



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Farmington District Office
1235 La Plata Highway - Suite A
Farmington, New Mexico 87401

8998



IN REPLY REFER TO:

Bear Canyon Unit (NMNM78374X)
3182 (021100)

December 11, 2007

EnerVest Management Partners, Ltd.
Attn: Virginia L. Gwyn
1001 Fannin Street, Suite 800
Houston, TX 77002-6707

Dear Ms. Gwyn:

We received the "Resignation and Designation of Successor Operator" for the Bear Canyon Unit dated May 31, 2005, whereby Apache Corporation resigned as Unit Operator and EnerVest Management Partners, Ltd. was designated as Successor Unit Operator for the Bear Canyon Unit in San Juan County, New Mexico.

The instrument is hereby approved effective February 1, 2005. In approving this designation, the Authorized Officer neither warrants nor certifies that the designated party has obtained all required approvals that would entitle it to conduct operation under the Bear Canyon Unit Agreement.

Bond No. NMB000326 oil and gas surety will be used to cover unit operations.

As of May 31, 2005 EnerVest Management Partners, Ltd. through its execution of said Designation of Successor Unit Operator has agreed to comply with all regulations and to conduct operations in compliance with the Bear Canyon Unit Agreement.

It is requested that you notify all interested parties of the change in unit operator and provide a plan of Development to the Farmington Field Office by March 1 of each year. Copies of the approved instruments are being distributed to the appropriate Federal offices, with one copy returned herewith.

If you have any questions, please contact the undersigned at the above address or telephone (505) 599- 8922.

Sincerely,

/s/Lucy Bee
Lucy Bee
Legal Instruments Examiner
Petroleum Management Branch

Enclosures

cc:

Apache Corporation, 302 N. Behrend, Farmington, NM 87401
NMOCD-Santa Fe
ComPubLands

RECEIVED
2007 DEC 17 PM 2:44



NMB000326
327
slw

NM 78 374X

2005 JUN 1 AM 9 15

RECEIVED
070 FARMINGTON NM

May 31, 2005

Via Federal Express
Tracking No. 8520 6938 6668

Ms. Margie Dupree
Bureau of Land Management
235 La Plata Hwy, Suite A
Farmington, NM 87401

Re: Resignation and Designation of Successor Operator
Bear Canyon Unit and Unit Operating Agreements
Rio Arriba County, New Mexico

Dear Ms. Dupree:

Enclosed, for your further handling and approval on behalf of the BLM, are two (2) executed originals of a Resignation of Unit Operator and Designation of Successor Operator pertaining to the Bear Canyon Unit. This instrument has been executed in counterpart on behalf of parties comprising 100% Working Interest.

If you have any questions or need any additional information, please do not hesitate to contact me by telephone at 713-495-6540 or by e-mail at ggwyn@enervest.net.

Very truly yours,

A handwritten signature in cursive script that reads 'Ginger Gwyn'.

Virginia L. (Ginger) Gwyn
Manager – Land Records

enclosures

ENERVEST MANAGEMENT PARTNERS, LTD.

1001 FANNIN STREET, SUITE 800 • HOUSTON, TEXAS 77002-6707 • 713.659.3500 • FAX 713.659.3556

**RESIGNATION OF UNIT OPERATOR AND DESIGNATION OF SUCCESSOR
UNIT OPERATOR**

2005 JUN 1 AM 9 15

BEAR CANYON UNIT AREA RECEIVED
Rio Arriba County FARMINGTON NM
State of New Mexico

WHEREAS, the undersigned APACHE CORPORATION, ("APACHE") is the present Unit Operator under that certain Unit Agreement for the Development and Operation of the Bear Canyon Unit Area dated July 24, 1986, ("Bear Canyon Unit Agreement") and that certain Unit Operating Agreement dated July 24, 1986, ("Bear Canyon Unit Operating Agreement"), and

WHEREAS, Apache assigned all of its right, title, and interest in and to its oil and gas leases dedicated to the Bear Canyon Unit Agreement, to ENERVEST ENERGY INSTITUTIONAL FUND IX, L.P. AND ENERVEST ENERGY INSTITUTIONAL FUND IX-WI, L.P. ("ENERVEST"), Delaware limited partnerships and it is the desire and intention of the parties that EnerVest assume the duties of Unit Operator under the Bear Canyon Agreement;

NOW, THEREFORE, by virtue of Apache's majority working interest ownership in said unit area, and for and in consideration of the premises and the mutual covenants and considerations herein contained, the parties hereto agree as follows:

1. Pursuant to Article 5 of the Bear Canyon Unit Agreement, Apache hereby resigns as Unit Operator.
2. Pursuant to Article 6 of said Bear Canyon Unit Agreement, EnerVest is hereby designated as successor Unit Operator and EnerVest, its respective successors and assigns hereby accept all the duties and responsibilities of such Unit Operator as set out in the Bear Canyon Unit Agreement.

THIS INSTRUMENT may be executed in counterpart and shall be effective upon approval hereby by the Bureau of Land Management. Subject to such approval, as between the parties hereto this instrument is executed effective February 1, 2005.

APACHE CORPORATION

ACCEPTED FOR RECORD

DEC 11 2007

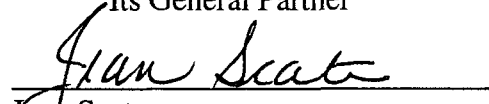
FARMINGTON DISTRICT OFFICE
BY

By:
Nelson J. Galatas
Attorney in Fact

**ENERVEST ENERGY
INSTITUTIONAL FUND IX, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

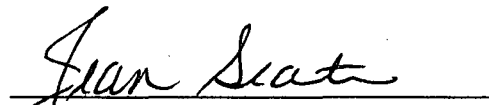
By: EnerVest Management GP, L.C.
Its General Partner


Jean Scates
Vice President – Land

**ENERVEST ENERGY
INSTITUTIONAL FUND IX - WI, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

By: EnerVest Management GP, L.C.
Its General Partner


Jean Scates
Vice President – Land

Attest:

ROBERTS AND MURPHY, INC.

By: _____
Name: _____
Title: _____

SAN JUAN BASIN PROPERTIES, L.L.C.

By: _____
Name: _____
Title: _____

Attest:

ENERGEN RESOURCES CORPORATION

By: _____
Name: _____
Title: _____

**ENERVEST ENERGY
INSTITUTIONAL FUND IX, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner
By: EnerVest Management GP, L.C.
Its General Partner

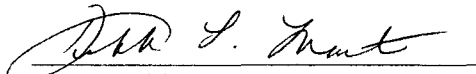
Jean Scates
Vice President – Land

**ENERVEST ENERGY
INSTITUTIONAL FUND IX - WI, L.P.**

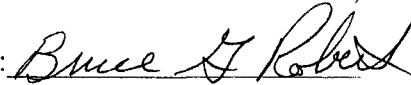
By: EnerVest Management Partners, Ltd.
Its General Partner
By: EnerVest Management GP, L.C.
Its General Partner

Jean Scates
Vice President – Land

Attest:


Debbie L. Martin
Secretary

ROBERTS AND MURPHY, INC.

By: 
Name: Bruce G. Roberts
Title: President

SAN JUAN BASIN PROPERTIES, L.L.C.

By: _____
Name: _____
Title: _____

Attest:

ENERGEN RESOURCES CORPORATION

By: _____
Name: _____
Title: _____

**ENERVEST ENERGY
INSTITUTIONAL FUND IX, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

By: EnerVest Management GP, L.C.
Its General Partner

Jean Scates
Vice President – Land

**ENERVEST ENERGY
INSTITUTIONAL FUND IX - WI, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

By: EnerVest Management GP, L.C.
Its General Partner

Jean Scates
Vice President – Land

Attest:

ROBERTS AND MURPHY, INC.

By: _____

Name: _____

Title: _____

SAN JUAN BASIN PROPERTIES, L.L.C.

By: Jerry McHugh Jr.
Name: Jerry McHugh Jr.
Title: Manager

Attest:

ENERGEN RESOURCES CORPORATION

By: _____

Name: _____

Title: _____

**ENERVEST ENERGY
INSTITUTIONAL FUND IX, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

By: EnerVest Management GP, L.C.
Its General Partner

Jean Scates
Vice President – Land

**ENERVEST ENERGY
INSTITUTIONAL FUND IX - WI, L.P.**

By: EnerVest Management Partners, Ltd.
Its General Partner

By: EnerVest Management GP, L.C.
Its General Partner

Jean Scates
Vice President – Land

Attest:

ROBERTS AND MURPHY, INC.

By: _____

Name: _____

Title: _____

SAN JUAN BASIN PROPERTIES, L.L.C.

By: _____

Name: _____

Title: _____

Attest:

ENERGEN RESOURCES CORPORATION

By:  _____

Name: PAUL ROTE

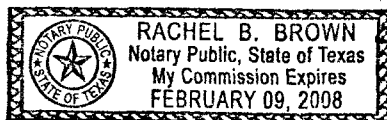
Title: GENERAL MANAGER - LAND

ACKNOWLEDGMENTS

STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Nelson J. Galatas known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as Attorney-in-Fact for **APACHE CORPORATION**, a Delaware corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 31st day of January, 2005.



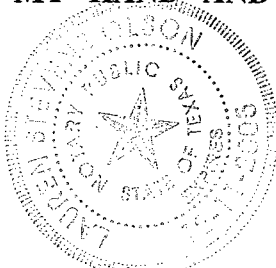
Rachel B. Brown
Notary Public, State of Texas

My Commission Expires: _____

STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Jean Scates known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she, being fully authorized to do so, executed and delivered the same as Vice President – Land of EnerVest Management GP, L.C., a Delaware limited liability company, acting in its capacity as the Managing Partner of EnerVest Management Partners, Ltd, a Delaware limited partnership, acting in its capacity as Managing Partner of each of EnerVest Energy Institutional Fund IX, L.P., a Delaware limited partnership, and EnerVest Energy Institutional Fund IX - WI, L.P., a Delaware limited partnership, on the day and year therein mentioned and as the act and deed of said partnerships, for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 31st day of January, 2005.



Lauren B. Brown
Notary Public, State of Texas

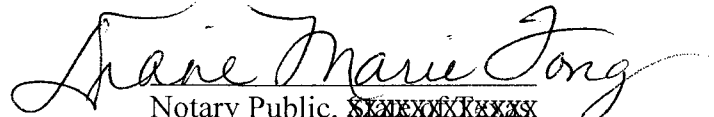
My Commission Expires: 12-11-05

ACKNOWLEDGMENTS

STATE OF LOUISIANA §
PARISH OF Caddo §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Bruce G. Roberts known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as President for **ROBERTS AND MURPHY, INC.**, a Delaware corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 18th day of April, 2005.


Notary Public, ~~STATE OF TEXAS~~
In and For the Parish of Caddo

My Commission Expires: with life

Diane Marie Fong, Notary Public ID # 2731
P. O. Box 7665 - Shreveport, LA 71137-7665
Commissioned in Caddo Parish, Louisiana
Commission is for Life

STATE OF COLORADO §
COUNTY OF _____ §

BEFORE ME, the undersigned Notary Public, on this day personally appeared _____ known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as _____ for **SAN JUAN BASIN PROPERTIES, L.L.C.** a Delaware corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2005.

Notary Public, State of Texas

My Commission Expires: _____

ACKNOWLEDGMENTS

STATE OF LOUISIANA §
PARISH OF _____ §

BEFORE ME, the undersigned Notary Public, on this day personally appeared _____ known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as _____ for **ROBERTS AND MURPHY, INC.**, a Delaware corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this _____ day of _____, 2005.

Notary Public, State of Texas

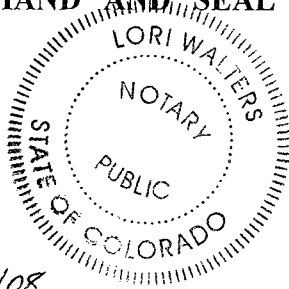
My Commission Expires: _____

STATE OF COLORADO §
COUNTY OF DENVER §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Jerry McHugh, Jr. known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as Manager for **SAN JUAN BASIN PROPERTIES, L.L.C.** a ~~Delaware~~ corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed

Colorado
limited
liability
company

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 14th day of march, 2005.



Lori Walters
Notary Public, State of ~~Texas~~

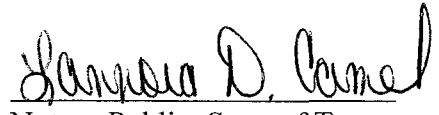
COLORADO

My Commission Expires: 9/13/08

STATE OF ALABAMA §
COUNTY OF JEFFERSON §

BEFORE ME, the undersigned Notary Public, on this day personally appeared PAUL ROTE known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he, being fully authorized to do so, executed and delivered the same as HIS for **ENERGEN RESOURCES CORPORATION** a Delaware corporation, on the day and year therein mentioned and as the act and deed of said corporation, for the purpose and consideration therein expressed

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 11TH day of MARCH, 2005.


Notary Public, State of ~~Texas~~
ALABAMA

My Commission Expires: 7/6/2008