

**THIRD AMENDMENT  
TO  
GRAYBURG-JACKSON WEST  
COOPERATIVE UNIT AGREEMENT  
EDDY COUNTY, NEW MEXICO**

On June 23, 1966, the parties to this Third Amendment, or their predecessors in interest, (the "Owners"), entered into a Unit Agreement (the "Agreement") affecting all Leases and interests included within the Unit, which are described in the Agreement, a counterpart of which is recorded in Volume 170, page 109, of the official records of the County Clerk, Eddy County, New Mexico. The Agreement was subsequently amended by the Owners pursuant to that First Amendment dated March 1, 1968 to include additional lands. The Unit is now comprised of the following lands:

**Township 17 South, Range 29 East, NMPM**

Section 15: W1/2SW1/4  
Section 16: All  
Section 21: All  
Section 22: W1/2W1/2, E1/2NW1/4,  
NE1/4SW1/4, NW1/4NE1/4  
Section 27: W1/2SW1/4  
Section 28: All

The Agreement was amended again by the Owners pursuant to that Second Amendment dated December 1, 2005 to extend the vertical limits of the Unitized Formation to include all formations from the top of the Seven Rivers formation to the base of the Glorieta-Yeso (Paddock) formation as defined therein.

Owners, by unanimous consent, desire to again amend the Unit Agreement to extend the defined vertical limits of the Unitized Formation to include a deeper formation. For adequate consideration and the mutual benefits to be derived by the Owners, being all parties (or their successors) to the Agreement, as amended, hereby amend the fourth and fifth unnumbered paragraphs of the first page of the Agreement (Volume 170, page 111), and the third unnumbered paragraph of the Second Amendment (Volume \_\_\_, page \_\_\_), to the extent they refer to and define the Unitized Formation, as follows:

*The Unitized Formation extends to and includes all formations from the top of the Seven Rivers formation to the top of the Abo formation. All other terms and provisions of the Agreement referring to the Unitized Formation, either directly or indirectly, are amended to conform herewith.*

This Amendment is executed by all Owners as of the date of the acknowledgment of their signatures, but is deemed effective, for all purposes, as of November 1, 2006, the Effective Date. It may be executed in multiple counterparts, which, when taken together, shall be deemed one

and the same instrument. As required in the Agreement, it shall become effective, as of the stated Effective Date, when all Owners have signed this Amendment or a counterpart of it.

COG Oil & Gas LP

By: COG Operating LLC, its general partner

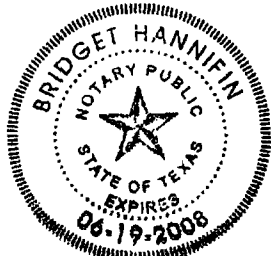
David M. Thomas, III  
Title: Vice President of Exploration and Land

MOSSMAN-MIDWEST COMPANY

By: Margaret R. Barbour  
Title: Vice President - Treasurer

STATE OF TEXAS )  
COUNTY OF Midland ) ss.

The foregoing instrument was acknowledged before me this 7th day of December, 2006, by David M. Thomas, III Vice President of Exploration and Land of COG Operating LLC, general partner of COG Oil & Gas LP.



Bridget Hannifin  
Notary Public in and for the State of Texas  
Printed Name: Bridget Hannifin  
Commission Expires: 6-19-2008

STATE OF NEW MEXICO )  
COUNTY OF Chaves ) ss.

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of December, 2006, by MARGARET R. BARBOUR, VP - TREASURER (name and title of officer), of MOSSMAN-MIDWEST COMPANY.



Kay Strader  
Notary Public in and for the State of New Mexico  
Printed Name: Kay Strader  
Commission Expires: 11-30-2007