

TOTAL

TOTAL MINATOME CORPORATION

May 30, 1997

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

*Series - F45
was done 6/2/97*

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

NMOCD Case No. 11808
NMOCD Case No. 11809
Exhibit No. 7
Submitted by: Total Minatome Corp.
July 10, 1997



BURLINGTON RESOURCES

PLEASE RETURN TO
LAND-FARMINGTON

SAN JUAN DIVISION

April 29, 1997

CERTIFIED MAIL-RETURN RECEIPT

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

RE: 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

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.

BURLINGTON RESOURCES

May 22, 1997

RECEIVED

MAY 27 1997

SAN JUAN DIVISION

VIA FACSIMILE

LAND ADMINISTRATION

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
MARCOTTE 2
SECTION 8, T32N, R10W
ARCH ROCK PROSPECT
SAN JUAN COUNTY, NEW MEXICO

Dear Ms. Gilchrist:

This is in reference to Burlington Resources Oil & Gas Company's (Burlington) acreage support request letter to Total Minatome Corporation (Total), dated February 7, 1997, and GLA-46 amendment letter dated April 1, 1997. So far, GLA-46 owners, with the exception of Total, have agreed to support the subject well by either farming out their interest or participating and executing our proposed JOA. Burlington requests that Total proceed along with the other GLA-46 owners to either:

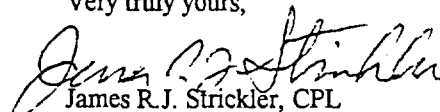
1. Participate in the subject well and execute our proposed JOA submitted to you on April 1, 1997, said JOA shall be limited in depths below the Dakota formation, or
2. Farmout your interest in the Arch Rock prospect as outlined in Exhibit "A" to the April 1, 1997 letter.

Historically, it is clear the November 27, 1951, farmout/operating agreement, known as GLA-46, covered the Pictured Cliffs and Mesaverde formations. All other formations were handled by amendment on a Ad Hoc basis. This agreement was never intended to cover deep gas exploration as indicated by past experience. The agreement incidentally has been amended over thirty (30) times to illustrate this point. Burlington and the other GLA-46 owners consistent with a spirit of cooperation and historic practice have amended the GLA accordingly.

Burlington does not agree with your interpretation of the agreement which allows you to be carried or effectively bring down the project on the subject well. A reasonable industry participation is evidenced by the 81.25% of the GLA-46 owners who have entered the amendment to the agreement. Burlington has worked diligently for over one year in putting together this extremely complex land area to drill this well. We hope that your management will support us in the drilling of a very speculative and expensive project by agreeing to either options one or two above.

We look forward to hearing from you soon, since time is of the essence to go forward with the drilling of this well. If you should have any questions, please call me at (505) 326-9756.

Very truly yours,


James R.J. Strickler, CPL
Senior Staff Landman

JRS:mt
Total_2.doc

NMOCD Case No. 11808
NMOCD Case No. 11809
Exhibit No. 8
Submitted by: Total Minatome Corp.
July 10, 1997