EXHIBIT 3

Chronology of Events Scott #24 Well ALL Sec. 9, T31N, R10W San Juan County, New Mexico

Date:	Event:
06/18/96	Certified letters to W. Watson Laforce, Jr., et al (all deep rights owners) RE: Offer to purchase non-producing deelpgas rights in federal lease NMSF- 078389.
07/29/96	Letter to Moore Loyal Trust (Tom Moore) RE: Offer to purchase non-producing interest. Also includes other lands.
09/10/96	Letter ot W Watson LaForce Jr., et al (all deep rights owners-same letter) RE: Offer to purchase non-producing deep gas rights in federal leases NMSF-078389 and NMSF-078389-A.
11/20/96	Letters to W. Watson LaForce, Jr., et al (all deep rights owners-same letter) RE: Offer to purchase non-producing deep gas rights and/or request to participate in a Pennsylvanian test well to be governed by a 640 ac. JOA.
12/2/96	Letters to W. Watson LaForce, Jr., et al (all deep rights owners-same letter) RE: Correction to 11/20/96 offers to purchase interest. Not "State and Fee" Land, should read Federal Lease NMSF-078389.
02/7/97	Farmout proposal to Total Minatome Corp. & offer to purchase non-productive leasehold rights, or request Total's participation & enter into 640 ac. JOA with 400% NC penalty & no pref rights.
04/1/97	Letter to Total Minatome RE: GLA-46 Amendment by amending JOA dated 11/27/51
04/22/97	Letters to Lee Wayne Moore & Jo Ann Montgomery Moore, Trustee Of The Moore Loyal Trust RE: Farmout agreement proposal or alternatives: 1) offer to purchase non-producing leasehold @ \$100 per net acre plus 5% orri below base of MV, or 2) request participation as to their GWI & enter into 640 acre JOA w/400% NC penalty & no perf. rights. 3) farmout.
04/29/97	Certified letter to WIO's RE: proposal to drill & complete Scott #24 well. Provided proposed AFE & JOA.
5/5-9/97	Telephone conversations - Tom Moore representing Lee Wayne Moore & JoAnn Montgomery Moore, Trustees of the Moore Loyal Trust requested copies of BR's 640 ac. spacing application & exhibits for deep gas, land plat & title information. All items were mailed or faxed to Tom Moore per his telephone requests.
05/9/97	Rec'd 5/9/97 letter from, J.E. Gallegos, Atty for various owners under Ex. "A" of JOA. Requested BR work-ups, geological & seismic data & engineering data relevant to proposed well. Also req'd tech. data for including entire 640 acres spacing in Sec. 9.
05/16/97	Letter to W.Watson LaForce, Jr. providing copies of BR's NMOCD application & exhibits for 640 spacing for Deep Penn wells.
05/30/97	Rec'd Total Minatome's conditional acceptance of Scott #24 AFE per the terms & conditions under Farmout & JOA dated 11/27/51.
06/6/97	Follow up letter to W. Watson LaForce, Jr., et al (all deep rights owners-same letter) w/options to participate in drilling & completion of Scott # 24 well, elect non- consent w/400% penalty, or execute Farmout letter covering interest of non-

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Chronology of Events Scott #24 Well ALL Sec. 9, T31N, R10W San Juan County, New Mexico

	producing leasehold with reservation of orri.
06/12/97	Letter to Jerold T. Marcotte RE: Notification of Intent to Establish 640 ac. Spacing Unit.
06/16/97	Letter to Jerold T. Marcotte RE: Amendment to Oil & Gas Lease allowing to voluntarily participate w/ proportionate share of a 640 ac. spacing unit.
06/16/97	Letter to Total Minatome, J. Kirby Barry, VP RE: offer more acceptable Farmout terms



June 16, 1997 Federal Express

Total Minatome Corporation Attn: Mr. J. Kirby Barry, VP Gen. Counsel & Land 2 Houston Center, Suite 2000 P.O. Box 4326 Houston, TX 77210-4326

> RE: Acreage Support Proposal Deep Penn Test Marcotte #2 Well (Section 8) Scott #24 Well (Section 9) Sec. 8 & 9, T31N, R10W Arch Rock Prospect San Juan County, New Mexico

Dear Mr. Berry:

Thank you for talking with Bobby Kennedy, Land Manager, Burlington Resources Oil & Gas Company (Burlington) last week and agreeing to review Total Minatome Corporation's (Total Minatome) position regarding support for the subject test wells. In an effort to secure your support and minimize the review period, Burlington would like to offer more acceptable Farmout terms (See Option 3 below). Total Minatome, in consideration for Burlington showing its proprietary geology, 2-D and 3-D seismic for the purpose of exploring and drilling the subject Pennsylvanian wells, agrees to do one of the following options in support of the subject wells. Total Minatome and Burlington shall set a mutually agreeable time, on or before June 28, 1997, to show Total's management the Arch Rock prospect geology and seismic which will include a data and well package in Burlington's Farmington office. Total Minatome, after said prospect review, shall have a ten (10) day election period to respond in writing and make an election to do one of the following:

- 1). Participate with its interest in the drilling and completion of a 14,000' Penn Test located in the SE/4 Section 8 and NW/4 of Section 9, T31N, R10W, with an estimated Dry Hole Cost for each well of \$1,713,800.00 and \$603,173.00 completion cost for a total of \$2,316,973.00. The wells will be governed by that certain AAPL Model Form 610-1982 Operating Agreement with a 400% non-consent penalty and no Preferential Right Provision as outlined in my April 22, 1997 and April 29, 1997 formal well proposal's, respectively. This Model Form Operating Agreement will cover a 640 acre drillblock section.
- 2.) Elect a Non-Consent position to the full extent of its interest in the drilling, testing, completing and equipping of the above described wells to allow operator to recoup the 400% Non-Consent Penalty applicable to its proportionate share of all expenditures therefor.

Total Minatome June 16, 1997 Page 2

3.) Farmout without warranty of title its interest covering non-productive leasehold rights as set forth on Exhibit "A". The terms and conditions of said Farmout are more fully set out on the attached June 16, 1997, Farmout Letter of Intent Agreement attached to this letter and replaces the April 22, 1997 Farmout Letter previously sent to Total. We have improved the Farmout terms by increasing the override retained by Total Minatome to the difference between the existing royalty and overriding royalty burdens and twenty-five (25%) percent proportionately reduced and the backin after payout shall be thirty (30%) percent. We have also reduced the original farmout acreage by approximately one half.

Burlington is ready to show you the prospect geology as soon as possible in order for you to make your election to item's 1, 2 or 3. Please respond to this proposal within ten (10) days of your receipt or sooner, so we can set up a showing to you next week.

If the above is agreeable to Total Minatome please sign in the space indicated below and return to the undersigned for further handling. We look forward to hearing from you soon and please don't hesitate to call me at (505) 326-9756 or Fax (505) 326-9781, if you should have any questions.

Yours very truly,

James R.J. Strickler, CPL Senior Staff Landman

JRS/dg farmtot3.doc cc: Deborah Gilchrist-Total Brad Watts

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1997.

TOT	AL I	MINAT	OME	CORPC	RATION
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By:_

Title:



June 16, 1997

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Jerald T. Marcotte 3510 Carmel Drive Casper, WY 82604

> RE: NOTIFICATION OF INTENT TO ESTABLISH SPACING UNIT Burlington Resources Oil & Gas Corporation All of Section 9, T31N, R10W San Juan County, New Mexico

Gentlemen:

This is in reference my letter June 3, 1997, concerning 640 acre gas spacing for production below the base of the Dakota formation ("deep gas"). Please find enclosed an Amendment to Oil and Gas Lease, which allows you to voluntarily participate with your proportionate share of a 640 acre deep gas spacing unit. This amendment will not affect your shallow gas production spacing of 320 acres for the Mesaverde, Dakota, Fruitland Coal, or 160 acres for Pictured Cliffs formations.

If the enclosed amendment meets with your approval, please execute one copy before a Notary Public and return to the undersigned within thirty (30) days of your receipt, or sooner if possible. Please keep the extra copy for your files. If we have enclosed a copy of an Proof of Death and Heirship Affidavit, please complete the information on said form, sign before a Notary and return to me as soon as possible.

Please call me at (505) 326-9756, if you should have any questions.

Very truly yours,

James R.J. Strickler, CPL Senior Staff Landman

JRS:mt marcott6.doc

MINERAL OWNER LIST SECTION 9, T31N, R10W SAN JUAN COUNTY, NEW MEXICO WITHOUT 640 ACRE POOLING CLAUSES

Jerald T. Marcotte 3510 Carmel Drive Casper, WY 82604

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June 12, 1997

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Jerold T. Marcotte 3510 Carmel Drive Casper, WY 82604

> RE: NOTIFICATION OF INTENT TO ESTABLISH SPACING UNIT Burlington Resources Oil & Gas Corporation All of Section 9, T31N, R10W San Juan County, New Mexico

Dear Ms. Johnson:

Burlington Resources Oil & Gas Corporation ("Burlington") has requested that the New Mexico Oil Conservation Commission adopt gas spacing units consisting of 640-acres for gas production below the base or the Dakota formation ("deep gas") for the San Juan Basin (OCD Case 11745).

While that decision is still pending before the Commission, Burlington is proceeding with efforts to consolidate on a voluntary basis oil and gas interests within certain governmental sections as possible deep gas 640-acre spacing units on which Burlington intends to locate and drill gas wells to the top of the Pre-Cambrian Aged formation. One of those proposed 640- acre spacing units will be Section 9, T31N, R10W in which Amoco Production Company and their partners are working interest owners who are being asked to participate on a voluntary basis with Burlington. If Burlington is able to complete a well capable of production, then Burlington intends to distribute the proceeds from production based upon each interest owner's proportionate share of acreage within the 640-acre unit.

Based upon our preliminary title examination, it appears that Amoco and its partners may be the lessee of certain leases in this section which are subject to royalty or overriding royalties interest owned by you. Some of these leases contain pooling provisions limiting the size of spacing units to less than 640-acres. Because such a provision would be inconsistent with 640-acre gas spacing, Burlington intends to ask the Oil Conservation Division for approval to set aside such provisions so that proceeds can be paid based upon the percentage of a lease acreage contained in that 640-acre unit.

We invite you to determine if you are or maybe a royalty owner whose interests is based upon a lease which contains such a provision. If so, on behalf of Burlington I wish to provide you with an opportunity to voluntarily participate based upon proportionately sharing on a 640-acre basis. Please contact James Strickler of Burlington at (505) 326-9756 concerning arriving at a voluntary agreement of this matter.

Very truly yours,

James R.J. Strickler.

Senior Staff Landman

JRS:mt marcott1.doc

MINERAL OWNER LIST SECTION 9, T31N, R10W SAN JUAN COUNTY, NEW MEXICO WITHOUT 640 ACRE POOLING CLAUSES

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Jerald T. Marcotte 3510 Carmel Drive Casper, WY 82604



June 6, 1997

HOPE G. SIMPSON C/O SIMPSON ESTATES INC 30 N LASALLE STE 1232 CHICAGO, IL 60602-2504

> RE: Acreage Support Proposal Scott #24 Well All of Section: 9, T31N, R10W 636.01 Acres, More or Less Arch Rock Prospect San Juan County, New Mexico

Gentlemen:

Please reference my letter dated April 29,1997 regarding the captioned well. As of this writing I have not received a written response from you concerning our proposal. Burlington Resources Oil & Gas Company (Burlington), is ready to drill this well as soon as possible. In that regard should we not hear from you in the near future we will be forced to pursue compulsory pooling under the rules and regulations of the State of New Mexico Oil Conservation Division. The few responses that we have received indicate a desire not to participate in the drilling and completion costs of the subject well. We respectfully request that you consider one of the following options in support of our Deep Penn Well.

- 1.) Participate with your interest in the drilling and completion of a 14,000' Penn Test with an estimated Dry Hole Cost of \$1,713,800.00 and \$603,173.00 completion costs for a total of \$2,316,973.00 (see the Well Proposal, JOA (4-1-97) and AFE submitted to you on April 29, 1997). The well will be governed by the April 1, 1997 AAPL. Model Form 610-1982 Operating Agreement with a 400% non-consent penalty and no Preferential Right Provision. The JOA shall cover the subject section.
- 2.) Elect a Non-Consent position to the full extent of your interest in the drilling, testing, completing and equipping of the above described well to allow operator to recoup the 400% Non-Consent Penalty applicable to your proportionate share of all expenditures therefor.
- 3.) Farmout your interest covering your non-productive leasehold rights as set forth on the attached Farmout Letter. The terms and conditions are more fully set out in said letter, which among other things allows you to reserve an overriding royalty being the difference between the existing royalty burdens and overriding royalty and twenty (20%) percent, proportionately reduced, with no backin and a continuous drilling provision.

June 6, 1997 Page 2

Burlington is hopeful that you will find one of the above offers to your satisfaction. As always time is of the essence on putting together this type of prospect. Please respond with your election to one of our proposals in the space provided below, and return the letter ballot to the attention of the undersigned within fifteen (15) days of your receipt, or sooner if possible.

We look forward to hearing from you soon and please don't hesitate to call me at (505) 326-9756 if you should have any questions.

Yours very truly,

James R.J. Strickler, C.P.L. Senior Staff Landman

JRS/dg c:\dawn\gla66_21.doc cc: William Franklin-Conoco, Inc.

> Participate for your proportionate share in the subject test well in which your acreage is included in a spacing unit. Please execute the AFE and Operating Agreement previously sent to you on April 29, 1997.

> Elect a non-consent position to the full extent of the undersigned's interest in the drilling, testing, completing and equipping of the above described well and to allow Operator to recoup the 400% non-consent penalty applicable to said undersigned's proportionate share of all actual expenditures therefor.

Farmout your interest in the prospect by executing and returning the attached farmout letter.

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1997.

HOPE G. SIMPSON	
Ву:	
Name (Print):	

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Burlington Re	sources, Inc.		

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3535 East 30th St. P.O. Box 4289 Farmington, New Mexico. 87499-4289 Attention: James J. Strickler

1. Sec. 1.

Re: Scott #24 Pennsylvanian formation Section 9, T31N-R10W San Juan County, New Mexico

Gentlemen:

. . . .

Total Minatome Corporation (TMC) agrees to participate in the above referenced well per the terms and conditions of the Farmout and Operating Agreement dated November 27, 1951, between Brookhaven Oil Company and San Juan Production Company, as amended and supplemented.

Enclosed is one fully executed copy of your participation letter dated April 29, 1997 on behalf of TMC.

Sincerely.

Deborah J. Gilchrist Landman



Called 3,10 5/30

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2 HOUSTON CENTER, SUITE 2200, 908 FANNIN • P.O. BOX 4328 • HOUSTON, TEXAS 37210-4328 ·· TELEPHONE (713) 739-3000 • TELECOPIER (713) 739-3160 • TELEX 762283



May 16, 1997

بجيبوا فالصفاط بالمابيو بيبرك الارزا

W.W. LaForce, Jr. PO Box 353 Midland, TX 79702

> RE: SCOTT 24 PENNSYLVANIAN FORMATION PROPOSED DEPTH 14,000' ALL OF SECTION 9 T31N, R10W 636.01 ACRES, MORE OR LESS SAN JUAN COUNTY, NEW MEXICO

Gentlemen:

Please find enclosed copies of Burlington Resources Oil & Gas Company's application for 640 acre spacing for Deep Gas wells below the Dakota formation. Also enclosed are copies of the pertinent exhibits justifying our application. As we discussed on the telephone, the Deep Penn Play is a high risk venture. I hope the enclosed information helps you understand the Deep Penn Play in the San Juan Basin that contains over 25 dry holes drilled to-date in a 9,000 square mile area.

Please call me at (505) 326-9756, if you have any questions.

Very truly yours,

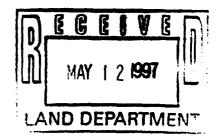
✓ James R.J. Strickler Senior Staff Landman

JRS:mt laforce.doc

GALLEGOS LAW FIRM

A Professional Corporation

460 St. Michael's Drive Building 300 Santa Fe, New Mexico 87505 Telephone No. 505-983-6686 Telefax No. 505-986-1367 Telefax No. 505-986-0741



May 9, 1997 (Our File No. 92-170.00)

J.E. GALLEGOS *

James R. J. Strickler Senior Staff Landman Burlington Resources San Juan Division 3535 East 30th Street Farmington, New Mexico 87499-4289

Re: Scott #24 Well Pennsylvania Formation

Dear Mr. Strickler:

This is written in reference to your letter of April 29, 1997 to "Working Interest Owners." We represent all of those owners on your Exhibit "A" attached indicated by a check mark. As you know, those parties hold federal lease SF 078389 which includes the E/2 and SW/4 of Section 9, and so a G.W.I. in that section of almost 65%.

In order to make a informed judgment concerning Burlington's preferred AFE and Operating Agreement for an exploratory well having a dry hole cost of \$1.713 million considerable information is needed. Accordingly, it is requested that Burlington provide immediately its complete work-up on the proposed well, geological studies and seismic data and any other technical information relied on. Please also provide the technical basis for seeking to include the entire Section 9 under the Operating Agreement for the well when, under NMOCD spacing for wildcat wells, the Scott 24 can be drilled on the 160-acres of the NW/4.

We agree that the information provided will be treated with strict confidentiality. Of course, consultation by technical experts will be used by our clients but the consultants will also be subject to the customary confidentiality restrictions.

I will appreciate a response from you as soon as possible.

Sincerely,

GALLEGOS LAW FIRM, P.C.

Bν J.E. GALLEGOS

JEG:sa fxc: John Cooney John Bemis Steve Hunsicker

* New Mexico Board of Legal Specialization Recognized Specialist in the area of Natural Resources-Oil and Gas Law

EXHIBIT "A"

Attached to and made a part of that certain Operating Agreement dated April 1, 1997, by and between BURLINGTON RESOURCES OIL & GAS COMPANY, as Operator, and as Non-Operators.

L LANDS SUBJECT TO OPERATING AGREEMENT:

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Township 31 North, Range 10 West Section 9: Lots 1-12, N/2 N/2 San Juan County, New Mexico containing 636.01 acres, more or less

IL RESTRICTIONS, IF ANY, AS TO DEPTHS OR FORMATIONS:

Limited to all depths below the Dakota formation.

III. ADDRESSES AND WORKING PERCENTAGE INTERESTS OF PARTIES TO THIS AGREEMENT:

Burlington Resources Oil & Gas Company c/o Land Department P.O. Box 4289 Farmington, New Mexico 87499 Main # 505-326-9700 Fax # 505-326-9781 OPERATOR 10.311905%

NON-OPERATORS

Working Interest Owners	<u>GWI</u>
CONOCO INC. 10 DESTA DRIVE , SUITE 100W MIDLAND, TX 79705-4500	10.311905%
AMOCO PRODUCTION COMPANY P.O. BOX 800 DENVER, CO 80201	10.175500%
TOTAL MINATOME CORP. 2 HOUSTON CENTER, SUITE 2000 909 FANNIN P.O. BOX 4326 HOUSTON, TX 77210-4326	3.553900%
LEE WAYNE MOORE AND JOANN MONTGOMERY MOORE, TRUSTEES 403 N. MARIENFIELD MIDLAND, TX 79701	0.294805%

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	GEORGE WILLIAM UMBACH	.369518%
	2620 S. MARYLAND PKWY, #496	
	LAS VEGAS, NV 89109	
	ROBERT WARREN UMBACH	.369518%
	P.O. BOX 5310	
	FARMINGTON, NM 87499	
,		
	LOWELL WHITE FAMILY TRUST	.037019%
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-0500	
	WALTER A. STEELE	.037019%
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
		.030850%
	ESTATE OF G. W. HANNETT	.030630%
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
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	T. G. CORNISH	.02406078
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
		.006171%
	PATRICIA HUETER	.0001/1/8
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
		0001900/
	MARY EMILY VOLLER	.006170%
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
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	A. T. HANNETT	.006170%
	C/O SUNWEST BANK OF ALBUQUERQUE, N.A.	
	ATTN: CATHERINE RUGEN	
	P.O. BOX 26900	
	ALBUQUERQUE, NM 87125-6900	
	HODE C SD (DSON	0.651006%
	HOPE G. SIMPSON	0.03100078
	C/O SIMPSON ESTATES INC.	
	30 N. LASALLE, STE 1232	
	CHICAGO, IL 60602-2504	

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NANCY H. GERSON (FKA NANCY H. HASKENS) 1555 ASTOR ST. CHICAGO, IL 60610

MINNIE A. FITTING ROBERT P. FITTING P.O. BOX 2588 SIERRA VISTA, AZ 85636-2588

CATHERINE H. RUML P.O. BOX 297 SOUTH STRAFFORD, VT 05070-0297

KATHERINE I. WHITE C/O JOHN BEATY BAETY HAYNES & ASSOCIATES INC. 2 WISCONSIN CIR., STE 400 CHEVY CHASE, MD 20815-7006

ELIZABETH B. FARRINGTON 12 MURRAY HILL SQUARE MURRAY HILL, NJ 07974

MARY S. ZICK (FKA NANCY S. ZICK) 418 W. LYON FARIN GREENWICH, CT 06831

WALTER B. FARNHAM P.O. BOX 494 NORWOOD, CO 81423-0494

ROY E. BARD, JR. 508 S PARKWOOD AVE PARK RIDGE, IL 60068

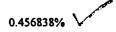
ROBERT T. ISHAM 335 HOT SPRINGS RD. SANTA BARBARA, CA 93108

MARY F LOVE 4005 PINOLE VALLEY RD. PINOLE, CA 94564

JAMES C. BARD 7454 N. DESERT TREE DR. TUCSON, AZ 85704

WILLIAM P. SUTTER THREE FIRST NATL PLAZA ROOM 4300 CHICAGO, IL 60602 0.456838%

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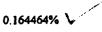


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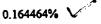


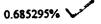
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1.205003% GEORGE S. ISHAM TRUST 1070 N. ELM TREE RD LAKE FOREST, IL 60045 0.456838% ALBERT L. HOPKINS JR POBOX67 DANBURY, NH 03230-0067 0.164464% KAY B. GUNDLACH (FKA KAY B. TOWLE) **FEARINGTON POST 247** PITTSBORO, NC 27312 0.602501% VIRGINIE W. ISHAM **POBOX 307** LAKE FORREST, IL 60045 1.525335% ELEANOR ISHAM DUNNE 728 ROSEMARY RD. LAKE FOREST, IL 60045 JOHN M SIMPSON & WILLIAM SIMPSON TR U/W JAMES SIMPSON J. C/O TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036 MICHAEL SIMPSON TRUST C/O U S TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036 PATRICIA SIMPSON TRUST C/O U S TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036 JAMES F CURTIS **PATRICK J HERBERT III** ٠ SUCCESSOR TRUSTEE U/A/D 2-9-79 **FBO JAMES F CURTIS** C/O SIMPSON ESTATES 30 N LASALLE STE 1232 CHICAGO, IL 60602-504 **GWENDOLYN S. CHABRIER** PATRICK J. HERBERT III SUCCESSOR TRUSTEE U/A/D 2-9-79 FBO GWENDOLYN S. CHABRIER

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C/O SIMPSON ESTATES 30 N LA SALLE ST #1232 CHICAGO, IL 60602-2503 •

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WILLIAM SIMPSON TRUST PATRICK J HERBERT III SUCCESSOR TRUSTEE OF THE WM SIMPSON TRUST DTD 12-17-79 30 N LASALLE STE 1232 CHICAGO, IL 60602-2504	1.953018%
HENRY P ISHAM JR DECD FIRST NATL BANK CHICAGO AGENT VW & RT ISHAM TRUSTEES UWO HENRY P ISHAM JR DECD 1400 ONE DALLAS CENTER DALLAS, TX 75201	0.602501%
CORTLANDT T. HILL TRUST 1ST TRUST NA & GAYLORD W GLARNER TRSTEE UA DTD 9/16/74 C/O COLORADO NATIONAL BANK PO BOX 17532 (CNDT 2332) DENVER, CO 80217	0.411162%
MARTHA M LATTNER TRUST JAMES E PALMER SUCCESSOR TRUSTEE U/T/A DTD 2/21/63 FBO MARTHA M LATTNER SETTLOR PO BOX 29352 SAN FRANCISCO, CA 94129-0352	1.027904%
ROBERT D. FITTING # 406 N. BIG SPRINGS #200 MIDLAND, TX 79701	0.934459%
W. WATSON LAFORCE JR 777 PO BOX 353 MIDLAND, TX 79701	1.111146% 🔪 - e
J. ROBERT JONES 1205 W PECAN MIDLAND, TX 79705	1.868917%
ROBERT B. FARNHAM ST MARYS POINT 16757 S. 25TH ST LAKELAND, MN 55043	0.102790%
CHARLES WELLS FARNHAM JR ST MARYS POINT 16825 S. 25TH ST LAKELAND, MN 55043	0.102790%
LOUIS W. HILL JR PO BOX 64704 ST. PAUL, MN 55164	2.466971%

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1.233484% RALPH A BARD JR. TRUSTEE (FKA RALPH A. BARD, JR. TRUST) U/A/D FEBRUARY 12, 1983 **SUITE 2320** 135 S. LA SALLE ST. CHICAGO, IL 60603-4108 8.061201% RALPH AUSTIN BARD JR. (FKA RALPH A. BARD, JR. TRUST) TRUSTEE U/A/D 7-25-49 135 S. LA SALLE STREET **SUITE 2320** CHICAGO, IL 60603-4108 0.251294% GUY R. BRAINARD JR. TRUSTEE, OF THE GUY R. BRAINARD JR TRUST DATED 9/9/82 **RR 6 BOX 281** BROKEN ARROW, OK 74014 3.737834% RALPH U. FITTING JR, TRUST **PO BOX 782** MIDLAND, TX 79702 0.626723% SABINE ROYALTY TRUST C/O PACIFIC ENTERPRISES **ABC CORPORATION** ATTN: SARA WILLIAMS 3131 TURTLE CREEK BLVD. **DALLAS, TX 75219** 1.021342% JUDITH SHAW TRUST U/A/D 4-14-66 THOMASVILLE RT. BOX 60-B BIRCH TREE, MO 65438 0.164464% NANCY C. BARD LISA BARD FIELD SHARON BARD WAILES & TRAVIS **BARD IND & COLLECTIVELY AS** CO TRUSTEES U/C/O DTD 10-7-86 609 RICHARDS LAKE RD. FT COLLINS, CO 80524 • 0.822323% ELIZABETH T. ISHAM TRUST ROBERT T. ISHAM & G.S. ISHAM & FIRST NATL BANK OF CHICAGO TRUST 8150 N. CENTRAL EXPY, STE 1211 DALLAS, TX 75206-1831 1.268039% \ ROGER D. SHAW JR, TRUST U/A/D 8-27-62 THOMASVILLE RT. BOX 60-B BIRCH TREE, MO 65438 1.268039% WILLIAM W. SHAW TRUST U/A/D 12-28-63 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438

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DIANE DERRY 736 HINMAN AVE #1W EVANSTON, IL 60202

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JOAN DERRY P.O. BOX 866 TESUQUE, NM 87574

ANTHONY BARD BOAND BANK OF AMERICA ILLINOIS ATTN: DEAN KELLY PO BOX 2081 CHICAGO, IL 60690

DOROTHY M. DERRY 2648 E WORKMAN AVE., STE 211 W. COVINA, CA 91791

KEYES BABER PROPERTIES C/O TX COMMERCE BANK MIDLAND ACCT #50-1532-00 PO BOX 209829 HOUSTON, TX 77216

GEORGE A. RANNEY 17370 WEST CASEY ROAD LIBERTYVILLE, IL 60048

FREDERICK F. WEBSTER JR (FKA WEBSTER PROPERTIES PARTN) 945 WOODLAND DRIVE GLENVIEW, IL 60025

F F WEBSTER IV TRUST ESTATE (FKA WEBSTER PROPERTIES PARTN) C/O COLORADO NATL BANK P.O. BOX 17532 DENVER, CO 80217

JOHN I. SHAW JR TRUST U/A/D 1-2-57 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438

SUSANNE SHAW TRUST U/A/D 9/11/53 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438

ARCH W. SHAW II TRUST U/A/D 2/1/71 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438

BRUCE P. SHAW TRUST U/A/D 6/8/72 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438 0.139272% 🔪

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0.832603% NORMAN L. HAY JR., TRUSTEE OF THE NORMAN L. HAY JR GS TRUST 3208 ELDON LN WACO, TX 76710 0.520755% EDWARD L. RYERSON JR TRUST (FKA EDWARD L. RYERSON) CAMBRIDGE TRUST CO TRUSTEE ATTN: DAVID STRACHAN 1336 MASSACHUSETTS AVE CAMBRIDGE, MA 02138-3829 MARGARET STUART HART 0.774329% NORTHERN TRUST BANK/LAKE FOREST & MARGARET STUART HART CO-TRUSTEE **U/A ROBERT DOUGLAS STUART** PO BOX 226270 DALLAS, TX 75222 0.774329% **ROBERT DOUGLAS STUART JR** NORTHERN TRUST BANK/LAKE FOREST & ROBERT DOUGLAS STUART JR CO-TRUSTEE U/A ROBERT D. STUART PO BOX 226270 DALLAS, TX 75222 0.774329% ANNE STUART BATCHELDER, TRUST. FIRST NATL BANK OF CHICAGO & U/A ROBERT DOUGLAS STUART ATTN: GAYLE COTTON 8150 N CENTRAL EXPY STE 1211 DALLAS, TX 75206 0.774329% HARRIET STUART SPENCER FIRST NATL BANK OF CHICAGO & 100.00000% **U/A ROBERT DOUGLAS STUART** TOTAL ATTN: GAYLE COTTON 8150 N CENTRAL EXPY, STE 1211 DALLAS, TX 75206

-8-



SAN ILIAN DIVISION

CERTIFIED MAIL-RETURN RECEIPT

To Working Interest Owners (see attached Exhibit "A")

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RE:

14.19.2.91

and the second

Scott # 24 Well Pennsylvanian formation Proposed depth 14,000' ALL Section 9, T31N-R10W 636.01 acres, more or less San Juan County, New Mexico

Att Tort

April 29, 1997

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LAND ADMINISTRATION

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Gentlemen:

Burlington Resources Oil & Gas Company (Burlington) proposed to drill and complete the captioned well in the Pennsylvanian formation at a legal location in the NW/4 (SE/4 NW/4) of Section 9, T31N-R10W, with a proposed depth of 14,000^{*}. Attached for your consideration and approval is one (1) copy of our Well Cost Estimate to drill and complete the subject well for \$2,316,973.00.

The ownership schedule for the subject well is listed on the attached Exhibit "A".

An Operating Agreement is enclosed for your review and approval.

If you wish to participate in the drilling of the above referenced well, please verify your interest and return the following within thirty (30) days to the undersigned:

- 1. One (1) executed copy of this letter
- 2. One (1) executed copy of the Well Cost Estimate
- 3. One (1) executed signature page for the Operating Agreement dated April 1, 1997.

3535 East 30th St., 87402-8801, P.O. Box 4289, Farmington, New Mexico 87499-4289, Telephone 505-326-9700, Fax 505-326-9833

. net propagation and a large a set of ي الم S. . . . 1.13 DEST ----- Secon ki starta. . Sien land Contraction of the second A CARLES الم المساد Scott #24 Well Star Treas AL DESIGNATION April 29, 1997 Page 2 ALL STRATE 11 s in 1 . . a name the contract 1.11 a sego ter missinger and the second aster to Your prompt attention to this proposal is requested as we plan to begin operations in the near finture. Mease advise in writing if you do not wish to participate we all them ALL PROPERTY AND A STATE And the second Saula Saula States and a second 400 A 24 ames R. J. Strickler C Senior Staff Landman (505) 326-9756 JRS:dg scott24 and the second The undersigned hereby elects this 30 day of MAY , 1997, to participate in and pay its proportionate share of the actual well costs for the drilling and completion of the Scott #24, as correctly shown on Exhibit "A". subject to the terms of the November 27, 1951 Farmout and Operating Agreement by and between Brookhaven 011 Company and San Juan Production Company as COMPANY/OWNER: amended and XX plemented. BY: Une Precident Explore TTTLE: 1. i i est 1. **1**. 13 1 Carling Carl ر با ایند مسال و در اینموهشد میرد. در اینده مشار و در ایناموهشد میرد متشقت أيوار mana 20.0

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				2 Houston Center 909 Fannin, Suite 2200		••• 			9
				Houston, Texas 77010 Attention: Susan James					
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		3.		option to have a representative of pen access to the rig.	a location for log	ging, coring and te	sting. We also	CHEFTE	
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April 22, 1997

Lee Wayne Moore and JoAnn Montgomery Moore Trustees of the Moore Loyal Trust, U/T/A dated August 20, 1979 403 N. Marienfield Midland, TX 79701

> RE: Acreage Support Proposal Deep Penn Test T31N, R10W T31N, R11W Arch Rock Prospect San Juan County, New Mexico

Gentlemen:

Burlington Resources Oil & Gas Company (Burlington) is in need of your acreage support for a high risk 14,000' Penn test. Mr. Lee Wayne Moore, you acquired your interest in the subject lands in 1955. The Deep Penn was never contemplated in 1955, especially with the possibility of encountering H2S and other environmental liabilities. We strongly recommend that you consider a Farmout of the interest as a prudent business decision and limit the Trust's liability. If our efforts bear success then the interest will bring in new revenues to help replace the old production on the subject lands. We solicit your cooperation to allow Burlington to take the risk. Please find enclosed a Farmout Proposal covering your acreage in the subject project. Burlington would also like to offer the following alternatives to a farmout for your consideration:

- 1.) Purchase all your non-productive leasehold rights owned and set forth on the attached Exhibit "A" to the farmout letter. The terms offerd are \$100.00 per net acre plus a 5% overriding Royalty (but in no event delivering less than an 80% Net Revenue Interest Lease) proportionality reduced. The depths covered by an assignment shall include all your rights below the base of the Mesaverde formation. The bonus consideration for your acreage is \$14,927.00 (149.27 Net Acres).
- 2.) Participate with your interest in the drilling and completion of a 14,000' Penn Test with an estimated cost of \$2,316,973.00 (see attached letter with AFE and JOA). The well will be covered by a mutually acceptable AAPL Model Form 610-1982 Operating Agreement with a 400% non-consent penalty and no Preferential Right to Purchase Provision. The JOA shall cover a 640 acre drill block section.

Moore Loyal Trust April 22, 1997 Page 2

Burlington is hopeful that you will find one of the above offers including the farmout proposal to your satisfaction. As always time is of the essence on putting together this type of prospect. Please respond with your election to one of our proposals within thirty (30) days of your receipt or sooner if possible.

We look forward to hearing from you soon and please don't hesitate to call me at (505) 326-9756 if you should have any questions.

Yours very truly,

James R.J. Strickler Senior Staff Landman

JRS/II farm_mor

Participate for the Moore Loyal Trust proportionate share of a deep test well located in Section 8, T31N-R10W. Please see the attached AFE and Operating Agreement.

Sell the Moore Loyal Trust interest in the referenced leases below the base of the Mesaverde formation to Burlington Resources for \$100.00 per net acre retaining a 5% overriding royalty interest, proportionately reduced.

Farmout the Moore Loyal Trust interest in t he prospect as outlined on the attached Farmout letter.

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1997.

LEE WAYNE MOORE AND JOANN MONTGOMERY MOORE, TRUSTEES OF THE MOORE LOYAL TRUST, U/T/A dated August 20, 1979

By:_____

Name: _____ Lee Wayne Moore, Trustee

By:_____

Name: JoAnn Montgomery Moore, Trustee



April 1, 1997

Total Minatome Corporation Attn: Ms. Deborah Gilchrist, Land Manager 2 Houston Center, Suite 2000 P.O. Box 4326 Houston, TX 77210-4326

RE: GLA-46 Amendment San Juan County, New Mexico

Dear Ms. Gilchrist:

On November 27, 1951, Brookhaven Oil Company and San Juan Production Company entered into an Operating Agreement pertaining to certain lands in San Juan County, New Mexico. Said Agreement, as amended, provided for the drilling of Mesaverde wells by San Juan Production Company and the recovery of Brookhaven's share of the cost of drilling such wells subject to the limitations and in accordance with the provisions of said Agreement.

Total Minatome Corporation (Total) in consideration for Burlington Resources Oil & Gas Company (Burlington) showing Total proprietary geology, 2D and 3D seismic for the purpose of exploring and drilling for a deep gas Pennsylvanian well located in the SE/4 of Section 8, T31N, R10W, (Arch Rock Prospect) San Juan County, New Mexico, agrees to amend the November 27, 1951 Operating Agreement. Total and Burlington shall set a mutually agreeable time and place to show Total management the Arch Rock prospect geology and seismic which will include a data and well package, on or before April 19, 1997. Total, after said prospect review shall have a fifteen (15) day election period to either 1) participate in the drilling and completion of a Pennsylvanian well in Section 8, T31N, R10W, San Juan County, New Mexico, or 2) Farmout its interest in the Arch Rock Prospect on those certain terms and conditions outlined on Exhibit "A" to this Letter Agreement.

By this Letter Total Minatome Corporation as successors in interest to Lear Petroleum Partners Operating Company, L.P. (formerly Brookhaven Oil Company) and Burlington Resources Oil & Gas Company (formerly El Paso Gas Company) as successor in interest to San Juan Production Company, do hereby evidence the Amendment to the Operating Agreement dated November 27, 1951 as amended to provide for the following:

......

Total Minatome April 1, 1997 Page 2

Total agrees to amend the Operating Agreement dated November 27, 1951, by deleting paragraphs 5-14, Exhibit "C" (Accounting Procedure) and the August 8, 1986 Letter Agreement (Gas Balancing Agreement) in its entirety, and replacing with the attached Exhibit "B", AAPL Model Form 610 1982 Operating Agreement. Said Operating Agreement provides among other things with the following:

- 1. 400% Non-Consent Penalty
- 2. \$25,000 Limitation of Expenditure
- 3. 1984 COPAS Accounting Procedure
- 4. The Preferential Right to Purchase Provision deleted
- 5. Gas Balancing Agreement.
- 6. Effective Date, April 1, 1997

Please evidence your acceptance of the foregoing by signing and returning a copy of this letter to the undersigned within fifteen (15) days of your receipt.

Yours very truly,

Burlington Resources Oil & Gas Company

By:

James R.J. Strickler Senior Staff Landman

JRS/dg amend_27

Agreed to and Accepted this ______ day of ______, 1997.

TOTAL MINATOME CORPORATION

By: _____

Title: _____



February 7, 1997

Total Minatome Corporation Attn: Ms. Deborah Gilchrist. Land Manager 2 Houston Center, Suite 2000 P.O. Box 4326

Houston, TX 77210-4326

RE: Acreage Support Proposal Deep Penn Test T31N, R10W T31N, R11W Arch Rock Prospect San Juan County, New Mexico

Gentlemen:

Burlington Resources Oil & Gas Company (Burlington) is in need of your acreage support for a hig: risk 14,000' Penn test. Please find enclosed a Farmout Proposal covering your acreage in the subject project. Burlington would also like to offer the following alternatives to a farmout for you consideration.

- 1.) Purchase all your non-productive leasehold rights owned by Total and set forth on the attached Exhibit "A" to the farmout letter. The terms offerd are \$50.00 per net acre plus a 5% overriding Royalt, (but in no event delivering less than an 80% Net Revenue Interest Lease) proportionality reduced. The depths covered by an assignment shall include all your rights below the base of the Mesaverde formation The bonus consideration for your acreage is \$21,446.00 (428.89 Net Acres).
- 2.) Participate with your interest in the drilling and completion of a 14,000' Penn Test with an estimated Dry Hole Cost of \$1,911,700.00 and 600,000.00 completion costs for a total of 2,511,700.00. The well will be covered by a mutually acceptable AAPI Model Form 610-1982 Operating Agreement with a 400% non-consent penalty and n Preferential Right Provision. The JOA shall cover a 640 acre drill block section.

Burlington is hopeful that you will find one of the above offers including the farmout proposal your satisfaction. As always time is of the essence on putting together this type of prospect. Plea respond with your election to our proposals within thirty (30) days of your receipt or sooner possible.

We look forward to hearing from you soon and please don't hesitate to call me at (505) $326-975\epsilon$ you should have any questions.

Yours very truly,

James R.J. Strickler Senior Staff Landman

JRS/dg farmtotl.doc cc: J. Kirby Berry, VP Land Total Minatome Page 2

 Participate for Total's proportionate share in any deep test well in which my acreage is included in a spacing unit. Please send me an Afe and Operating Agreement.
 Sell Total's interest in the referenced leases below the base of the Mesaverde formation to Burlington Resources for \$50.00 per net acre retaining a 5% overriding royalty interest, proportionately reduced.
 Farmout Total's interest in t he prospect as outlined on the attached farmout letter.

Agreed to and accepted this _____ 1997.

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BY:

Cost Estimate

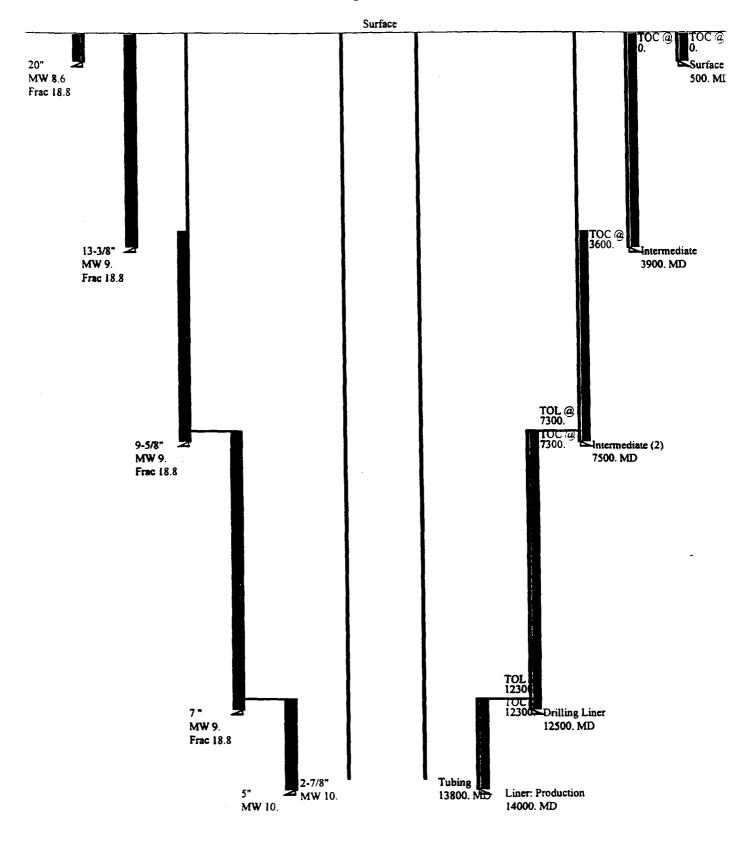
Vell Name:	Arch Rock #1 Prepared By: K					
ocation:	Section XX, T-31-N, R-10-W Date:	1/9/97				
FE Type:	(02) Exploration Approved By:					
ormation:	Pennsylvanian Date:					
roposed TD:	14,000' Intermediate TD: 3900', 7500' Area Team: Penn Cost/fi:	\$136.55/ft				
omments:	Case #1. Dry Hole. Includes Plug and Abandoment.					
	Maximum Reservoir Evaluation Cost Estimate.					
	Intangible Costs					
		Total				
Account	Estimated Days:60	Estimated				
Number		Cost				
248	-					
03	Location Cost 4.9 Acre location per Construction Dept. Estimate.	20.00				
	30" Conductor Pipe. Pre-Set.	15.00				
05	Move-in, Move-out Move out.	100.00				
07	Rig Cost 60 days @ \$7000/day.	446.00				
08	Safety Equipment Standby Safety 15 days 2-man crew 24 hour @ \$600/day.	9,6				
10	Drilling Fluid LSND and Dispersed mud systems. Lost circulation considered.	45.0				
	Solids control equipment. 60 days at \$1400/day.	89,5				
	***************************************	22.5				
16	7 days air drilling 4500 cfm (7 comp, 3 boost, 1 mist) @ \$3000/day). Fresh/Salt Water, Fluids	50,0				
-		*******************				
17	Bits (1) 14-3/4" Re-tip, (1) 26" HO. (2) 17-1/2", (2) 12-1/4", (7) 8-3-/4", (6) 6-1/8" bits.	145,5				
18	Cementing HES Cost Estimate.	98.0				
	Plug and Abandoment.	40,0				
22	Coring and Analysis Baker Hughes Integ Paradox 60' Core.	5,6				
	Reservoir Inc. Analysis. Geologist Estimate.	20,0				
23	Fuel Rig Package. 60 days @ 1200 gal/day @ \$1.20/gal.	92,0				
	Air Package. 15 gal/hr per unit @ \$1.20/gal.	18,5				
25	Rentais BOP Rentai 20 days @ \$500/day.	11,0				
	Miscellaneous.	10,0				
26	Fishing	***				
28	Other Rentals	5,0				
29	Transportation	10,0				
32	Directional Services					
33	Inspection	5,0				
34	Logging Services Schlumberger 500"-7500" Logs.	21,				
	Schlumberger 7500'-12.500' Logs.	21.5				
	Schlumberger 12,500'-14,000' Logs.	67,0				
	Schlumberger 12,500'-14,000' Sidewall Cores.	17,5				
	Mudlogging 35 days @ \$650/day.	24,5				
36	Production Testing					
37	Swabbing, Snubbing, Coiled Tubing					
39	Stimulation	***				
43	Consultants					
44	Technical Contract Services HES Drill Stem Test Cost Estimate.	5,0				
45	Roustabout Labor Casing Crews, Welders.	20,0				
46	Miscellaneous	5,0				
49	Packer Rental					
53	Environmental Cost	 2,!				
55 54	Disposal Cost Trash baskets, Toilets.					
54 60		<u>-</u> 5,0				
72	· · · · · · · · · · · · · · · · · · ·	******************				
12	Overhead Rig Days 60 days @ \$141/day	8,				

	Tangible Costs						
80	Casing	National Oilwell Casing Price.	411,000				
81	Tubing		0				
84	Casing & Tubing Equipment	Baker 7"X9-5/8" 6-Slip CM6 Liner Hanger.	13,000				
86	Wellhead Equipment	20"X13-3/8"X9-5/8" (10,000 PSI) Casing Hanger.	30,000				
	Total Tangible Cost		\$454,000				

Total Cost

Arch Rock #1 - Case #1

Casing Schematic





February 7, 1997

Total Minatome Corporation Attn: Ms. Deborah Gilchrist, Land Manager 2 Houston Center, Suite 2000 P.O. Box 4326 Houston, TX 77210-4326

> RE: Farmout Letter of Intent Sections 13-24: T31N, R10W Section 2, T31N, R11W Arch Rock Prospect San Juan County, New Mexico

Gentlemen:

Burlington Resources Oil & Gas Company (hereinafter referred to as "Burlington") hereby requests that you grant a Farmout Agreement of the interest of Total Minatome Corporation (hereinafter referred to as "Total") in Sections 3-24: T31N, R10W, and Section 2: T31N, R11W, San Juan County, New Mexico, insofar as Total's interest covers undeveloped depths below the base of the Mesaverde formation (hereinafter referred to as the "Farmout Lands"), on the following terms and conditions:

- On or before July 1, 1997, Burlington will have the right to commence drilling of an Initial Test Well at a legal location in Section 8, 15 or 16 T31N, R10W, San Juan County, New Mexico, and drill said Initial Test Well with due diligence to a depth of 14,000', or a depth sufficient to penetrate and test the Pennsylvanian formation, whichever is the lesser depth. Please see the attached Exhibit "A" identifying Total's leasehold acreage in the farmout lands.
- 2) If the Initial Test Well is completed in the Farmout Lands as a commercial producer of oil and/or gas, Burlington will earn an assignment of 100% of Total's interest, if any, within the production unit established for the Initial Test Well, reserving to Total an overriding royalty equal to 5% of 8/8 on any lease (but in no event delivering less than an 80% net revenue interest), of all oil, gas and other minerals allocated to production from the farmout lease, proportionately reduced.

At payout of said Initial Test Well, Total shall have the option to convert the reserved overriding royalty to a 25% working interest proportionately reduced. Burlington shall notify Total by mail when payout of the earning well occurs, and Total shall have 30 days from receipt of such notice to elect to convert its Overriding Royalty Interest into a Working Interest herein provided or retain its Overriding Royalty Interest.

3) In the event the Initial Test Well is drilled in a timely manner set out above, Burlington will earn the right to drill an Option Well at another location within the Farmout Lands, or acreage pooled therewith, within 365 days from the date of drilling rig release on the Initial Test Well, and earn an assignment of Total's interest in the Option Well's production unit under the same terms and conditions as for the Initial Test Well. There is a possibility of H₂S gas which necessitates the building of a treatment plant and appropriate infrastructure to produce a sour Pennsylvanian well. The Option Well to be drilled to the same depth and formation as the Initial Test Well. Burlington is contemplating 640 acre spacing with 1200' set backs from the sections or Unit Lines for Pennsylvanian production.

1

4) Burlington shall have the right and option to earn the remainder of Total's leasehold in the Farmout Lands, on a unit by unit basis, under the same terms and conditions as the Initial Test Well by allowing not more than one hundred eighty (180) days to elapse between completion of one Option Well and commencement of another Option Well. The 180 day continuous development program shall be extended by an additional 180 days in the event the BLM and NMOCD, other regulatory agency or force majeure delay the timely issue of permits necessary to drill on the Farmout Lands. The reason for this extension is the BLM indicates an Environmental Impact Statement (EIS) may be required in the event a successful discovery well is drilled and completed. This possibility would delay the approval of the permits to drill additional wells on the Farmout lands within the original 180 day time frame.

Total Minatome February 7, 1997 Page 3

- 5) Burlington agrees to use good field practice and industry standards in the drilling of each well. Burlington further agrees to furnish to Total the well data as set out in Total's Well Data Requirement Sheet (limited to data scheduled to be obtained in Burlington's drilling and completion program).
- 6) Total and Burlington agree to enter into a definitive Farmout Agreement that will 1) describe in more detail the terms and conditions under which Total is farming out its lands to Burlington, 2) includes as an exhibit an AAPL Model Form 610-1982 Operating Agreement with a 400% non-consent penalty and no preferential right provision, and 3) supersede and replace this Option Farmout Letter of Intent in its entirety.
- 7) Failure of Burlington to drill the Initial Test Well will result in a forfeiture of Burlington's right to earn an assignment of Total's leasehold interest under this Agreement.
- 8) In the event Burlington is unable to reach the intended depth in any Initial Test Well or any Option Well, because further drilling becomes impractical, Burlington may commence to drill a substitute well within 90 days and, if completed as a commercial producer, earn the rights that would have been earned by the well for which it is a substitute.
- 9) Burlington may assign part of any interest earned hereunder to Conoco Inc., but may not assign part of any such interest to any other party without the consent of Total.

All operations shall be conducted at Burlington's sole expense and in a proper and workmanlike manner and in accordance with all applicable laws and regulations of the constituted authorities, and Burlington shall defend, indemnify and hold Total and its officers, directors, agents, employees and invitees harmless from all liability for damage Total Minatome February 7, 1997 Page 4

(including attorney's fees) to the person (including death) and/or property of all persons arising from Burlington's performance or non-performance of operations conducted hereunder.

If this Option Farmout Letter of Intent meets with your approval, please execute a copy of same and return to the undersigned within thirty (30) days from the date hereof. Please respond sooner if at all possible to allow us time to overcome the regulatory and logistical hurdles necessary to permit and drill the Initial Test Well. . If you should have any questions concerning our Farmout request, please call me at (505) 326-9756.

Yours very truly,

Burlington Resources Oil & Gas Company

Bv:

James R.J. Strickler Senior Staff Landman

JRS/dg farmtotl.doc

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1997.

TOTAL MINATOME CORPORATION

By:_____

Title:_____

EXHIBIT "A"

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TOTAL MINATOME CORPORATION ARCH ROCK PROSPECT

Township 31 North, Range 10 West, N.M.P.M. Section 3: Lot 4 South and East of River, Lots 5 thru 9, S/2NW/4 Section 4: Lot 5, E/2SW/4, NW/4SW/4 and Part SW/4NW/4 Section 8: Lots 1,2,4 and 5 Section 9: Lots 1,2, NE/4NW/4 Section 13: Lots 3 and 4 Section 14: Lot 10, SW/4NW/4, NW/4SW/4, E/2SW/4 Section 15: SE/4NW/4 Section 16: NW/4NE/4, SE/4NE/4, SE/4NW/4, NW/4SW/4, SE/4SW/4, NW/4SE/4, S/2SE/4 Section 17: Lots 1 thru 10 Section 23: NW/4NE/4, NE/4NW/4, NE/4SE/4 Section 24: NW/4SW/4 Township 31 North, Range 11 West, N.M.P.M. Section 2: SE/4SW/4 San Juan County, New Mexico

2

Total Gross Acres2,300.78Total Net Acres428.89Tract % InterestVaries from 10.00% to
37.08%



December 2, 1996

Louis W. Hill c/o Colorado National Bank ATTN: LINN WILLERS P.O. Box 17532 Denver, CO 80217

RE: CORRECTION TO BURLINGTON RESOURCES OIL & GAS COMPANY OFFER TO PURCHASE NON-PRODUCING INTEREST AND REQUEST TO PARTICIPATE IN DEEP TEST WELL DATED NOVEMBER 20, 1996

FEDERAL LEASE SF 078389 <u>T31N-R10W. NMPM</u> Section 3: Lots 10 thru 13, SW¼ Section 4: SE¼ Section 9: Lots 3 thru 12, N½NE¼ Section 10: Lots 1 thru 7, NW¼NW¼ Containing 1255.18 acres

FEDERAL LEASE SF 078389-A <u>T31N-R10W, NMPM</u> Section 11: Lots 1 thru 16 Section 12: Lots 1 thru 8 and 10 thru 15 Containing 1116.96 acres San Juan County, New Mexico

Dear Mr. Hill:

In Burlington Resource's offer letter dated November 20, 1996 the lands described above in Sections 3, 4, 9 and 10, T31N-R10W, NMPM were erroneously labeled as STATE AND FEE LANDS. These lands are under FEDERAL LEASE SF 078389 as shown above.

Please accept my apology if this error has caused you any confusion.

If you have any questions, please give me a call at (970) 259-5242.

BURINGTON RESOURCES OIL AND GAS COMPANY

Walter S. Parks Contract Landman P.O. Box 2435, Durango, CO 81302



December 2, 1996

Walter B. Farnham P.O. Box 494 Norwood, CO 81423

RE: CORRECTION TO BURLINGTON RESOURCES OIL & GAS COMPANY OFFER TO PURCHASE NON-PRODUCING INTEREST AND REQUEST TO PARTICIPATE IN DEEP TEST WELL DATED NOVEMBER 20, 1996

FEDERAL LEASE SF 078389 <u>T31N-R10W. NMPM</u> Section 3: Lots 10 thru 13, SW¼ Section 4: SE¼ Section 9: Lots 3 thru 12, N½NE¼ Section 10: Lots 1 thru 7, NW¼NW¼ Containing 1255.18 acres

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San Juan County, New Mexico

Dear Mr. Farnham:

In Burlington Resource's offer letter dated November 20, 1996 the lands described above in Sections 3, 4, 9 and 10, T31N-R10W, NMPM were erroneously labeled as STATE AND FEE LANDS. These lands are under FEDERAL LEASE SF 078389 as shown above.

Please accept my apology if this error has caused you any confusion.

If you have any questions, please give me a call at (970) 259-5242.

BURLINGTON RESOURCES OIL AND GAS COMPANY

Walter S. Parks

Walter S. Parks Contract Landman P.O. Box 2435 Durango, CO 81302



November 20, 1996

Walter B. Farnham P.O. Box 494 Norwood, CO 81423

RE: BURLINGTON RESOURCES OIL & GAS COMPANY OFFER TO PURCHASE NON-PRODUCING INTEREST AND/OR REQUEST TO PARTICIPATE IN DEEP TEST WELL

State and Fee Leases <u>T31N-R10W. NMPM</u> Section 3: Lots 10 thru 13, SW¼ Section 4: SE¼ Section 9: Lots 3 thru 12, N½NE¼ Section 10: Lots 1 thru 7, NW¼NW¼ Containing 1255.18 acres

FEDERAL LEASE SF 078389-A <u>T31N-R10W. NMPM</u> Section 11: Lots 1 thru 16 Section 12: Lots 1 thru 8 and 10 thru 15 Containing 1116.96 acres

San Juan County, New Mexico

Dear Mr. Farnham:

Sometime in the first quarter of 1997 Burlington Resources Oil & Gas Company is planning to drill a deep test well (below the currently deepest producing horizon) to evaluate the Pennsylvanian formation (approximately 14,000 feet) in a prospect that includes the referenced lands and leases that you own a working interest in. This well is very high risk (10% success probability) and very expensive (Estimated 1.2 Million dry hole cost; \$1.7 Million through completion).

This well will have a proposed 640 acre spacing unit and as a working interest owner you will have the right to participate in the well for your proportionate share of your acreage within the spacing unit. The parties will enter into a mutually acceptable AAPL Form 610-1982 Operating Agreement providing for a 400% non-consent penalty and with the right to purchase provision deleted.

Burlington Resources Deep Test Well and Offer to Purchase Page 2

If you do not wish to participate in this well, the offer Burlington Resources previously made to purchase your 0.1375% interest in the operating rights below the base of the Mesa Verde formation in the referenced lands and leases for \$200.00 is still extended. In addition, Burlington Resources agrees that you can retain a 2% overriding royalty interest in any lands and leases purchased.

Please indicate below the option you wish to proceed with in relation to this proposed deep test well and return this letter to me in the enclosed, self-addressed, stamped envelope within 15 days of receipt.

If you have any questions, please give me a call at (970) 259-5242.

BURLINGTON RESOURCES OIL & GAS COMPANY

Walter S. Parks Contract Landman P.O. Box 2435 Durango, CO 81302

I wish to participate for my proportionate share in any deep test well in which my acreage is included in a spacing unit. Please send me an AFE and Operating Agreement.

I wish to sell my interest in the referenced lands and leases below the base of the Mesa Verde formation to Burlington Resources for \$200.00 retaining a 2% overriding royalty interest.

AGREED TO AND ACCEPTED THIS ____ DAY OF _____, 1996.

Walter B. Farnham



November 20, 1996

Louis W. Hill P.O. Box 64704 St. Paul, MN 55164

RE: BURLINGTON RESOURCES OIL & GAS COMPANY OFFER TO PURCHASE NON-PRODUCING INTEREST AND/OR REQUEST TO PARTICIPATE IN DEEP TEST WELL

State and Fee Leases <u>T31N-R10W, NMPM</u> Section 3: Lots 10 thru 13, SW¼ Section 4: SE¼ Section 9: Lots 3 thru 12, N½NE¼ Section 10: Lots 1 thru 7, NW¼NW¼ Containing 1255.18 acres

FEDERAL LEASE SF 078389-A <u>T31N-R10W, NMPM</u> Section 11: Lots 1 thru 16 Section 12: Lots 1 thru 8 and 10 thru 15 Containing 1116.96 acres

San Juan County, New Mexico

Dear Mr. Hill:

Sometime in the first quarter of 1997 Burlington Resources Oil & Gas Company is planning to drill a deep test well (below the currently deepest producing horizon) to evaluate the Pennsylvanian formation (approximately 14,000 feet) in a prospect that includes the referenced lands and leases that you own a working interest in. This well is very high risk (10% success probability) and very expensive (Estimated 1.2 Million dry hole cost; \$1.7 Million through completion).

This well will have a proposed 640 acre spacing unit and as a working interest owner you will have the right to participate in the well for your proportionate share of your acreage within the spacing unit. The parties will enter into a mutually acceptable AAPL Form 610-1982 Operating Agreement providing for a 400% non-consent penalty and with the preferential right to purchase provision deleted.

Burlington Resources Deep Test Well and Offer to Purchase Page 2

If you do not wish to participate in this well, Burlington Resources is offering to purchase your interest in the referenced lands below the Mesa Verde formation for \$50.00 per net acre with you retaining a 2% overriding royalty interest in all lands purchased. According to our records you own a 3.30% or 78.2806 net acre interest in the operating rights below the base of the Mesa Verde Formation. This would make the total offer to purchase your interest \$3,914.03.

Please indicate below the option you wish to proceed with in relation to this proposed deep test well and return this letter to me in the enclosed, self-addressed, stamped envelope within 15 days of receipt.

If you have any questions, please give me a call at (970) 259-5242.

BURLINGTON RESOURCES OIL & GAS COMPANY

Walter S. Parks Contract Landman P.O. Box 2435 Durango, CO 81302

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I wish to participate for my proportionate share in any deep test well in which my acreage is included in a spacing unit. Please send me an AFE and Operating Agreement.

I wish to sell my interest in the referenced leases below the base of the Mesa Verde formation to Burlington Resources for \$50.00 per net acre retaining a 2% overriding royalty interest.

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1996.

Louis W. Hill



September 10, 1996

Louis W. Hill P.O. Box 64704 St. Paul, MN 55164

RE: BURLINGTON RESOURCES OIL & GAS COMPANY OFFER TO PURCHASE NON-PRODUCING INTEREST

FEDERAL LEASE SF 078389 <u>T31N-R10W, NMPM</u> Section 3: Lots 10 thru 13, SW¹/₄ Section 4: SE¹/₄ Section 9: Lots 3 thru 12, N¹/₂NE¹/₄ Section 10: Lots 1 thru 7, NW¹/₄NW¹/₄ Containing 1255.18 acres

FEDERAL LEASE SF 078389-A <u>T31N-R10W, NMPM</u> Section 11: Lots 1 thru 16 Section 12: Lots 1 thru 8 and 10 thru 15 Containing 1116.96 acres

San Juan County, New Mexico

Dear Mr. Hill:

Please be advised that Meridian Oil Inc. changed its name to Burlington Resources Oil & Gas Company July 11, 1996.

Burlington Resources is now in the process of divesting a large number of properties in the San Juan Basin so that it can concentrate on the development of a core area that includes the two referenced Federal Leases that you own an interest in.

According to our records you own 3.30% or a 78.2806 net acre interest in the non-producing operating rights. Your interest in these operating rights is located below any producing formations (below Mesa Verde Formation) and is separate from the overriding royalty interest you own in the producing shallow formations (Surface to the base of the Mesa Verde Formation).

Burlington Resources Oil & Gas Company Offer to Purchase Non-Producing Interest of Louis W. Hill SF 078389 and SF 078389-A September 10, 1996 Page 2 of 2

On June 18, 1996 I sent you an offer to purchase your non-producing interest in the SF 078389 Lease for \$250.00. The offer being made to you now is to purchase your non-producing interest in both the SF 078389 and the SF 078389-A leases for \$20.00 per net acre for a total of \$1,565.51.

If you are interested in selling your non-producing operating rights to Burlington Resources, please sign below and return this letter in the enclosed, self-addressed, stamped envelope. As soon as Burlington receives your signed letter, you will be sent the assignment forms. Once these are executed and accepted by Burlington, you will be sent a check in the amount of \$1,565.51.

If you have any questions, please give me a call COLLECT at (970)259-5242 in Durango, Colorado.

BURLINGTON RESOURCES OIL & GAS COMPANY

Walter S. Parks Contract Landman

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1996.

Louis W. Hill

MERIDIAN OIL

Moore Loyal Trust Attn: Tom Moore 403 North Marienfeld Midland, TX 79701

> RE: MERIDIAN OIL INC. OFFER TO PURCHASE NON-PRODUCING INTEREST <u>T31N-R10W, NMPM</u> Sections 4, 8, 9, 13, 15, 16, 17 & 23 San Juan County, New Mexico

Dear Mr. Moore:

According to our records you own a 1.562500% interest in the operating rights in the referenced acreage. Your interest in operating rights is located below any producing formations and is separate from the interest you own in the producing shallow formations. Meridian Oil Inc. is operator of the wells and owner of the operating rights in this lease in the producing formations.

In an effort to consolidate the lease record, Meridian would like to purchase your nonproducing interest in this acreage for \$200.00 total.

If you are interested in selling your non-producing operating rights to Meridian, please sign below and return this letter in the enclosed self-addressed stamped envelope. As soon as Meridian receives your signed letter, you will be sent the assignment forms. Once these are executed and accepted by Meridian, you will be sent a check in the amount of the purchase price.

If you have any questions, please contact John Zent at (505) 326-9758.

:

MERIDIAN OIL INC.

Regional Landman

AGREED TO AND ACCEPTED THIS _____ DAY OF _____, 1996.

Mr. Tom Moore



Certified Mail-Return Receipt Requested

Walter B. Farnham P.O. Box 850 Telluride, CO 81435

> RE: MERIDIAN OIL INC. OFFER TO PURCHASE NON-PRODUCING INTEREST FEDERAL LEASE SF 078389 <u>T31N-R10W, NMPM</u> Section 3: Lots 10 thru 13, SW/4 Section 4: SE/4 Section 9: Lots 3 thru 12, N/2 NE/4 Section 10: Lots 1 thru 7, NW/4 NW/4 San Juan County, New Mexico

Dear Mr. Farnham:

According to our records you own a 0.1375% interest in the operating rights in the referenced Federal Lease. Your interest in operating rights is located below any producing formations and is separate from the interest you own in the producing shallow formations. Meridian Oil Inc. is operator of the wells and owner of the operating rights in this lease in the producing formations.

In an effort to consolidate the lease record, Meridian would like to purchase your non-producing interest in this lease for \$100.00.

If you are interested in selling your non-producing operating rights to Meridian, please sign below and return this letter in the enclosed self-addressed stamped envelope. As soon as Meridian receives your signed letter, you will be sent the assignment forms. Once these are executed and accepted by Meridian, you will be sent a check in the amount of \$100.00.

If you have any questions, please give me a call COLLECT at (970) 259-5242 in Durango, Colorado.

MERIDIAN OIL INC.

Walter S. Parks Contract Lease Analyst

AGREED TO AND ACCEPTED	THIS I	DAY OF	, 1996.
AGIGED TO AND ACCEFTED.	1112 [DAI Ur _	, 1990

Walter B. Farnham