The undersigned, who are the lessees under those certain oil and gas leases described in Exhibit "A", attached hereto, as to the depths hereinafter referenced, pursuant to the powers granted in said leases, hereby designate and declare the N/2 Section 25, Township 16 South, Range 35 East, N.M.P.M., Lea County, New Mexico, as a pooled unit for the production of oil or gas from any formation below the base of the Morrow formation located thereunder. This instrument amends and restates that certain Designation of Pooled Unit executed June 26, 2002, recorded in Book 1157, Page 502 of the Clerk's Records of Lea County, New Mexico.

This instrument may be executed in several counterparts that may be combined as a single document for the purpose of filing or recording.

AMERISTATE OIL & GAS, INC.
By: Made Nageburg Provides
Mark Nearburg, President
FUEL PRODUCTS. INC.
By:
Thomas M. Beall, President
LOUIS MAZZULLO, INC.
By:
Louis Mazzullo, President
TMDD/CHADD DDH LDIC DIC
TMBR/SHARP DRILLING, INC.
By:
Jeffrey D. Phillips, President
•
E HOWARD WALGIT ID
F. HOWARD WALSH, JR.

The undersigned, who are the lessees under those certain oil and gas leases described in Exhibit "A", attached hereto, as to the depths hereinafter referenced, pursuant to the powers granted in said leases, hereby designate and declare the N/2 Section 25, Township 16 South, Range 35 East, N.M.P.M., Lea County, New Mexico, as a pooled unit for the production of oil or gas from any formation below the base of the Morrow formation located thereunder. This instrument amends and restates that certain Designation of Pooled Unit executed June 26, 2002, recorded in Book 1157, Page 502 of the Clerk's Records of Lea County, New Mexico.

This instrument may be executed in several counterparts that may be combined as a single document for the purpose of filing or recording.

AMERISTATE OIL & GAS, INC.
By: Mark Nearburg, President
FUEL PRODUCTS, INC.  By:   Thomas M. Beall, President
Thomas M. Beall, President  LOUIS MAZZULLO, INC.
By:Louis Mazzullo, President
TMBR/SHARP DRILLING, INC. By:
By:
F. HOWARD WALSH, JR.

The undersigned, who are the lessees under those certain oil and gas leases described in Exhibit "A", attached hereto, as to the depths hereinafter referenced, pursuant to the powers granted in said leases, hereby designate and declare the N/2 Section 25, Township 16 South, Range 35 East, N.M.P.M., Lea County, New Mexico, as a pooled unit for the production of oil or gas from any formation below the base of the Morrow formation located thereunder. This instrument amends and restates that certain Designation of Pooled Unit executed June 26, 2002, recorded in Book 1157, Page 502 of the Clerk's Records of Lea County, New Mexico.

This instrument may be executed in several counterparts that may be combined as a single document for the purpose of filing or recording.

AMERISTATE OIL & GAS, INC.
By:
Mark Nearburg, President
FUEL PRODUCTS, INC.
By: Thomas M. Beall, President
LOUIS MAZZULLO, INC.  By: Louis Mazzullo President
TMBR/SHARP DRILLING, INC.
By:  Jeffrey D. Phillips, President
F. HOWARD WALSH, JR.

The undersigned, who are the lessees under those certain oil and gas leases described in Exhibit "A", attached hereto, as to the depths hereinafter referenced, pursuant to the powers granted in said leases, hereby designate and declare the N/2 Section 25, Township 16 South, Range 35 East, N.M.P.M., Lea County, New Mexico, as a pooled unit for the production of oil or gas from any formation below the base of the Morrow formation located thereunder. This instrument amends and restates that certain Designation of Pooled Unit executed June 26, 2002, recorded in Book 1157, Page 502 of the Clerk's Records of Lea County, New Mexico.

This instrument may be executed in several counterparts that may be combined as a single document for the purpose of filing or recording.

AMERISTATE OIL & GAS, INC.
By: Mark Nearburg, President
FUEL PRODUCTS, INC.
By: Thomas M. Beall, President
LOUIS MAZZULLO, INC.
By: Louis Mazzullo, President
TMBR/SHARP DRILLING, INC.
By: Detrey D'Phillips, President
F. HOWARD WALSH, JR.

The undersigned, who are the lessees under those certain oil and gas leases described in Exhibit "A", attached hereto, as to the depths hereinafter referenced, pursuant to the powers granted in said leases, hereby designate and declare the N/2 Section 25, Township 16 South, Range 35 East, N.M.P.M., Lea County, New Mexico, as a pooled unit for the production of oil or gas from any formation below the base of the Morrow formation located thereunder. This instrument amends and restates that certain Designation of Pooled Unit executed June 26, 2002, recorded in Book 1157, Page 502 of the Clerk's Records of Lea County, New Mexico.

This instrument may be executed in several counterparts that may be combined as a single document for the purpose of filing or recording.

AMERISTATE OIL & GAS, INC.
By: Mark Nearburg, President
FUEL PRODUCTS, INC.
By: Thomas M. Beall, President
LOUIS MAZZULLO, INC.
By: Louis Mazzullo, President
TMBR/SHARP DRILLING, INC.
By:    Jeffrey D. Phillips, President   Pr
F. HOWARD WALSH, JR.

By: Jonglas Julley D. Douglas Dudley, President
P. V. PATEL
THE RUDD FAMILY TRUST
By: Robert Rudd, Trustee
JOHN F. HERBIG, JR.
CHI ENERGY, INC.
By: William C. Bergman, President
THOMAS C. BROWN

# JADE RESOURCES, INC. By: D. Douglas Dudley. President P. V. PATEL THE RUDD FAMILY TRUST By: Robert Rudd, Trustee JOHN F. HERBIG, JR. CHI ENERGY, INC. By: William C. Bergman, President

THOMAS C. BROWN

JADE RESOURCES, INC.
By:  D. Douglas Dudley, President
P. V. PATEL
By: Robert Rudd, Trustee
JOHN F. HERBIG, JR.
CHI ENERGY, INC.  By:
William C. Bergman, President  THOMAS C. BROWN

JADE RESOURCES, INC.
By:  D. Douglas Dudley, President
P. V. PATEL
THE RUDD FAMILY TRUST
By: Robert Rudd, Trustee
JOHN F. HERBIG, VR
CHI ENERGY, INC.
By: William C. Bergman, President
THOMAS C. BROWN

JADE RESOURCES, INC.
By:  D. Douglas Dudley, President
P. V. PATEL
THE RUDD FAMILY TRUST
By: Robert Rudd, Trustee
JOHN F. HERBIG, JR.
CHI ENERGY, INC.  By: UMby
William Q. Borgman, President
THOMAS C. BROWN

JADE RESOURCES, INC.
By: D. Douglas Dudley, President
P. V. PATEL
THE RUDD FAMILY TRUST
By: Robert Rudd, Trustee
JOHN F. HERBIG, JR.
CHI ENERGY, INC.
By: William C. Bergman, President

THOMAS C. BROWN

COUNTY OF TRAVIS	) ss )			
This instrument wa Nearburg, President of Am				_, 2003, by N
My Commission Expires:			Notary Public  MARY DEAVE  NOTARY PUBL  State of Texas  Toma Exp. 10-26	.fC } is <b>{</b>
STATE OF TEXAS	)	្សឹល	Service of the servic	esery).
COUNTY OF MIDLAND	) ss			
My Commission Expires:			Notary Public	
My Commission Expires: STATE OF NEW MEXICO	0 )		Notary Public	
	)	SS.	Notary Public	
STATE OF NEW MEXICO	, LO ) s acknowled	ged before me on		_, 2003. by L

COUNTY OF TRAVIS	) )	SS.			
This instrument was Nearburg, President of Ame		_			, 2003, by Mark
My Commission Expires:				Notary Public	,
STATE OF TEXAS	)	SS.			
COUNTY OF MIDLAND	)	33.		4	
This instrument was Thomas M. Beall, President					428, 2003, by ation.
My Commission Expires:				Notary Public	Hollar
					Notary Public, State of Texas My Commission Expires 07-06-2006
STATE OF NEW MEXICO	)	)			
COUNTY OF BERNALILI	LO	)	SS.		
This instrument was Mazzullo, President of Loui					, 2003, by Louis
My Commission Expires:				Notary Public	;

	STATE OF TEXAS COUNTY OF TRAVIS	) )	SS.		
	This instrument was Nearburg, President of Am		owledged before me o e Oil & Gas, Inc., a T		_, 2003, by Mark
	My Commission Expires:			Notary Public	
	STATE OF TEXAS COUNTY OF MIDLAND	)	SS.		
's,	This instrument was Thomas M. Beall, Presiden		owledged before me o el Products, Inc., a N		_, 2003, by
	My Commission Expires:			Notary Public	
	STATE OF NEW MEXICO		) ) ss. )		
	This instrument was Mazzullo, President of Lou		owledged before me ozullo, Inc., a New M		_, 2003, by Louis
·	My Commission Expires:	C 794	ANCIS JOSEPH ANCIS JOSEPH PUBLIC-STATE OF NEW MEXICO nom. Expires <u>08-0-06</u>	Notary Public	

• .

	STATE OF TEXAS	)			
	COUNTY OF MIDLAND	)	SS.		
	This instrument was a  Jeffrey D. Phillips, President  DENNIS J. HOPKINS  Notary Public, State of Te My Commission Expire  November 30, 2006  My Commission Expires:	of TM	/ledged before BR/Sharp Dril	me on <u>January 30</u> Iling, Inc., a Texas corporate Notary Public	, 2003, by oration.
	STATE OF TEXAS COUNTY OF TARRANT	)	SS.		
	This instrument was a Howard Walsh, Jr.	icknow	vledged before	me on	, 2003, by F.
<i>.</i>	My Commission Expires:			Notary Public	;
	STATE OF NEBRASKA COUNTY OF MADISON	) )	SS.		
	This instrument was a Douglas Dudley, President of				, 2003, by D.
	My Commission Expires:			Notary Public	·

	STATE OF TEXAS	)	SS.			
	COUNTY OF MIDLAND	)	55.			
	This instrument was ac Jeffrey D. Phillips, President of				e., a Texas corporati	
	My Commission Expires:				Notary Public	
	STATE OF TEXAS	)				
	COUNTY OF TARRANT	)	SS.		4	
	(***) ST	NCY D Notary P	OSS ublic TEXAS	ore me on b	nance	Jag, 2003, by F.
e	My Commission Expires:	m. Exp. 04	1/02/05		Notary Public	,
	STATE OF NEBRASKA COUNTY OF MADISON	) ) )	ss.			
	This instrument was ac Douglas Dudley, President of		•	_	raska corporation.	, 2003, by D.
	My Commission Expires:				Notary Public	

STATE OF TEXAS  COUNTY OF MIDLAND	) )	SS.		
This instrument was a Jeffrey D. Phillips, President	acknow of TM	rledged before me on _ BR/Sharp Drilling, Inc	e., a Texas corporation.	. 2003, by
My Commission Expires:			Notary Public	
STATE OF TEXAS	)			
COUNTY OF TARRANT	)	SS.		
This instrument was Howard Walsh, Jr.	acknow	vledged before me on _		, 2003. by F.
My Commission Expires:			Notary Public	
California				
STATE OF NEBRASKA  RIVERSIDA  COUNTY OF MADISON	) ) )	SS.		
	acknow	vledged before me on _ Resources. Inc., a Nebi	tebrang 10 raska corporation.	, 2003, by D.
			Bryan Tu Notary Public	my
My Commission Expires:				
March 25, 200	<b>~</b> I		COM NOTARY P RIVE	AN TURNER  IM. #1258296  UBUC - CALIFORNIA  RSIDE COUNTY  S March 25, 2004

	STATE OF TEXAS ) ss.  COUNTY OF MIDLAND )  This instrument was acknowledged before me or	30	2002 ku n 17
	Patel.  JANA HOWARD  NOTARY PUBLIC  STATE OF TEXAS  My Comm. Expires 8-1-2008	Notary Public	_,2003, by P. V.
	My Commission Expires: 3 - 1 - 3006	rotary r done	
	STATE OF TEXAS )		
	COUNTY OF POTTER ) ss.		
	This instrument was acknowledged before me or Robert Rudd, Trustee of The Rudd Family Trust.	1	_, 2003, by
*** **			
	My Commission Expires:	Notary Public	
	STATE OF TEXAS ) ss.		
	COUNTY OF MIDLAND )		
	This instrument was acknowledged before me on F. Herbig, Jr.	1	_, 2003, by John
	My Commission Expires:	Notary Public	

STATE OF TEXAS	)	
COUNTY OF MIDLAND	) ss. )	
This instrument was a Patel.	acknowledged before me on _	, 2003, by P. V.
My Commission Expires:		Notary Public
STATE OF TEXAS COUNTY OF POTTER	) ) ss.	
	acknowledged before me on see Rudd Family Trust.	JANUAN 314, 2003, by
NOTAF STAYE	B. RICKETTS RY PUBLIC, OF TEXAS Expires 8-25-2003	allison Vichelt
My Commission Expires:		Notary Public
STATE OF TEXAS COUNTY OF MIDLAND	) ) ss. )	
This instrument was F. Herbig, Jr.	acknowledged before me on	, 2003, by John
		Notary Public
My Commission Expires:		rotary r done

. . .

STATE OF TEXAS	)			
COUNTY OF MIDLAND	)	SS.		
This instrument was Patel.	acknow	vledged before me on		, 2003, by P. V.
My Commission Expires:			Notary Public	
STATE OF TEXAS	)			
COUNTY OF POTTER	)	SS.		
This instrument was Robert Rudd, Trustee of The				, 2003, by
My Commission Expires:			Notary Public	
STATE OF TEXAS	)			
COUNTY OF MIDLAND	)	SS.		
This instrument was a F. Herbig, Jr.	acknow	rledged before me on	January 30	_, 2003, by John
DENNIS J. HO Notary Public, Sta My Commissio November 3	ate of Texas on Expires	s	Notary Public	, . U1
My Commission Expires:			riolary I doller	

My Commission Expires:

STATE OF TEXAS	
COUNTY OF MIDLAND	) ss. )
	ent of Chi Energy, Inc., a Texas corporation.  JOHN W. QUALLS MY COMMISSION EXPIRES Notary Public
My Commission Expires:	Notary Public (
STATE OF TEXAS	)
COUNTY OF MIDLAND	) ss. )
This instrument was a Thomas C. Brown.	acknowledged before me on, 2003, by
My Commission Expires:	Notary Public

STATE OF TEXAS	)		
COUNTY OF MIDLAND	)	SS.	
		vledged before me on Chi Energy, Inc., a Texas corporati	, 2003, by
My Commission Expires:		Notary Pr	ublic
STATE OF TEXAS	)	SS.	
COUNTY OF MIDLAND	)		
This instrument was Thomas C. Brown.  KATHLEEN F NOTARY PU State of Te Cornm. Exp. 09-	ROPER BLIC XAS	vledged before me on <u>JANU</u>	130, 2003, by
SE CONTRACTOR SERVICE SERVICE SERVICES	Kr. 1	Notary Po	ublic

My Commission Expires:

# EXHIBIT "A" TO AMENDED AND RESTATED DESIGNATION OF POOLED UNIT

The following described oil and gas leases (all recording references are to the Clerk's Records of Lea County, New Mexico) and mineral interests:

Lessor	<u>Date</u>	Book/Page
Madeline Stokes	December 7, 1997	827/127
Erma Stokes Hamilton	December 7, 1997	827/124
Kendra Irene Kelley	March 19, 1999	954/485
Stacey K. Crawford	July 19, 1999	999/696
Justin R. Strickland	July 19, 1999	999/698
Marty L. Strickland	July 19, 1999	999/700
Jody F. Strickland	July 19, 1999	999/702
Amy Machell Dodson	July 19, 1999	1004/747
J. R. Canon, et al., Trustees	May 2, 2001	1085/814
William N. Heiss, et al, Trustees	January 23, 2002	1130/51
Bud & Mary Lou Floccini Family Partnership	January 23, 2002	1130/55
Christopher R. F. Eckels, Trustee	January 23, 2002	1130/57
Louis A. Oswald, III	January 23, 2002	1130/60
Wyotex Oil Company	January 23, 2002	1130/64
Lynne M. Baalman, et vir.	January 23, 2002	1130/68
Citadel Oil & Gas Corp.	January 23, 2002	1131/266
Richard L. Vandenburgh	January 23, 2002	1131/270

Lessor	Date	Book/Page
Ronald C. Agel	January 29, 2002	1131/274
M. W. Oil Investment Co.	January 23, 2002	1135/473
Harle, Inc.	[unleased mineral interest]	
Robert J. Bullock, Sr.,	April 11, 2002	1142/243
Branka Palmore	April 11, 2002	1142/236
Jonathan S. Roderick & Carol Roderick	January 23, 2002	1146/96
Larry Hunnicutt, Custodian	October 30, 2001	1115/603
Mary Frances Antweil	January 28, 2002	1137/234
Crista L. Leavell	February 25, 2002	1134/343
Mark Caldwell, et ux.	January 28, 2002	1128/457
George M. O'Brien, et ux.	January 28, 2002	1128/455
R. M. Williams, et ux.	January 28, 2002	1128/453
O. D. Whitley	April 13, 2001	1084/298
Jeannine Byron	April 13, 2001	1084/301
Jimmy J. Hooper, et ux.	April 13, 2001	1084/304
Jerry L. Hooper, et ux.	March 22, 2001	1084/293
Toles-Com-Ltd	April 24, 2001	1084/296
S. P. Johnson, III, et al., Trustees	May 21, 2001	1092/78
PJC Limited Partnership	May 21, 2001	1092/87
Rodney Carter	April 17, 2001	1085/799
Powhatan Carter, III	April 17, 2001	1085/805