

BURLINGTON RESOURCES

SAN JUAN DIVISION

April 1, 1997

RECEIVED

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

APR 04 1997

LAND ADMINISTRATION

**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:

NMOCD Case No. 11808
NMOCD Case No. 11809
Exhibit No. 9

Total Minatome
April 1, 1997
Page 2

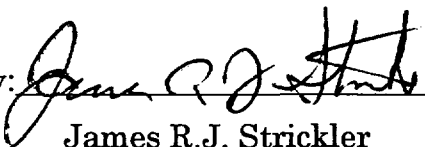
Total agrees to amend the Operating Agreement dated November 27, 1951, by deleting paragraphs 5-14, Exhibit "C" (Accounting Procedure) and the August 8, 1986 Letter Agreement (Gas Balancing Agreement) in its entirety, and replacing with the attached Exhibit "B", AAPL Model Form 610 1982 Operating Agreement.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

EXHIBIT "A"

**TOTAL MINATOME CORPORATION
ARCH ROCK PROSPECT**

	GROSS ACRES	NET ACRES
<u>Township 31 North, Range 10 West, N.M.P.M.</u>		
Section 3: Lot 4 North and West of River	1.00	0.429
Lot 4 South and East of River	39.00	6.673
Lots 5 thru 9, S/2 NW/4	259.51	48.658
Section 4: Lot 5, E/2 SW/4,	118.64	22.245
NW/4 SW/4 and Part SW/4 NW/4	50.00	8.856
Section 8: Lots 1,2,4 and 5	158.74	29.764
Section 9: Lots 1,2, NE/4 NW/4	120.55	22.603
Section 13: Lots 3 and 4	69.21	11.537
Section 14: Lot 10,	40.51	6.753
SW/4 NW/4, NW/4 SW/4, E/2SW/4	160.00	30.000
Section 15: SE/4 NW/4	40.00	7.500
Section 16: NW/4 NE/4, SE/4 NE/4, SE/4 NW/4	280.00	47.836
NW/4 SW/4, SE/4 SW/4, NW/4 SE/4,		
SE/4 SE/4,		
SW/4 SE/4,		
SW/4 SE/4	40.00	40.00
Section 17: Lots 1 thru 10	404.63	75.868
Section 23: NW/4 NE/4,	40.00	14.835
NE/4 NW/4,	40.00	6.834
NE/4 SE/4	40.00	7.500
Section 24: NW/4 SW/4	40.00	7.500
<u>Township 31 North, Range 11 West, N.M.P.M.</u>		
Section 2: SE/4 SW/4	40.00	10.000
<u>Township 32 North, Range 10 West, N.M.P.M.</u>		
Section 31: Lots 5,6,11,12,13,14,19 and 20	318.46	59.711
San Juan County, New Mexico		
Total Gross Acres	2,300.25	
	Gross Acres, More or Less	
Total Net Acres	429.102	
	Net Acres, More or Less	

*Insofar and only insofar as said lands and leases covers depths below the base of the Mesaverde Formation.

*It is the intent of Total Minatome Corporation (Total) to Farmout all their Leasehold, Right, Title and interest of Total's in the described Lands and Leases in this Exhibit "A", whether such Exhibit "A" fails to include or inaccurately sets forth the description of Lands or interest under the subject Lands and Leases.