

WORKING INTEREST OWNER
AGREEMENT TO BECOME A PARTY TO UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT

SOUTHEAST MALJAMAR GRAYBURG-SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO

Each of the persons who sign this instrument acknowledges receipt of a counterpart of an instrument entitled, "Unit Agreement and Unit Operating Agreement for the Development and Operation of the Southeast Maljamar Grayburg-San Andres Unit, Maljamar Field, Lea County, New Mexico," dated May 2, 1966, for the purpose of conducting Unit Operations with respect to the Grayburg and San Andres Formations underlying the following described Unit Area:

NEW MEXICO PRINCIPAL MERIDIAN, NEW MEXICO

Township 17 South, Range 33 East

- Section 29: all except NE/4 NE/4
- Section 30: NE/4, N/2 SE/4, SE/4 SE/4
- Section 30: SW/4 SE/4 *
- Section 32: N/2 N/2, SE/4 NE/4 and N/2 SE/4
- Section 33: NW/4 NW/4 and N/2 SW/4

* The Unit is being enlarged to include this tract. Please see the Revised Exhibit "A", "B", and "C" to the Unit Agreement.

Situated in Lea County, New Mexico, containing 1,320 acres, more or less.

The Unit Agreement and Unit Operating Agreement provides that any person defined in the Agreements as a Working Interest Owner may become a party to the Agreement by signing the original, a counterpart, or other instrument that evidences an intention to be bound by the terms of both Agreements.

NOW, THEREFORE, each of the persons who sign this instrument hereby agrees to become a party to, and be bound by provisions of the Unit Agreement and Unit Operating Agreement as if they had signed the original Agreement and agree that the parties to the Unit Agreement and Unit Operating Agreement are those that sign the original Agreements, any counterpart or any instrument that evidences an intention to be so bound.

Executed as of the 11th day of January, 2001.

WORKING INTEREST OWNER

CROSS TIMBERS OIL COMPANY

By: Edwin S. Ryan, Jr.
Edwin S. Ryan, Jr. *per*

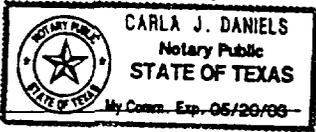
Title: Vice President - Land

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Before me, the undersigned authority, on this day personally appeared Edwin S. Ryan, Jr., as Vice President-Land of CROSS TIMBERS OIL COMPANY, a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 11th day of JANUARY, 2001.

My Commission Expires:



Carla Daniels
Notary Public

**RECORD TITLE OWNER
AGREEMENT TO BECOME A PARTY TO UNIT AGREEMENT
AND UNIT OPERATING AGREEMENT**

**SOUTHEAST MALJAMAR GRAYBURG-SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO**

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NOW, THEREFORE, each of the persons who sign this instrument hereby agree to become a party to, and be bound by provisions of the Unit Agreement and Unit Operating Agreement as if they had signed the original Agreement and agree that the parties to the Unit Agreement and Unit Operating Agreement are those that sign the original Agreements, any counterpart or any instrument that evidences an intention to be so bound.

It is understood and agreed between the undersigned and Cross Timbers Oil Company, owner of 100% of the Operating Rights, that the undersigned is ratifying the above described unit solely as the Record Title Owner and is not ratifying as to any operating rights or overriding royalty interests that it may own.

Executed as of the 18th day of January, 2001.

RECORD TITLE OWNER

PHILLIPS PETROLEUM COMPANY

By: Patrick H. Noah

Title: ATTORNEY-IN-FACT /A

STATE OF Texas §

COUNTY OF Ector §

Before me, the undersigned authority, on this day personally appeared Patrick H. Neuh,
as Attorney-in-Fact of PHILLIPS PETROLEUM COMPANY, a Delaware corporation,
known to me to be the person whose name is subscribed to the foregoing instrument, and
acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 18th day of
January, 2001.

My Commission Expires:

1/16/03

Marianne McEwin
Notary Public

