		ROBERT L HAYNIE	OR		0.00250000	0.0030963	0.0000000	0.0000077		
		LEN HAYER	OR		0.00250000	0.0030963	0.0000000	0.0000077		
		GEORGE E CONLEY	OR		0.01000000	0.0030963	0.0000000	0.00000310		
					1.00000000	1.00000000	0.0030963	0.0030963	0.0030963	
12	O'BRIEN B 2	POC	WI	1.00000000	0.85937500	0.0005594	0.0005594	0.0004808		
		MARSHALL & WINSTON	RI		0.00585940	0.0005594	0.0000000	0.0000033		
		MOON CO.	RI		0.08203130	0.0005594	0.0000000	0.0000459		
		J T WYMAN TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016		
		P W PARKER TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016		
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0005594	0.0000000	0.0000033		
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016		
		CHARLES A KELLY	RI		0.00146480	0.0005594	0.0000000	0.0000008		
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0005594	0.0000000	0.0000008		
		EM NOMINEE PTSP CO	RI		0.02343750	0.0005594	0.0000000	0.0000131		
		FRATES SEELIGSON	NPRI		0.01171870	0.0005594	0.0000000	0.0000066		
					1.00000000	1.00000000	0.0005594	0.0005594	0.0005594	
		13	O'BRIEN C #2,3,5,6,7	POC	WI	1.00000000	0.84765620	0.0267552	0.0267552	0.0226791
				MARSHALL & WINSTON	RI		0.00390630	0.0267552	0.0000000	0.0001045
MOON CO.	RI				0.08203120	0.0267552	0.0000000	0.0021948		
J T WYMAN TRUST	RI				0.00195310	0.0267552	0.0000000	0.0000523		
P W PARKER TRUST	RI				0.00195310	0.0267552	0.0000000	0.0000523		
FRANCISCA WINSTON EST TRUST	RI				0.00390630	0.0267552	0.0000000	0.0001045		
F S WINSTON MARITAL TRUST	RI				0.00195310	0.0267552	0.0000000	0.0000523		
CHARLES A KELLY	RI				0.00097650	0.0267552	0.0000000	0.0000261		
MURRAY C MCKINNON TRUST	RI				0.00097650	0.0267552	0.0000000	0.0000261		
EM NOMINEE PTSP CO	RI				0.01562500	0.0267552	0.0000000	0.0004181		
BARBARA SWEENEY	OR				0.02734380	0.0267552	0.0000000	0.0007316		
FRATES SEELIGSON	NPRI				0.01171880	0.0267552	0.0000000	0.0003135		
					1.00000000	1.00000000	0.0267552	0.0267552	0.0267552	

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AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
TRACT & UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
14	O'BRIEN E #9	POC	WI	0.84250000	0.73718750	0.0001182	0.0000995	0.0000871
		W G STROECKER	WI	0.07500000	0.06562500	0.0001182	0.0000089	0.0000078
		MARION WEEKS	WI	0.07500000	0.06562500	0.0001182	0.0000089	0.0000078
		B & R WINTHER	RI	0.00750000	0.00656250	0.0001182	0.0000000	0.0000005
		MARSHALL & WINSTON	RI		0.00390630	0.0001182	0.0000000	0.0000097
		MOON CO.	RI		0.08203120	0.0001182	0.0000000	0.0000002
		J T WYHAN TRUST	RI		0.00195310	0.001182	0.0000000	0.0000002
		P W PARKER TRUST	RI		0.00195310	0.001182	0.0000000	0.0000002
		F S WINSTON MARITAL TRUST	RI		0.001182	0.0001182	0.0000000	0.0000001
		CHARLES A KELLY	RI		0.00097650	0.0001182	0.0000000	0.0000001
		MURRAY C MCKINNON TRUST	RI		0.00097650	0.0001182	0.0000000	0.0000001
		EM NOMINEE FTSP CO	RI		0.01562500	0.0001182	0.0000000	0.0000018
		FRANCISCA WINSTON EST TRUST	RI		0.00390630	0.0001182	0.0000000	0.0000005
		FRATES SEELIGSON	NPRI		0.01171880	0.0001182	0.0000000	0.0000014
			1.00000000	1.00000000		0.0001182	0.0001182	
15	O'BRIEN D #2 - #6	POC	WI	0.73718750	0.59238280	0.0423152	0.0311943	0.0250669
		POC	WI	0.12293620	0.12327010	0.0423152	0.0052021	0.0052162
		HARBERT +	WI	0.00206380	0.00172990	0.0423152	0.0000873	0.0000732
		W G STROECKER	WI	0.06562500	0.05273440	0.0423152	0.0027769	0.0022315
		MARION WEEKS	WI	0.06562500	0.05273440	0.0423152	0.0027769	0.0022315
		B & R WINTHER	RI		0.00527340	0.0423152	0.0002777	0.0002231
		MARSHALL & WINSTON	RI		0.00781250	0.0423152	0.0000000	0.0003306
		MOON CO.	RI		0.12304680	0.0423152	0.0000000	0.0052067
		J T WYHAN TRUST	RI		0.00390630	0.0423152	0.0000000	0.0001653
		P W PARKER TRUST	RI		0.00390630	0.0423152	0.0000000	0.0001653
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0423152	0.0000000	0.0003306
		EM NOMINEE FTSP CO	RI		0.00390630	0.0423152	0.0000000	0.0001653
		CHARLES A KELLY	RI		0.00390630	0.0423152	0.0000000	0.0000826
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0423152	0.0000000	0.0000826
FRATES SEELIGSON	NPRI		0.01757810	0.0423152	0.0000000	0.0007438		
			1.00000000	1.00000000		0.0423152	0.0423152	
16	O'BRIEN E #1 - #8	POC	WI	0.84250000	0.73718750	0.0217479	0.0183226	0.0160322
		W G STROECKER	WI	0.07500000	0.06562500	0.0217479	0.0016311	0.0014272
		MARION WEEKS	WI	0.07500000	0.06562500	0.0217479	0.0016311	0.0014272
		B & R WINTHER	RI	0.00750000	0.00656250	0.0217479	0.0001631	0.0001427
		MARSHALL & WINSTON	RI		0.00390630	0.0217479	0.0000000	0.0000850
		MOON CO.	RI		0.08203120	0.0217479	0.0000000	0.0017840
		J T WYHAN TRUST	RI		0.00195310	0.0217479	0.0000000	0.0000425
		P W PARKER TRUST	RI		0.00195310	0.0217479	0.0000000	0.0000425
		F S WINSTON MARITAL TRUST	RI		0.00195310	0.0217479	0.0000000	0.0000425
		CHARLES A KELLY	RI		0.00097650	0.0217479	0.0000000	0.0000212
		MURRAY C MCKINNON TRUST	RI		0.00097650	0.0217479	0.0000000	0.0000212
		EM NOMINEE FTSP CO	RI		0.01562500	0.0217479	0.0000000	0.0003398
		FRANCISCA WINSTON EST TRUST	RI		0.00390630	0.0217479	0.0000000	0.0000850
		FRATES SEELIGSON	NPRI		0.01171880	0.0217479	0.0000000	0.0002549
			1.00000000	1.00000000		0.0217479	0.0217479	

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 AMENDED
 EXHIBIT "D"
 TRACT & UNIT PARTICIPATION - TRACT BASIS
 UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
18	O'BRIEN F #6	POC	WI	0.73718750	0.62660930	0.0005888	0.0004341	0.0003688
		W G STROECKER	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
		MARION WEEKS	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
		B & R WINNER	WI	0.00656250	0.00557810	0.0005888	0.0000039	0.0000033
		POC *	WI	0.12293620	0.12327010	0.0005888	0.0000724	0.0000726
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0005888	0.0000012	0.0000010
		MARSHALL & WINSTON	RI		0.00468760	0.0005888	0.0000000	0.0000028
		MOON CO.	RI		0.09843750	0.0005888	0.0000000	0.0000580
		J T WYMAN TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		P W PARKER TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		F S WINSTON MARITAL TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		CHARLES A KELLY	RI		0.00117190	0.0005888	0.0000000	0.0000007
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.0005888	0.0000000	0.0000007
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0005888	0.0000000	0.0000028
		FRATES SEELIGSON	NPRI		0.01406250	0.0005888	0.0000000	0.0000083
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0005888
18A		POC	WI	0.73718750	0.59896490	0.0000000	0.0000000	0.0000000
		W G STROECKER	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
		MARION WEEKS	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
		B & R WINNER	WI	0.00656250	0.00533200	0.0000000	0.0000000	0.0000000
		POC *	WI	0.12293620	0.12327010	0.0000000	0.0000000	0.0000000
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0000000	0.0000000	0.0000000
		MARSHALL & WINSTON	RI		0.12304690	0.0000000	0.0000000	0.0000000
		MOON CO.	RI		0.01757810	0.0000000	0.0000000	0.0000000
		J T WYMAN TRUST	NPRI		0.00585940	0.0000000	0.0000000	0.0000000
		P W PARKER TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		CHARLES A KELLY	RI		0.00146480	0.0000000	0.0000000	0.0000000
		P W PARKER TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		J T WYMAN TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		MARSHALL & WINSTON	RI		0.00585940	0.0000000	0.0000000	0.0000000
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0000000	0.0000000	0.0000000
* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0000000	0.0000000	
19	O'BRIEN F #7	POC	WI	0.73718750	0.59896490	0.0003464	0.0002554	0.0002076
		W G STROECKER	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
		MARION WEEKS	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
		B & R WINNER	WI	0.00656250	0.00533200	0.0003464	0.0000023	0.0000018
		POC *	WI	0.12293620	0.12327010	0.0003464	0.0000426	0.0000427
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0003464	0.0000007	0.0000006
		MARSHALL & WINSTON	RI		0.00585940	0.0003464	0.0000000	0.0000020
		MOON CO.	RI		0.12304690	0.0003464	0.0000000	0.0000426
		J T WYMAN TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		P W PARKER TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		CHARLES A KELLY	RI		0.00146480	0.0003464	0.0000000	0.0000005
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0003464	0.0000000	0.0000005
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0003464	0.0000000	0.0000020
		FRATES SEELIGSON	NPRI		0.01757810	0.0003464	0.0000000	0.0000061
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0003464

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
20		POC	WI	0.84250000	0.68453120	0.000000	0.000000	0.000000
		W G STROECKER	WI	0.07500000	0.06093750	0.000000	0.000000	0.000000
		MARION WEEKS	WI	0.07500000	0.06093750	0.000000	0.000000	0.000000
		B & R WINTHER	WI	0.00750000	0.00609380	0.000000	0.000000	0.000000
		MOON CO	RI		0.12304690	0.000000	0.000000	0.000000
		POC *	RI		0.02311310	0.000000	0.000000	0.000000
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.000000	0.000000	0.000000
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.000000	0.000000	0.000000
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.000000	0.000000	0.000000
		CHARLES A KELLY	RI		0.00146480	0.000000	0.000000	0.000000
		P W PARKER TRUST	RI		0.00292970	0.000000	0.000000	0.000000
		J T WYMAN TRUST	RI		0.00292970	0.000000	0.000000	0.000000
		MARSHALL & WINSTON	RI		0.00585940	0.000000	0.000000	0.000000
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.000000	0.000000	0.000000
FRATES SEELIGSON	NPRI		0.01757810	0.000000	0.000000	0.000000		
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000		0.000000	
21	O'BRIEN F #5	POC	WI	0.84250000	0.71217570	0.0014065	0.0011850	0.0010016
		W G STROECKER	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
		MARION WEEKS	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
		B & R WINTHER	WI	0.00750000	0.00633980	0.0014065	0.0000105	0.0000089
		MARSHALL & WINSTON	RI		0.00468760	0.000000	0.000000	0.0000066
		MOON CO.	RI		0.09843750	0.000000	0.000000	0.00001385
		J T WYMAN TRUST	RI		0.00234380	0.0014065	0.000000	0.0000033
		P W PARKER TRUST	RI		0.00234380	0.0014065	0.000000	0.0000033
		F S WINSTON MARITAL TRUST	RI		0.00234380	0.0014065	0.000000	0.0000033
		CHARLES A KELLY	RI		0.00117190	0.000000	0.000000	0.0000016
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.000000	0.000000	0.0000016
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0014065	0.000000	0.0000066
		POC *	RI		0.02311310	0.0014065	0.000000	0.00000325
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.0014065	0.000000	0.0000005
FRATES SEELIGSON	NPRI		0.01406250	0.000000	0.0014065	0.0000000		
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000		0.0014065	
22	O'BRIEN F #1 - 4	POC	WI	0.84250000	0.71217570	0.0234414	0.0197494	0.0166946
		W G STROECKER	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
		MARION WEEKS	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
		B & R WINTHER	WI	0.00750000	0.00633980	0.0234414	0.0001758	0.0001486
		MARSHALL & WINSTON	RI		0.00468760	0.000000	0.000000	0.0001099
		MOON CO.	RI		0.09843750	0.000000	0.000000	0.0023075
		J T WYMAN TRUST	RI		0.00234380	0.0234414	0.000000	0.0000549
		P W PARKER TRUST	RI		0.00234380	0.0234414	0.000000	0.0000549
		F S WINSTON MARITAL TRUST	RI		0.00234380	0.0234414	0.000000	0.0000549
		CHARLES A KELLY	RI		0.00117190	0.000000	0.000000	0.0000275
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.000000	0.000000	0.0000275
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0234414	0.000000	0.0000275
		EH NOMINEE FTSP CO	RI		0.02343750	0.0234414	0.000000	0.0005494
		FRATES SEELIGSON	NPRI		0.01406250	0.000000	0.0234414	0.0000000
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000		0.0234414	

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
23	O'BRIEN F #9	POC	WI	0.84250000	0.67794930	0.0002051	0.0001728	0.0001391
		W G STROECKER	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
		MARION WEEKS	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
		B & R WINTHER	WI	0.00750000	0.00603520	0.0002051	0.0000015	0.0000012
		MOON CO	RI		0.12304690	0.0002051	0.0000000	0.0000252
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0002051	0.0000000	0.0000012
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0002051	0.0000000	0.0000006
		CHARLES A KELLY	RI		0.00146480	0.0002051	0.0000000	0.0000003
		P W PARKER TRUST	RI		0.00292970	0.0002051	0.0000000	0.0000006
		J T WYMAN TRUST	RI		0.0002051	0.0002051	0.0000000	0.0000006
		MARSHALL & WINSTON	RI		0.00585940	0.0002051	0.0000000	0.0000012
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0002051	0.0000000	0.0000003
		POC *	RI		0.03081750	0.0002051	0.0000000	0.0000063
		HARBERT ENERGY CORP, AGENT *	RI		0.00043250	0.0002051	0.0000000	0.0000001
FRATES SEELIGSON	NPRI		0.01757810	0.01757810	0.0002051	0.0000000	0.0000036	
		* ACQUIRED FROM TENNECO		1.00000000		0.0002051	0.0002051	
24	O'BRIEN I #1 - 8	POC	WI	0.84250000	0.68453120	0.1037733	0.0874290	0.0710362
		W G STROECKER	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
		MARION WEEKS	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
		B & R WINTHER	WI	0.00750000	0.00609380	0.1037733	0.0007783	0.0006324
		MARSHALL & WINSTON	RI		0.00585940	0.1037733	0.0000000	0.0006080
		POC *	RI		0.02311310	0.1037733	0.0000000	0.0003377
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.1037733	0.0000000	0.0127690
		MOON CO	RI		0.12304690	0.1037733	0.0000000	0.0003040
		J T WYMAN TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		P W PARKER TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.1037733	0.0000000	0.0006080
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		CHARLES A KELLY	RI		0.00146480	0.1037733	0.0000000	0.0001520
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.1037733	0.0000000	0.0001520
FRATES SEELIGSON	NPRI		0.01757810	0.01757810	0.1037733	0.0000000	0.0018241	
		* ACQUIRED FROM TENNECO		1.00000000		0.1037733	0.1037733	
25	O'BRIEN J 1	POC	WI	0.84250000	0.68453120	0.0016035	0.0013509	0.0010977
		W G STROECKER	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
		MARION WEEKS	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
		B & R WINTHER	WI	0.00750000	0.00609380	0.0016035	0.0000120	0.0000098
		MARSHALL & WINSTON	RI		0.00585940	0.0016035	0.0000000	0.0000094
		POC *	RI		0.02311310	0.1037733	0.0000000	0.0000371
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.1037733	0.0000000	0.0000005
		MOON CO	RI		0.12304690	0.0016035	0.0000000	0.0001973
		J T WYMAN TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		P W PARKER TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0016035	0.0000000	0.0000047
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		CHARLES A KELLY	RI		0.00146480	0.0016035	0.0000000	0.0000023
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0016035	0.0000000	0.0000023
FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0016035	0.0000000	0.0000094		
FRATES SEELIGSON	NPRI		0.01757810	0.01757810	0.0016035	0.0000000	0.0000282	
		* ACQUIRED FROM TENNECO		1.00000000		0.0016035	0.0016035	

AMENDED "D"
EXHIBIT PARTICIPATION - TRACT BASIS
TRACT & UNIT OPERATING AGREEMENT

TLPARTD.WR1
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
26	O'BRIEN J 2-8	POC *	WI	0.73718750	0.59896490	0.1231374	0.0907753	0.0737548	
		POC	WI	0.12293620	0.12327010	0.1231374	0.0151381	0.0151792	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.1231374	0.0002541	0.0002130	
		W G STROECKER	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657	
		MARION WEEKS	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657	
		B & R WINNER	WI	0.00656250	0.00533200	0.1231374	0.0080809	0.0065657	
		MARSHALL & WINSTON	RI		0.00585940	0.0007215	0.0000000	0.0000000	
		MOON CO	RI		0.12304690	0.0151517	0.0000000	0.0151517	
		J T WYMAN TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		P W PARKER TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0007215	0.0000000	0.0000000	
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		CHARLES A KELLY	RI		0.00146480	0.0001804	0.1231374	0.0000000	0.0001804
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0001804	0.1231374	0.0000000	0.0001804
		FRATES SEELIGSON	NPRI		0.01757810	0.01757810	0.1231374	0.0000000	0.0021645
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000	0.1231374	0.1231374	0.1231374
		27	O'BRIEN K #1 - #3	POC	WI	0.72169190	0.54693350	0.0318665	0.0229977
W G STROECKER	WI			0.02578130	0.01930660	0.0318665	0.0008216	0.0006152	
MARION WEEKS	WI			0.02578130	0.01930660	0.0318665	0.0008216	0.0006152	
B & R WINNER	WI			0.00257810	0.00193070	0.0318665	0.0000822	0.0000615	
COLUMBIA GAS	WI			0.21875000	0.17773440	0.0318665	0.0069708	0.0056638	
HARBERT ENERGY CORP, AGENT	WI			0.00541740	0.00353830	0.0318665	0.0001726	0.0001128	
MARSHALL & WINSTON	RI				0.00292970	0.0000000	0.0318665	0.0000000	
MOON CO	RI				0.10048840	0.0000000	0.0318665	0.0000000	
J T WYMAN TRUST	RI				0.00146480	0.0000000	0.0318665	0.0000000	
P W PARKER TRUST	RI				0.00146480	0.0000000	0.0318665	0.0000000	
FRANCISCA WINSTON EST TRUST	RI				0.00292970	0.0000000	0.0318665	0.0000000	
F S WINSTON MARITAL TRUST	RI				0.00146480	0.0000000	0.0318665	0.0000000	
CHARLES A KELLY	RI				0.00073240	0.0000000	0.0318665	0.0000000	
MURRAY C MCKINNON TRUST	RI				0.00073240	0.0000000	0.0318665	0.0000000	
EM NOHINEE	RI				0.01171880	0.01171880	0.0318665	0.0000000	
J M HUBER CORP	OR				0.04375000	0.04375000	0.0318665	0.0000000	
FRATES SEELIGSON	NPRI				0.01435550	0.01435550	0.0318665	0.0000000	
NANCY E CARLOCK	NPRI				0.00117180	0.00117180	0.0318665	0.0000000	
VICTOR E CARLOCK	NPRI				0.00117180	0.00117180	0.0318665	0.0000000	
BEATRICE P B STONE	NPRI				0.00520830	0.00520830	0.0318665	0.0000000	
GROVER S STONE, JR	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
STEVEN L STONE	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
SANDRA J STONE	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
MARGARET E B DANIELS	NPRI				0.00520830	0.00520830	0.0318665	0.0000000	
DIANNE E DANIELS	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
JUNE A D GROTHE	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
CHARLES W DANIELS	NPRI				0.00138890	0.00138890	0.0318665	0.0000000	
JOHN D BRISCOE	NPRI		0.02812500	0.02812500	0.0318665	0.0000000			
			1.00000000	1.00000000	0.0318665	0.0318665	0.0318665		

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
TRACT & UNIT OPERATING AGREEMENT

TLPARTD.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
28	O'BRIEN DB #1 - #3	POC	WI	0.76362320	0.52541110	0.0260934	0.0199256	0.0137097
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00210840	0.0260934	0.0000808	0.0000550
		W G STROECKER	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715
		MARION WEEKS	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715
		B & R WINTHER	WI	0.00515620	0.00333980	0.0260934	0.0001345	0.0000871
		POC *	WI	0.12293620	0.12327010	0.0260934	0.0032079	0.0032166
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0260934	0.0000538	0.0000451
		MARSHALL & WINSTON	RI		0.00781250	0.0260934	0.0000000	0.0002039
		MOON CO	RI		0.12304690	0.0260934	0.0000000	0.0032107
		J T WYMAN TRUST	RI		0.00390630	0.0260934	0.0000000	0.0001019
		P W PARKER TRUST	RI		0.00390630	0.0260934	0.0000000	0.0001019
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0260934	0.0000000	0.0002039
		F S WINSTON HARITAL TRUST	RI		0.00390630	0.0260934	0.0000000	0.0001019
		CHARLES A KELLY	RI		0.00195310	0.0260934	0.0000000	0.0000510
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0260934	0.0000000	0.0000510
		J H HUBER CORP	OR		0.07031250	0.0260934	0.0000000	0.0018347
		COLUMBIA GAS	OR		0.03515630	0.0260934	0.0000000	0.0009173
FRATES SEELIGSON	NPRI		0.01757810	0.0260934	0.0000000	0.0004587		
		* ACQUIRED FROM TENNECO		1.00000000		0.0260934	0.0260934	
29	O'BRIEN L LEASE	POC	WI	0.78984375	0.64051390	0.1503259	0.1187339	0.0962858
		HARBERT ENERGY CORP, AGENT *	WI	0.06146810	0.06163500	0.1503259	0.0092403	0.0092654
		W G STROECKER	WI	0.00103190	0.00086500	0.1503259	0.0001551	0.0001300
		MARION WEEKS	WI	0.07031250	0.05701900	0.1503259	0.0105698	0.0085714
		B & R WINTHER	WI	0.07031250	0.05701900	0.1503259	0.0105698	0.0085714
		MARSHALL & WINSTON	RI	0.00703125	0.00570200	0.1503259	0.0010570	0.0008572
		MOON CO	RI		0.00390630	0.1503259	0.0000000	0.0005872
		J T WYMAN TRUST	RI		0.10048820	0.1503259	0.0000000	0.0151060
		P W PARKER TRUST	RI		0.00146480	0.1503259	0.0000000	0.0002202
		CHARLES A KELLY	RI		0.00146480	0.1503259	0.0000000	0.0002202
		MURRAY C MCKINNON TRUST	RI		0.00097660	0.1503259	0.0000000	0.0001468
		FRANCISCA WINSTON EST TRUST	RI		0.00097660	0.1503259	0.0000000	0.0001468
		F S WINSTON HARITAL TRUST	RI		0.00292970	0.1503259	0.0000000	0.0004404
		BEATRICE P B STONE	RI		0.00146480	0.1503259	0.0000000	0.0002202
		GROYER S STONE, JR	NPRI		0.00520830	0.1503259	0.0000000	0.0007829
		STEVEN L STONE	NPRI		0.00138890	0.1503259	0.0000000	0.0002088
		SANDRA J STONE	NPRI		0.00138890	0.1503259	0.0000000	0.0002088
MARGARET E B DANIELS	NPRI		0.00520830	0.1503259	0.0000000	0.0007829		
DIANNE E DANIELS	NPRI		0.00138890	0.1503259	0.0000000	0.0002088		
JUNE A D GROTHE	NPRI		0.00138890	0.1503259	0.0000000	0.0002088		
CHARLES W DANIELS	NPRI		0.00138890	0.1503259	0.0000000	0.0002088		
JOHN D BRISCOE	NPRI		0.02812500	0.1503259	0.0000000	0.0042279		
NANCY E CARLOCK	NPRI		0.00117190	0.1503259	0.0000000	0.0001762		
VICTOR E CARLOCK	NPRI		0.00117190	0.1503259	0.0000000	0.0001762		
FRATES SEELIGSON	NPRI		0.01435550	0.1503259	0.0000000	0.0021580		
		* ACQUIRED FROM TENNECO		1.00000000		0.1503259	0.1503259	

AMENDED
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TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TLPARTD.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)		
30	O'BRIEN FF #1 - #6	POC *	WI	0.78984375	0.63845700	0.1163759	0.0919187	0.0743012		
		HARBERT ENERGY CORP, AGENT *	WI	0.06146810	0.06163500	0.1163759	0.0071534	0.0071728		
		W G STROECKER	WI	0.00103190	0.00086500	0.1163759	0.0001201	0.0001007		
		MARION WEEKS	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143		
		B & R WINNER	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143		
		MARSHALL & WINSTON	WI	0.00703125	0.00568360	0.1163759	0.0008183	0.0006614		
		MOON CO.	RI		0.00390630	0.0000000	0.1163759	0.0000000	0.0004546	
		J T WYMAN TRUST	RI		0.10048840	0.10048840	0.1163759	0.0000000	0.0116944	
		P W PARKER TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0002273	
		FRANCISCA WINSTON EST TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0004546	
		F S WINSTON MARITAL TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0002273	
		CHARLES A KELLY	RI		0.00097660	0.00097660	0.1163759	0.0000000	0.0001137	
		MURRAY C MCKINNON TRUST	RI		0.00097660	0.00097660	0.1163759	0.0000000	0.0001137	
		BEATRICE P B STONE	NPRI		0.00520830	0.00520830	0.1163759	0.0000000	0.0006061	
		GROVER S STONE, JR	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		STEVEN L STONE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		SANDRA J STONE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		MARGARET E B DANIELS	NPRI		0.00520830	0.00520830	0.1163759	0.0000000	0.0006061	
		DIANNE E DANIELS	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		JUNE A D GROTHE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		CHARLES W DANIELS	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616	
		FRATES SEELIGSON	NPRI		0.01435550	0.01435550	0.1163759	0.0000000	0.0016706	
		JOHN D BRISCOE	NPRI		0.02812500	0.02812500	0.1163759	0.0000000	0.0032731	
NANCY E CARLOCK	NPRI		0.00117180	0.00117180	0.1163759	0.0000000	0.0001364			
VICTOR E CARLOCK	NPRI		0.00117180	0.00117180	0.1163759	0.0000000	0.0001364			
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.1163759	0.1163759	0.1163759		
31	MOONSHINE 7 #1	POC	WI	0.99587500	0.77277430	0.0084417	0.0084069	0.0065235		
		HARBERT ENERGY CORP, AGENT	WI	0.00412500	0.00269440	0.0084417	0.0000348	0.0000227		
		MOON CO	RI		0.12304680	0.0084417	0.0000000	0.0010387		
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0084417	0.0000000	0.0000660		
		POC *	RI		0.02927660	0.0084417	0.0000000	0.0002471		
		HARBERT ENERGY CORP, AGENT *	RI		0.00041090	0.00041090	0.0000000	0.0000035		
		MURRAY C MCKINNON	RI		0.00097660	0.00097660	0.0084417	0.0000000	0.0000082	
		DOUGLAS A MCKINNON	RI		0.00097660	0.00097660	0.0084417	0.0000000	0.0000082	
		MARSHALL & WINSTON	RI		0.00781250	0.00781250	0.0084417	0.0000000	0.0000660	
		F S WINSTON MARITAL TRUST	RI		0.00390630	0.00390630	0.0084417	0.0000000	0.0000330	
		CHARLES A KELLY	RI		0.00195310	0.00195310	0.0084417	0.0000000	0.000165	
		P W PARKER TRUST	RI		0.00390630	0.00390630	0.0084417	0.0000000	0.0000330	
		J T WYMAN TRUST	RI		0.00390630	0.00390630	0.0084417	0.0000000	0.0000330	
		POC *	OR		0.00154090	0.00154090	0.0084417	0.0000000	0.0000130	
		HARBERT ENERGY CORP, AGENT *	OR		0.00002160	0.00002160	0.0084417	0.0000000	0.0000000	
		DAVID I HILLER	OR		0.00750000	0.00750000	0.0084417	0.0000000	0.0000633	
		WILLIAM O DEWITT	OR		0.00093750	0.00093750	0.0084417	0.0000000	0.0000079	
		J T HOWARD	OR		0.00260410	0.00260410	0.0084417	0.0000000	0.0000220	
		DONALD R WATTS	OR		0.00520830	0.00520830	0.0084417	0.0000000	0.0000440	
		POC	OR		0.00515640	0.00515640	0.0084417	0.0000000	0.0000435	
		FRATES SEELIGSON	NPRI		0.01757800	0.01757800	0.0084417	0.0000000	0.0001484	
				* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0084417	0.0084417	0.0084417

TLPARTD.WR1
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AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
32	MOONSHINE 7 #2-14	POC	WI	0.87190440	0.68091880	0.0897968	0.0782942	0.0611442
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00205000	0.0897968	0.002780	0.0001841
		POC *	WI	0.12293620	0.12327010	0.0897968	0.0110393	0.0110693
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0897968	0.0001853	0.0001553
		MOON CO	RI		0.12304680	0.0897968	0.0000000	0.0110492
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0897968	0.0000000	0.0007015
		F S WINSTON MARITAL TRUST	RI		0.00390630	0.0897968	0.0000000	0.0003508
		CHARLES A KELLY	RI		0.00195310	0.0897968	0.0000000	0.0001754
		P W PARKER TRUST	RI		0.00390630	0.0897968	0.0000000	0.0003508
		J T WYHAN TRUST	RI		0.00390630	0.0897968	0.0000000	0.0003508
		MARSHALL & WINSTON	RI		0.00781250	0.0897968	0.0000000	0.0007015
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0897968	0.0000000	0.0001754
		DAVID I MILLER	OR		0.00750000	0.0897968	0.0000000	0.0006735
		WILLIAM O DEWITT	OR		0.00093750	0.0897968	0.0000000	0.0000842
		J T HOWARD	OR		0.00260420	0.0897968	0.0000000	0.0002338
		DONALD R WATTS	OR		0.00520830	0.0897968	0.0000000	0.0004677
		POC	OR		0.00390620	0.0897968	0.0000000	0.0003508
FRATES SEELIGSON	NPRI		0.01757810	0.0897968	0.0897968	0.0000000	0.0015785	
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0897968	0.0897968	
33	O'BRIEN GG #1 - #3	POC	WI	0.78984375	0.63845700	0.0021324	0.0016843	0.0013611
		POC *	WI	0.06146810	0.06163500	0.0021324	0.0001311	0.0001315
		HARBERT ENERGY CORP, AGENT *	WI	0.00103190	0.00086500	0.0021324	0.0000222	0.0000018
		W G STROECKER	WI	0.07031250	0.05683590	0.0021324	0.0001499	0.0001212
		MARION WEEKS	WI		0.05683590	0.0021324	0.0001499	0.0001212
		B & R WINTHER	WI		0.00568360	0.0021324	0.0000150	0.0000121
		MARSHALL & WINSTON	RI		0.00390630	0.0021324	0.0000000	0.0000083
		MOON CO	RI		0.10048840	0.0021324	0.0000000	0.0002143
		J T WYMAN TRUST	RI		0.00195310	0.0021324	0.0000000	0.0000042
		P W PARKER TRUST	RI		0.00195310	0.0021324	0.0000000	0.0000042
		FRANCISCA WINSTON EST TRUST	RI		0.00390630	0.0021324	0.0000000	0.0000083
		MURRAY C MCKINNON TRUST	RI		0.00097660	0.0021324	0.0000000	0.0000021
		F S WINSTON MARITAL TRUST	RI		0.00195310	0.0021324	0.0000000	0.0000042
		CHARLES A KELLY	RI		0.00097660	0.0021324	0.0000000	0.0000021
		BEATRICE P B STONE	NPRI		0.00520830	0.0021324	0.0000000	0.0000111
		GROVER S STONE, JR	NPRI		0.00138890	0.0021324	0.0000000	0.0000030
		STEVEN L STONE	NPRI		0.00138890	0.0021324	0.0000000	0.0000030
		SANDRA J STONE	NPRI		0.00138890	0.0021324	0.0000000	0.0000030
		MARGARET E B DANIELS	NPRI		0.00520830	0.0021324	0.0000000	0.0000111
		DIANNE E DANIELS	NPRI		0.00138890	0.0021324	0.0000000	0.0000030
		JUNE A D GROTHE	NPRI		0.00138890	0.0021324	0.0000000	0.0000030
		CHARLES W DANIELS	NPRI		0.02812500	0.0021324	0.0000000	0.0000000
		JOHN D BRISCOE	NPRI		0.00117180	0.0021324	0.0000000	0.0000025
NANCY E CARLOCK	NPRI		0.00117180	0.0021324	0.0000000	0.0000025		
VICTOR E CARLOCK	NPRI		0.01435550	0.0021324	0.0021324	0.0000000	0.0000306	
FRATES SEELIGSON	NPRI							
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0021324	0.0021324	

TLPARTD.WRI
5-31-88

AMENDED
EXHIBIT "D"
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT OPERATING AGREEMENT

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
34	MOONSHINE 16 #1-5	POC	WI	0.67190440	0.68091880	0.0308971	0.0269394	0.0210385	
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00205000	0.0308971	0.0000956	0.0000633	
		POC *	WI	0.12293620	0.12327010	0.0308971	0.0037983	0.0038087	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0308971	0.0000638	0.0000534	
		MOON CO	RI		0.12304690	0.0308971	0.0000000	0.0038018	
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0308971	0.0000000	0.0000603	
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0308971	0.0000000	0.0002414	
		F S WINSTON MARITAL TRUST	RI		0.00390620	0.0308971	0.0000000	0.0002414	
		MARSHALL & WINSTON	RI		0.00781250	0.0308971	0.0000000	0.0002414	
		CHARLES A KELLY	RI		0.00195310	0.0308971	0.0000000	0.0000603	
		P W PARKER TRUST	RI		0.00390630	0.0308971	0.0000000	0.0001207	
		J T WYMAN TRUST	RI		0.00390630	0.0308971	0.0000000	0.0001207	
		DAVID I MILLER	OR		0.00750000	0.0308971	0.0000000	0.0002317	
		WILLIAM O DEWITT	OR		0.00093750	0.0308971	0.0000000	0.0000290	
		J T HOWARD	OR		0.00260420	0.0308971	0.0000000	0.0000805	
		DONALD R WATTS	OR		0.00520830	0.0308971	0.0000000	0.0001609	
		POC	OR		0.00390630	0.0308971	0.0000000	0.0001207	
FRATES SEELIGSON	NPRI		0.01757800	0.0308971	0.0000000	0.0005431			
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0308971	0.0308971		
35	O'BRIEN N #1 & #2Y	POC	WI	0.73718750	0.59649650	0.0088242	0.0065051	0.0052635	
		POC *	WI	0.12293620	0.12327010	0.0088242	0.0010848	0.0010877	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0088242	0.000182	0.000153	
		W G STROECKER	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686	
		MARION WEEKS	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686	
		B & R WINTHER	WI	0.00656250	0.00531010	0.0088242	0.0000579	0.0000469	
		MARSHALL & WINSTON	RI		0.00781260	0.0088242	0.0000000	0.0000689	
		MOON CO	RI		0.12304680	0.0088242	0.0000000	0.0010858	
		J T WYMAN TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		P W PARKER TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0088242	0.0000000	0.0000517	
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		CHARLES A KELLY	RI		0.00195310	0.0088242	0.0000000	0.0000172	
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0088242	0.0000000	0.0000172	
		FRATES SEELIGSON	NPRI		0.01757810	0.0088242	0.0000000	0.0001551	
				* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0088242	0.0088242
						1.00000000	1.00000000	1.0000000	1.0000000

AMENDMENT TO UNIT AGREEMENT

STATE OF NEW MEXICO §
 § KNOW MEN BY THESE PRESENTS:
COUNTY OF CHAVES §

WHEREAS, the parties hereto have entered into an Agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, Chaves County, New Mexico", which has been recorded in Volume 14, Page 396 of the Official Records of Chaves County, New Mexico and which has been amended by Amendment to Unit Agreement dated February 1, 1988, and;

WHEREAS, the parties hereto desire to further amend said Unit Agreement, as amended, as hereinafter provided.

Now, therefore, in consideration of the premises and the mutual benefits accruing to the parties hereto, said Unit Agreement, as amended, is hereby further amended as follows, to wit:

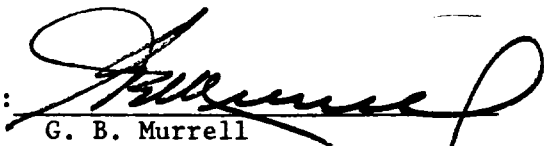
Exhibits "B", Part I; "B", Part II; "C", Part I; "C", Part II and "C", Part III attached to the Unit Agreement are hereby deleted in their entirety and Exhibits "B", Part I; "B", Part II; "C", Part I; "C", Part II and "C", Part III which are attached to and made part of this Amendment, are substituted therefor.

Except as hereby amended, the Unit Agreement dated June 1, 1987 and previously amended on February 1, 1988 shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

IN WITNESS WHEREOF, this Amendment is executed and entered into this 26th day of July, 1988 but effective as of January 1, 1988.

PELTO OIL COMPANY

By: 
G. B. Murrell

Its: Vice President

COLUMBIA GAS DEVELOPMENT CORPORATION

By: Leslie M. Moor, Jr ^{ES}
Leslie M. Moor, Jr ^{AK}
Its: Vice President ^{LN}

HARBERT ENERGY CORPORATION, AGENT

By: Ray E. Plumb, Jr
Its: Ray E. Plumb, Jr., President

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: J. G. O'Brien

Its: President

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

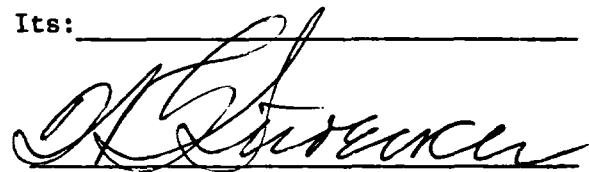
By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____


W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

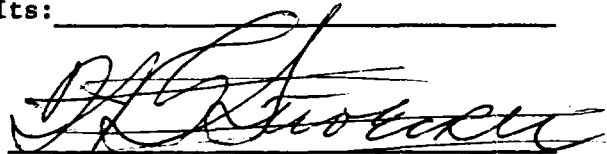
By: _____

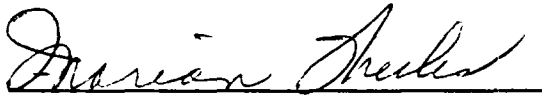
Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____


W. G. STROECKER


MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____


NABOB PRODUCTION COMPANY

By: _____

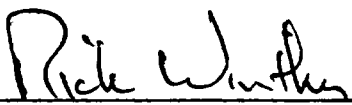
Its: _____

W. G. STROECKER

MARION WEEKS



BRENDA WINTHER



RICK WINTHER

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 24th day of July, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeannie Matthews
Notary Public in and for the
State of Texas

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1998
Bonded by Lovett Agency Lawyers Surety Corp.

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of HERBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 1988, by _____, _____ of NABOB PRODUCTION COMPANY, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.

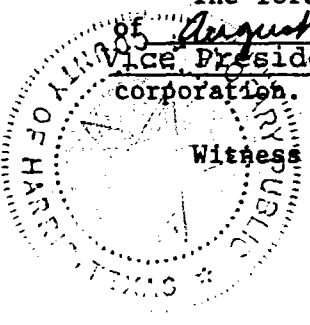
Notary Public in and for the
State of Texas

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 2nd day of August, 1988, by Leslie M. Moor, Jr., Vice President of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.



Ann G. Berger
Notary Public
ANN G. BERGER
Notary Public in Harris County, Texas
My Commission Expires 3-13-89

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, of HARBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, of NABOB PRODUCTION COMPANY, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF Texas

COUNTY OF Harris

The foregoing instrument was acknowledged before me this 7th day of October, 1988, by Ray E. Plumb, President of HARBERT ENERGY CORPORATION, AGENT, a Texas Corporation.

Witness my hand and official seal.



Tanya Pilant
Notary Public

STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.

Notary Public in and for the
State of Texas

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ of HARBERT ENERGY CORPORATION, a _____ Corporation.

Witness my hand and official seal.

Notary Public

STATE OF Texas

COUNTY OF Potter

The foregoing instrument was acknowledged before me this 28th day of July, 1988, by J. G. O'Brien, President of NABOB PRODUCTION COMPANY, a Texas Corporation.

Witness my hand and official seal.

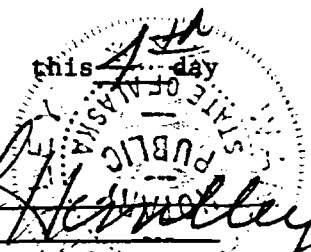


BETTY BATCHELOR BURG
Notary Public, State of Texas
My Commission Expires 6/20/92

Betty Batchelor Burgy
Notary Public

STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by W. G. STROECKER.


Donald F. Hervey
Notary Public
2-25-92

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this ____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this ____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____
COUNTY OF _____

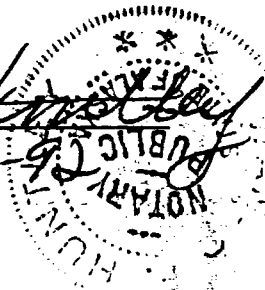
This instrument was acknowledged before me on this ____ day
of _____, 1988, by RICK WINTHER.

Notary Public

STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by W. G. STROECKER.

Donald Henderson
Notary Public 2-25-92



STATE OF Alaska
COUNTY OF North Star Borough

This instrument was acknowledged before me on this 4th day
of August, 1988, by MARION WEEKS.

Donald Henderson
Notary Public 2-25-92



STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by RICK WINTHER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____

COUNTY OF _____

This instrument was acknowledged before me on this _____ day of _____, 1988, by MARION WEEKS.

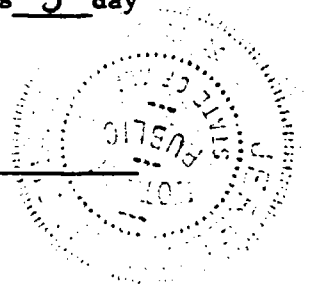
Notary Public

STATE OF Alaska

COUNTY OF _____

This instrument was acknowledged before me on this 3rd day of August, 1988, by BRENDA WINTHER.

Judy Withan
Notary Public
Comm. expires 7-2-90

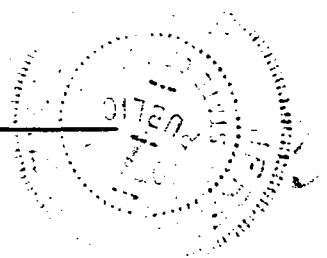


STATE OF Alaska

COUNTY OF _____

This instrument was acknowledged before me on this 3rd day of August, 1988, by RICK WINTHER.

Judy Withan
Notary Public
Comm. expires 7-2-90



AMENDED
 EXHIBIT "B"
 PART I
 Schedule of Ownership
 Unit Agreement
 Twin Lakes San Andres Unit
 Chaves County, New Mexico

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
1 .0160189	Citgo State 1	Section 36: SE/4NW/4, T8S-R28E, N.M.P.M.	40.00	K-2803-8	*Pelto Oil Company Harbert Energy Corp., Agent Comm. of Public Lands H. Lee Harvard	WI WI RI OR	0.72143330 0.27856670 <u>1.00000000</u>	0.62747660 0.23752340 <u>0.12500000</u> <u>0.01000000</u> <u>1.00000000</u>
2 .0057700	Citgo State 2 & 6	Section 36: NW/4SE/4, T8S-R28E, N.M.P.M.	40.00	K-2803-7	Pelto Oil Company Comm. of Public Lands *Cities Service Oil Company	WI RI OR	1.00000000 <u>1.00000000</u>	0.79296880 0.12500000 <u>0.08203120</u> <u>1.00000000</u>
3 .0008767	Citgo State 3	Section 36: SE/4SE/4, T8S-R28E, N.M.P.M.	40.00	K-2803-7	Pelto Oil Company Harbert Energy Corp., Agent Comm. of Public Lands *Cities Service Oil Company	WI WI RI OR	0.86071670 0.13928330 <u>1.00000000</u>	0.66727270 0.10772730 <u>0.12500000</u> <u>0.10000000</u> <u>1.00000000</u>
4 .0218646	Citgo State 4, 5, & 7	Section 36: SW/4NE/4; NE/4SE/4, T8S-R28E, N.M.P.M.	80.00	K-2803-7	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Comm. of Public Lands *Cities Service Oil Company	WI WI WI WI RI OR	0.84250000 0.07500000 0.07500000 0.00750000 <u>1.00000000</u>	0.65293750 0.05812500 0.05812500 0.00581250 <u>0.12500000</u> <u>0.10000000</u> <u>1.00000000</u>

1988 DENOTES LESSEE OF RECORD ON STATE LEASES

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
5 .0040045	Citgo A State 1	Section 36: SW/4SE/4, T8S-R28E, N.M.P.M.	40.00	OG-4681-10	Pelto Oil Company Comm. of Public Lands *Cities Service Oil Company Robert L. Haynie Len Mayer George E. Conley	WI RI OR OR OR OR	1.00000000 <u>1.00000000</u>	0.79296880 0.12500000 0.05203120 0.00500000 0.00500000 0.02000000 <u>1.00000000</u>
6 .0122048	Citgo A State 2	Section 36: SE/4SW/4, T8S-R28E, N.M.P.M.	40.00	OG-4681-11	*Pelto Oil Company Harbert Energy Corp., Agent. Comm. of Public Lands Robert L. Haynie Len Mayer George E. Conley	WI WI RI OR OR OR	0.99174500 0.00825500 <u>1.00000000</u>	0.83915280 0.00584720 0.12500000 0.00500000 0.00500000 0.02000000 <u>1.00000000</u>
7 .0144380	Citgo A State 3	Section 36: NE/4SW/4, T8S-R28E, N.M.P.M.	40.00	OG-4681-11	*Pelto Oil Company Harbert Energy Corp., Agent Comm. of Public Lands Robert L. Haynie Len Mayer George E. Conley	WI WI RI OR OR OR	0.72143330 0.27856670 <u>1.00000000</u>	0.61008480 0.23491520 0.12500000 0.00500000 0.00500000 0.02000000 <u>1.00000000</u>
8 .0144380	Citgo A State 5	Section 36: NE/4NW/4; T8S-R28E, N.M.P.M.	40.00	OG-4681-11	*Pelto Oil Company Harbert Energy Corp., Agent Comm. of Public Lands Robert L. Haynie Len Mayer George E. Conley H. Lee Harvard	WI WI RI OR OR OR OR	0.52500000 0.47500000 <u>1.00000000</u>	0.44362500 0.39137500 0.12500000 0.00500000 0.00500000 0.02000000 <u>1.00000000</u>

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS		NET INTEREST
							WORKING INTEREST	INTEREST	
9 .0476502	Citgo A State 6, 7, & 8	Section 36: N/2NE/4; SE/4NE/4, T8S-R28E, N.M.P.M.	120.00	OG-4681-10	Pelto Oil Company W. G. Stroecker	WI	0.84250000	0.65293750	0.05812500
						WI	0.07500000	0.05812500	0.00581250
						WI	0.07500000	0.05812500	0.00581250
						RI	0.00750000	0.12500000	0.07000000
					*Cities Service Oil Company	OR		0.07000000	0.07000000
					Robert L. Haynie	OR		0.00500000	0.00500000
					Len Mayer	OR		0.00500000	0.00500000
					George E. Conley	OR		0.02000000	0.02000000
								<u>1.00000000</u>	<u>1.00000000</u>
10 .0001050	State Ch 1	Section 36: W/2SW/4 T8S-R28E, N.M.P.M.	80.00	OG-4681-11	*Pelto Oil Company Comm. of Public Lands Cities Service Robert L. Haynie Len Mayer George E. Conley	WI	1.00000000	0.80531250	0.12500000
						RI		0.12500000	0.05468750
						OR		0.05468750	0.00250000
						OR		0.00250000	0.00250000
						OR		0.00250000	0.01000000
						OR		0.01000000	<u>1.00000000</u>
							<u>1.00000000</u>	<u>1.00000000</u>	
10A .0025428	State Ch 2	Section 36: SW/4NW/4, T8S-R28E, N.M.P.M.	40.00	K-6716-3	*Pelto Oil Company Comm. of Public Lands Cities Service Robert L. Haynie Len Mayer George E. Conley	WI	1.00000000	0.80531250	0.12500000
						RI		0.12500000	0.05468750
						OR		0.05468750	0.00250000
						OR		0.00250000	0.00250000
						OR		0.00250000	0.01000000
						OR		0.01000000	<u>1.00000000</u>
							<u>1.00000000</u>	<u>1.00000000</u>	
11 .0030963	State Ch 3	Section 36: NW/4NW/4, T8S-R28E, N.M.P.M.	40.00	K-2803-8	*Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Comm. of Public Lands Cities Service Robert L. Haynie Len Mayer George E. Conley	WI	0.84250000	0.67847580	0.06039840
						WI	0.07500000	0.06039840	0.06039840
						WI	0.07500000	0.06039840	0.00603990
						WI	0.00750000	0.12500000	0.12500000
						RI		0.05468750	0.00250000
						OR		0.00250000	0.00250000
							<u>0.67847580</u>	<u>0.06039840</u>	
							<u>0.06039840</u>	<u>0.06039840</u>	
							<u>0.00603990</u>	<u>0.00603990</u>	
							<u>0.12500000</u>	<u>0.12500000</u>	
							<u>0.05468750</u>	<u>0.05468750</u>	
							<u>0.00250000</u>	<u>0.00250000</u>	
							<u>0.00250000</u>	<u>0.00250000</u>	
							<u>0.00250000</u>	<u>0.00250000</u>	

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
12 .0005594	O'Brien B #2	Section 2: NE/4NE/4 (Lot 1), T9S-R28E, N.M.P.M.	40.20	4A-4I	Pelto Oil Company Marshall & Winston Moon Co. J. T. Wyman Trust P. W. Parker Trust Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly Murray C. McKinnon Trust EM Nominee Ptsp Co. Frates Seeligson	WI RI RI RI RI RI RI RI RI NPRI	1.00000000	0.85937500 0.00585940 0.08203130 0.00292970 0.00292970 0.00585940 0.00292970 0.00146480 0.00146480 0.02343750 0.01171870 <u>1.00000000</u>
13 .0267552	O'Brien C #2, 3, 5, 6 & 7	Section 1: Lots 2, 3, 4; SE/4NW/4; NE/4SW/4, T9S-R28E, N.M.P.M.	200.39	5	Pelto Oil Company Marshall & Winston Moon Co. J. T. Wyman Trust P. W. Parker Trust Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly Murray C. McKinnon Trust EM Nominee PTSP Co. Barbara Sweeney Frates Seeligson	WI RI RI RI RI RI RI RI RI RI RI OR NPRI	1.00000000	0.84765620 0.00390630 0.08203120 0.00195310 0.00195310 0.00390630 0.00195310 0.00097650 0.00097660 0.01562500 0.02734380 0.01171880 <u>1.00000000</u>

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS		NET INTEREST			
							WORKING INTEREST	INTEREST				
16 .0217479	O'Brien E #1 - #8	Section 1: Lot 1; S/2NE/4; SE/4; SE/4SW/4, T9S-R28E, N.M.P.M.	320.07	5	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Marshall & Winston Moon Co. J. T. Wyman Trust P. W. Parker Trust F. S. Winston Charles A. Kelly Murray C. McKinnon Trust EM Nominee Ptsp Co. Francisca Winston Estate Trust Frates Seeligson	WI WI WI WI RI	0.84250000 0.07500000 0.07500000 0.00750000	0.73718750 0.06562500 0.06562500 0.00656250 0.00390630 0.08203120 0.00195310 0.00195310 0.00195310 0.00097650 0.00097660	0.01562500 0.00390630	0.01171880 1.00000000		
17 .0420482	O'Brien Fee 25 #1 - #4	Section 25: SE/4, T8S-R28E, N.M.P.M.	160.00	22A-I	Pelto Oil Company Harbert Energy Corp., Agent Nabob Prod. Co. Moon Co. EM Nominee Ptsp. Co. Marshall & Winston Francisca Winston Estate Trust F. S. Winston Marital Trust P. W. Parker Trust J. T. Wyman Trust	WI WI WI RI RI RI RI RI RI RI RI RI RI RI RI RI RI RI RI RI	0.79908560 0.01341440	0.62744460 0.00880540	0.15468750 0.08203130 0.02500000 0.00585940 0.00585940	0.00292960 0.00292960 0.00292970	0.18750000	

June 1, 1988

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
		Charles A. Kelly				RI		0.00146480
		Murray C. McKinnon Trust				RI		0.00073250
		Douglas A. McKinnon Trust				RI		0.00073240
		W. V. Harlow, Jr.				OR		0.03750000
		Aviva Ltd. Ptsp.				OR		0.01061750
		C. H. Kimbro				OR		0.00750000
		J. E. Abram				OR		0.00014780
		Sally Feldman				OR		0.00295610
		Jack W. Fleck				OR		0.00073900
		William J. Harbeck				OR		0.00036950
		Robert T. Jackson				OR		0.00036950
		Jackie H. Johnson				OR		0.00014780
		John G. Leondukais				OR		0.00059120
		Ralph E. Lowenberg				OR		0.00036950
		David L. Peterson				OR		0.00059120
		Charles I. Petschek				OR		0.00118240
		Lee S. Schlessman				OR		0.00036950
		Robert Rex Silverstone				OR		0.00073900
		H. Peter Stern				OR		0.00044340
		John E. Walsh, Jr.				OR		0.00059120
		Donald S. Wood				OR		0.0002460
		Tania C. Whitman Trust				OR		0.00073900
		1029 Plus One Investors				OR		0.00036950
		Mildred Miller				OR		0.00014780
		David E. Wyman, Jr.				OR		0.00036950
		Frates Seeligson				NPRI		0.01171880
							<u>1.00000000</u>	<u>1.00000000</u>

June 1, 1988

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS		NET INTEREST
							WORKING INTEREST	INTEREST	
18 .0005888	O'Brien F #6	Section 35: SE/4NE/4, T8S-R28E, N.M.P.M.	40.00	8AA-8AH, 33A	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Pelto Oil Company Harbert Energy Corp., Agent Marshall & Winston Moon Co. J. T. Wyman Trust P. W. Parker Trust F. S. Winston Marital Trust Charles A. Kelly Murray C. McKinnon Trust Francisca Winston Est. Trust Frates Seeligson	WI WI WI WI WI WI RI RI RI RI RI RI RI RI RI RI RI RI RI NPRI	0.73718750 0.06562500 0.06562500 0.00656250 0.12293620 0.00206380	0.62660930 0.05578110 0.05578110 0.00557810 0.12327010 0.00172990 0.00468760 0.09843750 0.00234380 0.00234380 0.00234380 0.00117190 0.00117190 0.00468760 0.01406250 1.00000000	
18A .0000000	None	Section 35: NE/4NE/4, T8S-R28E, N.M.P.M.	40.00	8AL, 8BL-8BS, 33A	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Pelto Oil Company Harbert Energy Corp., Agent Moon Co. Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly P. W. Parker Trust J. T. Wyman Trust Marshall & Winston Murray C. McKinnon Trust Frates Seeligson	WI WI WI WI WI WI RI RI RI RI RI RI RI RI RI RI RI RI NPRI	0.73718750 0.06562500 0.06562500 0.00656250 0.12293620 0.00206380	0.59896490 0.05332030 0.05332030 0.00533200 0.12327010 0.00172990 0.12304690 0.00585940 0.00292970 0.00146480 0.00292970 0.00292970 0.00585940 0.00146480 0.01757810 1.00000000	

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST												
19 .0003464	O'Brien F #7	Section 26: SE/4SE/4, T8S-R28E, N.M.P.M.	40.00	8AL, 8BL-8BS, 33A	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Pelto Oil Company Harbert Energy Corp., Agent Marshall & Winston Moon Co. J. T. Wyman Trust P. W. Parker Trust F. S. Winston Marital Trust Charles A. Kelly Murray C. McKinnon Trust Francisca Winston Est. Trust Frates Seeligson	WI WI WI WI WI WI RI RI RI RI RI RI RI RI RI NPRI	0.73718750 0.06562500 0.06562500 0.00656250 0.12293620 0.00206380	0.59896490 0.05332030 0.05332030 0.00533200 0.12327010 0.00172990												
									20 .0000000	None	Section 35: NE/SE/4, T8S-R28E, N.M.P.M.	40.00	8AI, 8AL, 8BL-8BS	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Moon Co. Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly P. W. Parker Trust J. T. Wyman Trust Marshall & Winston Murray C. McKinnon Trust Pelto Oil Company Harbert Energy Corp., Agent Frates Seeligson	WI WI WI WI RI RI RI RI RI RI RI RI RI NPRI	0.84250000 0.07500000 0.07500000 0.00750000	0.68453120 0.06093750 0.06093750 0.00609380 0.12304690 0.00585940			
																		0.01757810 1.00000000		
																			1.00000000 1.00000000	
																				0.01757810 1.00000000

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
23 .0002051	O'Brien F #9	Section 25: SE/4NW/4, T8S-R28E, N.M.P.M.	40.00	8AL- 8AT, 8BK	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Moon Co. Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly P. W. Parker Trust J. T. Wyman Trust Marshall & Winston Murray C. McKinnon Trust Pelto Oil Company Harbert Energy Corp., Agent Frates Seeligson	WI WI WI WI RI RI RI RI RI RI RI RI RI RI NPRI	0.84250000 0.07500000 0.07500000 0.00750000	0.67794930 0.06035150 0.06035150 0.00603520 0.12304690 0.00585940 0.00292970 0.00146480 0.00292970 0.00292970 0.00585940 0.00146480 0.03081750 0.00043250 0.01757810 <u>1.00000000</u>
24 .1037733	O'Brien I #1 - #8	Section 31: Lots 1, 2, 3, 4; E/2W/2, T8S-R29E, N.M.P.M.	314.88	9A- 9J	Pelto Oil Company W. G. Stroecker Marion Weeks Brenda & Rick Winther Marshall & Winston Pelto Oil Company Harbert Energy Corp., Agent Moon Co. J. T. Wyman Trust P. W. Parker Trust Francisca Winston Est. Trust F. S. Winston Marital Trust Charles A. Kelly Murray C. McKinnon Trust Frates Seeligson	WI WI WI WI RI RI RI RI RI RI RI RI RI RI RI RI RI NPRI	0.84250000 0.07500000 0.07500000 0.00750000	0.68453120 0.06093750 0.06093750 0.00609380 0.00585940 0.02311310 0.00032440 0.12304690 0.00292970 0.00292970 0.00585940 0.00292970 0.00146480 0.00146480 0.01757810 <u>1.00000000</u>

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS	
							WORKING INTEREST	NET INTEREST
25 .0016035	O'Brien J #1	Section 30: SE/4SW/4 T8S-R29E, N.M.P.M.	40.00	10A- 10I	Pelto Oil Company	WI	0.84250000	0.68453120
					W. G. Stroecker	WI	0.07500000	0.06093750
					Marion Weeks	WI	0.07500000	0.06093750
					Brenda & Rick Winther	WI	0.00750000	0.00609380
					Marshall & Winston	RI		0.00585940
					Pelto Oil Company	RI		0.02311310
					** Harbert Energy Corp., Agent	RI		0.00032440
					Moon Co.	RI		0.12304690
					J. T. Wyman Trust	RI		0.00292970
					P. W. Parker Trust	RI		0.00292970
					F. S. Winston Marital Trust	RI		0.00292970
					Charles A. Kelly	RI		0.00146480
					Murray C. McKinnon Trust	RI		0.00146480
Francisca Winston Est. Trust	RI		0.00585940					
Frates Seeligson	NPRI		0.01757810	1.00000000				
26 .1231374	O'Brien J #2- #8	Section 30: SW/4SE/4; Section 31: E/2, T8S-R29E, N.M.P.M.	360.00	10A- 10H, 33A	Pelto Oil Company	WI	0.73718750	0.59896490
					** Pelto Oil Company	WI	0.12293620	0.12327010
					** Harbert Energy Corp., Agent	WI	0.00206380	0.00172990
					W. G. Stroecker	WI	0.06562500	0.05332030
					Marion Weeks	WI	0.06562500	0.05332030
					Brenda & Rick Winther	WI	0.00656250	0.00533200
					Marshall & Winston	RI		0.00585940
					Moon Co.	RI		0.12304690
					J. T. Wyman Trust	RI		0.00292970
					P. W. Parker Trust	RI		0.00292970
					Francisca Winston Est. Trust	RI		0.00585940
					F. S. Winston Marital Trust	RI		0.00292970
					Charles A. Kelly	RI		0.00146480
Murray C. McKinnon Trust	RI		0.00146480					
Frates Seeligson	NPRI		0.01757810	1.00000000				

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST					
30 .1163759	O'Brien FF #1 - #6	Section 5: SW/4; Section 6: SE/4, T9S-R29E, N.M.P.M.	320.00	16A- 16H, 33A	Steven L. Stone	NPRI		0.00138890					
					Sandra J. Stone	NPRI		0.00138890					
					Margaret E. B. Daniels	NPRI		0.00520830					
					Dianne E. Daniels	NPRI		0.00138890					
					June A. D. Grothe	NPRI		0.00138890					
					Charles W. Daniels	NPRI		0.00138890					
					John D. Briscoe	NPRI		0.02812500					
					Nancy E. Carlock	NPRI		0.00117190					
					Victor E. Carlock	NPRI		0.00117190					
					Frates Seeligson	NPRI		0.01435550					
								<u>1.00000000</u>			<u>1.00000000</u>		
							Pelto Oil Company		16A-		WI	0.78984375	0.63845700
							Pelto Oil Company		16H,	**	WI	0.06146810	0.06163500
							Harbert Energy Corp., Agent		33A	**	WI	0.00103190	0.00086500
							W. G. Stroecker				WI	0.07031250	0.05683590
							Marion Weeks				WI	0.07031250	0.05683590
		Brenda & Rick Winther				WI	0.00703125	0.00568360					
		Marshall & Winston Moon Co.				RI		0.00390630					
		J. T. Wyman Trust				RI		0.10048840					
		P. W. Parker Trust				RI		0.00195310					
		Francisca Winston Est. Trust				RI		0.00195310					
		Francisca Winston Est. Trust				RI		0.00390630					
		F. S. Winston Marital Trust				RI		0.00195310					
		Charles A. Kelly				RI		0.00097660					
		Murray C. McKinnon Trust				RI		0.00097660					
		Beatrice P. B. Stone				NPRI		0.00520830					
		Grover S. Stone, Jr.				NPRI		0.00138890					
		Steven L. Stone				NPRI		0.00138890					
		Sandra J. Stone				NPRI		0.00138890					
		Margaret E. B. Daniels				NPRI		0.00520830					
		Dianne E. Daniels				NPRI		0.00138890					
		June A. D. Grothe				NPRI		0.00138890					
		Charles W. Daniels				NPRI		0.00138890					
		Frates Seeligson				NPRI		0.01435550					
		John D. Briscoe				NPRI		0.02812500					
		Nancy E. Carlock				NPRI		0.00117180					
		Victor E. Carlock				NPRI		0.00117180					
			<u>1.00000000</u>				<u>1.00000000</u>	<u>1.00000000</u>					

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS		NET	
							WORKING INTEREST	INTEREST	WORKING INTEREST	INTEREST
31 Moonshine 7 #1 .0084417	#1	Section 7: SE/4 NW/4, T9S-R29E, N.M.P.M.	40.00	21A- 21I	Pelto Oil Company	WI	0.99587500	0.77277430		
					Harbert Energy Corp., Agent	WI	0.00412500	0.00269440		
					Moon Co.	RI		0.12304680		
					Francisca Winston Est. Trust	RI		0.00781250		
					Pelto Oil Company	RI	**	0.02927660		
					Harbert Energy Corp., Agent	RI	**	0.00041090		
					Murray C. McKinnon	RI		0.00097660		
					Douglas A. McKinnon	RI		0.00097660		
					Marshall & Winston	RI		0.00781250		
					F. S. Winston Marital Trust	RI		0.00390630		
					Charles A. Kelly	RI		0.00195310		
					P. W. Parker Trust	RI		0.00390630		
					J. T. Wyman Trust	RI		0.00390630		
					David I. Miller	OR		0.00750000		
					William O. DeWitt	OR		0.00093750		
					J. T. Howard	OR		0.00260410		
					Donald R. Watts	OR		0.00520830		
					Pelto Oil Company	OR	**	0.00154090		
Harbert Energy Corp., Agent	OR	**	0.00002160							
Pelto Oil Company	OR		0.00515640							
Frates Seeligson	NPRI		0.01757800							
			<u>1.00000000</u>		<u>1.00000000</u>					
32 Moonshine 7 #2- .0897968 #14	#2-	Section 7: Lots 1-4; NE/4NW/4; E/2SW/4; E/2, T9S-R29E, N.M.P.M.	595.69	21A, 21C- 21I, 21C- 33A	Pelto Oil Company	WI	0.87190440	0.68091880		
					Harbert Energy Corp., Agent	WI	0.00309560	0.00205000		
					Pelto Oil Company	WI	0.12293620	0.12327010		
					Harbert Energy Corp., Agent	WI	0.00206380	0.00172990		
					Moon Co.	RI		0.12304690		
					Francisca Winston Est. Trust	RI		0.00781250		
					F. S. Winston Marital Trust	RI		0.00390630		
					Charles A. Kelly	RI		0.00195310		
					P. W. Parker Trust	RI		0.00390630		
					J. T. Wyman Trust	RI		0.00390630		
					Marshall & Winston Murray C. McKinnon Trust David I. Miller	RI		0.00781250		
	OR		0.00195310							
	OR		0.00750000							

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
					William O. DeWitt	OR		0.00093750
					J. T. Howard	OR		0.00260420
					Donald R. Watts	OR		0.00520830
					Pelto Oil Company	OR		0.00390620
					Frates Seeligson	NPRI		0.01757810
							<u>1.00000000</u>	<u>1.00000000</u>
33	O'Brien GG #1 -	Section 8: W/2NW/4;	120.00	17A-	Pelto Oil Company	WI	0.78984375	0.63845700
.0021324	#3	NE/4NW/4, T9S-R29E, N.M.P.M.		17H, **	Pelto Oil Company	WI	0.06146810	0.06163500
				33A **	Harbert Energy Corp., Agent	WI	0.00103190	0.00086500
					W. G. Stroecker	WI	0.07031250	0.05683590
					Marion Weeks	WI	0.07031250	0.05683590
					Brenda & Rick Winther	WI	0.00703125	0.00568360
					Marshall & Winston Moon Co.	RI		0.00390630
					J. T. Wyman Trust	RI		0.10048840
					P. W. Parker Trust	RI		0.00195310
					Francisca Winston Est. Trust	RI		0.00195310
					Murray C. McKinnon Trust	RI		0.00390630
					F. S. Winston Marital Trust	RI		0.00097660
					Charles A. Kelly	RI		0.00195310
					Beatrice P. B. Stone	NPRI		0.00097660
					Grover S. Stone, Jr.	NPRI		0.00520830
					Steven L. Stone	NPRI		0.00138890
					Sandra J. Stone	NPRI		0.00138890
					Margaret E. B. Daniels	NPRI		0.00138890
					Dianne E. Daniels	NPRI		0.00520830
					June A. D. Grothe	NPRI		0.00138890
					Charles W. Daniels	NPRI		0.00138890
					John D. Briscoe	NPRI		0.02812500
					Nancy E. Carlock	NPRI		0.00117180
					Victor E. Carlock	NPRI		0.00117180
					Frates Seeligson	NPRI		0.01435550
							<u>1.00000000</u>	<u>1.00000000</u>

June 1, 1988 ** Acquired from Tenneco

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
34 .0308971 #5	Moonshine 18 #1-	Section 18: Lot 1; E/2NW/4; W/2NE/4, T9S-R29E, N.M.P.M.	198.86	21A,	Pelto Oil Company	WI	0.87190440	0.68091800
				21J-	Harbert Energy Corp., Agent	WI	0.00309560	0.00205000
				21P	** Pelto Oil Company	WI	0.12293620	0.12327010
					** Harbert Energy Corp., Agent	WI	0.00206380	0.00172990
					Moon Co.	RI	0.12304690	
					Murray C. McKinnon Trust	RI	0.00195310	
					Francisca Winston Est. Trust	RI	0.00781250	
					F. S. Winston Marital Trust	RI	0.00390620	
					Marshall & Winston	RI	0.00781250	
					Charles A. Kelly	RI	0.00195310	
					P. W. Parker Trust	RI	0.00390630	
					J. T. Wyman Trust	RI	0.00390630	
					David I. Miller	OR	0.00750000	
					William O. DeWitt	OR	0.00093750	
					J. T. Howard	OR	0.00260420	
		Donald R. Watts	OR	0.00520830				
		Pelto Oil Company	OR	0.00390630				
		Frates Seeligson	NPRI	0.01757800				
				<u>1.00000000</u>		<u>1.00000000</u>		
35 .0088242 #2Y	O'Brien N #1 & T8S-R29E, N.M.P.M.	Section 32: W/2SW/4, T8S-R29E, N.M.P.M.	80.00	13A-	Pelto Oil Company	WI	0.73718750	0.59649650
				13H,	** Pelto Oil Company	WI	0.12293620	0.12327010
				33A	** Harbert Energy Corp., Agent	WI	0.00206380	0.00172990
					W. G. Stroecker	WI	0.06562500	0.05310060
					Marion Weeks	WI	0.06562500	0.05310060
					Brenda & Rick Winther	WI	0.00656250	0.00531010
					Marshall & Winston	RI	0.00781260	0.00781260
					Moon Co.	RI	0.12304680	0.12304680
					J. T. Wyman Trust	RI	0.00292970	0.00292970
					J. W. Parker Trust	RI	0.00292970	0.00292970
					Francisca Winston Est. Trust	RI	0.00585940	0.00585940
					F. S. Winston Marital Trust	RI	0.00292970	0.00292970
					Charles A. Kelly	RI	0.00195310	0.00195310
					Murray C. McKinnon Trust	RI	0.00195310	0.00195310
					Frates Seeligson	NPRI	0.01757810	0.01757810
				<u>1.00000000</u>		<u>1.00000000</u>		

TRACT NO. & PARTICIPATION FACTOR IN UNIT	WELLS	DESCRIPTION	GROSS ACRES	LEASE NOS.	OWNERS	TYPE INTEREST	GROSS WORKING INTEREST	NET INTEREST
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TWELVE (12) STATE TRACTS TOTALING 640 ACRES OR 13.16% OF UNIT AREA

TWENTY FIVE (25) PATENTED LEASES TOTALING 4,223.82 ACRES OR 86.84% OF UNIT AREA

SUMMARY

	<u>ACRES</u>	<u>PERCENTAGE</u>
STATE LEASES	640.00	13.16%
PATENTED LEASES	4,223.82	86.84%
	<u>4,863.82</u>	<u>100.00%</u>

June 1, 1988

J79/1

AMENDED

EXHIBIT "B"
 Part II
 Schedule of Leases
 Unit Agreement
 Twin Lakes San Andres Unit
 Chaves County, New Mexico

LEASE NO.	LESSOR	LESSEE	EFFECTIVE DATE	TRACT NO.
K-2803-8 (Pelto No. 1)	State of New Mexico	Original Lessee: Cities Service Oil Company Current Lessee of Record: Pelto Oil Company	10/16/62	1, 2, 3, 4, 11
OG-4681-11 (Pelto No. 2)	State of New Mexico	Original Lessee: Vincent Cuccia Current Lessee of Record: Pelto Oil Company	10/21/58	5, 6, 7, 8, 9, 10
K-6716-3 (Pelto No. 3)	State of New Mexico	Original Lessee: Cities Service Company Current Lessee of Record: Pelto Oil Company	02/21/72	10A

October 1, 1987

LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
4A	W. B. O'Brien, et al	Twinlakes Oil Company	132,150	12
4B	James T. Wyman, Trustee	Stevens Oil Company	159,191	12
4C	Marshall & Winston, Inc.	Stevens Oil Company	159,195	12
4D	Francisca S. Winston Trust	Stevens Oil Company	159,187	12
4E	Frederick S. Winston Trust	Stevens Oil Company	159,189	12
4F	Pauline W. Parker Trust	Stevens Oil Company	159,193	12
4G	Charles S. Kelly	Stevens Oil Company	159,197	12
4H	U. V. Industries, Inc.	Stevens Oil Company	159,199	12
4I	Douglas D. McKinnon	Stevens Oil Company	163,748	12
5	C. L. O'Brien, et al	Magnolia Petroleum Company	30,102	13, 14, 16
6A	Moon Company	Stevens Oil Company	186,776	15
6B	Francisca S. Winston Trust	Sam D. Gardiner	189,906	15
6C	James T. Wyman Trustee	Sam D. Gardiner	189,940	15
6D	Charles S. Kelly	Sam D. Gardiner	189,856	15
6E	Pauline W. Parker Trust	Sam D. Gardiner	189,956	15
6F	Marshall & Winston, Inc.	Sam D. Gardiner	189,836	15
6G	Douglas D. McKinnon Estate	Sam D. Gardiner	189,882	15

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LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
6H	Frederick S. Winston Trust	Sam D. Gardiner	189,908	15
7A	J. G. O'Brien, et al	J. M. Huber Corporation	149,739	28
7B	Francisca S. Winston Trust	Sam D. Gardiner	192,133	28
7C	Frederick S. Winston Trust	Sam D. Gardiner	192,179	28
7D	Charles S. Kelly	Sam D. Gardiner	192,139	28
7E	Pauline W. Parker	Sam D. Gardiner	192,169	28
7F	James T. Wyman, Trustee	Sam D. Gardiner	192,159	28
7G	Marshall & Winston, Inc.	Sam D. Gardiner	192,117	28
7H	Douglas D. McKinnon Estate	Sam D. Gardiner	192,125	28
8AA	W. B. O'Brien, et al	Stevens Oil Company	168,813	18, 21, 22
8AB	Francisca S. Winston Trust	Stevens Oil Company	167,921	18, 21, 22
8AC	Frederick S. Winston Trust	Stevens Oil Company	167,919	18, 21, 22
8AD	Charles S. Kelly	Stevens Oil Company	167,915	18, 21, 22
8AE	Pauline W. Parker Trust	Stevens Oil Company	167,913	18, 21, 22
8AF	James T. Wyman, Trustee	Stevens Oil Company	167,917	18, 21, 22

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LEASE NO.

LESSOR

8AG Marshall & Winston, Inc.
 8AH Douglas D. McKinnon Estate
 8AI U. V. Industries, Inc.
 8AK U. V. Industries, Inc.
 8AL Moon Company
 8AM Francisca S. Winston Trust
 8AN Frederick S. Winston Trust
 8AO Charles A. Kelly
 8AP Pauline W. Parker
 8AQ James T. Wyman, Trustee
 8AR Marshall & Winston, Inc.
 8AS Murray C. McKinnon, Trustee
 8AT Douglas A. McKinnon Trust
 8BK Tenneco Oil Company
 8BL Marshall & Winston, Inc.
 8BM Douglas A. McKinnon Trust
 8BN Murray C. McKinnon Trust
 8BO Charles A. Kelley et ux
 8BP Francisca S. Winston Trust

LESSEE

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LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
8BQ	Frederick S. Winston Trust	Pelto Oil Company	310,488	18A, 19, 20
8BR	James T. Wyman, Trustee	Pelto Oil Company	310,490	18A, 19, 20
8BS	Pauline W. Parker Trust	Pelto Oil Company		18A, 19, 20
9A	W. B. O'Brien, et al	Stevens Oil Company	176,40	24
9B	Francisca A. Winston Trust	Stevens Oil Company	176,531	24
9C	Frederick S. Winston Trust	Stevens Oil Company	176,533	24
9D	Charles S. Kelly	Stevens Oil Company	176,535	24
9E	Pauline W. Parker Trust	Stevens Oil Company	176,529	24
9F	James T. Wyman, Trustee	Stevens Oil Company	176,537	24
9G	Marshall & Winston, Inc.	Stevens Oil Company	178,628	24
9H	Douglas D. McKinnon Estate	Stevens Oil Company	176,539	24
9I	U. V. Industries, Inc.	Stevens Oil Company	176,545	24
9J	U. V. Industries, Inc.	Stevens Oil Company	176,543	24
10A	W. B. O'Brien, et al	Stevens Oil Company	176,42	25, 26
10B	Francisca S. Winston Trust	Stevens Oil Company	177,329	25, 26, 27
10C	Frederick S. Winston Trust	Stevens Oil Company	177,331	25, 26, 27
10D	Charles S. Kelly	Stevens Oil Company	177,327	25, 26, 27
10E	Pauline W. Parker Trust	Stevens Oil Company	177,333	25, 26, 27

LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
10F	James T. Wyman, Trustee	Stevens Oil Company	177,339	25, 26, 27
10G	Marshall & Winston, Inc.	Stevens Oil Company	177,337	25, 26, 27
10H	Douglas D. McKinnon Estate	Stevens Oil Company	177,335	25, 26, 27
10I	U. V. Industries, Inc.	Stevens Oil Company	176,547	25, 27
10J	J. G. O'Brien, et al	J. M. Huber Corporation	149,737	27
11A	W. B. O'Brien, et al	Stevens Oil Company	180,529	29
11B	Francisca W. Winston Trust	Stevens Oil Company	182,438	29
11C	Frederick S. Winston Trust	Stevens Oil Company	182,1023	29
11D	Pauline W. Parker Trust	Stevens Oil Company	182,447	29
11E	James T. Wyman, Trustee	Stevens Oil Company	182,1021	29
11F	Charles S. Kelly	Sam D. Gardiner	191,455	29
11G	Marshall & Winston, Inc.	Sam D. Gardiner	185,257	29
11H	Douglas D. McKinnon Estate	Sam D. Gardiner	185,335	29
13A	Moon Company	Stevens Oil Company	240,423	35
13B	Francisca S. Winston Trust	Stevens Oil Company	182,442	35
13C	Frederick S. Winston Trust	Stevens Oil Company	182,1025	35
13D	Charles S. Kelly	Sam D. Gardiner	191,463	35
13E	Pauline W. Parker Trust	Stevens Oil Company	182,449	35

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LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
13F	James T. Wyman, Trustee	Stevens Oil Company	182,1017	35
13G	Marshall & Winston, Inc.	Sam D. Gardiner	185,281	35
13H	Douglas D. McKinnon Estate	Sam D. Gardiner	185,327	35
16A	Moon Company	Stevens Oil Company	194,396	30
16B	Francisca S. Winston Trust	Sam D. Gardiner	185,429	30
16C	Frederick S. Winston Trust	Sam D. Gardiner	185,403	30
16D	Charles S. Kelly	Sam D. Gardiner	191,467	30
16E	Pauline W. Parker Trust	Sam D. Gardiner	185,453	30
16F	James T. Wyman, Trustee	Sam D. Gardiner	185,289	30
16G	Marshall & Winston, Inc.	Sam D. Gardiner	185,263	30
16H	Douglas D. McKinnon Estate	Sam D. Gardiner	185,337	30
17A	Moon Company	Stevens Oil Company	194,402	33
17B	Francisca S. Winston Trust	Sam D. Gardiner	192,906	33
17C	Frederick S. Winston Trust	Sam D. Gardiner	192,908	33
17D	Pauline W. Parker Trust	Sam D. Gardiner	192,898	33
17E	James T. Wyman, Trustee	Sam D. Gardiner	192,918	33
17F	Marshall & Winston, Inc.	Sam D. Gardiner	192,886	33
17G	Douglas D. McKinnon Estate	Sam D. Gardiner	192,890	33

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LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
17H	Charles A. Kelly, et al	Stevens Oil Company	261,530	33
21A	Moon Company	Santa Rita Exploration Co.	190,1026	31, 32, 34
21B	Tenneco Oil Company	Santa Rita Exploration Co.	206,441	31
21C	Marshall & Winston, Inc.	Sam D. Gardiner	192,115	31, 32
21D	Frederick S. Winston Trust	Sam D. Gardiner	192,181	31, 32
21E	Charles S. Kelly	Sam D. Gardiner	192,141	31, 32
21F	Douglas D. McKinnon Estate	Sam D. Gardiner	192,123	31, 32
21G	Francisca S. Winston Trust	Sam D. Gardiner	192,135	31, 32
21H	James T. Wyman, Trustee	Sam D. Gardiner	192,153	31, 32
21I	Pauline W. Parker Trust	Sam D. Gardiner	192,167	31, 32
21J	Frederick S. Winston Trust	Sam D. Gardiner	192,177	34
21K	Charles S. Kelly	Sam D. Gardiner	192,145	34
21L	Douglas D. McKinnon Estate	Sam D. Gardiner	192,127	34
21M	Francisca S. Winston Trust	Sam D. Gardiner	192,149	34
21N	James T. Wyman, Trustee	Sam D. Gardiner	192,161	34
21O	Pauline W. Parker Trust	Sam D. Gardiner	192,165	34
21P	Marshall & Winston, Inc.	Sam D. Gardiner	192,113	34

LEASE NO.	LESSOR	LESSEE	BOOK, PAGE	TRACT NOS.
22A	Moon Company	W. V. Harlow, Jr.	151,785	17
22B	Marshall & Winston, Inc.	NRM Petroleum Corp.	169,353	17
22C	Pauline W. Parker Trust	NRM Petroleum Corp.	169,356	17
22D	Francisca S. Winston Trust	NRM Petroleum Corp.	169,358	17
22E	James T. Wyman, Trustee	NRM Petroleum Corp.	169,361	17
22F	Frederick S. Winston Trust	NRM Petroleum Corp.	169,364	17
22G	Charles S. Kelly	NRM Petroleum Corp.	172,323	17
22H	EM Nominee Partnership Company	NRM Petroleum Corp.	172,342	17
22I	Murray C. McKinnon Trust	NRM Petroleum Corp.	180,358	17
33A	Tenneco Oil Company	Pelto Oil Company	12,865	15, 18, 18A, 19, 26, 29, 30, 32, 33, 35

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J65/9

AMENDED
EXHIBIT "C"
PART I
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WR1
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
1	CITGO STATE 1	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS H LEE HARVARD	WI	0.72143330	0.62747660	0.0160189	0.0115566	0.0100514
			WI	0.27856670	0.23752340	0.0160189	0.0044623	0.0038049
			OR		0.12500000	0.0160189	0.0000000	0.0020024
				0.01000000	0.0160189	0.0000000	0.0001602	
2	CITGO STATE 2 & 6	POC COMM. OF PUBLIC LANDS CITIES SERVICE	WI	1.00000000	1.00000000		0.0160189	0.0160189
			RI		0.79296880	0.0057700	0.0057700	0.0045754
			OR		0.12500000	0.0057700	0.0000000	0.0007213
				0.08203120	0.0057700	0.0000000	0.0004733	
3	CITGO STATE 3	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS CITIES SERVICE	WI	0.86071670	0.66727270	0.0008767	0.0007546	0.0005849
			WI	0.13928330	0.10772730	0.0008767	0.0001221	0.0000945
			RI		0.12500000	0.0008767	0.0000000	0.0001096
				0.10000000	0.0008767	0.0000000	0.0000877	
				1.00000000	1.00000000	0.0008767	0.0008767	
4	CITGO STATE 4,5,7	POC W G STROECKER MARION WEEKS B & R WINTNER COMM. OF PUBLIC LANDS CITIES SERVICE	WI	0.84250000	0.65293750	0.0218646	0.0184210	0.0142761
			WI	0.07500000	0.05812500	0.0218646	0.0016398	0.0012709
			WI	0.07500000	0.05812500	0.0218646	0.0016398	0.0012709
			WI	0.00750000	0.00581250	0.0218646	0.0001640	0.0001271
			RI		0.12500000	0.0218646	0.0000000	0.0027331
			OR		0.10000000	0.0218646	0.0000000	0.0021865
				1.00000000	1.00000000	0.0218646	0.0218646	
5	CITGO A STATE 1	POC COMM. OF PUBLIC LANDS CITIES SERVICE ROBERT L HAYNIE LEN HAYER GEORGE E CONLEY	WI	1.00000000	0.79296880	0.0040045	0.0040045	0.0031754
			RI		0.12500000	0.0040045	0.0000000	0.0005006
			OR		0.05203120	0.0040045	0.0000000	0.0002084
			OR		0.00500000	0.0040045	0.0000000	0.0000200
			OR		0.00500000	0.0040045	0.0000000	0.0000200
			OR		0.02000000	0.0040045	0.0000000	0.0000801
				1.00000000	1.00000000	0.0040045	0.0040045	
6	CITGO A STATE 2	POC HARBERT ENERGY CORP, AGENT COMM. OF PUBLIC LANDS ROBERT L HAYNIE LEN HAYER GEORGE E CONLEY	WI	0.99174500	0.83915280	0.0122048	0.0121040	0.0102417
			RI	0.00825500	0.00584720	0.0122048	0.0001008	0.0000714
			WI		0.12500000	0.0122048	0.0000000	0.0015256
			OR		0.00500000	0.0122048	0.0000000	0.0000610
			OR		0.00500000	0.0122048	0.0000000	0.0000610
			OR		0.02000000	0.0122048	0.0000000	0.0002441
				1.00000000	1.00000000	0.0122048	0.0122048	

AMENDED
EXHIBIT "C"
PART I
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WR1
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
7	CITGO A STATE 3	POC	WI	0.72143330	0.61008480	0.0186278	0.0134387	0.0113646
		HARBERT ENERGY CORP, AGENT	WI	0.27856670	0.23491520	0.0186278	0.0051891	0.0043759
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0186278	0.0000000	0.0023285
		ROBERT L HAYNIE	OR		0.00500000	0.0186278	0.0000000	0.0000931
		LEN HAYER	OR		0.00500000	0.0000000	0.0000931	
		GEORGE E CONLEY	OR		0.02000000	0.0186278	0.0000000	0.0003726
8	CITGO A STATE 5	POC	WI	1.00000000	1.00000000		0.0186278	0.0186278
		HARBERT ENERGY CORP, AGENT	WI	0.52500000	0.44362500	0.0144380	0.0075800	0.0064049
		COMM. OF PUBLIC LANDS	RI	0.47500000	0.39137500	0.0144380	0.0068580	0.0056507
		ROBERT L HAYNIE	OR		0.12500000	0.0144380	0.0000000	0.0018048
		LEN HAYER	OR		0.00500000	0.0000000	0.0000722	
		GEORGE E CONLEY	OR		0.00500000	0.0144380	0.0000000	0.0000722
		H LEE HARVARD	OR		0.02000000	0.0144380	0.0000000	0.0002888
				0.01000000	0.01000000	0.0144380	0.0000000	0.0001444
9	CITGO A STATE 6,7,8	POC	WI	1.00000000	1.00000000		0.0144380	0.0144380
		W G STROECKER	WI	0.84250000	0.65293750	0.0476502	0.0401452	0.0311124
		MARION WEEKS	WI	0.07500000	0.05812500	0.0476502	0.0035738	0.0027697
		B & R WINTHER	WI	0.00750000	0.00581250	0.0476502	0.0003574	0.0002770
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0476502	0.0000000	0.0059563
		CITIES SERVICE	OR		0.07000000	0.0476502	0.0000000	0.0033355
		ROBERT L HAYNIE	OR		0.00500000	0.0476502	0.0000000	0.0002383
		LEN HAYER	OR		0.00500000	0.0476502	0.0000000	0.0002383
		GEORGE E CONLEY	OR		0.02000000	0.0476502	0.0000000	0.0009530
				1.00000000	1.00000000		0.0476502	0.0476502
10	STATE CH 1	POC	WI	1.00000000	0.80531250	0.0001050	0.0001050	0.0000845
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0001050	0.0000000	0.0000131
		CITIES SERVICE	OR		0.05468750	0.0001050	0.0000000	0.0000057
		ROBERT L HAYNIE	OR		0.00250000	0.0001050	0.0000000	0.0000003
		LEN HAYER	OR		0.00250000	0.0001050	0.0000000	0.0000003
		GEORGE E CONLEY	OR		0.01000000	0.0001050	0.0000000	0.0000011
				1.00000000	1.00000000		0.0001050	0.0001050
10A	STATE CH 2	POC	WI	1.00000000	0.80531250	0.0025428	0.0025428	0.0020476
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0025428	0.0000000	0.0003179
		CITIES SERVICE	OR		0.05468750	0.0025428	0.0000000	0.0001391
		ROBERT L HAYNIE	OR		0.00250000	0.0025428	0.0000000	0.0000064
		LEN HAYER	OR		0.00250000	0.0025428	0.0000000	0.0000064
		GEORGE E CONLEY	OR		0.01000000	0.0025428	0.0000000	0.0000254
				1.00000000	1.00000000		0.0025428	0.0025428

AMENDED
EXHIBIT "C"
PART I

TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
11	STATE CH 3	POC	WI	0.84250000	0.67847580	0.0030963	0.0026087	0.0021009	
		W G STROECKER	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870	
		MARION WEEKS	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870	
		B & R WINTHER	WI	0.00750000	0.00603990	0.0030963	0.0000232	0.0000187	
		COMM. OF PUBLIC LANDS	RI		0.12500000	0.0030963	0.0000000	0.0003870	
		CITIES SERVICE	OR		0.05468750	0.0030963	0.0000000	0.0001693	
		ROBERT L HAYNIE	OR		0.00250000	0.0030963	0.0000000	0.0000077	
		LEN HAYER	OR		0.00250000	0.0030963	0.0000000	0.0000077	
		GEORGE E CONLEY	OR		0.01000000	0.0030963	0.0000000	0.0000310	
					1.00000000	1.00000000		0.0030963	0.0030963
								0.0005594	0.0004808
12	O'BRIEN B 2	POC	WI	1.00000000	0.85937500	0.0005594	0.0005594	0.0000033	
		MARSHALL & WINSTON	RI		0.00585940	0.0005594	0.0000000	0.0000459	
		MOON CO.	RI		0.08203130	0.0005594	0.0000000	0.0000016	
		J T WYMAN TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016	
		P W PARKER TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016	
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0005594	0.0000000	0.0000033	
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0005594	0.0000000	0.0000016	
		CHARLES A KELLY	RI		0.00146480	0.0005594	0.0000000	0.0000008	
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0005594	0.0000000	0.0000008	
		EM NOMINEE PTSP CO	RI		0.02343750	0.0005594	0.0000000	0.0000131	
		FRATES SEELIGSON	NPRI		0.01171870	0.0005594	0.0000000	0.0000066	
			1.00000000	1.00000000		0.0005594	0.0005594		
13	O'BRIEN C #2,3,5,6,7	POC	WI	1.00000000	0.84765620	0.0267552	0.0267552	0.0226791	
		MARSHALL & WINSTON	RI		0.00390630	0.0267552	0.0000000	0.0001045	
		MOON CO.	RI		0.08203120	0.0267552	0.0000000	0.0021948	
		J T WYMAN TRUST	RI		0.00195310	0.0267552	0.0000000	0.0000523	
		P W PARKER TRUST	RI		0.00195310	0.0267552	0.0000000	0.0000523	
		FRANCISCA WINSTON EST TRUST	RI		0.00390630	0.0267552	0.0000000	0.0001045	
		F S WINSTON MARITAL TRUST	RI		0.00195310	0.0267552	0.0000000	0.0000523	
		CHARLES A KELLY	RI		0.00097650	0.0267552	0.0000000	0.0000261	
		MURRAY C MCKINNON TRUST	RI		0.00097660	0.0267552	0.0000000	0.0000261	
		EM NOMINEE PTSP CO	RI		0.01562500	0.0267552	0.0000000	0.0004181	
		BARBARA SWEENEY	OR		0.02734380	0.0267552	0.0000000	0.0007316	
FRATES SEELIGSON	NPRI		0.01171880	0.0267552	0.0000000	0.0003135			
			1.00000000	1.00000000		0.0267552	0.0267552		

AMENDED
EXHIBIT "C"
PART I

TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
14	O'BRIEN E #9	POC W G STROECKER MARION WEEKS B & R WINTHER MARSHALL & WINSTON MOON CO. J T WYMAN TRUST P W PARKER TRUST F S WINSTON MARITAL TRUST CHARLES A KELLY MURRAY C MCKINNON TRUST EM NOMINEE PTSP CO FRANCISCA WINSTON EST TRUST FRATES SEELIGSON	WI WI WI WI RI RI RI RI RI RI RI RI RI RI RI RI NPRI	0.84250000 0.07500000 0.07500000 0.00750000 0.08203120 0.00195310 0.00195310 0.00195310 0.00097650 0.00097660 0.01562500 0.00390630 0.01171880	0.73718750 0.06562500 0.06562500 0.06562500 0.00390630 0.00195310 0.00195310 0.00195310 0.00097650 0.00097660 0.01562500 0.00390630 0.01171880	0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182 0.0001182	0.0000995 0.0000089 0.0000089 0.0000009 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000	0.0000871 0.0000078 0.0000078 0.0000008 0.0000005 0.0000002 0.0000002 0.0000002 0.0000001 0.0000001 0.0000018 0.0000018 0.0000014
15	O'BRIEN D #2 - #6	POC * POC HARBERT * W G STROECKER MARION WEEKS B & R WINTHER MARSHALL & WINSTON MOON CO. J T WYMAN TRUST P W PARKER TRUST FRANCISCA WINSTON EST TRUST F S WINSTON MARITAL TRUST CHARLES A KELLY MURRAY C MCKINNON TRUST FRATES SEELIGSON	WI WI WI WI WI WI RI RI RI RI RI RI RI RI RI RI NPRI	0.73718750 0.12293620 0.00206380 0.06562500 0.06562500 0.00656250 0.12304680 0.00390630 0.00390630 0.00781250 0.00390630 0.00195310 0.00195310 0.01757810	0.59238280 0.12327010 0.00172990 0.05273440 0.05273440 0.05273440 0.00527340 0.00781250 0.00390630 0.00390630 0.00781250 0.00390630 0.00195310 0.00195310 0.01757810	0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152 0.0423152	0.0311943 0.0052021 0.0000873 0.0027769 0.0027769 0.0027769 0.0002777 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000	0.0250669 0.0052162 0.0000732 0.0022315 0.0022315 0.0022315 0.0002231 0.0003306 0.0052067 0.0001653 0.0001653 0.0003306 0.0001653 0.0000826 0.0000826 0.0007438
16	O'BRIEN E #1 - #8	* ACQUIRED FROM TENNECO POC W G STROECKER MARION WEEKS B & R WINTHER MARSHALL & WINSTON MOON CO. J T WYMAN TRUST P W PARKER TRUST F S WINSTON MARITAL TRUST CHARLES A KELLY MURRAY C MCKINNON TRUST EM NOMINEE PTSP CO FRANCISCA WINSTON EST TRUST FRATES SEELIGSON	WI WI WI WI RI RI RI RI RI RI RI RI RI RI RI NPRI	0.84250000 0.07500000 0.07500000 0.00750000 0.08203120 0.00195310 0.00195310 0.00195310 0.00097650 0.00097660 0.01562500 0.00390630 0.01171880	0.73718750 0.06562500 0.06562500 0.06562500 0.00390630 0.00195310 0.00195310 0.00195310 0.00097650 0.00097660 0.01562500 0.00390630 0.01171880	0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479 0.0217479	0.0183226 0.0016311 0.0016311 0.0001631 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000 0.0000000	0.0160322 0.0014272 0.0014272 0.0001427 0.0000850 0.0017840 0.0000425 0.0000425 0.0000425 0.0000212 0.0000212 0.0003398 0.0000850 0.0002549

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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
18	O'BRIEN F #6	POC	WI	0.73718750	0.62660930	0.0005888	0.0004341	0.0003688
		W G STROECKER	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
		MARION WEEKS	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
		B & R WINNER	WI	0.00656250	0.00557810	0.0005888	0.0000039	0.0000033
		POC *	WI	0.12293620	0.12327010	0.0005888	0.0000724	0.0000726
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0005888	0.0000012	0.0000010
		HARSHALL & WINSTON	RI		0.00468760	0.0005888	0.0000000	0.0000028
		MOON CO.	RI		0.09843750	0.0005888	0.0000000	0.0000580
		J T WYMAN TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		P W PARKER TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		F S WINSTON MARITAL TRUST	RI		0.00234380	0.0005888	0.0000000	0.0000014
		CHARLES A KELLY	RI		0.00117190	0.0005888	0.0000000	0.0000007
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.0005888	0.0000000	0.0000007
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0005888	0.0000000	0.0000028
		FRATES SEELIGSON	NPRI		0.01406250	0.0005888	0.0005888	0.0000000
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0005888
18A		POC	WI	0.73718750	0.59896490	0.0000000	0.0000000	0.0000000
		W G STROECKER	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
		MARION WEEKS	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
		B & R WINNER	WI	0.00656250	0.00533200	0.0000000	0.0000000	0.0000000
		POC *	WI	0.12293620	0.12327010	0.0000000	0.0000000	0.0000000
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0000000	0.0000000	0.0000000
		HARSHALL & WINSTON	RI		0.12304690	0.0000000	0.0000000	0.0000000
		MOON CO.	RI		0.01757810	0.0000000	0.0000000	0.0000000
		FRATES SEELIGSON	NPRI		0.00585940	0.0000000	0.0000000	0.0000000
		FRANCISCA WINSTON EST TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		CHARLES A KELLY	RI		0.00146480	0.0000000	0.0000000	0.0000000
		P W PARKER TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		J T WYMAN TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000
		HARSHALL & WINSTON	RI		0.00585940	0.0000000	0.0000000	0.0000000
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0000000	0.0000000	0.0000000
* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0000000	0.0000000	
19	O'BRIEN F #7	POC	WI	0.73718750	0.59896490	0.0003464	0.0002554	0.0002076
		W G STROECKER	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
		MARION WEEKS	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
		B & R WINNER	WI	0.00656250	0.00533200	0.0003464	0.0000023	0.0000018
		POC *	WI	0.12293620	0.12327010	0.0003464	0.0000026	0.0000027
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0003464	0.0000007	0.0000006
		HARSHALL & WINSTON	RI		0.00585940	0.0003464	0.0000000	0.0000020
		MOON CO.	RI		0.12304690	0.0003464	0.0000000	0.0000426
		J T WYMAN TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		P W PARKER TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0003464	0.0000000	0.0000010
		CHARLES A KELLY	RI		0.00146480	0.0003464	0.0000000	0.0000005
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0003464	0.0000000	0.0000005
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0003464	0.0000000	0.0000020
		FRATES SEELIGSON	NPRI		0.01757810	0.0003464	0.0000000	0.0000061
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0003464

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20		POC	WI	0.84250000	0.68453120	0.0000000	0.0000000	0.0000000	
		W G STROECKER	WI	0.07500000	0.06093750	0.0000000	0.0000000	0.0000000	
		MARION WEEKS	WI	0.07500000	0.06093750	0.0000000	0.0000000	0.0000000	
		B & R WINTHER	WI	0.00750000	0.00609380	0.0000000	0.0000000	0.0000000	
		MOON CO	RI		0.12304690	0.0000000	0.0000000	0.0000000	
		POC *	RI		0.02311310	0.0000000	0.0000000	0.0000000	
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.0000000	0.0000000	0.0000000	
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0000000	0.0000000	0.0000000	
		F S WINSTON HARITAL TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		CHARLES A KELLY	RI		0.00146480	0.0000000	0.0000000	0.0000000	
		P W PARKER TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		J T WYMAN TRUST	RI		0.00292970	0.0000000	0.0000000	0.0000000	
		MARSHALL & WINSTON	RI		0.00585940	0.0000000	0.0000000	0.0000000	
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0000000	0.0000000	0.0000000	
		FRATES SEELIGSON	RI		0.01757810	0.0000000	0.0000000	0.0000000	
		* ACQUIRED FROM TENNECO	NPRI		1.00000000	1.00000000	0.0000000	0.0000000	
	21		POC	WI	0.84250000	0.71217570	0.0014065	0.0011850	0.0010016
			W G STROECKER	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
			MARION WEEKS	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
			B & R WINTHER	WI	0.00750000	0.00633980	0.0014065	0.0000105	0.0000089
		MARSHALL & WINSTON	RI		0.00468760	0.0014065	0.0000000	0.0000066	
		MOON CO.	RI		0.09843750	0.0014065	0.0000000	0.0001385	
		J T WYMAN TRUST	RI		0.00234380	0.0014065	0.0000000	0.0000033	
		P W PARKER TRUST	RI		0.00234380	0.0014065	0.0000000	0.0000033	
		F S WINSTON HARITAL TRUST	RI		0.00234380	0.0014065	0.0000000	0.0000033	
		CHARLES A KELLY	RI		0.00117190	0.0014065	0.0000000	0.0000016	
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.0014065	0.0000000	0.0000016	
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0014065	0.0000000	0.0000066	
		POC *	RI		0.02311310	0.0014065	0.0000000	0.0000325	
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.0014065	0.0000000	0.0000005	
		FRATES SEELIGSON	NPRI		0.01406250	0.0014065	0.0000000	0.0000198	
		* ACQUIRED FROM TENNECO	NPRI		1.00000000	1.00000000	0.0014065	0.0014065	
22			POC	WI	0.84250000	0.71217570	0.0234414	0.0197494	0.0166946
			W G STROECKER	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
			MARION WEEKS	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
			B & R WINTHER	WI	0.00750000	0.00633980	0.0234414	0.0001758	0.0001486
		MARSHALL & WINSTON	RI		0.00468760	0.0234414	0.0000000	0.0001099	
		MOON CO.	RI		0.09843750	0.0234414	0.0000000	0.0023075	
		J T WYMAN TRUST	RI		0.00234380	0.0234414	0.0000000	0.0000549	
		P W PARKER TRUST	RI		0.00234380	0.0234414	0.0000000	0.0000549	
		F S WINSTON HARITAL TRUST	RI		0.00234380	0.0234414	0.0000000	0.0000549	
		CHARLES A KELLY	RI		0.00117190	0.0234414	0.0000000	0.0000275	
		MURRAY C MCKINNON TRUST	RI		0.00117190	0.0234414	0.0000000	0.0000275	
		FRANCISCA WINSTON EST TRUST	RI		0.00468760	0.0234414	0.0000000	0.0001099	
		EH NOHINEE PTSP CO	RI		0.02343750	0.0234414	0.0000000	0.0005494	
		FRATES SEELIGSON	NPRI		0.01406250	0.0234414	0.0000000	0.0003296	
		* ACQUIRED FROM TENNECO	NPRI		1.00000000	1.00000000	0.0234414	0.0234414	

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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
23	O'BRIEN F #9	POC	WI	0.84250000	0.67794930	0.0002051	0.0001728	0.0001391
		W G STROECKER	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
		MARION WEEKS	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
		B & R WINNER	WI	0.00750000	0.00603520	0.0002051	0.0000015	0.0000012
		MOON CO	RI		0.12304690	0.0002051	0.0000000	0.0000252
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0002051	0.0000000	0.0000012
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0002051	0.0000000	0.0000006
		CHARLES A KELLY	RI		0.00146480	0.0002051	0.0000000	0.0000003
		P W PARKER TRUST	RI		0.00292970	0.0002051	0.0000000	0.0000006
		J T WYMAN TRUST	RI		0.00292970	0.0002051	0.0000000	0.0000006
		MARSHALL & WINSTON	RI		0.00585940	0.0002051	0.0000000	0.0000012
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0002051	0.0000000	0.0000003
		POC *	RI		0.03081750	0.0002051	0.0000000	0.0000063
		HARBERT ENERGY CORP, AGENT *	RI		0.00043250	0.0002051	0.0000000	0.0000001
		FRATES SEELIGSON	NPRI		0.01757810	0.0002051	0.0000000	0.0000036
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0002051
24	O'BRIEN I #1 - 8	POC	WI	0.84250000	0.68453120	0.1037733	0.0874290	0.0710362
		W G STROECKER	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
		MARION WEEKS	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
		B & R WINNER	WI	0.00750000	0.00609380	0.1037733	0.0007783	0.0006324
		MARSHALL & WINSTON	RI		0.00585940	0.1037733	0.0000000	0.0006080
		POC *	RI		0.02311310	0.1037733	0.0000000	0.0023985
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.1037733	0.0000000	0.0000337
		MOON CO	RI		0.12304690	0.1037733	0.0000000	0.0127690
		J T WYMAN TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		P W PARKER TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.1037733	0.0000000	0.0006080
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.1037733	0.0000000	0.0003040
		CHARLES A KELLY	RI		0.00146480	0.1037733	0.0000000	0.0001520
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.1037733	0.0000000	0.0001520
		FRATES SEELIGSON	NPRI		0.01757810	0.1037733	0.0000000	0.0018241
		* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.1037733
25	O'BRIEN J 1	POC	WI	0.84250000	0.68453120	0.0016035	0.0013509	0.0010977
		W G STROECKER	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
		MARION WEEKS	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
		B & R WINNER	WI	0.00750000	0.00609380	0.0016035	0.0000120	0.0000098
		MARSHALL & WINSTON	RI		0.00585940	0.0016035	0.0000000	0.0000094
		POC *	RI		0.02311310	0.1037733	0.0000000	0.0000371
		HARBERT ENERGY CORP, AGENT *	RI		0.00032440	0.1037733	0.0000000	0.0000005
		MOON CO	RI		0.12304690	0.0016035	0.0000000	0.0001973
		J T WYMAN TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		P W PARKER TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0016035	0.0000000	0.0000047
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0016035	0.0000000	0.0000047
		CHARLES A KELLY	RI		0.00146480	0.0016035	0.0000000	0.0000023
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.0016035	0.0000000	0.0000023
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0016035	0.0000000	0.0000094
		FRATES SEELIGSON	NPRI		0.01757810	0.0016035	0.0000000	0.0000282
* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0016035	0.0016035	

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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
28	O'BRIEN DB #1 - #3	POC	WI	0.76362320	0.52541110	0.0260934	0.0199236	0.0137097	
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00210840	0.0260934	0.0000808	0.0000550	
		W G STROECKER	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715	
		MARION WEEKS	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715	
		B & R WINTHER	WI	0.00515620	0.00333980	0.0260934	0.0001345	0.0000871	
		POC *	WI	0.12293620	0.12327010	0.0260934	0.0032079	0.0032166	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0260934	0.0000538	0.0000451	
		HARSHALL & WINSTON	RI		0.00781250	0.0260934	0.0000000	0.0002039	
		MOON CO	RI		0.12304690	0.0260934	0.0000000	0.0032107	
		J T WYMAN TRUST	RI		0.00390630	0.0260934	0.0000000	0.0001019	
		P W PARKER TRUST	RI		0.00390630	0.0260934	0.0000000	0.0000000	
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0260934	0.0000000	0.0002039	
		F S WINSTON MARITAL TRUST	RI		0.00390630	0.0260934	0.0000000	0.0001019	
		CHARLES A KELLY	RI		0.00195310	0.0260934	0.0000000	0.0000510	
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0260934	0.0000000	0.0000510	
		J M HUBER CORP	OR		0.07031250	0.0260934	0.0000000	0.0018347	
		COLUMBIA GAS	OR		0.03515630	0.0260934	0.0000000	0.0009173	
		FRATES SEELIGSON	NPRI		0.01757810	0.0260934	0.0000000	0.0004587	
				* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0260934	0.0260934
		29	O'BRIEN L LEASE	POC	WI	0.78984375	0.64051390	0.1503259	0.1187339
POC *	WI			0.06146810	0.06163500	0.1503259	0.0092403	0.0092654	
HARBERT ENERGY CORP, AGENT *	WI			0.00103190	0.00086500	0.1503259	0.0001551	0.0001300	
W G STROECKER	WI			0.07031250	0.05701900	0.1503259	0.0105698	0.0085714	
MARION WEEKS	WI			0.07031250	0.05701900	0.1503259	0.0105698	0.0085714	
B & R WINTHER	WI			0.00703125	0.00570200	0.1503259	0.0010570	0.0008572	
HARSHALL & WINSTON	RI				0.00390630	0.1503259	0.0000000	0.0005872	
MOON CO	RI				0.10048820	0.1503259	0.0000000	0.0151060	
J T WYMAN TRUST	RI				0.00146480	0.1503259	0.0000000	0.0002202	
P W PARKER TRUST	RI				0.00146480	0.1503259	0.0000000	0.0002202	
CHARLES A KELLY	RI				0.00097660	0.1503259	0.0000000	0.0001468	
MURRAY C MCKINNON TRUST	RI				0.00097660	0.1503259	0.0000000	0.0001468	
FRANCISCA WINSTON EST TRUST	RI				0.00292970	0.1503259	0.0000000	0.0004404	
F S WINSTON MARITAL TRUST	RI				0.00146480	0.1503259	0.0000000	0.0004404	
BEATRICE P B STONE	NPRI				0.00520830	0.1503259	0.0000000	0.0007829	
GROVER S STONE, JR	NPRI				0.00138890	0.1503259	0.0000000	0.0002088	
STEVEN L STONE	NPRI				0.00138890	0.1503259	0.0000000	0.0002088	
SANDRA J STONE	NPRI				0.00138890	0.1503259	0.0000000	0.0002088	
MARGARET E B DANIELS	NPRI				0.00520830	0.1503259	0.0000000	0.0007829	
DIANNE E DANIELS	NPRI				0.00138890	0.1503259	0.0000000	0.0002088	
JUNE A D GROTHE	NPRI		0.00138890	0.1503259	0.0000000	0.0002088			
CHARLES W DANIELS	NPRI		0.02812500	0.1503259	0.0000000	0.0042279			
JOHN D BRISCOE	NPRI		0.00117190	0.1503259	0.0000000	0.0001762			
NANCY E CARLOCK	NPRI		0.00117190	0.1503259	0.0000000	0.0001762			
VICTOR E CARLOCK	NPRI		0.01435550	0.1503259	0.0000000	0.0021580			
FRATES SEELIGSON	NPRI			0.01435550	0.1503259	0.0000000	0.0021580		
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.1503259	0.1503259		

AMENDED
EXHIBIT "C"
PART I

TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WRI
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
26	O'BRIEN J 2-8	POC *	WI	0.73718750	0.59896490	0.1231374	0.0907753	0.0737548
		POC *	WI	0.12293620	0.12327010	0.1231374	0.0151381	0.0151792
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.1231374	0.0002541	0.0002130
		W G STROECKER	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657
		MARION WEEKS	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657
		B & R WINTHER	WI	0.00656250	0.00533200	0.1231374	0.0008081	0.0006566
		MARSHALL & WINSTON	RI		0.00585940	0.1231374	0.0000000	0.0007215
		MOON CO	RI		0.12304690	0.1231374	0.0000000	0.0151517
		J T WYMAN TRUST	RI		0.00292970	0.1231374	0.0000000	0.0003608
		P W PARKER TRUST	RI		0.00292970	0.1231374	0.0000000	0.0003608
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.1231374	0.0000000	0.0007215
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.1231374	0.0000000	0.0003608
		CHARLES A KELLY	RI		0.00146480	0.1231374	0.0000000	0.0003608
		MURRAY C MCKINNON TRUST	RI		0.00146480	0.1231374	0.0000000	0.0001804
FRATES SEELIGSON	NPRI		0.01757810	0.1231374	0.0000000	0.0001804		
* ACQUIRED FROM TENNECO			1.00000000	1.00000000	0.1231374	0.0000000	0.0021645	
27	O'BRIEN K #1 - #3	POC	WI	0.72169190	0.54693350	0.0318665	0.0229977	0.0174286
		W G STROECKER	WI	0.02578130	0.01930660	0.0318665	0.0008216	0.0006152
		MARION WEEKS	WI	0.02578130	0.01930660	0.0318665	0.0008216	0.0006152
		B & R WINTHER	WI	0.00257810	0.00193070	0.0318665	0.0000822	0.0000615
		COLUMBIA GAS	WI	0.21875000	0.17773440	0.0318665	0.0069708	0.0056638
		HARBERT ENERGY CORP, AGENT	WI	0.00541740	0.00353830	0.0318665	0.000126	0.0001128
		MARSHALL & WINSTON	RI		0.00292970	0.0318665	0.0000000	0.0000934
		MOON CO	RI		0.10048840	0.0318665	0.0000000	0.0032022
		J T WYMAN TRUST	RI		0.00146480	0.0318665	0.0000000	0.0000467
		P W PARKER TRUST	RI		0.00146480	0.0318665	0.0000000	0.0000467
		FRANCISCA WINSTON EST TRUST	RI		0.00292970	0.0318665	0.0000000	0.0000934
		F S WINSTON MARITAL TRUST	RI		0.00146480	0.0318665	0.0000000	0.0000467
		CHARLES A KELLY	RI		0.00073240	0.0318665	0.0000000	0.0000233
		MURRAY C MCKINNON TRUST	RI		0.00073240	0.0318665	0.0000000	0.0000233
		EH NOHINEE	RI		0.01171880	0.0318665	0.0000000	0.0003734
		J M HUBER CORP	OR		0.04375000	0.0318665	0.0000000	0.0013942
		FRATES SEELIGSON	NPRI		0.01435550	0.0318665	0.0000000	0.0004575
		NANCY E CARLOCK	NPRI		0.00117180	0.0318665	0.0000000	0.0000373
		VICTOR E CARLOCK	NPRI		0.00117180	0.0318665	0.0000000	0.0000373
		BEATRICE P B STONE	NPRI		0.00520830	0.0318665	0.0000000	0.0001660
		GROVER S STONE, JR	NPRI		0.00138890	0.0318665	0.0000000	0.0000443
		STEVEN L STONE	NPRI		0.00138890	0.0318665	0.0000000	0.0000443
		SANDRA J STONE	NPRI		0.00138890	0.0318665	0.0000000	0.0000443
MARGARET E B DANIELS	NPRI		0.00520830	0.0318665	0.0000000	0.0001660		
DIANNE E DANIELS	NPRI		0.00138890	0.0318665	0.0000000	0.0000443		
JUNE A D GROTHE	NPRI		0.00138890	0.0318665	0.0000000	0.0000443		
CHARLES W DANIELS	NPRI		0.00138890	0.0318665	0.0000000	0.0000443		
JOHN D BRISCOE	NPRI		0.02812500	0.0318665	0.0000000	0.0008962		
* ACQUIRED FROM TENNECO			1.00000000	1.00000000	0.0318665	0.0000000	0.0318665	

AMENDED
EXHIBIT "C"
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TRACT & UNIT PARTICIPATION - TRACT BASIS
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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I ROPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
30	O'BRIEN FF #1 - #6	POC *	WI	0.78984375	0.63845700	0.1163759	0.0919187	0.0743012	
		POC	WI	0.06146810	0.06163500	0.1163759	0.0071534	0.0071728	
		HARBERT ENERGY CORP, AGENT *	WI	0.00103190	0.00086500	0.1163759	0.0001201	0.0001007	
		W G STROECKER	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143	
		MARION WEEKS	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143	
		B & R WINTHER	WI	0.00703125	0.00568360	0.1163759	0.0008183	0.0006614	
		MARSHALL & WINSTON	RI		0.00390630	0.00390630	0.1163759	0.0000000	0.0004546
		MOON CO.	RI		0.10048840	0.10048840	0.1163759	0.0000000	0.0116944
		J T WYMAN TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0002273
		P W PARKER TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0002273
		FRANCISCA WINSTON EST TRUST	RI		0.00390630	0.00390630	0.1163759	0.0000000	0.0004546
		F S WINSTON HARITAL TRUST	RI		0.00195310	0.00195310	0.1163759	0.0000000	0.0002273
		CHARLES A KELLY	RI		0.00097660	0.00097660	0.1163759	0.0000000	0.0001137
		MURRAY C MCKINNON TRUST	RI		0.00097660	0.00097660	0.1163759	0.0000000	0.0001137
		BEATRICE P B STONE	NPRI		0.00520830	0.00520830	0.1163759	0.0000000	0.0006061
		GROVER S STONE, JR	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		STEVEN L STONE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		SANDRA J STONE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		MARGARET E B DANIELS	NPRI		0.00520830	0.00520830	0.1163759	0.0000000	0.0006061
		DIANNE E DANIELS	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		JUNE A D GROTHE	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		CHARLES W DANIELS	NPRI		0.00138890	0.00138890	0.1163759	0.0000000	0.0001616
		FRATES SEELIGSON	NPRI		0.01435550	0.01435550	0.1163759	0.0000000	0.0016706
		JOHN D BRISCOE	NPRI		0.02812500	0.02812500	0.1163759	0.0000000	0.0032731
		NANCY E CARLOCK	NPRI		0.00117180	0.00117180	0.1163759	0.0000000	0.0001364
VICTOR E CARLOCK	NPRI		0.00117180	0.00117180	0.1163759	0.0000000	0.0001364		
* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.1163759	0.1163759		
31	MOONSHINE 7 #1	POC	WI	0.99587500	0.7727430	0.0084417	0.0084069	0.0065235	
		HARBERT ENERGY CORP, AGENT	WI	0.00412500	0.00269440	0.0084417	0.0000348	0.0000227	
		MOON CO	RI		0.12304680	0.0084417	0.0000000	0.0010387	
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0084417	0.0000000	0.0000660	
		POC *	RI		0.02927660	0.0084417	0.0000000	0.0002471	
		HARBERT ENERGY CORP, AGENT *	RI		0.00041090	0.0084417	0.0000000	0.0000035	
		MURRAY C MCKINNON	RI		0.00097660	0.0084417	0.0000000	0.0000082	
		DOUGLAS A MCKINNON	RI		0.00097660	0.0084417	0.0000000	0.0000082	
		MARSHALL & WINSTON	RI		0.00781250	0.0084417	0.0000000	0.0000660	
		F S WINSTON HARITAL TRUST	RI		0.00390630	0.0084417	0.0000000	0.0000330	
		CHARLES A KELLY	RI		0.00195310	0.0084417	0.0000000	0.0000165	
		P W PARKER TRUST	RI		0.00390630	0.0084417	0.0000000	0.0000330	
		J T WYMAN TRUST	RI		0.00390630	0.0084417	0.0000000	0.0000330	
		POC *	OR		0.00154090	0.0084417	0.0000000	0.0000130	
		HARBERT ENERGY CORP, AGENT *	OR		0.00002160	0.0084417	0.0000000	0.0000002	
		DAVID I MILLER	OR		0.00750000	0.0084417	0.0000000	0.0000633	
		WILLIAM O DEWITT	OR		0.00093750	0.0084417	0.0000000	0.0000079	
J T HOWARD	OR		0.00260410	0.0084417	0.0000000	0.0000220			
DONALD R WATTS	OR		0.00520830	0.0084417	0.0000000	0.0000440			
POC	OR		0.00515640	0.0084417	0.0000000	0.0000435			
FRATES SEELIGSON	NPRI		0.01757800	0.0084417	0.0000000	0.0001484			
* ACQUIRED FROM TENNECO			1.00000000	1.00000000		0.0084417	0.0084417		

AMENDED
EXHIBIT "C"
PART I
TRACT & UNIT PARTICIPATION - TRACT BASIS
UNIT AGREEMENT

TLPARTC.WR1
5-31-88

TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NFT INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)		
32	MOONSHINE 7 #2-14	POC	WI	0.87190440	0.68091880	0.0897968	0.0782942	0.0611442		
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00205000	0.0897968	0.0002780	0.0001841		
		POC *	WI	0.12293620	0.12327010	0.0897968	0.0110393	0.0110693		
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0897968	0.0001853	0.0001553		
		MOON CO	RI		0.12304680	0.0897968	0.0000000	0.0110492		
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0897968	0.0000000	0.0007015		
		F S WINSTON MARITAL TRUST	RI		0.00390630	0.00390630	0.0000000	0.0003508		
		CHARLES A KELLY	RI		0.00195310	0.00195310	0.0000000	0.0001754		
		P W PARKER TRUST	RI		0.00390630	0.00390630	0.0000000	0.0000000		
		J T WYMAN TRUST	RI		0.00781250	0.00781250	0.0000000	0.0000000		
		MARSHALL & WINSTON	RI		0.00195310	0.00195310	0.0000000	0.0000000		
		MURRAY C MCKINNON TRUST	OR		0.00750000	0.00750000	0.0000000	0.0001754		
		DAVID I HILLER	OR		0.00093750	0.00093750	0.0000000	0.0000842		
		WILLIAM O DEWITT	OR		0.00260420	0.00260420	0.0000000	0.0002338		
		J T HOWARD	OR		0.00520830	0.00520830	0.0000000	0.0004677		
		DONALD R WATTS	OR		0.00390620	0.00390620	0.0000000	0.0000000		
		POC	OR		0.01757810	0.01757810	0.0897968	0.0000000	0.0015785	
		FRATES SEELIGSON	NPRI				0.0897968	0.0000000	0.0015785	
				* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0897968	0.0897968	0.0897968
		33	O'BRIEN GG #1 - #3	POC *	WI	0.78984375	0.63845700	0.0021324	0.0016843	0.0013611
POC	WI			0.06146810	0.06163500	0.0021324	0.0001311	0.0001315		
HARBERT ENERGY CORP, AGENT *	WI			0.00103190	0.00086500	0.0021324	0.0000222	0.0000018		
W G STROECKER	WI			0.07031250	0.05683590	0.0021324	0.0001499	0.0001212		
MARION WEEKS	WI			0.07031250	0.05683590	0.0021324	0.0001499	0.0001212		
B & R WINTHER	WI			0.00703125	0.00568360	0.0021324	0.0000150	0.0000021		
MARSHALL & WINSTON	RI				0.00390630	0.00390630	0.0021324	0.0000000	0.0000083	
MOON CO	RI				0.10048840	0.10048840	0.0021324	0.0000000	0.0002143	
J T WYMAN TRUST	RI				0.00195310	0.00195310	0.0021324	0.0000000	0.0000042	
P W PARKER TRUST	RI				0.00390630	0.00390630	0.0021324	0.0000000	0.0000083	
FRANCISCA WINSTON EST TRUST	RI				0.00097660	0.00097660	0.0021324	0.0000000	0.0000021	
MURRAY C MCKINNON TRUST	RI				0.00195310	0.00195310	0.0021324	0.0000000	0.0000042	
F S WINSTON MARITAL TRUST	RI				0.00097660	0.00097660	0.0021324	0.0000000	0.0000021	
CHARLES A KELLY	RI				0.00520830	0.00520830	0.0021324	0.0000000	0.0000042	
BEATRICE P B STONE	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000111	
GROVER S STONE, JR	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000030	
STEVEN L STONE	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000030	
SANDRA J STONE	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000030	
MARGARET E B DANIELS	NPRI				0.00520830	0.00520830	0.0021324	0.0000000	0.0000111	
DIANNE E DANIELS	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000030	
JUNE A D GROTHE	NPRI				0.00138890	0.00138890	0.0021324	0.0000000	0.0000030	
CHARLES W DANIELS	NPRI				0.02812500	0.02812500	0.0021324	0.0000000	0.0000030	
JOHN D BRISCOE	NPRI				0.00117180	0.00117180	0.0021324	0.0000000	0.0000060	
NANCY E CARLOCK	NPRI				0.00117180	0.00117180	0.0021324	0.0000000	0.0000025	
VICTOR E CARLOCK	NPRI				0.01435550	0.01435550	0.0021324	0.0000000	0.0000025	
FRATES SEELIGSON	NPRI				0.0021324	0.0000000	0.0000036			
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0021324	0.0021324	0.0021324		

AMENDED
EXHIBIT "C"
PART I

TRACT & UNIT PARTICIPATION - TRACT BASIS
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TLPARTC.WR1
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TRACT #	LEASE/WELLS	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
34	MOONSHINE 18 #1-5	POC	WI	0.87190440	0.68091880	0.0308971	0.0269394	0.0210385	
		HARBERT ENERGY CORP, AGENT	WI	0.00309560	0.00205000	0.0308971	0.0000956	0.0000633	
		POC *	WI	0.12293620	0.12327010	0.0308971	0.0037983	0.0038087	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0308971	0.0000638	0.0000534	
		MOON CO	RI		0.12304690	0.0308971	0.0000000	0.0038018	
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0308971	0.0000000	0.0000603	
		FRANCISCA WINSTON EST TRUST	RI		0.00781250	0.0308971	0.0000000	0.0002414	
		F S WINSTON MARITAL TRUST	RI		0.00390620	0.0308971	0.0000000	0.0001207	
		MARSHALL & WINSTON	RI		0.00781250	0.0308971	0.0000000	0.0002414	
		CHARLES A KELLY	RI		0.00195310	0.0308971	0.0000000	0.0000603	
		P W PARKER TRUST	RI		0.00390630	0.0308971	0.0000000	0.0001207	
		J T WYMAN TRUST	RI		0.00390630	0.0308971	0.0000000	0.0001207	
		DAVID I MILLER	OR		0.00175000	0.0308971	0.0000000	0.0002317	
		WILLIAM O DEWITT	OR		0.00093750	0.0308971	0.0000000	0.0000290	
		J T HOWARD	OR		0.00260420	0.0308971	0.0000000	0.0000805	
		DONALD R WATTS	OR		0.00520830	0.0308971	0.0000000	0.0001609	
		POC	OR		0.00390630	0.0308971	0.0000000	0.0001207	
FRATES SEELIGSON	NPRI		0.01757800	0.0308971	0.0000000	0.0005431			
		* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0308971	0.0308971		
35	O'BRIEN N #1 & #2Y	POC *	WI	0.73718750	0.59649650	0.0088242	0.0065051	0.0052635	
		POC	WI	0.12293620	0.12327010	0.0088242	0.0010848	0.0010877	
		HARBERT ENERGY CORP, AGENT *	WI	0.00206380	0.00172990	0.0088242	0.0000182	0.0000153	
		W G STROECKER	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686	
		MARION WEEKS	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686	
		B & R WINTHER	WI	0.00656250	0.00531010	0.0088242	0.0000579	0.0000469	
		MARSHALL & WINSTON	RI		0.00781260	0.0088242	0.0000000	0.0000689	
		MOON CO	RI		0.12304680	0.0088242	0.0000000	0.0010858	
		J T WYMAN TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		P W PARKER TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		FRANCISCA WINSTON EST TRUST	RI		0.00585940	0.0088242	0.0000000	0.0000517	
		F S WINSTON MARITAL TRUST	RI		0.00292970	0.0088242	0.0000000	0.0000259	
		CHARLES A KELLY	RI		0.00195310	0.0088242	0.0000000	0.0000172	
		MURRAY C MCKINNON TRUST	RI		0.00195310	0.0088242	0.0000000	0.0000172	
		FRATES SEELIGSON	NPRI		0.01757810	0.0088242	0.0000000	0.0001551	
				* ACQUIRED FROM TENNECO		1.00000000	1.00000000	0.0088242	0.0088242
							1.00000000	1.00000000	1.00000000

AMENDED
EXHIBIT "C"
PART II
TRACT & UNIT PARTICIPATION - WORKING INTEREST OWNERSHIP BASIS
UNIT AGREEMENT

TLWIPART.WR1
5-31-88

TRACT #	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
27	COLUMBIA GAS	WI	0.21875000	0.17773440	0.0318665	0.0069708	0.0056638
1	HARBERT ENERGY CORP,	AGENT	0.27856670	0.23752340	0.0160189	0.0044623	0.0038049
3	HARBERT ENERGY CORP,	AGENT	0.13928330	0.10772730	0.0008767	0.0001221	0.0000945
6	HARBERT ENERGY CORP,	AGENT	0.00825500	0.00584720	0.0122048	0.0001008	0.0000714
7	HARBERT ENERGY CORP,	AGENT	0.27856670	0.23491520	0.0186278	0.0051891	0.0043759
8	HARBERT ENERGY CORP,	AGENT	0.47500000	0.39137500	0.0144380	0.0068580	0.0056507
15	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0423152	0.0000873	0.0000732
17	HARBERT ENERGY CORP,	AGENT *	0.01341440	0.00880540	0.0420482	0.0005641	0.0003703
18	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0005888	0.0000012	0.0000010
18A	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0000000	0.0000000	0.0000000
19	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0003464	0.0000007	0.0000006
26	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.1231374	0.0002541	0.0002130
27	HARBERT ENERGY CORP,	AGENT *	0.00541740	0.00353830	0.0318665	0.0001726	0.0001128
28	HARBERT ENERGY CORP,	AGENT *	0.00309560	0.00210840	0.0260934	0.0000808	0.0000550
28	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0260934	0.0000538	0.0000451
29	HARBERT ENERGY CORP,	AGENT *	0.00103190	0.00086500	0.1503259	0.0001551	0.0001300
30	HARBERT ENERGY CORP,	AGENT *	0.00103190	0.00086500	0.1163759	0.0001201	0.0001007
31	HARBERT ENERGY CORP,	AGENT *	0.00412500	0.00269440	0.0084417	0.0000348	0.0000227
32	HARBERT ENERGY CORP,	AGENT *	0.00309560	0.00205000	0.0897968	0.0002780	0.0001841
32	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0897968	0.0001853	0.0001553
33	HARBERT ENERGY CORP,	AGENT *	0.00103190	0.00086500	0.0021324	0.0000022	0.0000018
33	HARBERT ENERGY CORP,	AGENT *	0.00309560	0.00205000	0.0308971	0.0000956	0.0000633
34	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0308971	0.0000638	0.0000534
34	HARBERT ENERGY CORP,	AGENT *	0.00206380	0.00172990	0.0088242	0.0000182	0.0000153
35	TOTAL					0.0189000	0.0155950
17	NABOB PROD CO	WI	0.18750000	0.15468750	0.0420482	0.0078840	0.0065043
1	POC	WI	0.72143330	0.62747660	0.0160189	0.0115566	0.0100514
10	POC	WI	1.00000000	0.80531250	0.0001050	0.0001050	0.0000845
10A	POC	WI	1.00000000	0.80531250	0.0025428	0.0025428	0.0020476
11	POC	WI	0.84250000	0.67847580	0.0030963	0.0026087	0.0021009
12	POC	WI	1.00000000	0.85937500	0.0005594	0.0005594	0.0004808
13	POC	WI	1.00000000	0.84765620	0.0267552	0.0267552	0.0226791
14	POC	WI	0.84250000	0.73718750	0.0001182	0.0000995	0.0000871
15	POC	WI	0.73718750	0.59238280	0.0423152	0.0311943	0.0250669
16	POC	WI	0.84250000	0.73718750	0.0217479	0.0183226	0.0160322
17	POC	WI	0.79908560	0.62744460	0.0420482	0.0336001	0.0263829
18	POC	WI	0.73718750	0.62660930	0.0005888	0.0004341	0.0003688
18A	POC	WI	0.73718750	0.59896490	0.0000000	0.0000000	0.0000000
19	POC	WI	0.73718750	0.59896490	0.0003464	0.0002554	0.0002076
2	POC	WI	1.00000000	0.79296880	0.0057700	0.0057700	0.0045754
20	POC	WI	0.84250000	0.68453120	0.0000000	0.0000000	0.0000000
21	POC	WI	0.84250000	0.71217570	0.0014065	0.0011850	0.0010016
22	POC	WI	0.84250000	0.71217570	0.0234414	0.0197494	0.0166946
23	POC	WI	0.84250000	0.67794930	0.0002051	0.0001728	0.0001391
24	POC	WI	0.84250000	0.68453120	0.1037733	0.0874290	0.0710362

AMENDED
EXHIBIT "C"
PART II
TRACT & UNIT PARTICIPATION - WORKING INTEREST OWNERSHIP BASIS
UNIT AGREEMENT

TLWIPART.WRI
5-31-88

TRACT #	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
25	POC	WI	0.84250000	0.68453120	0.0016035	0.0013509	0.0010977
26	POC	WI	0.73718750	0.59896490	0.1231374	0.0907753	0.0737548
27	POC	WI	0.72169190	0.54693350	0.0318665	0.0229977	0.0174286
28	POC	WI	0.76362320	0.52541100	0.0260934	0.0199256	0.0137097
29	POC	WI	0.78984375	0.64051390	0.1503259	0.1187339	0.0962858
3	POC	WI	0.86071670	0.66727270	0.0008767	0.0007546	0.0005849
30	POC	WI	0.78984375	0.63845700	0.1163759	0.0919187	0.0743012
31	POC	WI	0.99587500	0.77277430	0.0084417	0.0084069	0.0065235
32	POC	WI	0.87190440	0.68091880	0.0897968	0.0782942	0.0611442
33	POC	WI	0.78984375	0.63845700	0.0021324	0.0016843	0.0013611
34	POC	WI	0.87190440	0.68091880	0.0308971	0.0269394	0.0210385
35	POC	WI	0.73718750	0.59649650	0.0088242	0.0065051	0.0052635
4	POC	WI	0.84250000	0.65293750	0.0218646	0.0184210	0.0142761
5	POC	WI	1.00000000	0.79296880	0.0040045	0.0040045	0.0031754
6	POC	WI	0.99174500	0.83915280	0.0122048	0.0121040	0.0102417
7	POC	WI	0.72143330	0.61008480	0.0186278	0.0134387	0.0113646
8	POC	WI	0.52500000	0.44362500	0.0144380	0.0075800	0.0064049
9	POC	WI	0.84250000	0.65293750	0.0476502	0.0401452	0.0311124
15	POC *	WI	0.12293620	0.12327010	0.0423152	0.0052021	0.0052162
18	POC *	WI	0.12293620	0.12327010	0.0005888	0.0000724	0.0000726
18A	POC *	WI	0.12293620	0.12327010	0.0000000	0.0000000	0.0000000
19	POC *	WI	0.12293620	0.12327010	0.0003464	0.0000426	0.0000427
26	POC *	WI	0.12293620	0.12327010	0.1231374	0.0151381	0.0151792
28	POC *	WI	0.12293620	0.12327010	0.0260934	0.0032079	0.0032166
29	POC *	WI	0.06146810	0.06163500	0.1503259	0.0092403	0.0092654
30	POC *	WI	0.06146810	0.06163500	0.1163759	0.0071534	0.0071728
32	POC *	WI	0.12293620	0.12327010	0.0897968	0.0110393	0.0110693
33	POC *	WI	0.06146810	0.06163500	0.0021324	0.0001311	0.0001315
34	POC *	WI	0.12293620	0.12327010	0.0308971	0.0037983	0.0038087
35	POC *	WI	0.12293620	0.12327010	0.0088242	0.0010848	0.0010877
	* ACQUIRED FROM TENNECO					0.8624302	0.7043680
	TOTAL						
11	STROECKER, W G	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870
14	STROECKER, W G	WI	0.07500000	0.06562500	0.0001182	0.0000089	0.0000078
15	STROECKER, W G	WI	0.06562500	0.05273440	0.0423152	0.0027769	0.0022315
16	STROECKER, W G	WI	0.07500000	0.06562500	0.0217479	0.0016311	0.0014272
18	STROECKER, W G	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
18A	STROECKER, W G	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
19	STROECKER, W G	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
20	STROECKER, W G	WI	0.07500000	0.06093750	0.0000000	0.0000000	0.0000000
21	STROECKER, W G	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
22	STROECKER, W G	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
23	STROECKER, W G	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
24	STROECKER, W G	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
25	STROECKER, W G	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
26	STROECKER, W G	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657
27	STROECKER, W G	WI	0.02578130	0.01930660	0.0318665	0.0008216	0.0006152
28	STROECKER, W G	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715

AMENDED
EXHIBIT "C"
PART II
TRACT & UNIT PARTICIPATION - WORKING INTEREST OWNERSHIP BASIS
UNIT AGREEMENT

TLWIPART.WRI
5-31-88

TRACT #	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION I BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)
29	STROECKER, W G	WI	0.07031250	0.05701900	0.1503259	0.0105698	0.0085714
30	STROECKER, W G	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143
33	STROECKER, W G	WI	0.07031250	0.05683590	0.0021324	0.0001499	0.0001212
35	STROECKER, W G	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686
4	STROECKER, W G	WI	0.07500000	0.05812500	0.0218646	0.0016398	0.0012709
9	STROECKER, W G	WI	0.07500000	0.05812500	0.0476502	0.0035738	0.0027697
	TOTAL					0.0494357	0.0397824
11	WEEKS, MARION	WI	0.07500000	0.06039840	0.0030963	0.0002322	0.0001870
14	WEEKS, MARION	WI	0.07500000	0.06562500	0.0001182	0.0000089	0.0000078
15	WEEKS, MARION	WI	0.06562500	0.05273440	0.0423152	0.0027769	0.0022315
16	WEEKS, MARION	WI	0.07500000	0.06562500	0.0217479	0.0016311	0.0014272
18	WEEKS, MARION	WI	0.06562500	0.05578110	0.0005888	0.0000386	0.0000328
18A	WEEKS, MARION	WI	0.06562500	0.05332030	0.0000000	0.0000000	0.0000000
19	WEEKS, MARION	WI	0.06562500	0.05332030	0.0003464	0.0000227	0.0000185
20	WEEKS, MARION	WI	0.07500000	0.06093750	0.0000000	0.0000000	0.0000000
21	WEEKS, MARION	WI	0.07500000	0.06339830	0.0014065	0.0001055	0.0000892
22	WEEKS, MARION	WI	0.07500000	0.06339830	0.0234414	0.0017581	0.0014861
23	WEEKS, MARION	WI	0.07500000	0.06035150	0.0002051	0.0000154	0.0000124
24	WEEKS, MARION	WI	0.07500000	0.06093750	0.1037733	0.0077830	0.0063237
25	WEEKS, MARION	WI	0.07500000	0.06093750	0.0016035	0.0001203	0.0000977
26	WEEKS, MARION	WI	0.06562500	0.05332030	0.1231374	0.0080809	0.0065657
27	WEEKS, MARION	WI	0.02578130	0.01930660	0.0318665	0.008216	0.006152
28	WEEKS, MARION	WI	0.05156250	0.03339840	0.0260934	0.0013454	0.0008715
29	WEEKS, MARION	WI	0.07031250	0.05701900	0.1503259	0.0105698	0.0085714
30	WEEKS, MARION	WI	0.07031250	0.05683590	0.1163759	0.0081827	0.0066143
33	WEEKS, MARION	WI	0.07031250	0.05683590	0.0021324	0.0001499	0.0001212
35	WEEKS, MARION	WI	0.06562500	0.05310060	0.0088242	0.0005791	0.0004686
4	WEEKS, MARION	WI	0.07500000	0.05812500	0.0218646	0.0016398	0.0012709
9	WEEKS, MARION	WI	0.07500000	0.05812500	0.0476502	0.0035738	0.0027697
	TOTAL					0.0494357	0.0397824
11	WINTHER, B & R	WI	0.00750000	0.00603990	0.0030963	0.0002322	0.0001870
14	WINTHER, B & R	WI	0.00750000	0.00656250	0.0001182	0.0000089	0.0000078
15	WINTHER, B & R	WI	0.00656250	0.00527340	0.0423152	0.0027769	0.0022315
16	WINTHER, B & R	WI	0.00750000	0.00656250	0.0217479	0.0016311	0.0014272
18	WINTHER, B & R	WI	0.00656250	0.00557810	0.0005888	0.0000386	0.0000328
18A	WINTHER, B & R	WI	0.00656250	0.00533200	0.0000000	0.0000000	0.0000000
19	WINTHER, B & R	WI	0.00656250	0.00533200	0.0003464	0.0000223	0.0000185
20	WINTHER, B & R	WI	0.00750000	0.00609380	0.0000000	0.0000000	0.0000000
21	WINTHER, B & R	WI	0.00750000	0.00633980	0.0014065	0.0001055	0.0000892
22	WINTHER, B & R	WI	0.00750000	0.00633980	0.0234414	0.0017581	0.0014861
23	WINTHER, B & R	WI	0.00750000	0.00603520	0.0002051	0.0000154	0.0000124
24	WINTHER, B & R	WI	0.00750000	0.00609380	0.1037733	0.0077830	0.0063237
25	WINTHER, B & R	WI	0.00750000	0.00609380	0.0016035	0.0001203	0.0000977
26	WINTHER, B & R	WI	0.00656250	0.00533200	0.1231374	0.0080809	0.0065657
27	WINTHER, B & R	WI	0.00257810	0.00193070	0.0318665	0.008216	0.006152
	TOTAL					0.0494357	0.0397824
11	WINTHER, B & R	WI	0.00750000	0.00603990	0.0030963	0.0002322	0.0001870
14	WINTHER, B & R	WI	0.00750000	0.00656250	0.0001182	0.0000089	0.0000078
15	WINTHER, B & R	WI	0.00656250	0.00527340	0.0423152	0.0027769	0.0022315
16	WINTHER, B & R	WI	0.00750000	0.00656250	0.0217479	0.0016311	0.0014272
18	WINTHER, B & R	WI	0.00656250	0.00557810	0.0005888	0.0000386	0.0000328
18A	WINTHER, B & R	WI	0.00656250	0.00533200	0.0000000	0.0000000	0.0000000
19	WINTHER, B & R	WI	0.00656250	0.00533200	0.0003464	0.0000223	0.0000185
20	WINTHER, B & R	WI	0.00750000	0.00609380	0.0000000	0.0000000	0.0000000
21	WINTHER, B & R	WI	0.00750000	0.00633980	0.0014065	0.0001055	0.0000892
22	WINTHER, B & R	WI	0.00750000	0.00633980	0.0234414	0.0017581	0.0014861
23	WINTHER, B & R	WI	0.00750000	0.00603520	0.0002051	0.0000154	0.0000124
24	WINTHER, B & R	WI	0.00750000	0.00609380	0.1037733	0.0077830	0.0063237
25	WINTHER, B & R	WI	0.00750000	0.00609380	0.0016035	0.0001203	0.0000977
26	WINTHER, B & R	WI	0.00656250	0.00533200	0.1231374	0.0080809	0.0065657
27	WINTHER, B & R	WI	0.00257810	0.00193070	0.0318665	0.008216	0.006152

AMENDED
 EXHIBIT "C"
 PART II
 TRACT & UNIT PARTICIPATION - WORKING INTEREST OWNERSHIP BASIS
 UNIT AGREEMENT

TLWIPART.WR1
5-31-88

TRACT #	OWNER	TYPE	GROSS WI	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION (EXPENSE)	UNIT PARTICIPATION (REVENUE)	
28	WINTHER, B & R	WI	0.00515620	0.00333980	0.0260934	0.0001345	0.0000871	
29	WINTHER, B & R	WI	0.00703125	0.00570200	0.1503259	0.0010570	0.0008572	
30	WINTHER, B & R	WI	0.00703125	0.00568360	0.1163759	0.0008183	0.0006614	
33	WINTHER, B & R	WI	0.00703125	0.00568360	0.0021324	0.0000150	0.0000121	
35	WINTHER, B & R	WI	0.00656250	0.00531010	0.0088242	0.0000579	0.0000469	
4	WINTHER, B & R	WI	0.00750000	0.00581250	0.0218646	0.0001640	0.0001271	
9	WINTHER, B & R	WI	0.00750000	0.00581250	0.0476502	0.0003574	0.0002770	
TOTAL							0.0049436	0.0039782
						1.0000000	0.8156741	

AMENDED
 EXHIBIT "C"
 PART III
 TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
 UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
17	1029 PLUS ONE INVESTORS	OR	0.00036950	0.0420482	0.0000155
17	ABRAM, J E	OR	0.00014780	0.0420482	0.0000062
17	AVIVA LTD PTSP	OR	0.01061750	0.0420482	0.0000464
27	BRISCOE, JOHN D	NPRI	0.02812500	0.0318665	0.0008962
29	BRISCOE, JOHN D	NPRI	0.02812500	0.1503259	0.0042279
30	BRISCOE, JOHN D	NPRI	0.02812500	0.1163759	0.0032731
33	BRISCOE, JOHN D	NPRI	0.02812500	0.0021324	0.0000600
	TOTAL				0.0064572
27	CARLOCK, NANCY E	NPRI	0.00117180	0.0318665	0.0000373
29	CARLOCK, NANCY E	NPRI	0.00117190	0.1503259	0.0001762
30	CARLOCK, NANCY E	NPRI	0.00117180	0.1163759	0.0001364
33	CARLOCK, NANCY E	NPRI	0.00117180	0.0021324	0.0000025
	TOTAL				0.0003524
27	CARLOCK, VICTOR E	NPRI	0.00117180	0.0318665	0.0000373
29	CARLOCK, VICTOR E	NPRI	0.00117190	0.1503259	0.0001762
30	CARLOCK, VICTOR E	NPRI	0.00117180	0.1163759	0.0001364
33	CARLOCK, VICTOR E	NPRI	0.00117180	0.0021324	0.0000025
	TOTAL				0.0003524
10	CITIES SERVICE	OR	0.05468750	0.0001050	0.0000057
10A	CITIES SERVICE	OR	0.05468750	0.0025428	0.0001391
11	CITIES SERVICE	OR	0.05468750	0.0030963	0.0001693
2	CITIES SERVICE	OR	0.08203120	0.0057700	0.0004733
3	CITIES SERVICE	OR	0.10000000	0.0008767	0.0000877
4	CITIES SERVICE	OR	0.10000000	0.0218646	0.0021865
5	CITIES SERVICE	OR	0.05203120	0.0040045	0.0002084
9	CITIES SERVICE	OR	0.07000000	0.0476502	0.0033355
	TOTAL				0.0066055
28	COLUMBIA GAS	OR	0.03515630	0.0260934	0.0009173
1	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0160189	0.0020024
10	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0001050	0.0000131
10A	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0025428	0.0003179
11	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0030963	0.0003870
2	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0057700	0.0007213
3	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0008767	0.0001096
4	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0218646	0.0027331

AMENDED

EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TLROYPART.WR1
5-31-88

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
5	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0040045	0.0005006
6	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0122048	0.0015256
7	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0186278	0.0023285
8	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0144380	0.0018048
9	COMM. OF PUBLIC LANDS	RI	0.12500000	0.0476502	0.0059563
	TOTAL				0.0184002
10	CONLEY, GEORGE E	OR	0.01000000	0.0001050	0.0000011
10A	CONLEY, GEORGE E	OR	0.01000000	0.0025428	0.0000254
11	CONLEY, GEORGE E	OR	0.01000000	0.0030963	0.0000310
5	CONLEY, GEORGE E	OR	0.02000000	0.0040045	0.0000801
6	CONLEY, GEORGE E	OR	0.02000000	0.0122048	0.0002441
7	CONLEY, GEORGE E	OR	0.02000000	0.0186278	0.0003726
8	CONLEY, GEORGE E	OR	0.02000000	0.0144380	0.0002888
9	CONLEY, GEORGE E	OR	0.02000000	0.0476502	0.0009530
	TOTAL				0.0019961
27	DANIELS, CHARLES W	NPRI	0.00138890	0.0318665	0.0000443
29	DANIELS, CHARLES W	NPRI	0.00138890	0.1503259	0.0002088
30	DANIELS, CHARLES W	NPRI	0.00138890	0.1163759	0.0001616
33	DANIELS, CHARLES W	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
27	DANIELS, DIANNE E	NPRI	0.00138890	0.0318665	0.0000443
29	DANIELS, DIANNE E	NPRI	0.00138890	0.1503259	0.0002088
30	DANIELS, DIANNE E	NPRI	0.00138890	0.1163759	0.0001616
33	DANIELS, DIANNE E	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
27	DANIELS, MARGARET E B	NPRI	0.00520830	0.0318665	0.0001660
29	DANIELS, MARGARET E B	NPRI	0.00520830	0.1503259	0.0007829
30	DANIELS, MARGARET E B	NPRI	0.00520830	0.1163759	0.0006061
33	DANIELS, MARGARET E B	NPRI	0.00520830	0.0021324	0.0000111
	TOTAL				0.0015661
31	DEWITT, WILLIAM O	OR	0.00093750	0.0084417	0.0000079
32	DEWITT, WILLIAM O	OR	0.00093750	0.0897968	0.0000842
34	DEWITT, WILLIAM O	OR	0.00093750	0.0308971	0.0000290
	TOTAL				0.0001211
12	EH NOMINEE PTSP CO	RI	0.02343750	0.0005594	0.0000131

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TLROYPART.WR1					
5-31-88					
13	EM NOMINEE PTSP CO	RI	0.01562500	0.0267552	0.0004181
14	EM NOMINEE PTSP CO	RI	0.01562500	0.0001182	0.0000018
16	EM NOMINEE PTSP CO	RI	0.01562500	0.0217479	0.0003398
17	EM NOMINEE PTSP CO	RI	0.02500000	0.0420482	0.0010512
22	EM NOMINEE PTSP CO	RI	0.02343750	0.0234414	0.0005494
27	EM NOMINEE PTSP CO	RI	0.01171880	0.0318665	0.0003734
	TOTAL				0.0027468
17	FELDMAN, SALLY	OR	0.00295610	0.0420482	0.0001243
17	FLECK, JACK W	OR	0.00073900	0.0420482	0.0000311
27	GROTHE, JUNE A D	NPRI	0.00138890	0.0318665	0.0000443
29	GROTHE, JUNE A D	NPRI	0.00138890	0.1503259	0.0002088
30	GROTHE, JUNE A D	NPRI	0.00138890	0.1163759	0.0001616
33	GROTHE, JUNE A D	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
17	HARBECK, WM J	OR	0.00036950	0.0420482	0.0000155
20	HARBERT ENERGY CORP, AGENT *	RI	0.0003244	0.0000000	0.0000000
21	HARBERT ENERGY CORP, AGENT *	RI	0.0003244	0.0014065	0.0000005
23	HARBERT ENERGY CORP, AGENT *	RI	0.0004325	0.0002051	0.0000001
24	HARBERT ENERGY CORP, AGENT *	RI	0.0003244	0.1037733	0.0000337
25	HARBERT ENERGY CORP, AGENT *	RI	0.0003244	0.0016035	0.0000005
31	HARBERT ENERGY CORP, AGENT *	RI	0.0004109	0.0084417	0.0000035
31	HARBERT ENERGY CORP, AGENT *	OR	0.0000216	0.0084417	0.0000002
	TOTAL				0.0000365
17	HARLOW, W V JR	OR	0.03750000	0.0420482	0.0015768
1	HARVARD, H LEE	OR	0.01000000	0.0160189	0.0001602
8	HARVARD, H LEE	OR	0.01000000	0.0144380	0.0001444
	TOTAL				0.0003046
10	HAYNIE, ROBERT L	OR	0.00250000	0.0001050	0.0000003
10A	HAYNIE, ROBERT L	OR	0.00250000	0.0025428	0.0000064
11	HAYNIE, ROBERT L	OR	0.00250000	0.0030963	0.0000077
5	HAYNIE, ROBERT L	OR	0.00500000	0.0040045	0.0000200
6	HAYNIE, ROBERT L	OR	0.00500000	0.0122048	0.0000610
7	HAYNIE, ROBERT L	OR	0.00500000	0.0186278	0.0000931
8	HAYNIE, ROBERT L	OR	0.00500000	0.0144380	0.0000722
9	HAYNIE, ROBERT L	OR	0.00500000	0.0476502	0.0002383

AMENDED
 EXHIBIT "C"
 PART III
 TRACT 6 UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
 UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TUROYPART.WRI					
5-31-88					

TOTAL					
31	HOWARD, J T	OR	0.00260410	0.0084417	0.0004990
32	HOWARD, J T	OR	0.00260420	0.0897968	0.0000220
34	HOWARD, J T	OR	0.00260420	0.0308971	0.0002338

TOTAL					
27	J M HUBER CORP	OR	0.04375000	0.0318665	0.0000805
28	J M HUBER CORP	OR	0.07031250	0.0260934	0.0000000

TOTAL					
17	JACKSON, ROBERT T	OR	0.00036950	0.0420482	0.0013942
17	JOHNSON, JACKIE H	OR	0.00014780	0.0420482	0.0018347

TOTAL					
12	KELLY, CHARLES A	RI	0.00146480	0.0005594	0.0000008
13	KELLY, CHARLES A	RI	0.00097650	0.0267552	0.0000261
14	KELLY, CHARLES A	RI	0.00097650	0.0001182	0.0000001
15	KELLY, CHARLES A	RI	0.00195310	0.0423152	0.0000826
16	KELLY, CHARLES A	RI	0.00097650	0.0217479	0.0000212
17	KELLY, CHARLES A	RI	0.00146480	0.0420482	0.0000616
18	KELLY, CHARLES A	RI	0.00117190	0.0005888	0.0000007
18A	KELLY, CHARLES A	RI	0.00146480	0.0000000	0.0000000
19	KELLY, CHARLES A	RI	0.00146480	0.0003464	0.0000005
20	KELLY, CHARLES A	RI	0.00146480	0.0000000	0.0000000
21	KELLY, CHARLES A	RI	0.00117190	0.0014065	0.0000016
22	KELLY, CHARLES A	RI	0.00117190	0.0234414	0.0000275
23	KELLY, CHARLES A	RI	0.00146480	0.0002051	0.0000003
24	KELLY, CHARLES A	RI	0.00146480	0.1037733	0.0001520
25	KELLY, CHARLES A	RI	0.00146480	0.0016035	0.0000023
26	KELLY, CHARLES A	RI	0.00146480	0.1231374	0.0001804
27	KELLY, CHARLES A	RI	0.00073240	0.0318665	0.0000233
28	KELLY, CHARLES A	RI	0.00195310	0.0260934	0.0000510
29	KELLY, CHARLES A	RI	0.00097660	0.1503259	0.0001468
30	KELLY, CHARLES A	RI	0.00097660	0.1163759	0.0001137
31	KELLY, CHARLES A	RI	0.00195310	0.0084417	0.0000165
32	KELLY, CHARLES A	RI	0.00195310	0.0897968	0.0001754
33	KELLY, CHARLES A	RI	0.00097660	0.0021324	0.0000021
34	KELLY, CHARLES A	RI	0.00195310	0.0308971	0.0000603
35	KELLY, CHARLES A	RI	0.00195310	0.0088242	0.0000172

TOTAL					
17	KIMBRO, C H	OR	0.00750000	0.0420482	0.0011640

TOTAL					

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TLROYPART.WRI
 5-31-88

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
17	LEONDUKAIS, JOHN G	OR	0.00059120	0.0420482	0.0000249
17	LOWENBERG, RALPH E	OR	0.00036950	0.0420482	0.0000155
12	MARSHALL & WINSTON	RI	0.00585940	0.0005594	0.0000033
13	MARSHALL & WINSTON	RI	0.00390630	0.0267552	0.0001045
14	MARSHALL & WINSTON	RI	0.00390630	0.0001182	0.0000005
15	MARSHALL & WINSTON	RI	0.00781250	0.0423152	0.0003306
16	MARSHALL & WINSTON	RI	0.00390630	0.0217479	0.0000850
17	MARSHALL & WINSTON	RI	0.00585940	0.0420482	0.0002464
18	MARSHALL & WINSTON	RI	0.00468760	0.0005888	0.0000028
18A	MARSHALL & WINSTON	RI	0.00585940	0.0000000	0.0000000
19	MARSHALL & WINSTON	RI	0.00585940	0.0003464	0.0000020
20	MARSHALL & WINSTON	RI	0.00585940	0.0000000	0.0000000
21	MARSHALL & WINSTON	RI	0.00468760	0.0000000	0.0000000
22	MARSHALL & WINSTON	RI	0.00468760	0.0234414	0.0001099
23	MARSHALL & WINSTON	RI	0.00585940	0.0002051	0.0000012
24	MARSHALL & WINSTON	RI	0.00585940	0.1037733	0.0006080
25	MARSHALL & WINSTON	RI	0.00585940	0.0016035	0.0000094
26	MARSHALL & WINSTON	RI	0.00585940	0.1231374	0.0007215
27	MARSHALL & WINSTON	RI	0.00292970	0.0318665	0.0000934
28	MARSHALL & WINSTON	RI	0.00781250	0.0260934	0.0002039
29	MARSHALL & WINSTON	RI	0.00390630	0.1503259	0.0005872
30	MARSHALL & WINSTON	RI	0.00390630	0.1163759	0.0004546
31	MARSHALL & WINSTON	RI	0.00781250	0.0084417	0.0000660
32	MARSHALL & WINSTON	RI	0.00781250	0.0897968	0.0007015
33	MARSHALL & WINSTON	RI	0.00390630	0.0021324	0.0000083
34	MARSHALL & WINSTON	RI	0.00781250	0.0308971	0.0002414
35	MARSHALL & WINSTON	RI	0.00781260	0.0088242	0.0000689
TOTAL					0.0046569
10	MAYER, LEN	OR	0.00250000	0.0001050	0.0000003
10A	MAYER, LEN	OR	0.00250000	0.0025428	0.0000064
11	MAYER, LEN	OR	0.00250000	0.0030963	0.0000077
5	MAYER, LEN	OR	0.00500000	0.0040045	0.0000200
6	MAYER, LEN	OR	0.00500000	0.0122048	0.0000610
7	MAYER, LEN	OR	0.00500000	0.0186278	0.0000931
8	MAYER, LEN	OR	0.00500000	0.0144380	0.0000722
9	MAYER, LEN	OR	0.00500000	0.0476502	0.0002383
TOTAL					0.0004990
17	MCKINNON, DOUGLAS A	RI	0.00073240	0.0420482	0.0000308
31	MCKINNON, DOUGLAS A	RI	0.00097660	0.0084417	0.0000082

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TLROYPART.WR1
5-31-88

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TOTAL					
31	MCKINNON, MURRAY C	RI	0.00097660	0.0084417	0.0000082
12	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0005594	0.0000008
13	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.0267552	0.0000261
14	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.0001182	0.0000001
15	MCKINNON, MURRAY C TRUST	RI	0.00195310	0.0423152	0.0000826
16	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.0217479	0.0000212
17	MCKINNON, MURRAY C TRUST	RI	0.00073250	0.0420482	0.0000308
18	MCKINNON, MURRAY C TRUST	RI	0.00117190	0.0005888	0.0000007
19	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0000000	0.0000000
20	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0003464	0.0000005
21	MCKINNON, MURRAY C TRUST	RI	0.00117190	0.0000000	0.0000000
22	MCKINNON, MURRAY C TRUST	RI	0.00117190	0.0014065	0.0000016
23	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0234414	0.0000275
24	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0002051	0.0000003
25	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.1037733	0.0001520
26	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.0016035	0.0000023
27	MCKINNON, MURRAY C TRUST	RI	0.00146480	0.1231374	0.0001804
28	MCKINNON, MURRAY C TRUST	RI	0.00073240	0.0318665	0.0000233
29	MCKINNON, MURRAY C TRUST	RI	0.00195310	0.0260934	0.0000510
30	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.1503259	0.0001468
32	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.1163759	0.0001137
33	MCKINNON, MURRAY C TRUST	RI	0.00195310	0.0897968	0.0001754
34	MCKINNON, MURRAY C TRUST	RI	0.00097660	0.0021324	0.0000021
35	MCKINNON, MURRAY C TRUST	RI	0.00195310	0.0308971	0.0000603
			0.00195310	0.0088242	0.0000172
TOTAL					
31	MILLER, DAVID I	OR	0.00750000	0.0084417	0.0000633
32	MILLER, DAVID I	OR	0.00750000	0.0897968	0.0006735
34	MILLER, DAVID I	OR	0.00750000	0.0308971	0.0002317
TOTAL					
17	MILLER, MILDRED H	OR	0.00014780	0.0420482	0.0000062
17	MOON CO	RI	0.08203130	0.0420482	0.0034493
18A	MOON CO	RI	0.12304690	0.0000000	0.0000000
20	MOON CO	RI	0.12304690	0.0000000	0.0000000
23	MOON CO	RI	0.12304690	0.0002051	0.0000252
24	MOON CO	RI	0.12304690	0.1037733	0.0127690
25	MOON CO	RI	0.12304690	0.0016035	0.0001973
26	MOON CO	RI	0.12304690	0.1231374	0.0151517
27	MOON CO	RI	0.10048840	0.0318665	0.0032022

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TLROYPART.WR1 5-31-88					
28	MOON CO	RI	0.12304690	0.0260934	0.0032107
29	MOON CO	RI	0.10048820	0.1503259	0.0151060
31	MOON CO	RI	0.12304680	0.0084417	0.0010387
32	MOON CO	RI	0.12304680	0.0897968	0.0110492
33	MOON CO	RI	0.10048840	0.0021324	0.0002143
34	MOON CO	RI	0.12304690	0.0308971	0.0038018
35	MOON CO	RI	0.12304680	0.0088242	0.0010858
12	MOON CO	RI	0.08203130	0.0005594	0.0000459
13	MOON CO	RI	0.08203120	0.0267552	0.0021948
14	MOON CO	RI	0.08203120	0.0001182	0.0000097
15	MOON CO	RI	0.12304680	0.0423152	0.0052067
16	MOON CO	RI	0.08203120	0.0217479	0.0017840
18	MOON CO	RI	0.09843750	0.0005888	0.0000580
19	MOON CO	RI	0.12304690	0.0003464	0.0000426
21	MOON CO	RI	0.09843750	0.0014065	0.0001385
22	MOON CO	RI	0.09843750	0.0234414	0.0023075
30	MOON CO	RI	0.10048840	0.1163759	0.0116944
	TOTAL				0.0937833
12	PARKER, P W TRUST	RI	0.00292970	0.0005594	0.0000016
13	PARKER, P W TRUST	RI	0.00195310	0.0267552	0.0000523
14	PARKER, P W TRUST	RI	0.00195310	0.0001182	0.0000002
15	PARKER, P W TRUST	RI	0.00390630	0.0423152	0.0001653
16	PARKER, P W TRUST	RI	0.00195310	0.0217479	0.0000425
17	PARKER, P W TRUST	RI	0.00292960	0.0420482	0.0001232
18	PARKER, P W TRUST	RI	0.00234380	0.0005888	0.0000014
18A	PARKER, P W TRUST	RI	0.00292970	0.0000000	0.0000000
19	PARKER, P W TRUST	RI	0.00292970	0.0003464	0.0000010
20	PARKER, P W TRUST	RI	0.00292970	0.0000000	0.0000000
21	PARKER, P W TRUST	RI	0.00292970	0.0014065	0.0000033
22	PARKER, P W TRUST	RI	0.00234380	0.0234414	0.0000549
23	PARKER, P W TRUST	RI	0.00292970	0.0002051	0.0000006
24	PARKER, P W TRUST	RI	0.00292970	0.1037733	0.0000047
25	PARKER, P W TRUST	RI	0.00292970	0.0016035	0.0003608
26	PARKER, P W TRUST	RI	0.00292970	0.1231374	0.0003040
27	PARKER, P W TRUST	RI	0.00146480	0.0318665	0.0000467
28	PARKER, P W TRUST	RI	0.00390630	0.0260934	0.0001019
29	PARKER, P W TRUST	RI	0.00146480	0.1503259	0.0002202
30	PARKER, P W TRUST	RI	0.00195310	0.1163759	0.0002273
31	PARKER, P W TRUST	RI	0.00390630	0.0084417	0.0000330
32	PARKER, P W TRUST	RI	0.00390630	0.0897968	0.0003508
33	PARKER, P W TRUST	RI	0.00195310	0.0021324	0.0000042
34	PARKER, P W TRUST	RI	0.00390630	0.0308971	0.0001207
35	PARKER, P W TRUST	RI	0.00292970	0.0088242	0.0000259
	TOTAL				0.0022465

AMENDED

EXHIBIT "C"

PART III

TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS

UNIT AGREEMENT

TLROYPART.WRI
5-31-88

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
17	PETERSON, DAVID L	OR	0.00059120	0.0420462	0.0000249
17	PETSCHER, CHARLES I	OR	0.00116240	0.0420462	0.0000497
23	POC *	RI	0.03081750	0.0002051	0.0000063
24	POC *	RI	0.02311310	0.1037733	0.0023985
25	POC *	RI	0.02311310	0.0016035	0.0000371
31	POC *	RI	0.02927660	0.0084417	0.0002471
31	POC *	OR	0.00154090	0.0084417	0.0000130
20	POC *	RI	0.02311310	0.0000000	0.0000000
21	POC *	RI	0.02311310	0.0014065	0.0000325
31	POC	OR	0.00515640	0.0084417	0.0000435
32	POC	OR	0.00390620	0.0897968	0.0003508
34	POC	OR	0.00390630	0.0308971	0.0001207
	* ACQUIRED FROM TENNECO				
	TOTAL				0.0032495
17	SCHLESSMAN, LEE E	OR	0.00036950	0.0420462	0.0000155
12	SEELIGSON, FRATES	NPRI	0.01171870	0.0005594	0.0000066
13	SEELIGSON, FRATES	NPRI	0.01171880	0.0267552	0.0003135
14	SEELIGSON, FRATES	NPRI	0.01171880	0.0001182	0.0000014
15	SEELIGSON, FRATES	NPRI	0.01757810	0.0423152	0.0007438
16	SEELIGSON, FRATES	NPRI	0.01171880	0.0217479	0.0002549
17	SEELIGSON, FRATES	NPRI	0.01171880	0.0420462	0.0004928
18	SEELIGSON, FRATES	NPRI	0.01406250	0.0005888	0.0000083
18A	SEELIGSON, FRATES	NPRI	0.01757810	0.0000000	0.0000000
19	SEELIGSON, FRATES	NPRI	0.01757810	0.0003464	0.0000061
20	SEELIGSON, FRATES	NPRI	0.01757810	0.0000000	0.0000000
21	SEELIGSON, FRATES	NPRI	0.01406250	0.0014065	0.0000198
22	SEELIGSON, FRATES	NPRI	0.01406250	0.0234414	0.0003296
23	SEELIGSON, FRATES	NPRI	0.01757810	0.0002051	0.0000036
24	SEELIGSON, FRATES	NPRI	0.01757810	0.1037733	0.0018241
25	SEELIGSON, FRATES	NPRI	0.01757810	0.0000282	0.0000282
26	SEELIGSON, FRATES	NPRI	0.01757810	0.1231374	0.0021645
27	SEELIGSON, FRATES	NPRI	0.01435550	0.0318665	0.0004575
28	SEELIGSON, FRATES	NPRI	0.01757810	0.0260934	0.0004587
29	SEELIGSON, FRATES	NPRI	0.01435550	0.1503259	0.0021580
30	SEELIGSON, FRATES	NPRI	0.01435550	0.1163759	0.0016706
31	SEELIGSON, FRATES	NPRI	0.01757800	0.0084417	0.0001484
32	SEELIGSON, FRATES	NPRI	0.01757810	0.0897968	0.0015785
33	SEELIGSON, FRATES	NPRI	0.01435550	0.0021324	0.0000306
34	SEELIGSON, FRATES	NPRI	0.01757800	0.0308971	0.0005431
35	SEELIGSON, FRATES	NPRI	0.01757810	0.0088242	0.0001551
	TOTAL				0.0133977

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TLROYPART.WRI 5-31-88					
17	SILVERSTONE, ROBERT REX	OR	0.00073900	0.0420482	0.0000311
17	STERN, H PETER	OR	0.00044340	0.0420482	0.0000186
27	STONE, BEATRICE P B	NPRI	0.00520830	0.0318665	0.0001660
29	STONE, BEATRICE P B	NPRI	0.00520830	0.1503259	0.0007829
30	STONE, BEATRICE P B	NPRI	0.00520830	0.1163759	0.0006061
33	STONE, BEATRICE P B	NPRI	0.00520830	0.0021324	0.0000111
	TOTAL				0.0015661
27	STONE, GROVER S JR	NPRI	0.00138890	0.0318665	0.0000443
29	STONE, GROVER S JR	NPRI	0.00138890	0.1503259	0.0002088
30	STONE, GROVER S JR	NPRI	0.00138890	0.1163759	0.0001616
33	STONE, GROVER S JR	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
27	STONE, SANDRA J	NPRI	0.00138890	0.0318665	0.0000443
29	STONE, SANDRA J	NPRI	0.00138890	0.1503259	0.0002088
30	STONE, SANDRA J	NPRI	0.00138890	0.1163759	0.0001616
33	STONE, SANDRA J	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
27	STONE, STEVEN L	NPRI	0.00138890	0.0318665	0.0000443
29	STONE, STEVEN L	NPRI	0.00138890	0.1503259	0.0002088
30	STONE, STEVEN L	NPRI	0.00138890	0.1163759	0.0001616
33	STONE, STEVEN L	NPRI	0.00138890	0.0021324	0.0000030
	TOTAL				0.0004177
13	SWEENEY, BARBARA	OR	0.02734380	0.0267552	0.0007316
17	WALSH, JOHN E JR	OR	0.00059120	0.0420482	0.0000249
31	WATTS, DONALD R	OR	0.00520830	0.0084417	0.0000440
32	WATTS, DONALD R	OR	0.00520830	0.0897968	0.0004677
34	WATTS, DONALD R	OR	0.00520830	0.0308971	0.0001609
	TOTAL				0.0006726
17	WHITMAN, TANIA C TRUST	OR	0.00073900	0.0420482	0.0000311
12	WINSTON, F S MARITAL TRUST	RI	0.00292960	0.0005594	0.0000016
13	WINSTON, F S MARITAL TRUST	RI	0.00195310	0.0267552	0.0000523

AMENDED

EXHIBIT "C"
PART III

TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TLROYPART.WR1
5-31-88

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
14	WINSTON, F S MARITAL TRUST	RI	0.00195310	0.0001182	0.0000002
15	WINSTON, F S MARITAL TRUST	RI	0.00390630	0.0423152	0.0001653
16	WINSTON, F S MARITAL TRUST	RI	0.00195310	0.0217479	0.0000425
17	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0420482	0.0001232
18	WINSTON, F S MARITAL TRUST	RI	0.00234380	0.0005888	0.0000014
18A	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0000000	0.0000000
19	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0003464	0.0000010
20	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0000000	0.0000000
21	WINSTON, F S MARITAL TRUST	RI	0.00234380	0.0014065	0.0000033
22	WINSTON, F S MARITAL TRUST	RI	0.00234380	0.0234414	0.0000549
23	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0002051	0.0000006
24	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.1037733	0.0003040
25	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0016035	0.0000047
26	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.1231374	0.0003608
27	WINSTON, F S MARITAL TRUST	RI	0.00146480	0.0318665	0.0000467
28	WINSTON, F S MARITAL TRUST	RI	0.00390630	0.0260934	0.0001019
29	WINSTON, F S MARITAL TRUST	RI	0.00146480	0.1503259	0.0002202
30	WINSTON, F S MARITAL TRUST	RI	0.00195310	0.1163759	0.0002273
31	WINSTON, F S MARITAL TRUST	RI	0.00390630	0.0084417	0.0000330
32	WINSTON, F S MARITAL TRUST	RI	0.00390630	0.0897968	0.0003508
33	WINSTON, F S MARITAL TRUST	RI	0.00195310	0.0021324	0.0000042
34	WINSTON, F S MARITAL TRUST	RI	0.00390620	0.0308971	0.0001207
35	WINSTON, F S MARITAL TRUST	RI	0.00292970	0.0088242	0.0000259
	TOTAL				0.0022405
12	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0005594	0.0000033
13	WINSTON, FRANCISCA EST TRUST	RI	0.00390630	0.0267552	0.0001045
14	WINSTON, FRANCISCA EST TRUST	RI	0.00390630	0.0001182	0.0000005
15	WINSTON, FRANCISCA EST TRUST	RI	0.00781250	0.0423152	0.0003306
16	WINSTON, FRANCISCA EST TRUST	RI	0.00390630	0.0217479	0.0000850
17	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0420482	0.0002464
18	WINSTON, FRANCISCA EST TRUST	RI	0.00468760	0.0005888	0.0000028
18A	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0000000	0.0000000
19	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0003464	0.0000020
20	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0000000	0.0000000
21	WINSTON, FRANCISCA EST TRUST	RI	0.00468760	0.0014065	0.0000066
22	WINSTON, FRANCISCA EST TRUST	RI	0.00468760	0.0234414	0.0000099
23	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0002051	0.0000012
24	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.1037733	0.0006080
25	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0016035	0.0000094
26	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.1231374	0.0007215
27	WINSTON, FRANCISCA EST TRUST	RI	0.00292970	0.0318665	0.0000934
28	WINSTON, FRANCISCA EST TRUST	RI	0.00781250	0.0260934	0.0002039
29	WINSTON, FRANCISCA EST TRUST	RI	0.00292970	0.1503259	0.0004404
30	WINSTON, FRANCISCA EST TRUST	RI	0.00390630	0.1163759	0.0004546
31	WINSTON, FRANCISCA EST TRUST	RI	0.00781250	0.0084417	0.0000660

AMENDED
EXHIBIT "C"
PART III
TRACT & UNIT PARTICIPATION - ROYALTY OWNERSHIP BASIS
UNIT AGREEMENT

TRACT #	OWNER	TYPE	NET INTEREST	TRACT PARTICIPATION 1 BOPD/WELL CUTOFF	UNIT PARTICIPATION
TLROYPART.WRI					
5-31-88					
32	WINSTON, FRANCISCA EST TRUST	RI	0.00781250	0.0897968	0.0007015
33	WINSTON, FRANCISCA EST TRUST	RI	0.00390630	0.0021324	0.0000083
34	WINSTON, FRANCISCA EST TRUST	RI	0.00781250	0.0308971	0.0002414
35	WINSTON, FRANCISCA EST TRUST	RI	0.00585940	0.0088242	0.0000517
	TOTAL				0.0044929
17	WOOD, DONALD S	OR	0.00002460	0.0420482	0.0000010
17	WYHAN, DAVID E JR	OR	0.00036950	0.0420482	0.0000155
12	WYHAN, J T TRUST	RI	0.00292970	0.0005594	0.0000016
13	WYHAN, J T TRUST	RI	0.00195310	0.0267552	0.0000523
14	WYHAN, J T TRUST	RI	0.00195310	0.0001182	0.0000002
15	WYHAN, J T TRUST	RI	0.00390630	0.0423152	0.0001653
16	WYHAN, J T TRUST	RI	0.00195310	0.0217479	0.0000425
17	WYHAN, J T TRUST	RI	0.00292970	0.0420482	0.0001232
18	WYHAN, J T TRUST	RI	0.00234380	0.0005888	0.0000014
18A	WYHAN, J T TRUST	RI	0.00292970	0.0000000	0.0000000
19	WYHAN, J T TRUST	RI	0.00292970	0.0003464	0.0000010
20	WYHAN, J T TRUST	RI	0.00292970	0.0000000	0.0000000
21	WYHAN, J T TRUST	RI	0.00234380	0.0014065	0.0000033
22	WYHAN, J T TRUST	RI	0.00234380	0.0234414	0.0000549
23	WYHAN, J T TRUST	RI	0.00292970	0.0002051	0.0000006
24	WYHAN, J T TRUST	RI	0.00292970	0.1037733	0.0003040
25	WYHAN, J T TRUST	RI	0.00292970	0.0016035	0.0000047
26	WYHAN, J T TRUST	RI	0.00292970	0.1231374	0.0003608
27	WYHAN, J T TRUST	RI	0.00146480	0.0318665	0.0000467
28	WYHAN, J T TRUST	RI	0.00390630	0.0260934	0.0001019
29	WYHAN, J T TRUST	RI	0.00146480	0.1503259	0.0002202
30	WYHAN, J T TRUST	RI	0.00195310	0.1163759	0.0002273
31	WYHAN, J T TRUST	RI	0.00390630	0.0084417	0.0000330
32	WYHAN, J T TRUST	RI	0.00390630	0.0897968	0.0003508
33	WYHAN, J T TRUST	RI	0.00195310	0.0021324	0.0000042
34	WYHAN, J T TRUST	RI	0.00390630	0.0308971	0.0001207
35	WYHAN, J T TRUST	RI	0.00292970	0.0088242	0.0000259
	TOTAL				0.0022465
					0.1843259

HINKLE, COX, EATON, COFFIELD & HENSLEY

ATTORNEYS AT LAW

218 MONTEZUMA

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THOMAS M. HNASKO

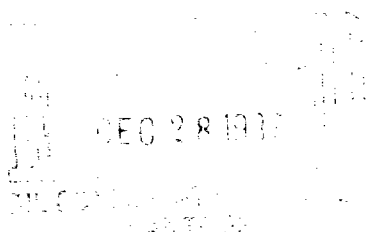
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PAUL R. NEWTON
WILLIAM P. JOHNSON
KAREN M. RICHARDSON*
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JAMES C. BROCKMANN
SUSAN L. NIESER*
MARK A. WILSON*

OF COUNSEL
O. M. CALHOUN
MACK EASLEY
JOE W. WOOD
STEPHEN L. ELLIOTT

CLARENCE E. HINKLE (1901-1995)
W. E. BONDURANT, JR. (1913-1973)
ROY C. SNODGRASS, JR. (1915-1987)

*NOT LICENSED IN NEW MEXICO

December 23, 1987



Florene Davidson
New Mexico Oil Conservation Division
Post Office Box 2088
Santa Fe, New Mexico 87501

Re: OCD Case No. 9210 (Application of Pelto Oil Company for
Statutory Unitization)


Dear Florene:

Enclosed is an original Certificate of Approval from the
Commissioner of Public Lands approving the Twin Lakes San Andres
Unit. Would you please place this certificate in the file for
Case No. 9210.

Thank you.

Very truly yours,

HINKLE, COX, EATON,
COFFIELD & HENSLEY


James Bruce

JGB:jr

Happy holidays!



NEW MEXICO STATE LAND OFFICE

CERTIFICATE OF APPROVAL

COMMISSIONER OF PUBLIC LANDS, STATE OF NEW MEXICO

TWIN LAKES SAN ANDRES UNIT

CHAVES COUNTY, NEW MEXICO

There having been presented to the undersigned Commissioner of Public Lands of the State of New Mexico for examination, the attached Agreement for the development and operation of acreage which is described within the attached Agreement, dated JUNE 1ST. 1987, which has been executed, or is to be executed by parties owning and holding oil and gas leases and royalty interests in and under the property described, and upon examination of said Agreement, the Commissioner finds:

- (a) That such agreement will tend to promote the conservation of oil and gas and the better utilization of reservoir energy in said area.
- (b) That under the proposed agreement, the State of New Mexico will receive its fair share of the recoverable oil or gas in place under its lands in the area.
- (c) That each beneficiary Institution of the State of New Mexico will receive its fair and equitable share of the recoverable oil and gas under its lands within the area.
- (d) That such agreement is in other respects for the best interests of the State, with respect to state lands.

NOW, THEREFORE, by virtue of the authority conferred upon me under Sections 19-10-45, 19-10-46, 19-10-47, New Mexico Statutes Annotated, 1978 Compilation, I, the undersigned, Commissioner of Public Lands of the State of New Mexico, for the purpose of more properly conserving the oil and gas resources of the State, do hereby consent to and approve the said Agreement, and any leases embracing lands of the State of New Mexico within the area shall be and the same are hereby amended to conform with the terms thereof, and shall remain in full force and effect according to the terms and conditions of said Agreement. This approval is subject to all of the provisions of the aforesaid statutes.

IN WITNESS WHEREOF, this Certificate of Approval is executed, with seal affixed, this 17TH day of DECEMBER, 1987.

W. R. Humphries
COMMISSIONER OF PUBLIC LANDS
of the State of New Mexico

HINKLE, COX, EATON, COFFIELD & HENSLEY

LEWIS C. COX
PAUL W. EATON
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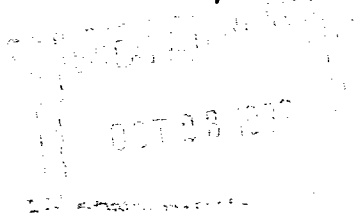
700 UNITED BANK PLAZA

POST OFFICE BOX 10

ROSWELL, NEW MEXICO 88201

(505) 622-6510

October 21, 1987



Mr. Michael E. Stogner
New Mexico Oil Conservation Division
Post Office Box 2088
Santa Fe, New Mexico 87504-2088

Re: OCD Case Nos. 9210 and 9211 (Applications of Pelto Oil Company)


Dear Mike:

I am writing to bug you again about the orders in the above cases. My clients are getting itchy to begin work on the unit, and would appreciate your attention to this matter.

Thanks again.

Very truly yours,

HINKLE, COX, EATON,
COFFIELD & HENSLEY


James Bruce

JGB: jr



SEP 26 1987

September 23, 1987

5
M

State of New Mexico
Oil Conservation Division
P. O. Box 2088
Santa Fe, New Mexico 87504-2088

9210

Attention: Michael Stogner

Re: Case Nos. 9210 & 9211
Proposed Unit & Waterflood
Twin Lakes Field
Chaves County, New Mexico

Gentlemen:

Enclosed are copies of signed ratifications, correspondence and a certified mail return receipt to be included in our file for the captioned pending cases.

You will notice that the Winthers inserted incorrect dates in the first and second paragraphs of their ratifications, so we sent them each another copy to sign. Copies will be forwarded to you as soon as they are received.

Very truly yours,

PELTO OIL COMPANY

Betty Headley
Lease Records Supervisor

BH:jm:A:42
Enclosures



CERTIFIED - RETURN RECEIPT REQUESTED

September 10, 1987

E. M. Nominee Partnership Company
c/o Quinoco Petroleum, Inc.
P. O. Box 37811
Denver, CO 80237

Attention: Kathleen Doyle

Re: Twin Lakes San Andres
Unit & Waterflood
Chaves County, NM

Dear Ms. Doyle:

Pursuant to our telephone conversation, enclosed are copies of letters previously sent to E. M. Nominee Partnership Company at various addresses before we learned that Quinoco was now managing their interests.

Also enclosed is a copy of the Unit Agreement which has been executed on behalf of Pelto, two Ratification of Unit Agreement forms, a copy of the annual report of our parent company, Southdown, Inc. and a copy of the engineering feasibility report, which we ask you to pass to Larry Fulmer in your Production Department.

If, after reviewing all of the enclosed material, you are in agreement with Pelto that unitization would be beneficial, please execute one copy of the enclosed Ratification before a notary public and return same in the enclosed self-addressed, stamped envelope. Also, please furnish a copy of the Letter Agreement whereby Quinoco was made managing partner for E. M. Nominee.

As I told you, the hearing with the New Mexico Oil Conservation Division took place yesterday, and we expect the Unit Order to be issued in the next couple of weeks.

Please call me or Gerry Murrell, our Vice President of Land, if you have any questions.

Very truly yours,

PELTO OIL COMPANY

A handwritten signature in cursive script that reads "Betty Headley".

Betty Headley
Lease Records Supervisor

BH:jm:J58/19
Enclosures

cc: Larry Fulmer

**UNITED STATES POSTAL SERVICE
OFFICIAL BUSINESS**

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Print your name, address, and ZIP Code in the space below.
• Complete items 1, 2, 3, and 4 on the reverse.
• Attach to front of article if space permits, otherwise affix to back of article.
• Endorse article "Return Receipt Requested" adjacent to number.



RECEIVED
SEP 16 1987

PENALTY FOR PRIVATE USE, \$300

RETURN TO →

Print Sender's name, address, and ZIP Code in the space below.

PELTO OIL COMPANY
ONE ALLEN CENTER, SUITE 1800
500 DALLAS ST.
HOUSTON, TEXAS 77002

Attn: Betty Headley

<p>● SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4. Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for additional service(s) requested.</p>	
<p>1. <input checked="" type="checkbox"/> Know to whom delivered, date, and addressee's address. 2. <input type="checkbox"/> Restricted Delivery.</p>	
<p>3. Article Addressed to: E. M. NOMINEE PARTNERSHIP COMPANY C/O QUINOCO PETROLEUM, INC. P. O. BOX 37811 DENVER, CO 80237</p>	<p>4. Article Number <i>P-560 972 025</i></p> <p>Type of Service: <input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail</p>
<p>Always obtain signature of addressee or agent and DATE DELIVERED.</p>	
<p>5. Signature - Addressee X <i>[Signature]</i></p>	<p>8. Addressee's Address (ONLY if requested and fee paid)</p>
<p>6. Signature - Agent X <i>[Signature]</i></p>	
<p>7. Date of Delivery <i>9-14</i></p>	



September 17, 1987

Brenda & Rick Winther
1948 Jack Street
Fairbanks, AK 99701

Re: Ratification of Unit Agreement
Twin Lakes Field
Chaves County, NM

Dear Mr. & Mrs. Winther:

We just received the ratifications that you signed and unfortunately I have to ask you each to sign one more. We failed to insert the June 1, 1987 date for the Unit Agreement and Unit Operating Agreement in the set you signed.

Please sign one copy of each of these, have them notarized and return them to the undersigned in the envelope provided. We will be glad to reimburse you for any notary fees involved and we apologize for any inconvenience this has caused.

Yours very truly,

PELTO OIL COMPANY

A handwritten signature in cursive script that reads "Betty Headley".

Betty Headley
Lease Records Supervisor

BH:jm:A/5
Enclosures

RATIFICATION OF AGREEMENTS ENTITLED
"UNIT AGREEMENT" AND "UNIT OPERATING AGREEMENT"
TWIN LAKES SAN ANDRES UNIT
CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated 14 Sept 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated 14 Sept 1987, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Operating Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, and Exhibit "D" attached to and made part of said Unit Operating Agreement identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a Working Interest Owner as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned Working Interest Owner, being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement and said Unit Operating Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a working interest or the owner of a working interest, overriding royalty interest and/or royalty interest does hereby ratify and confirm said Unit Agreement and said Unit Operating Agreement with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Owner: Brenda S. Wirth
(Name and Address of
Working Interest Owner)
1948 Jack St Fbk. 99709

WITNESS OR ATTEST:

Michael G. Wilton

By: Brenda S. Wirth
(Signature of Working Interest
Owner)

DATE:

September 14, 1987

Its: _____

STATE OF Nebraska §
§
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this 14th day of Sept., 1987, by Brenda S. Wirth,
Notary Public of State of Nebraska.

My Commission Expires:
7-2-90

Michael G. Wilton
Notary Public

RATIFICATION OF AGREEMENTS ENTITLED
 "UNIT AGREEMENT" AND "UNIT OPERATING AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated 14 Sept 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, each of the undersigned owners of a working interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated 14 Sept 1987, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, County of Chaves, State of New Mexico," which said agreement is hereinafter referred to as the Unit Operating Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, and Exhibit "D" attached to and made part of said Unit Operating Agreement identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

WHEREAS, each of the undersigned represents that it is a Working Interest Owner as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and

WHEREAS, each undersigned Working Interest Owner, being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement and said Unit Operating Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a working interest or the owner of a working interest, overriding royalty interest and/or royalty interest does hereby ratify and confirm said Unit Agreement and said Unit Operating Agreement with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

Owner: Richard S. Wenter
 (Name and Address of Working Interest Owner)
 1248 Jack St. Park St. 99709

WITNESS OR ATTEST:

McDonald Matts

By: Richard S. Wenter
 (Signature of Working Interest Owner)

DATE:

September 19, 1987

Its: _____

STATE OF New Mexico §
 COUNTY OF _____ §

The foregoing instrument was acknowledged before me this 19 day of Sept, 1987, by Richard S. Wenter,
Notary Public of Chaves County, New Mexico.

My Commission Expires:
7-2-90

Richard S. Wenter
 Notary Public

RATIFICATION OF AGREEMENT ENTITLED
 "UNIT AGREEMENT"
 TWIN LAKES SAN ANDRES UNIT
 CHAVES COUNTY, NEW MEXICO

KNOW ALL MEN BY THESE PRESENTS, THAT:

WHEREAS, each of the undersigned owners of a record title interest or interests hereby acknowledges receipt of a true and correct copy of that certain agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, County of Chaves County, State of New Mexico," which said agreement is hereinafter referred to as the Unit Agreement; and

WHEREAS, Exhibits "A" and "B", attached to and made a part of said Unit Agreement, identify the separately owned tracts which may become a part of the Twin Lakes San Andres Unit as initially constituted; and

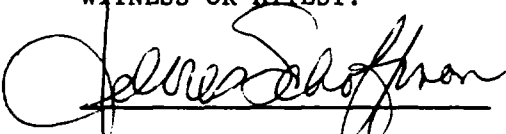
WHEREAS, each of the undersigned represents that it is a "Royalty Owner" as defined in said Unit Agreement, in one or more of the Tracts identified by said Exhibits; and


WHEREAS, each undersigned "Royalty Owner", being familiar with the contents thereof, desires to ratify and confirm said Unit Agreement.

NOW THEREFORE, each of the undersigned who is the owner of a record title interest or interests only does hereby ratify and confirm said Unit Agreement, each owner with respect to all of its interests in all of the separately owned Tracts identified by said Exhibits, thereby becoming a party thereto.

IN WITNESS WHEREOF, each of the undersigned parties has executed this instrument on the date set forth below opposite its signature.

DAVID L. PETERSON
 Box 1445
 ROSS CA 94957
 Royalty Owner: _____
 (Name and Address of
 Royalty Owner)

WITNESS OR ATTEST:


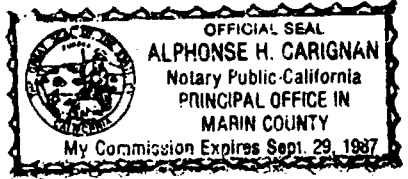
By: 

 (Signature of "Royalty Owner")

DATE: 9-17-87

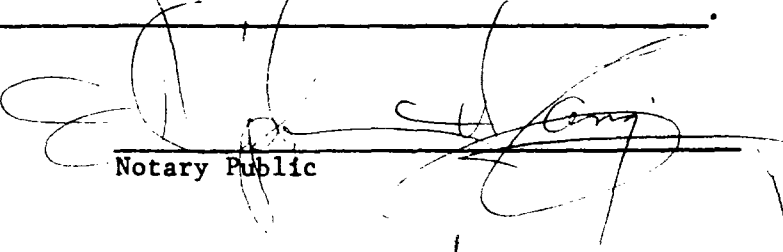
Its: _____
 (Signature and capacity as fiduciary
 if applicable)

STATE OF CALIFORNIA §
 COUNTY OF MARIN §



The foregoing instrument was acknowledged before me this 17TH day
 of SEPTEMBER 87, by ALPHONSE H. CARIGNAN,
 of MARIN COUNTY

My Commission Expires:
9-29-87



 Notary Public



October 26, 1987

State of New Mexico
Oil Conservation Division
P. O. Box 2088
Santa Fe, New Mexico 87504-2088

Attention: Michael Stogner

Re: Case Nos. 9210 & 9211
Proposed Unit & Waterflood
Twin Lakes Field
Chaves County, New Mexico

Gentlemen:

Enclosed is copy of a Ratification to be filed in the captioned Case Files.

Very truly yours,

PELTO OIL COMPANY

A handwritten signature in cursive script that reads "Betty Headley".

Betty Headley
Lease Records Supervisor

BH:jm:J59/7
Enclosures



September 15, 1987

Oil Conservation Division
P. O. Box 2088
Santa Fe, NM 87504-2088

Attention: Mr. Michael Stogner

Re: Proposed Fieldwide
Unitization & Waterflood
Twin Lakes Field
Chaves County, NM

Gentlemen:

Enclosed are copies of two Ratifications of the captioned proposed Unit which we ask you to file with the others submitted at our hearing on September 9, 1987.

Please call if you have any questions.

Yours very truly,

PELTO OIL COMPANY

A handwritten signature in cursive script that reads "Betty Headley".

Betty Headley
Lease Records Supervisor

BH:jm:J58/49
Enclosures



M.S.

September 30, 1987

State of New Mexico
Oil Conservation Division
P. O. Box 2088
Santa Fe, New Mexico 87504-2088

Attention: Michael Stogner

Re: Case Nos. 9210 & 9211
Proposed Unit & Waterflood
Twin Lakes Field
Chaves County, New Mexico

Gentlemen:

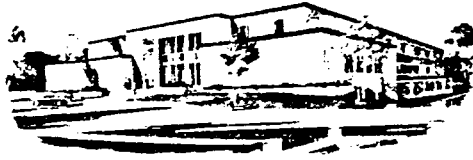
Enclosed are copies of three Ratifications to be filed in the captioned Case Files.

Very truly yours,

PELTO OIL COMPANY

Betty Headley
Betty Headley
Lease Records Supervisor

BH:jm:J59/7
Enclosures



W.R. HUMPHRIES
COMMISSIONER

Commissioner of Public Lands

P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

October 27, 1988

9210

Pelto Oil Company
Attn: Ms. Betty Headley
One Allen Center, Suite 1800
500 Dallas Street
Houston, Texas 77002

Re: Twin Lakes San Andres Unit
Ratifications to Unit and
Revised Exhibits

Gentlemen:

This office is in receipt of your letter of October 18, 1988 wherein you have submitted ratifications for the captioned unit agreement by Quinoco Energy, Inc. and Steven L. Stone. These ratifications have this date been accepted and filed in our unit files.

This office is also in receipt of your letter of October 18, 1988, together with one copy of an amendment to the unit Agreement and Unit Operating Agreement which amends Exhibits "B", Part I; "B" Part II; "C" Part I; "C" Part II and "C" Part III of the Twin Lakes Unit Agreement. Please be advised that these revised exhibits have this date been accepted and filed in our unit files.

If we may be of further help please do not hesitate to call on us.

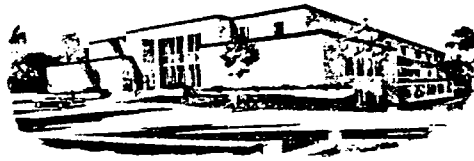
Very truly yours,

W. R. HUMPHRIES
COMMISSIONER OF PUBLIC LANDS

BY: *Floyd O. Prando*
FLOYD O. PRANDO, Director
Oil and Gas Division
(505) 827-5744

WRH/FOP/pm
encls.
cc: OCD

State of New Mexico



W.R. HUMPHRIES
COMMISSIONER

Commissioner of Public Lands

P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

October 11, 1988

Pelto Oil Company
Attention: Ms. Betty Headley
One Allen Center, Suite 1800
500 Dallas Street, Houston, Texas 77002

Re: Amendment to Twin Lakes San Andres
Unit, and Unit Operating Agreement
Chaves County, New Mexico

Gentlemen:

In connection with your letter dated September 29, 1988, the Land Commissioner acquiesce to the amendment relating to Section 7 of the Unit Agreement. The effective date is February 1, 1988 as per the amendment you submitted as unit operator and the working interest owners agreed upon.

This office has also accepted the document entitled "Amendment to Unit Operating Agreement" and filed it in our unit files. Since the Land Commissioner does not recognize Operating Agreements, his consent thereto is unnecessary.

Please advise the New Mexico Oil Conservation Division of these amendments to the Unit Agreement and the Unit Operating Agreement. If we may be of further help please do not hesitate to call on us.

Very truly yours,

W. R. HUMPHRIES
COMMISSIONER OF PUBLIC LANDS

BY: *Floyd O. Prando*
FLOYD O. PRANDO, Director
Oil and Gas Division
(505) 827-5744

WRH/FOP/pm
encls.
cc: OCD



November 3, 1988

New Mexico Oil Conservation Division
P. O. Box 2088
Santa Fe, New Mexico 87504

Re: Twin Lakes San Andres Unit
Chaves County, New Mexico

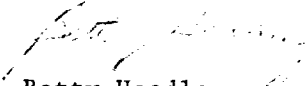
Gentlemen:

Enclosed for your files are copies of the following relative to the captioned Unit:

1. Amendment to Unit Agreement dated effective February 1, 1988.
2. Amendment to Unit Operating Agreement dated effective February 1, 1988.
3. Amendment to Unit Agreement dated July 26, 1988, but effective as of January 1, 1988.
4. Amendment to Unit Operating Agreement dated July 26, 1988 but effective as of January 1, 1988.

Yours very truly,

PELTO OIL COMPANY


Betty Headley
Property Administration Manager

BH:jm:J98/26
Enclosures

SLO REF NO OG-911

State of New Mexico

RECEIVED
OCT 14 1988
LAND DEPT.



W.R. HUMPHRIES
COMMISSIONER

Commissioner of Public Lands

P.O. BOX 1148
SANTA FE, NEW MEXICO 87504-1148

October 11, 1988

Pelto Oil Company
Attention: Ms. Betty Headley
One Allen Center, Suite 1800
500 Dallas Street, Houston, Texas 77002

Re: Amendment to Twin Lakes San Andres
Unit, and Unit Operating Agreement
Chaves County, New Mexico

Gentlemen:

In connection with your letter dated September 29, 1988, the Land Commissioner acquiesce to the amendment relating to Section 7 of the Unit Agreement. The effective date is February 1, 1988 as per the amendment you submitted as unit operator and the working interest owners agreed upon.

This office has also accepted the document entitled "Amendment to Unit Operating Agreement" and filed it in our unit files. Since the Land Commissioner does not recognize Operating Agreements, his consent thereto is unnecessary.

Please advise the New Mexico Oil Conservation Division of these amendments to the Unit Agreement and the Unit Operating Agreement. If we may be of further help please do not hesitate to call on us.

Very truly yours,

W. R. HUMPHRIES
COMMISSIONER OF PUBLIC LANDS

BY: *Floyd O. Prando*
FLOYD O. PRANDO, Director
Oil and Gas Division
(505) 827-5744

WRH/FOP/pm
encls.
cc: OCD

AMENDMENT TO UNIT OPERATING AGREEMENT

RECEIVED
OCT 4 8 52 AM '88
S. JAMES
S. JAMES

STATE OF NEW MEXICO §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF CHAVES §

WHEREAS, the parties hereto have entered into an agreement dated June 1, 1987, entitled "Unit Operating Agreement, Twin Lakes San Andres Unit, Chaves County, New Mexico", said Unit Operating Agreement being recorded in Book 14, Page 482 of the Official Records of Chaves County, New Mexico, and;

WHEREAS, the parties hereto desire to amend said Unit Operating Agreement as is hereinafter provided.

NOW, therefore, in consideration of the premises and the mutual benefits accruing to the parties hereto, said Unit Operating Agreement is hereby amended as follows, to wit:

1. The word "access" in the third line of paragraph 3.2.9 on page four (4) is corrected to read "excess".
2. The words "fifteen (15)" appearing on the eleventh line of paragraph 11.3 on page eleven (11) are deleted and the words "thirty (30)" are substituted therefor.
3. The words "party or parties" are inserted between the words "the" and "succeeding" in the third line from the top of page sixteen (16).
4. The words "as determined by the Working Interest Owners" appearing in the seventh line from the top of page sixteen (16) are hereby deleted and the following words are substituted therefor, "to be determined in accordance with Exhibit "E" attached hereto".
5. The words, "estimated by Working Interest Owners" appearing in the seventh line from the top of page seventeen (17) are hereby deleted and the words "determined in accordance with Exhibit "E" hereto are substituted therefor.
6. The ninth line from the top of page seventeen (17) is hereby deleted in its entirety.
7. The words "Article II" appearing on the second line of the second grammatical paragraph of Article I.3. on the first page of Exhibit "E", Accounting Procedure are clarified to read "Article 11".

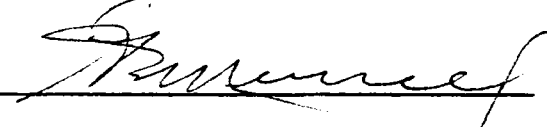
8. The Drilling Well Rate and Water Source, Injection or Producing well rates of "\$4,000.00" and "\$400.00", respectively, in Article III.1.A. (1) on page 3 of Exhibit "E", Accounting Procedure, are hereby amended to read "\$3,000.00" and "\$300.00" respectively.

Except as hereby amended, the Unit Operating Agreement shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

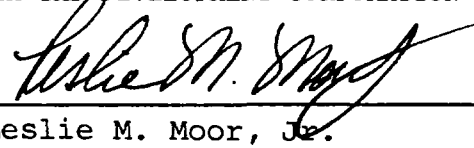
IN WITNESS WHEREOF, this Amendment is executed and entered into effective this 1st day of February, 1988.

PELTO OIL COMPANY

By: 

Its: G. B. MURRELL, VICE PRESIDENT

COLUMBIA GAS DEVELOPMENT CORPORATION

By: 

Leslie M. Moor, Jr.

Its: Vice President

EB
with
OK

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____

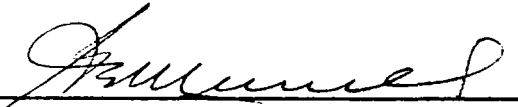
8. The Drilling Well Rate and Water Source, Injection or Producing well rates of "\$4,000.00" and "\$400.00", respectively, in Article III.1.A. (1) on page 3 of Exhibit "E", Accounting Procedure, are hereby amended to read "\$3,000.00" and "\$300.00" respectively.

Except as hereby amended, the Unit Operating Agreement shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

IN WITNESS WHEREOF, this Amendment is executed and entered into effective this 1st day of February, 1988.

PELTO OIL COMPANY

By: 

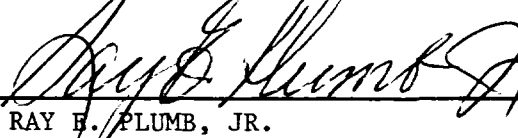
Its: G. B. MURRELL, VICE PRESIDENT

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: 
RAY E. PLUMB, JR.

Its: SENIOR VICE-PRESIDENT

NABOB PRODUCTION COMPANY

By: _____

Its: _____

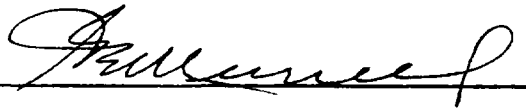
8. The Drilling Well Rate and Water Source, Injection or Producing well rates of "\$4,000.00" and "\$400.00", respectively, in Article III.1.A. (1) on page 3 of Exhibit "E", Accounting Procedure, are hereby amended to read "\$3,000.00" and "\$300.00" respectively.

Except as hereby amended, the Unit Operating Agreement shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

IN WITNESS WHEREOF, this Amendment is executed and entered into effective this 1st day of February, 1988.

PELTO OIL COMPANY

By: 

Its: G. B. MURRELL, VICE PRESIDENT

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

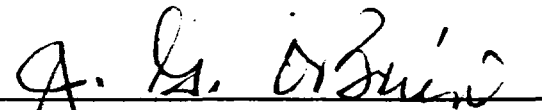
Its: _____

HARBERT ENERGY CORPORATION, AGENT

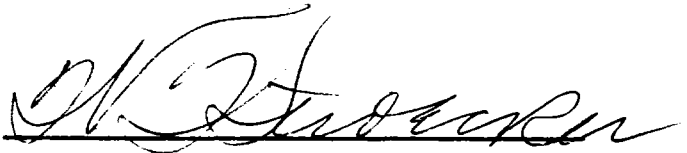
By: _____

Its: _____


NABOB PRODUCTION COMPANY

By: 

Its: President



W. G. STROECKER



MARION WEEKS

BRENDA WINTHER

RICK WINTHER

J69/40

W. G. STROECKER

MARION WEEKS

Brenda Winther

BRENDA WINTHER

Rick Winther

RICK WINTHER

J69/40

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 11th day of February, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeanie Matthews
Notary Public for the State of Texas
Jeanie Matthews

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1993
Bonded by Lovett Agency Lawyers Surety Corp

STATE OF Texas
COUNTY OF Harris

The foregoing instrument was acknowledged before me this 3rd day of March, 1988, by Leslie M. Moor, Jr., Vice President of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.



Ann G Berger
Notary Public ANN G. BERGER
Notary Public in Harris County, Texas
My Commission Expires 3-13-89

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ President of HARBERT ENERGY CORPORATION, a _____ Corporation..

Witness my hand and official seal.

Notary Public

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 11th day of February, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeanie Matthews
Notary Public for the State of Texas
Jeanie Matthews

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1988
Bonded by Lovett Agency Lawyers Surety Corp.

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ President of COLUMBIA GAS DEVELOPMENT CORPORATION, a _____ corporation.

Witness my hand and official seal.

Notary Public

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 17 day of February, 1988, by Ray E. Plumb, Jr., Sr. V.P. President of HARBERT ENERGY CORPORATION, AGENT, a Texas Corporation.

Witness my hand and official seal.

Angie E. Murphy
Notary Public



J69/40

STATE OF Texas
COUNTY OF Pottor

The foregoing instrument was acknowledged before me this 17th day
of February, 1988, by J. O'Brien,
President of NABOB PRODUCTION COMPANY, a Texas corporation.

Witness my hand and official seal.

Glenda Henderson
Notary Public



STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

J69/40

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day
of _____, 1988, by _____,

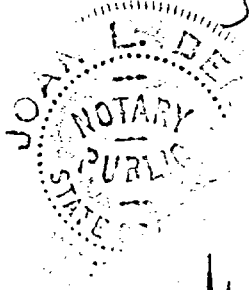
President of NABOB PRODUCTION COMPANY, a _____ corporation.

Witness my hand and official seal.

Notary Public

STATE OF ALASKA
COUNTY OF FAIRBANKS

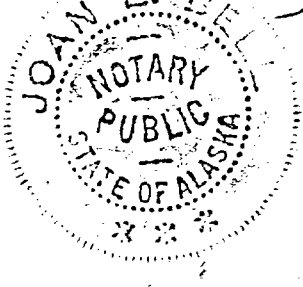
This instrument was acknowledged before me on this 19th day
of FEBRUARY, 1988, by W. G. STROECKER.



Joan L. DeF...
Notary Public 2-8-1988

STATE OF ALASKA
COUNTY OF FAIRBANKS,

This instrument was acknowledged before me on this 19th day
of FEBRUARY, 1988, by MARION WEEKS.



Joan L. DeF...
Notary Public 2-8-1988

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

J69/40

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day
of _____, 1988, by _____,
_____ President of NABOB PRODUCTION COMPANY, a _____ corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this 18th day
of February, 1988, by BRENDA WINTHER.

Brenda Wintner
Notary Public

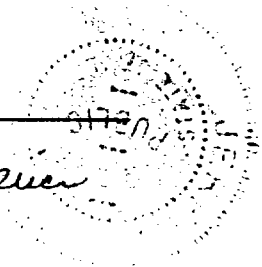
My Commission expires 7-2-90

J69/40

STATE OF Alaska
COUNTY OF _____

This instrument was acknowledged before me on this 18th day
of February, 1988, by RICK WINTHER.

Frederic Witta
Notary Public
My Commission expires
7-2-90



J69/40

AMENDMENT TO UNIT AGREEMENT

RECEIVED
Oct 4 8 51 AM '88
COUNTY CLERK

STATE OF NEW MEXICO §
 § KNOW ALL MEN TY THESE PRESENTS:
COUNTY OF CHAVES §

WHEREAS, the parties hereto have entered into an agreement dated June 1, 1987, entitled "Unit Agreement, Twin Lakes San Andres Unit, Chaves County, New Mexico", said Unit Agreement being recorded in Volume 14, Page 396 of the Official Records of Chaves County, New Mexico, and;

WHEREAS, the parties hereto desire to amend said Unit Agreement as is hereinafter provided.

NOW, therefore, in consideration of the premises and the mutual benefits accruing to the parties hereto, said Unit Agreement is hereby amended as follows, to wit:

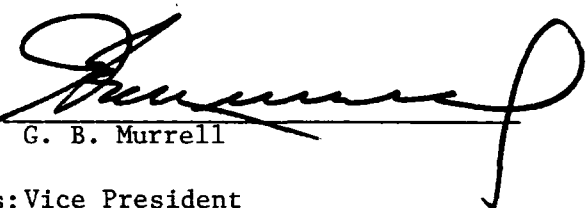
The first complete grammatical paragraph on page 7 of the Unit Agreement is deleted in its entirety and the following paragraph is substituted therefor: "The Unit Operator shall, upon default or failure in the performance of its duties and obligations hereunder, be subject to removal only by a vote of seventy-five percent (75%) of the Working Interest Owners other than Unit Operator. Such removal shall be effective upon notice thereof to the Commissioner and Division."

Except as hereby amended, the Unit Agreement shall remain unchanged.

This Amendment may be executed in any number of counterparts and shall be binding upon all those parties who have executed such counterpart with the same force and effect as if all parties had signed the same document.

IN WITNESS WHEREOF, this Amendment is executed and entered into effective this 1st day of February, 1988.

PELTO OIL COMPANY

By: 
G. B. Murrell
Its: Vice President

COLUMBIA GAS DEVELOPMENT CORPORATION

EG
moor
RA
JN2

By: *Leslie M. Moor*
Leslie M. Moor, Jr.

Its: Vice President

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

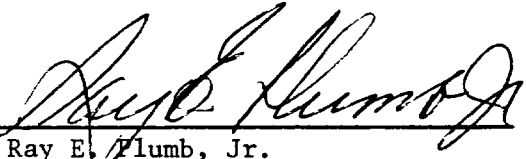
RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: 
Ray E. Plumb, Jr.

Its: Sr. Vice-President

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: J. G. Orsini
Its: President

W. G. STROECKER

MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

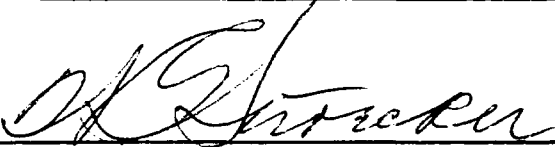
By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____



W. G. STROECKER



MARION WEEKS

BRENDA WINTHER

RICK WINTHER

COLUMBIA GAS DEVELOPMENT CORPORATION

By: _____

Its: _____

HARBERT ENERGY CORPORATION, AGENT

By: _____

Its: _____

NABOB PRODUCTION COMPANY

By: _____

Its: _____

W. G. STROECKER

MARION WEEKS

Brenda Winther

BRENDA WINTHER

Rick Winther

RICK WINTHER

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 12th day of February, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeanie Matthews
Notary Public for the State of Texas
Jeanie Matthews

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1988
Bonded by Lovett Agency Lawyers Surety Corp.

STATE OF Texas
COUNTY OF Harris

The foregoing instrument was acknowledged before me this 3rd day of March, 1988, by Leslie M. Meier, Jr, Vice President of COLUMBIA GAS DEVELOPMENT CORPORATION, a Delaware corporation.

Witness my hand and official seal.



Ann G. Berger
Notary Public ANN G. BERGER
Notary Public in Harris County, Texas
My Commission Expires 3-13-89

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ President of HARBERT ENERGY CORPORATION, a _____ Corporation..

Witness my hand and official seal.

Notary Public

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 12th day of February, 1988, by G. B. Murrell, Vice President of PELTO OIL COMPANY, a Delaware corporation.

Witness my hand and official seal.



Jeanie Matthews
Notary Public for the State of Texas
Jeanie Matthews

JEANIE MATTHEWS
Notary Public, State of Texas
My Commission Expires October 1, 1988
Bonded by Lovett Agency Lawyers Surety Corp

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 1988, by _____, _____ President of COLUMBIA GAS DEVELOPMENT CORPORATION, a _____ corporation.

Witness my hand and official seal.

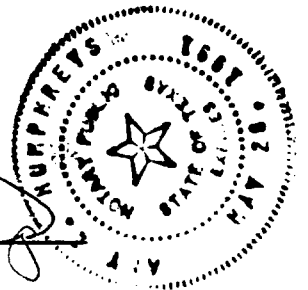
Notary Public

STATE OF TEXAS
COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this 17 day of February, 1988, by Ray E. Plumb, Jr., Sr. V.P. President of HARBERT ENERGY CORPORATION, AGENT, a Texas Corporation.

Witness my hand and official seal.


Ray E. Plumb, Jr.
Notary Public



STATE OF Texas
COUNTY OF Patterson

The foregoing instrument was acknowledged before me this 17th day
of February, 1988, by John O'Brien,
President of NABOB PRODUCTION COMPANY, a Texas corporation.

Witness my hand and official seal.

Glenda Henderson
Notary Public
GLENDA HENDERSON
Notary Public, State of Texas
My Commission Expires 3/14/90

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____
COUNTY OF _____

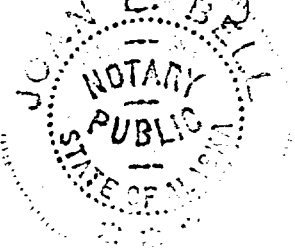
The foregoing instrument was acknowledged before me this _____ day
of _____, 1988, by _____,
_____ President of NABOB PRODUCTION COMPANY, a _____ corporation.

Witness my hand and official seal.

Notary Public

STATE OF Alaska
COUNTY OF FAIRBANKS

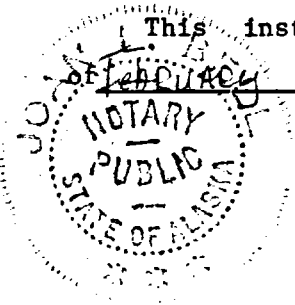
This instrument was acknowledged before me on this 19th day
of February, 1988, by W. G. STROECKER.



[Signature]
Notary Public

STATE OF Alaska
COUNTY OF FAIRBANKS

This instrument was acknowledged before me on this 19th day
of February, 1988, by MARION WEEKS.



[Signature]
Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by BRENDA WINTHER.

Notary Public

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day
of _____, 1988, by _____,
_____ President of NABOB PRODUCTION COMPANY, a _____ corporation.

Witness my hand and official seal.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by W. G. STROECKER.

Notary Public

STATE OF _____
COUNTY OF _____

This instrument was acknowledged before me on this _____ day
of _____, 1988, by MARION WEEKS.

Notary Public

STATE OF Alaska
COUNTY OF _____

This instrument was acknowledged before me on this 18th day
of February, 1988, by BRENDA WINTHER.

Brenda Wintner

Notary Public

My Commission Expires
7-2-90

STATE OF Alaska
COUNTY OF _____

This instrument was acknowledged before me on this 18th day
of February, 1988, by RICK WINTHER.

Lesly Wilton
Notary Public
Lesly Wilton 7-2-90

LCRA/29