

## Chevron U.S.A. Inc.

P.O. Box 1150, Midland, TX 79702 • Phone (915) 687-7235 15 Smith Road, Midland, TX 79705 • Fax (915) 687-7666

Denise K. Beckham Land Representative Permian Basin Land Division February 12, 1991

CERTIFIED MAIL

NOTICE

APPLICATION OF CHEVRON U.S.A. INC. FOR AUTHORIZATION TO INJECT, POOL EXTENSION AND CONTRACTIONS AND STATUTORY UNITIZATION LEA COUNTY, NEW MEXICO

Lessees of Record, Owners of Royalty and Overriding Royalty Interests in the Arrowhead Grayburg Unit Lea County, New Mexico

Dear Unit Interest Owner:

## NOTICE:

Chevron U.S.A. Inc. has scheduled a hearing with the New Mexico Oil Conservation Division (OCD) on March 7, 1991, in Santa Fe, New Mexico, for Statutory Unitization for enhanced recovery operations, Pool Extension and Contraction, and authorization to inject into the proposed Arrowhead Grayburg Unit, Lea County, New Mexico.

This notification requires no action on your part; however, you have the right to file objection to said application and appear at the hearing either in support or opposition to the applications. Failure to appear or otherwise become a party of record will preclude you from challenging these applications at a later date. If you plan to make an appearance at the hearing you should file a Pre-hearing Statement with the OCD in Santa Fe by 4:00 PM on Friday, March 1, 1991.

If you have any questions or require additional information, please contact me at (915) 687-7235.

Yours very truly,

Denise K. Beckham

DKB: lmk

WLD/10206.13

For your information, the attached is a copy of the applications referenced in my cover letter which have been filed on behalf of Chevron U.S.A. Inc. requesting a March 7, 1991 hearing with the Oil Conservation Division of the State of New Mexico. Chevron seeks the New Mexico Oil Conservation Division's approval for the establishment of the 5,922.26 acre Arrowhead Grayburg Unit in Lea County, New Mexico.

ABBY CORPORATION WI 01 PO BOX 1629 GRAND JUNCTION COLORADO 81502

AMERADA HESS CORPORATION WI 03 PO BOX 2040 TULSA OKLAHOMA 74102

AMERICAN EXPLORATION CO 700 LOUISIANA

HOUSTON TEXAS 77002

AMOCO PRODUCTION COMPANY PO BOX 3092 HOUSTON TEXAS 77253

ATLANTIC RICHFIELD COMPANY R 008 PO BOX 1610

ARCO OIL & GAS COMPANY PO BOX 1610

MIDLAND TEXAS 79702

WI 05

WI 02

R 016

BELCO DEVELOPMENT COMPANY PO BOX 2267 MIDLAND TEXAS 79702

**BORREGO PROPERTIES INC** PO BOX 2541 MIDLAND TEXAS 79702

MIDLAND TEXAS 79702

WI 52

BOYS CLUB OF AMERICA 771 FIRST AVENUE

NEW YORK NEW YORK 10017

BRADLEY NOMINEE CORPORATION R 018 PO BOX 292 WELLSVILLE NEW YORK 14895

BRAILLE INSTITUTE OF AMERICA INC R 019 AGENCY #631-00 NCNB TRUSTEE O & G SEC

PO BOX 830308 DALLAS TEXAS 75283-2029 CHARON OIL GROUP R 033 PO BOX 795 FORT DODGE IOWA 50501-0795

CHEVRON USA INC

WI 13 • PO BOX 1150

COLONIAL SECURITIES CO

R 038 1

CONOCO INC WI 14

MIDLAND TEXAS 79702

R 052 🗸

WI 16

PO BOX 381 SHAWNEE MISSION KANSAS 66201-0381 10 DESTA DR MIDLAND TEXAS 79705

DASCO ENERGY CORP

PO BOX 2545 HOBBS NEW MEXICO 88240 DAVID PETROLEUM CORP 116 WEST FIRST

ROSWELL NEW MEXICO 88201-4702

R 044

EL PASO NATURAL GAS CO ONE PETROLEUM CENTER BLDG II

3300 NORTH 'A' STREET MIDLAND TEXAS 79701

**ELKS NATIONAL FOUNDATION** CARE BANK OF NEW ENGLAND N A ACCT 5-5429

ELLIOTT OIL COMPANY PO BOX 1355

R 053

ENRON OIL & GAS PO BOX 2267

WI 19

WI 18

28 STATE STREET BOSTON MASSACHUSETTS 02106

ROSWELL NEW MEXICO 88201

MIDLAND TEXAS 79701

EXXON COMPANY USA ATTN: SAM JOLLIFFE PO BOX 1700

WI 20

GEODYNE RESOURCES INC 320 S BOSTON AVENUE TULSA OKLAHOMA 74103-3708 R 069

HAL J RASMUSSEN OPERATING INC WI 40 ATTN: HAL J RASMUSSEN

MIDLAND TEXAS 79702

6 DESTA DRIVE - STE 5850 MIDLAND TEXAS 79705

HANSON-MCBRIDE PETROLEUM CO PO BOX 1515 ROSWELL NEW MEXICO 88201

HENDRICK MEMORIAL HOSPITAL 1242 19TH ST ABILENE TEXAS 79601

R 083

R 084 HIGGINS TRUST INC PO BOX 2421 GAINESVILLE GEORGIA 30503

IOIDN II HENDRIX CORP 233 W WALL STE 525 MIDLAND TEXAS 79701

R 099

WI 54

LADD PETROLEUM CORP PO BOX 85676

R 224

MAIN STREET HOLDING CO PO BOX 381

R 129

SHAWNEE MISSION KANSAS 66201

DALLAS TEXAS 75285

MARATHON OIL COMPANY PO BOX 552 - MIDLAND TEXAS 79702

WI 26

MARSHALL & WINSTON INC PO BOX 50880 MIDLAND TEXAS 79710

MCBRIDE OIL & GAS CORPORATION PO BOX 1515 ROSWELL NEW MEXICO 88202-1515

WI 29

MERIDIAN OIL INC 21 DESTA DRIVE

WI 30

NEW MEXICO BOYS RANCH INC **BOYS RANCH STATION** 

R 149

NUEVO SEIS INC PO BOX 182

WI 35

MIDLAND TEXAS 79705

BOYS RANCH NEW MEXICO 87002

ROSWELL NEW MEXICO 88202-0182

OXY USA

PO BOX 50250

MIDLAND TEXAS 79710

WI 36

PARA MIA INC PO BOX 2541 MIDLAND TEXAS 79702 WI 37

PETCO LIMITED PO BOX 911

R 157

BRECKENRIDGE TEXAS 76024

REBEL OIL COMPANY 6333 MOCKINGBIRD BLDG 147 STE 247

R 166

REGENTS OF THE UNIVERSITY OF NEW MEXICO R 167 ✓

UNIVERSITY HILL NE

ALBUQUERQUE NEW MEXICO 87131

ROCA PROPERTIES LTD 2001 GULF AVENUE MIDLAND TEXAS 79705 R 226

DALLAS TX 75214

SHATTUCK ST MARY'S SCHOOL PO BOX 218

SOHIO PETROLEUM COMPANY

PO BOX 4587 HOUSTON TEXAS 77210 R 187

SOUTHLAND ROYALTY COMPANY

PO BOX 910497 DALLAS TEXAS 75391

FAIRBAULT MINNESOTA 55021

SOUTHWEST ROYALTIES INC PO ROX 11390

MIDLAND TEXAS 79702

SPINDLETOP EXPLORATION CO INC PO BOX 25504

DALLAS TEXAS 75225-5504

R 191

SUN OPERATING LTD PTN ORYX ENERGY CO. MANAGING PARTNER

PO ROX 2880 DALLAS TEXAS 75221

THE HOME STAKE ROYALTY CORPORATION R 202 J 15 FAST FIFTH STREET

TULSA OKLAHOMA 74103

THE TOLES COMPANY

PO BOX 1380 ROSWELL NEW MEXICO 88202 R 227 √

THE W A YEAGER GROUP PO BOX 990 MIDLAND TEXAS 79702

R 207

R 200

THE WILLIAMS PARTNERSHIP 6 DESTA DRIVE - SUITE 5800 MIDLAND TEXAS 79705

THE WISER OIL COMPANY DEPT L 454-P PITTSBURGH PENNSYLVANIA 15264-0454

TRIBUTE ROYALTIES INC ONE RODNEY SQUARE 10TH AND KING STREET

R 214

WILMINGTON DELAWARE 19801

TRINITY PROPERTIES II PO BOX 2111

R 225 🗸

MIDLAND TEXAS 79702

QUINCY ILLINOIS 62301

WESTWAY PETROLEUM COMPANY LOCK BOX 79

500 N ACKARD STREET

DALLAS TEXAS 75201-3394

WI 45

SHELL WESTERN E&P INC P O BOX 576

R 052

HOUSTON TX 77001

STATE STREET BANK & TRUST CO **801 STATE STREET** 

TRIO PETROLEUM CORPORATION ROUTE 76 BOX 35 E GLENVILLE WV 36351

HICKORY TIMBERS LTD PTN R 234 ATTN VAUGHN D VENNERBERG II 810 HOUSTON STREET SUITE 2000 FORT WORTH TEXAS 76102

WLD01214.04X

ILAWKINS OIL & GAS INC ATTN LORI DAUGHERTY 400 \$ BOSTON SUITE 800 TULSA OKLAHOMA 74103

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3. Article Addressed to:	4. Article Number 58003	3. Article Addressed to:	4. Article Number 58007
HENDRICK MEMORIAL HOSPITAL R 083	Type of Service:	HIGGINS TRUST INC R 084	Type of Service:  Registered Insured
1242 19TH ST ABILENE TEXAS 79601	Registered Insured Cortified COD	PO BOX 2421 GAINESVILLE GEORGIA 30503	Certified COD
	Express Mail Return Receipt for Merchandise  Always obtain signature of addressee	1	Express Mail Return Receipt for Merchandise  Always obtain signature of addressee
<u> </u>	or agent and DATE DELIVERED.	1	or agent and DATE DELECTION
5. Signature - Addressee	8. Addressee's Address (ONLY if requested and fee paid)	5. Signature Addressee	8. Addressee's Actives (ON) (O requested and fraction)
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PS Form 3811, Apr. 1989 +U.S.G.RO. 1989-238-81	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 #US.G.PO. 1989-238-	DOMESTIC RETURN RECEIP
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and check boxlesi for additional service(s) requested.  1 Show to whom delivered, date, and addressee's.	address. 2. 🗆 Restricted Delivery	and check box(es) for additional service(s) requested.	
(Extra charge)  3. Article Addressed to:	(Extra charge) 4. Article Number	1. Show to whom delivered, date, and addressee's (Exira charge).	(Extra charge)
	58008	3. Article Addressed to:	4. Article Number
JOHN H HENDRIX CORP R 099	Type of Service:	MAIN STREET HOLDING CO R 129	Type of Servicer:
233 W WALL STE 525 VIOLAND TEXAS 78701	Certified COD	PO BOX 381 SHAWNEE MISSION KANSAS 66201	Gertina CO
!	Express Mail Return Receipt for Merchandise  Always obtain signature of addressee	GENERAL MIGGING MANAGES COSTO	Express Mail Return Receipt for Merchandise
	or agent and DATE DELIVERED.		Always obtain signature of addresses or agent at DATE DELIVERED.
5. Signature — Addressee	8. Addressee's Address (ONLY if requisited and fee paid)	5. Signature - Addressee	8. Addressee's Address (ONLY if
6. Signature — Agent	-  "*	X /	requested and fee paid)
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7. Date of Delivery		7. Date of Delivery	7
PS Form 3811, Apr. 1989 +us.a.Po. 1989-238-	OOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 *U.S.Q.P.O. 1989-23	DOMESTIC RETURN RECEI
00 3 3 3	<b>A.C.</b> (110mm)	Fo Form 30   1, Apr. 1909 wus.u.r.u. 1909-23	
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and check box(es) for additional service(is) requested.  1.  Show to whom delivered, date, and addressee's (Extra charge)	address. 2. 🗇 Restricted Delivery (Extra charge)	Show to whom delivered, date, and addressed     (Extra charge)	s's address. 2. 🗆 Restricted Delivery (Extra charge)
3. Article Addressed to:	4. Article Number	3. Article Addressed to:	4. Article Number
MARSHALL & WINSTON INC R 132	Type of Service:		Type of Service:
PO BOX 50880 MIDLAND TEXAS 78710	Registered Insured	PETCO LIMITED 8 167	Registered Insured
1	Controlled Con Return Receipt for Merchandise	BRECKENRIDGE TEXAS 76024	Certified COD Return Receipt for Merchandise
	Always obtain signature of addressee		Always obtain signature of addressee
5. Signature - Addressee	or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if	5 Simon Address	or agent and DATE DELIVERED.  8. Address (ONLY if
X	requested and fee paid)	5. Signature — Addressee	requisied and fee paid)
6. Signature - Agent		6. Signature - Agent	
7. Date of Delivery	-	7. Date of Delivery	
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PS Form 3811, Apr. 1989 +u.s.a.Ro. 1989-234	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 +us.q.Ro. 1989	234-815 DOMESTIC RETURN RECE
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1. Show to whom delivered, date, and addressee's	address. 2. 3 Restricted Delivery	1. Show to whom delivered, date, and addressed	
(Extra charge) 3. Article Addressed to:	A Actual Number	(Extra charge) 3. Article Addressed to:	4. Article Number
	58003	4 1	Type of Service:
REBEL OIL COMPANY R 166 6333 MOCKINGBIRD	Type of Service:	REGENTS OF THE UNIVERSITY OF NEW MEXICO R 167 UNIVERSITY HILL NE	Type of Service:
8133 MOCKINGBIRD 8LDG 147 STE 247 DALLAS TX 76214	Certified COD Return Receipt	ALBUQUERQUE NEW MEXICO 87131	Certified COD Return Receipt for Merchandise
UALLAS 1A 70214	Express Mail Return Receipt for Merchandise	<del> </del>	Always obtain signature of addressee
	or agent and DATE DELIVERED.		or agent and DATE DELIVERED.
5. Signature - Addressee	8. Addressee's Address (ONLY if requested and fee paid)	5. Signature — Addressee	8. Addressee's Address (ONLY if requested and fee paid)
6. Signature - Agent	_	6. Signature 2 Agent	
x4 (Annt			•
7. Dare of Delivery		7. Date of Delivery	

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	Type of Service:		Type of Service:A
ROCA PROPERTIES LTD R 228 2001 GULF AVENUE MIDLAND TEXAS 79705	Registered Insured Certified COD Express Mail Return Receipt for Merchandise  Always obtain signature of addressee	SHATTUCK ST MARY'S SCHOOL R 185 PO BOX 218 FAIRBAULT MINNESOTA 55021	Redistered Insured Certified COD Express Meil Return Receipt for Merchandise  Always obtain signature of addressee
- Cianatura Addressa	8. Addressee's Address (ONLY if	5. Signature – Addressee	or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if
5. Signature – Addressee  X. What  6. Signature – Agent	requested and fee paid)	X FEB 35	requested and fee paid)
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3. Article Addressed to:	4. Article Number 58003	3. Article Addressed to:	4. Article Number 58040
SOHIO PETROLEUM COMPANY R 187 PO 80X 4587 HOUSTON TEXAS 77210	Type of Service:  Registered Insured Contified COD Expense Mail Return Receipt for Merchandise	SOUTHWEST ROYALTIES INC R 190 PO BOX 11390 MIDLAND TEXAS 79702	Type of Service:    Registered   Insured   COD   Express Mail   Return Receipt for Merchandise
	Always obtain signature of addressee of addressee of and DATE DELIVERED.		Always obtain signature of addressee or agent and DATE DELIVERED.
5. Signature – Addressee	8. Addressee's Address (ONLY if requested and fee paid)	5. Signature - Addressee	8. Addressee's Address (ONLY if requested and fee paid)
5. Signat (ref - Agent) X 7. Date of Delivery		6. Signature – Agent	
FEB 1 8 1991		7. Date of Delivery	
2S Form 3811, Apr. 1989	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 *U.S.G.P.O. 1989-238-81	5 DOMESTIC RETURN RECEIP
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3. Article Addressed to:	4. Article Number 5.8000	3. Article Addressed to:	4. Article Number 580 4.1
SOUTHLAND ROYALTY COMPANY R 188 PO BOX 910497 DALLAS TEXAS 75381	Type of Service:  Registered Insured  Certified COD  Express Mail Return Receipt for Merchandise	SPINOLETOP EXPLORATION CO INC R 191 PO BOX 25604 DALLAS TEXAS 75225-5504	Type of Service:    Begistered   Insured   COD     Express Mail   Return Receipt for Merchandise
	Always obtain signature of addressee or agent and DATE DELIVERED.		Always obtain signature of addresses or agent and DATE DELIVERED.
. Signature — Addressee X	8. Addressee's Address (ONLY if requested and fee paid)	5. Signature – Addressee X V Cou	8. Addressee's Address (ONLY if requested and fee paid)
3. Signature - Agent		6. Signature – Agent X	
Date of Delivery 2 - (8-9/		7. Data of Delivery	
S Form 3811, Apr. 1989 • U.S.G.P.O. 1989-238-815	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989	
A SENDER: Complete items 1 and 2 when additional	services are desired, and complete items	SENDER: Complete items 1 and 2 when additional	services are desired, and complete items
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Show to whom delivered, date, and addressee's active charge.	TELLITE CHANGE	(Extra charge)  3. Article Addressed to:	4 Article Number
Article Addressed to:	4. Article Number 550		Type of Service:
SUN OPERATING LTD PTN R 200 ORYX ENERGY CO MANAGING PARTNER PO BOX 2880	Type of Service:  Registered Insured  COD  Return Receipt for Merchandise	THE HOME STAKE ROYALTY CORPORATION R 202 15 EAST FIFTH STREET TULSA OKLAHOMA 74103	Registered Insured COD Return Receipt for Merchandise
DALLAS TEXAS 76221	Always obtain signature of addressee or agent and DATE DELIVERED.		or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if
3. Signature – Addressee	8. Addressee's Address (ONLY if requested and fee paid)	5. Signature ~ Addressee	requested and fee paid)
Signarure - Agent	]	6. Signature - Agent  X Dealyn Lone	_
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DOMESTIC RETURN RECEIPT

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3. Article Addressed to	4. Article Number
GAWKINS OIL & GASING APPLICATION OF THE SUB- TULES OKLAHOMA (240)3	Type of Service:  Registered Insured  COD  Express Mail Return Receipt for Merchanoise
	Aiways obtain signature of addressee or agent and DATE DELIVERED
5. Signature — Addressee	8. Addressee's Address (ONLY if requested and tee paid)
6. Signature - Agent	
7 Date of Delivery	

PS Form 3811, Apr 1989

+U.S.G.P.O. 1989-238-815

DOMESTIC RETURN RECEIPT

3

D C TRUST  MARILYN CONE TRUSTEE  BOX 84244  LUBBOCK TX 79464		SUE STINSON TESTAMENTARY #2046-12 NCNB TEXAS NATIONAL BANK ATTN GREG HOLCOMB P O BOX 270 MIDLAND TEXAS 79702		NCNB TEXAS NATIONAL BANK TRUSTEE OF THE JESSIE B CRUMP FAMILY TRUST \$1069 P O BOX 270 MIOLAND TEXAS 79702	<i>_</i>
ELYSE S PATTERSON TRUST "B" COMMERCE BANK OF KANSAS CITY NA ATTN REAL ESTATE DEPT BOX 419248 KANSAS CITY MO 64141-9248	R 206	LINWOOD SECURITIES TRUST COMMERCE BANK OF KANSAS CITY NA TRUSTEE P 0 BOX 419248 KANSAS CITY MISSOURI 64141		JAMES R CRAVENS TRUST TEXAS COMMERCE BANK NA BOX 2558 HOUSTON TEXAS 77252-8033	V =
C W GRIMES TRUST GLORIA MCFARLAND TRUSTEE BOX 702075 TULSA OKLAHOMA 74170	R 021	CALDWELL J SAUNDERS TRUST 2600 SOUTH TOWER LB 201 800 N PEARL DALLAS TEXAS 76201-2880		HOWARD PAYNE COLLEGE F/B/O MCARTHUR ACADEMY OF FREEDOM C/O COMMERCIAL NATL BANK TRUST DEPT BOX 21119 SHREVEPORT LOUISIANA 71152	<i>J</i> ,
EVELYN L GREEN & ROBERT GREEN CO-EXECUTORS UM/O JACOB M GREEN C/O EDWARD BARTH 1630 PALISADE AVENUE FORT LEE NEW JERSEY 07024-5497	R 090 √	THE WILSON CHILDREN TRUST 102 SUDBERRY RD CONCORD MASSACHUSETTS 01742	R 208	ROY G BARTON SR & OPAL BARTON TRUST ROY G BARTON JR TRUSTEE P O BOX 878 HOBBS NEW MEXICO 88240	J.
NEWBY-FORESEE TRUST LIBERTY NATIONAL BANK ATTN: CHRIS BUCK P O BOX 25848 OKLAHOMA CITY OKLAHOMA 73125	R 178 🗸	CHARLES PFILE TRUST LIBERTY NATIONAL BANK TRUSTEE BOX 26848 OKLAHOMA CITY OKLAHOMA 74868	R 031	ANNIE TAYLOR ESTATE THELMA TAYLOR EXECUTRIX C/O JOHN F GEISTER JR 1046 DONAGHEY BUILDING LITTLE ROCK ARKANSAS 72201	✓
ANDREA SINGER POLLACK REVOCABLE TRUST JOSEPH B SINGER TRUSTEE BOX 2632 DENVER COLORADO BO201	R 004 J	KATHERINE K MCINTYRE REVOCABLE TRUST #4541 TEAM BANK TRUSTEE TRUSTS MINERAL STATION #31 BOX 2060 FORT WORTH TEXAS 76113	R 107 🗸	THE JOHN K CLEARY TRUST BANK OF OKLAHOMA N A TRUSTEE OF JOHN K CLEARY TRUST P O BOX 1588 TULSA OKLAHOMA 74101	V
JOE & JESSIE CRUMP FUND #2312 TEAM BANK TRUSTEE ATTN CINDY BYARS BOX 2050 FORT WORTH TEXAS 76113	R 096	SELMA E ANDREWS TRUST #5188-01/02 NCNB TEXAS NATIONAL BANK TRUSTEE FOR THE SELMA E ANDREWS TRUST P O BOX 830308 DALLAS TEXAS 75283-0308	R 184 /	NATHAN APPLEMAN TRUST ACCT 45-3080 C/O BESSEMER TRUST CO N A ATTN GUY WALTMAN 630 FIFTH AVENUE NEW YORK NEW YORK 10111-001	/
WILLIAM G SEAL & MARCELLYN J SEAL JOINT TENANT 4662 SOUTH TROOST TULSA OKLAHOMA 74106	R 220 V	JAMES W WINKEL ESTATE CAROL WINKEL EXECUTRIX 2101 WOODLAWN MIDLAND TX 79701	W1 49	MARY G MORAN FAGAN PAYNE BASDEN TRUST C/O TEXAS COMMERCE BANK NA MINERAL SECTION 8314001 P O BOX 2558 HOUSTON TEXAS 77252-8033	
RANDY M KIDWELL ESTATE SUZANNE KIDWELL EXECUTRIX 4204 CRESTRIDGE MIDLAND TEXAS 79707-2732	W1 24	ROY S MAGRUDER TRUST FORT WORTH NATIONAL BANK TRUSTEE P O BOX 2050 FORT WORTH TEXAS 78101	√ R 175	LLOYD GARRINGER ESTATE ETTA VIVIAN BROOKS EXECUTRIX C/O H B BRADBURY P O BOX 685 WOODWARD OKLAHOMA 73801-0688	V
GEORGE W BROWNLEE ESTATE EDGIE B BROWNLEE INDEPENDENT EXECUTING 10055 OLYMPIA DRIVE HOUSTON TEXAS 77042	√ R071	KIRSY D SCHENCK C/O LIBERTY NATIONAL BANK PERSONAL REPRESENTATIVE BOX 1827 LOVINGTON NM 88280-1827	J R 074	CHARLES F DOORNBOS REVOCABLE TRUST ATTN SUE ABBE P O BOX 639 BARTLESVILLE OK 74006	,

DANIEL TRAMMEL ESTATE JULIE PAYNE EXECUTRIX 118 REAMER AVE WILMINGTON DELAWARE 19804 POWHATAN & BEVERLY T CARTER REV TRUST R 160 WLDG123107Z
BEVERLY T CARTER TRUSTEE
P O BOX 328
FT SUMNER NEW MEXICO 88119

AGU DOTICE	/	AGU NOTICE	COMPLETE LIEMS
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BOCK TX 79464	Express Vail Peturn Receipt	ATTN GREG HOLCOMB	Certified = SUD  Return Receipt - for Merchandise
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S Form 3811, Apr 1989 +U.S.G.P.O. 1989-238-8	5 DOMESTIC RETURN RECEIPT	20 Fee- 3811 Apr 1989 +U.S.G.P.O. 1989-238-81	DOMESTIC RETURN RECEIPT
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NONB TEXAS NATIONAL BANK 3.203 TRUSTEE OF THE JESSIE B CRUMP	Type of Service:	ELYSE S PATTERSON TRUST '8' 5 208	Type of Service:
FAMILY TRUST #1069	△ Certified COD	COMMERCE BANK OF KANSAS CITY NA ATTN REAL ESTATE DEPT	Registered Insured COD Return Receipt
P O BOX 270 MIDLAND TEXAS 79702	Express Mail Return Receipt for Merchandise	30X 419248	Return Receipt
	Aiways obtain signature of addressee	. KANSAS CITY MO 64141-9248	Always obtain signature of addressee
5 Signature — Addressee	or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if	<u> </u>	or agent and DATE DELIVERED.
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or egent and DATE DELIVERED.  5. Signature — Addressee  8. Address Repeated  6. Signature — Agent  7. Date of Delivery  9. 19. 9. 19. 9. 19. 19. 19. 19. 19. 19.	LIE PAYNE EXECUTRIX	Certified COD	FT SUMNER NEW MEXICO 88119	Express Mail Return Receipt for Merchandise
5. Signature - Addresses  6. Spitature - Agent  7. Date of Delivery  9   9   9   9   9   9   9   9   9   9	LIE PAYNE EXECUTRIX	Contified COD Return Receipt for Marchandise	FT SUMNER NEW MEXICO 88119	Express Mail Return Receipt for Merchandise
7. Dete of Delivery  7. Date of Delivery  7. Date of Delivery  7. Date of Delivery  7. Date of Delivery	LUE PAYNE EXECUTRIX	Cortified COD Receipt For Merchandise		Express Mail Return Receipt for Merchandise  Always obtain signature of addressee
7. Date of Delivery 2 - 13 - 9   7. Date of Delivery 2 - 13 - 9	LUE PAYNE EXECUTRIX  13 REAMER AVE  MUMINGTON DELAWARE 19804	Cortified CDD Representation Always obtain pignature of addresses or agent-fand to the DELEVERED.	, cost	Express Mail Return Receipt for Merchandise Always obtain signature of addressee or squark and DATE DELIVERED.
7. Date of Delivery 2 - 13 - 9   7. Date of Delivery 2 - 13 - 9	LUE PAYNE EXECUTRIX  13 REAMER AVE  MUMINGTON DELAWARE 19804	Cortified CDD Representation Always obtain pignature of addresses or agent-fand to the DELEVERED.	, cost	Express Mail Return Receipt for Merchandisc Always obtain signature of addressee or squark and DATE DELIVERED.
7. Date of Delivery 2 - 13 - 9   7. Date of Delivery 2 - 13 - 9	LUE PAYNE EXECUTRIX  13 REAMER AVE  MUMINGTON DELAWARE 19804	Cortified CDD Representation Always obtain pignature of addresses or agent-fand to the DELEVERED.	, cost	Express Mail Return Receipt for Merchandise Always obtain signature of addressee or squark and DATE DELIVERED.
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DOMESTIC RETURN RECEIPT 1 PS Form 3811 Apr 1989 - +US GPO 1989-238-815 DOMESTIC RETURN RECEIPT 1 PS Form 3811 Apr 1989 - +US GPO 1989-238-815 DOMESTIC RETURN RECEIPT 1	Durature — Addresse  5. Sphature — Addresse  6. Sphature — Agent	Cortified COD Return Receipt for Merchandise  Always obtain pignature of addresses or agent-land MATE DELIVERED.  8. Addresses Requirement of the control of	5. Signature - Adoptivery  S. Signature - Adoptivery  5. Signature - Adoptivery  7. Date of Delivery	Express Mail Return Receipt for Merchandise  Always obtain signature of addressee or squark and DATE DELIVERED.
	Durature — Addresse  5. Sphature — Addresse  6. Sphature — Agent	Cortified COD Return Receipt for Merchandise  Always obtain pignature of addresses or agent-land MATE DELIVERED.  8. Addresses Requirement of the control of	5. Signature - Adoptivery  S. Signature - Adoptivery  5. Signature - Adoptivery  7. Date of Delivery	Express Mail Return Receipt for Merchandise  Always obtain signature of addressee or squark and DATE DELIVERED.

A J TRAMMELL R 001 RT 13 312 CLAY ST BERMINGHAM MISSOURI 84181

ALVIN LUSKEY 101 N HOUSTON STREET FORT WORTH TEXAS 76102 ANDERSON CARTER R 003 PO BOX 998 LAS CRUCES NEW MEXICO 88004

ANDREW B BURLESON 2823 CIMMARON DRIVE MIDLAND TEXAS 79706

WI 11

ATHENIA M HUNT R 008 338 RANDOLPH STREET EAST PEORIA ILLINOIS 61611

AUBREY C PRICE WI 38 700 MEADOWPARK DRIVE MIDLAND TEXAS 79705

8 A CHRISTMAS JR CHICO ROUTE RATON NEW MEXICO 87740

R 010

BARBARA E HANNIFIN PO BOX 2588

WI 22 ROSWELL NEW MEXICO 88202-2688

BEATRICE V COOK PO BOX 1076 ROSWELL NEW MEXICO 88202

8011 4

BERNARD G SCOTT 3002 GODDARD PLACE MIDLAND TEXAS 79705

WI 41

BETTY MORAN RICE 8223 LUPTON

R 012 🗸 DALLAS TEXAS 75226

BILLIE JUNE CROW

R014 V

PO BOX 643

ROSWELL NEW MEXICO 88201

BRADFORD ACE CHRISTMAS

PO BOX 173 WAGON MOUND NEW MEXICO 87752

R 017

**BURTON VETETO** 670 ABO

WI 43

R 002

**BUSTER TRAMMELL** 2515 YELLOW FIR RD R 020 W

TILLAMOOK OREGON 97141

CANDY CHRISTMAS PO BOX 1564

MOORESVILLE NORTH CAROLINA 28116

CAROLYN LOVELESS SCHLICHER PO BOX 606

ROSWELL NEW MEXICO 88202-0608

HOBBS NEW MEXICO 88240

R 023

CATHIE CONE AUVENSHINE PO BOX 668

R 026

DRIPPING SPRINGS TEXAS 78620

CECIL FRANK WILSON 813 NE 6TH STREET

AMARILLO TEXAS 79107

R028

**CELIA A ZINN** 2603 HUGHES

MIDLAND TEXAS 79706

WI 50

CHARLES B BROWNLEE 129 CRESTBROOK

R 027

RED OAK TEXAS 76154-9619

CHARLES DANIEL RANSOM

PO BOX 221 EUREKA CALIFORNIA 95502 R 029

CHARLES H PRICE II R 028 ONE W ARMOUR BLVD-STE 300 KANSAS CITY MISSOURI 64111

CHARLOTTE FRANCIS WELDON **RR 2 BOX 16** 

R 032

SEMINOLE OKLAHOMA 74868

CHICORA MODESTA WILLIAMS TRUST

PO BOX 10909 MIDLAND TEXAS 79702 WI 47

CLIFFORD CONE PO BOX 6010 LUBBOCK TEXAS 79413 R 035

COLIN MCMILLAN

R 037

118 WEST 1ST STREET ROSWELL NEW MEXICO 88201-4702

DAVID E PRICE

DAVID LUSKEY

101 N HOUSTON ST FORT WORTH TEXAS 76102 R 043 6

**DELLA LONG** RT 72 PIONEER VILLAGE 827 MOUNTAIN VIEW ARKANSAS 72560

R 046

R 042 77 S BIRCH RD APT 11-D FT LAUDERDALE FLORIDA 33316

R 047 DORIS 8 NEAL 1201 BERING #79 HOUSTON TEXAS 77067-2308

DOYLE & MARGARET M HARTMAN P O BOX 10428 MIDLAND TEXAS 79702

R 232

DOSHA GILBERT HC 73 BOX 476 MOUNTAIN VIEW ARKANSAS 72580

EDGAR LEWIS KILLINGSWORTH 2112 NW 118 TERRACE OKLAHOMA CITY OKLAHOMA 73120 R 051 V ELLIS TRAMMELL HC-73 BOX 904 ONIA ARKANSAS 97386 R 054 V

R 058 ~ FMFLY ANN FOWARDS 226 W 7TH ST BRISTOW OKLAHOMA 74010

EUNICE JAMES GRAY 177 TWEED BOULEVARD NYACK NEW YORK 10960 R 059 V

FANCHER ARCHER PO DRAWER 430 HALE CENTER TEXAS 79041

R 062 V

FRANK LYNN KILLINGSWORTH 414 W WALNUT SHAWNEE OKLAHOMA 74868

G T MCALPIN

WI 27 PO BOX 49

CUERO TEXAS 77954-2732

GEORGE ETTA EMERSON 7216 COMANCHE

OKLAHOMA CITY OKLAHOMA 73132

R 070 🏒

GREGORY J BROSE 6100 BECKWORTH COURT PARKER COLORADO 80134 WI 06

8 079

R 088 -

GWEN G HALL 4004 TERRACE DRIVE AMARILLO TEXAS 79109 R 072 🗸

HARMON HESS JR 1814 PIERSON STREET PEORIA ILLINOIS 61547 R 078

HAROLD & BRADBURY 806 W COLORADO COLORADO SPRINGS COLORADO 80901

HARVEY ROBERTS

5512 GOTHAM ST BELL GARDENS CALIFORNIA 90201

R 081

HELEN JANE CHRISTMAS BARBY PO BOX 2767

EDMOND OKLAHOMA 73034

R 082 V

IMA JO BRISCOE 623 MCGRAW

R 087

HEALDTON OKLAHOMA 73438

JACK FLETCHER P 0 BOX 10887 MIDLAND TEXAS 79702

R 089

PO BOX 494

MIDLAND TEXAS 79702

JAMES A DAVIDSON

R 233 V

JAMES E BURR WI 12 3803 WEDGEWOOD COURT MIDLAND TEXAS 79707-4706

JEAN ANDERSON SIMPSON 5802 S DELAWARE PLACE TULSA OKLAHOMA 74106

R093 V

JIMMIE OLIS HESS

1325 GANNON ENID OKLAHOMA 73703 R 094 V

JOHN ALBERT HESS

R 097 V

PO BOX 979

VELMA OKLAHOMA 73091-0978

JOHN 8 WHITLEY 2620 DESOTO

R 098

SHREVEPORT LOUISIANA 71103

JOHN HENRY KILLINGSWORTH

1933 MINNESOTA

SHAWNEE OKLAHOMA 74801

8 100 J

JOHN R BROSE

WI 07

3000 CLAYDESTA NAT BANK MIDLAND TEXAS 79705

JOHN R BRYANT 911 WEST SILVER HOBBS NEW MEXICO 88240 WI 10

JOHN W BURRESS

PO BOX 36363

ALBUQUERQUE NEW MEXICO 87176

R 101 🗸

JOHN W BURRESS & CONSTANCE F BURRESS R 102 V

ALBUQUERQUE NEW MEXICO 87176

PO BOX 36363

JOHNNIE TRAMMELL **RT 2 BOX 74** 

R 103 🗸

JOYCE ANN BROWN PO BOX 72

R 104 🗸

R 108 🗸

JULIE HESS HOSHOR 132 ERMA COURT CREVE COEUR ILLINOIS 61611 R 105 🗸

LIBERTY MISSOURI 64068

WATROUS NEW MEXICO 87763

KELLY H BAXTER PO BOX 11193

R 109 🗸

JUNE D SPEIGHT R 106 J P 0 DRAWER 1687 LOVINGTON NEW MEXICO 88260

KATHLEEN CONE PO BOX 1509 LOVINGTON NEW MEXICO 88260

MIDLAND TEXAS 79702

KENNETH G CONE PO BOX 11310 MIDLAND TEXAS 78701 R 110 V

KEVIN HESS

R 111 🗸

KIM D JONES 4000 DYER CIRCLE WI 23

WI 25

RR#2

MAPLETON ILLINOIS 61647

NORMAN OKLAHOMA 73069

MIDLAND TEXAS 79705

KIRBY D SCHENCK R 074 C/O LIBERTY NATIONAL BANK PERSONAL REPRESENTATIVE OF KIRBY D SCHENCK P O BOX 1627

LO CARROLL 1216 COUNTRY CLUB DRIVE R 112 /

L PAUL LATHAM 6500 CLAYDESTA NAT'L BANK

MIDLAND TEXAS 79705

LOVINGTON, NM 88260-1627

LARRY A CRESS

WI 15

3702 BERMUDA COURT

LARRY NERMYR

WI 34

LEE ROBERTS PO BOX 27

MIDLAND TEXAS 79707

HC-37 BOX 4106 SIDNEY MONTANA 69270

8 113 V

LOVINGTON NEW MEXICO 88260

LEE WOOD ROBERTS STAR RT 2 BOX 1927

TULAROSA NEW MEXICO 88339

R 114

LEO WIMAN PO BOX 12073 R 116 V

LILLIAN MYERS

R 117 🗸

DALLAS TEXAS 75225

10232 REGAL OAKS APT C DALLAS TEXAS 75230

LORENE JANE HESS 738 N PALM ST

R 121 ✓

LOUIS LUSKEY

R 122 -

LOUISE B DIGGLES 10123 GREENTREE STREET R 123 🗸

101 N HOUSTON ST PONCA CITY OKLAHOMA 74801

FORT WORTH TEXAS 76102

HOUSTON TEXAS 77042-1229

LOUISE C SUMMERS

R 124 🗸

LUCINDA LOVELESS 419 WEST WELLINGTON #1 R 125

LUCY MAE LITTRELL C/O HELEN BEMIS

R 126

PO BOX 776 HOBBS NEW MEXICO 88240

CHICAGO ILLINOIS 60657-5803

9812 NE 66TH ST

VANCOUVER WASHINGTON 98662

MACK H WOOLRIDGE

MARGARET ELIZABETH BURNS

R 131 /

MARTHA FARRIS RT 73 BOX 912

R 133

P O BOX 1848

ALBANY TEXAS 74630

3113 NW 60TH STREET OKLAHOMA CITY OKLAHOMA 73112

ONIA ARKANSAS 72863

MARY ALLISON

297 W LOMA ALTA DRIVE ALTADENA CALIFORNIA 91001

MARY FRANCES HURLEY

R 137 🗸

MARY LEE S REESE PO BOX 8531

R 139 4

SALT LAKE CITY UTAH 84108-8631

814 CHERI WAY FAIRDALE KENTUCKY 40118 MARY T CHRISTMAS HOLLADAY R 1 PO BOX 201204 ARLINGTON TEXAS 75006-1204

MARY VERN RANSOM R 142 28890 LILAC RD SP 148 VALLEY CENTER CALIFORNIA 92082 MYRTLE PFILE
C/O JAMES BRUTON
PO BOX 218

WAURIKA OKLAHOMA 73573

NADINE PRIDEAU LOVELESS SMITH C/O MR BAYNARD W MALONE ATTORNEY-AT-LAW

ROSWELL NEW MEXICO 88202

PO BOX 588

R 148 🗸

NORMA JEAN TALBERT 1704 ASPEN ACRES BENTON ARKANSAS 72015 R 150 🗸

OLIS S HESS R 151 1029 SHADY PLACE
PONCA CITY OKLAHOMA 74601

OTIS E RAMSEY JR R 152 V 18610 24TH PLACE NE SEATTLE WASHINGTON 98166

OTIS TRAMMELL R 153 ✓
3513 MAPLE LANE
TILLAMOOK OREGON 97141

PATRICK J LEONARD PO BOX 335 DALLAS TEXAS 75221 R 156 -

R 164 🗸

R 145

POWHATAN CARTER JR R 160 PO 80X 328 FT SUMNER NEW MEXICO 88119 R H TRAMMELL R 162 V RR 13 KANSAS CITY MISSOURI 64161 RANDOLPH E WILSON 6949 SHERRY LANE DALLAS TEXAS 75225

ROBERT BOOTH KELLOUGH 3824 N RIVER ROAD PORT ALLEN LOUISIANA 70787 R 168 V ROBERT E KING ESTATE
JANET E ALBRIGHT,
PERSONAL REPRESENTATIVE
11940 MT LAUREL DRIVE
ROSWELL GEORGIA 30075

R 169 /

ROBERT E KING NO 2 R 170 J
JANET E ALBRIGHT
PERSONAL REPRESENTATIVE
11940 MT LAUREL DR
ROSWELL GEORGIA 30075

ROBERT J LEONARD R 171
PO BOX 400
ROSWELL NEW MEXICO 88201

ROBERT L E BURRESS R 172 PO BOX 671 FARMINGTON NEW MEXICO 87499

ROY G BARTON JR R 174 F PO BOX 978 HOBBS NEW MEXICO 88240

RUBIE C BELL R 176 J 1331 THIRD STREET NEW ORLEANS LOUISIANA 70130

R 182 🗸

RUTH SUTTON WI 42 2826 MOSS AVENUE MIDLAND TEXAS 78706 SARA H STOVALL R 181 / 3800 MINOT FORT WORTH TEXAS 76133

SAVANNAH HESS ALTMAN 1804 HUDSON DRIVE PONCA CITY OKLAHOMA 74601 STANLEY W CROSBY III R 193 V P O BOX 2346 ROSWELL NEW MEXICO 88202-2346 STEPHEN N JAMES R 196 V 5406 SCOUT ISLAND CIRCLE SOUTH AUSTIN TEXAS 78731

SUE SAUNDERS GRAHAM R 197 V PO BOX 987 ROSWELL NEW MEXICO 88201 THELMA BLACK R 210 VPO BOX 205
MIDLAND TEXAS 79701

THOMAS H MOORE WI 32 4461 HACKBERRY CT MIDLAND TEXAS 79707-1614

TIMOTHY T LEONARD R 211 

PO BOX 6006
SAN ANTONIO TEXAS 78209

TOM R CONE R 212 V
PO BOX 778

JAY OKLAHOMA 74348

TOM W ELLISON R 213 ✓ 2502 CIMMARON MIDLAND TEXAS 78701 W SCOTT RAMSEY

1302 LAWSON
MIDLAND TEXAS 79701

WILLIAM A KOLLIKER 3812 HILLCREST DRIVE EL PASO TEXAS 79902-1707

R 218 🗸

WILLIAM COLEMAN RANSOM PO BOX 31 WHITETHORN CALIFORNIA 96489 R 219

WILLIAM G SEAL & MARCELLYN J SEAL R 220 

JOINT TENANTS

4862 SOUTH TROOST

TULSA OKLAHOMA 74106

WI 39

WILLIAM W BURRESS 3 MAXWELL LANE PLANO TEXAS 75094 R 221 🗸

WOODLAN PERRY SAUNDERS R 222 ✓ PO BOX 1638 SANTA FE NEW MEXICO 87601-1638

WYNANT S WILSON 2014 BROOK HOLLOW DRIVE ABILENE TEXAS 79806 R 223 🗸

VELMA B WOODY
ROUTE 3 BOX 896
ONIA ARKANSAS 72863

R 237

WLD0121807X

A.G.U. NUTICE  SENDER: Complete items 1 and 2 when additional		A.G. U. NOTICE SENDER: Complete items 1 and 2 when additional	
, — 3 and 4.	1	3 and 4.	
-Out your address in the "RETURN TO" Space on the reverse from being returned to you. The return receipt fee will provide the date of delivery. For additional less the following services.	side. Failure to do this will prevent this card you the name of the person delivered to and	Put your address in the "RETURN TO" Space on the reverse from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following service	you the name of the person delivered to and
arid check boxles) for additional service(s) requested.  1.  Show to whom delivered, date, and addressee's ac	i	and check boxies) for additional service(s) requested.  1.  Show to whom delivered, date, and addressee's ac	i
(Extra charge)  3. Article Addressed to:	(Extra charge)  4. Article Number	/Extra charge)  3. Article Addressed to:	(Extra charge) 4. Article Number 504 1 3
o. Article Addressed to.	59112	7. S. Masso Massoss to	4. Article Number 594 13
A J TRAMMELL R 001	Type of Service:	ALVIN LUSKEY R 002	Type of Service:
RT 13 312 CLAY ST BERMINGHAM MISSOURI 64181	Begistered Insured COD	101 N HOUSTON STREET FORT WORTH TEXAS 76102	Certified COD
1	Express Mail Return Receipt for Merchandise		Express Mail Return Receipt for Merchandise
	Always obtain signature of addressee or agent and DATE DELIVERED.		Always obtain signature of addresses or agent and DATE DELIVERED.
5. Signature - Addressee	8 Addressee's Address (ONLY if	5. Signature — Addressee	8. Addressee's Address (ONLY if
× ale Trammell	Requested and fee paid)	x	requested and fee paul)
6. Signature – Agent		6. Signature – Agent	
7. Date of Delivery	1	7. Date of Delivery   FEB 1 4 1991	1
FEB 19 1991			
PS Form 3811, Apr. 1989 +u.s.q.P.O. 1989-238-81	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 +u.s.g.Ro. 1969-238-8	
A.G.U. NOTICE	/	A. G. U. NOTICE  SENDER: Complete items 1 and 2 when additional 3 and 4.	
SENDER: Complete items 1 and 2 when additional 3 and 4.	services are desired, and complete items	SENDER: Complete items 1 and 2 when additional 3 and 4.	services are desired, and complete items
Put your address in the "RETURN TO" Space on the reverse from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following service	you the name of the person delivered to and	Put your address in the "RETURN TO" Space on the reverse from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following service.	side. Failure to do this will prevent this card a you the name of the person delivered to and
and check boxies) for additional service(s) requested.  1.  Show to whom delivered, date, and addressee's at	·	and check box(es) for additional service(s) requested.  1> Show to whom delivered, date, and addressee's a	
(Extra charge) 3. Article Addressed to:	(Extra charge)	(Extra charge)  3. Article Addressed to:	(Extra charge) 4. Article Number
3. Aracie Addressed to.	4. Article Number 59114	3. Alticle Addressed to.	59115
ANDERSON CARTER R 003 PO BOX 998	Type of Service:	ATHENIA M HOME	Type of Service:
LAS CRUCES NEW MEXICO 88004	Registered Insured	338 RANDOLPH STREET EAST PEDRIA ILLINOIS 61811	Registered Insured
	Express Mail Return Receipt for Merchandise		Express Mail
1	Always obtain signature of addressee or agent and DATE DELIVERED.		or agent and DATE DELIVERED.
5. nature - Addressee	8. Addressee's Address (ONLY if	5. Signature - Addressee	8. Addressee's Address (ONLY if
x Chelorian ares	requested and fee paid)	X /	requested and fee paid)
6. Signature — Agent		6. Signature — Agent	1
7. Date of Delivery	1	7. Dayle of Delivery	-
FFD To		1 / 1-1/6-9/	
190	<u> </u>		<del></del>
PS Form 3811, Apr. 1989	5 DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 *U.S.Q.P.O. 1989-238-4	DOMESTIC RETURN RECEIPT
A.O.U. NOTICE		A.G.U. NOTICE	
A.C.U. NOTICE  SENDER: Complete items 1 and 2 when addition 3 and 4. Put your address in the "RETURN TO" Space on the rever	al services are desired, and complete items	A.G.U. NUTICE  SENDER: Complete items 1 and 2 when additions 3 and 4.	al services are desired, and complete items
SENDER: Complete items 1 and 2 when addition 3 and 4.  Put your address in the "RETURN TO" Space on the rever from being returned to you. The return receipt fee will provide deep of delivery for additional fees the following service date of delivery for additional fees the following service.	al services are desired, and complete items se side. Failure to do this will prevent this card de you the name of the person delivered to and	SENDER: Complete items 1 and 2 when additions 3 and 4.  Put your address in the "RETURN TO" Space on the revers from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following services.	al services are desired, and complete items se side. Failure to do this will prevent this card de you the name of the person delivered to and
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SENDER: Complete items 1 and 2 when addition 3 and 4.  Put your address in the "RETURN TO" Space on the rever from being returned to you. The return receipt fee will provide date of delivery. For additional service is requested.  Show to whom delivered, date, and addressee's "Extra charge?  Article Addressed to:  B A CHRISTMAS JR R 010 CHICO ROUTE RATON NEW MEXICO 87740  Signature Addressee  Addressee  Signature Addressee  W. W	al services are desired, and complete items se side. Failure to do this will prevent this card de you the name of the person delivered to and ces are available. Consult postmaster for fees address.  2. Restricted Delivery (Extra charge)  4. Article Number 59116  Type of Service: Registered Insured COD Return Receipt for Merchandise Always obtain signature of addressee or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if requestee) fee paid)  DOMESTIC RETURN RECEIPT  all services are desired, and complete items see side. Failure to do this will prevent this card de you the name of the person delivered to and ces are available. Consult postmaster for fees	A.G.U. NOTICE  SENDER: Complete items 1 and 2 when additions 3 and 4. Put your address in the "RETURN TO" Space on the revers from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following service and check boxies for additional service(s) requested.  1. Show to whom delivered, date, and addressee's (Extra charge)  3. Article Addressed to:  BEATRICE V COOK ROIT PO 80X 1076 ROSWELL NEW MEXICO 88202  5. Signature — Addressee  X  6. Sibriature Agent X  7. Date of Delivery  PS Form 3811, Apr. 1989  • U.S.G.RO. 1989-238  A.G.U. NOTICE  SENDER: Complete items 1 and 2 when addition 3 and 4. Put your address in the "RETURN TO" Space on the rever from being returned to you. The return receipt fee will prov the date of delivery. For additional fees the following serviced 1. Show to whom delivered, date, and addressee's	al services are desired, and complete items he side. Failure to do this will prevent this card de you the name of the person delivered to and cos are available. Consult postmaster for fees address.  2. A Restricted Delivery (Extra charge)  4. Article Number  Type of Service:  Registered  Consult postmaster of addressee or alent and DATE DELIVERED.  8. Addresse's Address IONLY if quested and fee paid)  Both the services are desired, and complete items are side. Failure to do this will prevent this card de you the name of the person delivered to and cices are available. Consult postmaster for fees address.  2. A Restricted Delivery
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SENDER: Complete items 1 and 2 when addition 3 and 4.  Put your address in the "RETURN TO" Space on the rever from being returned to you. The return receipt fee will provide date of delivery. For additional fees the following serviand check boxies) for additional service(s) requested.  Show to whom delivered, date, and addressee's **  Extra charge*  Acticle Addressed to:  8 A CHRISTMAS JR R 010 CHICO ROUTE RATON NEW MEXICO 87740  SENDER: Complete items 1 and 2 when addition. 3 and 4.  Put your address in the "RETURN TO" Space on the revert from being returned to you. The return receipt fee will provide date, and addressee's **  Extra charge*  A. C. U. N D T C C  SENDER: Complete items 1 and 2 when addition. 3 and 4.  Put your address in the "RETURN TO" Space on the revert from being returned to you. The return receipt fee will provide date of delivery. For additional fees the following serviand check boxies 1 for additional services) requested.  Show to whom delivered, date, and addressee's **  (Extra charge*)  A Article Addressed to:  BETTY MORAN RICE R 012	al services are desired, and complete items se side. Failure to do this will prevent this card de you the name of the person delivered to and ces are available. Consult postmaster for fees address.  2. Restricted Delivery (Extra charge)  4. Article Number 5.9.1.1.6  Type of Service: Insured COD Return Receipt for Merchandise Always obtain signature of addressee or agent and DATE DELIVERED.  8. Addressee's Address (ONLY if requested in fee paid)  als services are desired, and complete items see side. Failure to do this will prevent this card de you the name of the person delivered to and ces are available. Consult postmaster for fees address.  2. Restricted Delivery (Extra charge)  4. Article Number Return Receipt for fees address.  Type of Service: Insured Insured Consult postmaster for fees address.  Type of Service: Registered Insured Consult for Merchandise Always obtain signature of addressee or agent and DATE DELIVERED.	SENDER: Complete items 1 and 2 when additions 3 and 4.  Put your address in the "RETURN TO" Space on the revers from being returned to you. The return receipt fee will provide the date of delivery. For additional fees the following service and check boxies for additional services requested:  1. Show to whom delivered, date, and addressee's (Extra charge)  3. Article Addressed to:  BEATRICE V COOK R 011 PO 80X 1076 ROSWELL NEW MEXICO 88202  5. Signature Agent X  7. Date of Delivery  PS Form 3811, Apr. 1989  *U.S.G.RO. 1989-238  A.G.U. NOTIC  SENDER: Complete items 1 and 2 when addition 3 and 4.  Put your address in the "RETURN TO" Space on the rever from being returned to you. The return receipt fee will provide date of delivery. For additional service(s) requested.  1. Show to whom delivered, date, and addressee's (Extra charge)  3. Article Addressed to:  BILLIE JUNE CROW R 014 PO 80X 843 ROSWELL NEW MEXICO 88201	A services are desired, and complete items are side. Failure to do this will prevent this card be you the name of the person delivered to and ces are available. Consult postmaster for fees address.  2. Restricted Delivery (Estra charge)  4. Article Number 50100  Type of Service: Registered Code Recum Receipt for Merchandise or alent and DATE DELIVERED.  8. Iddressee's Address (ONLY if puested and fee paid)  But the name of the person delivered to ancices are available. Consult postmaster for fees address.  2. Restricted Delivery (Estra charge)  4. Article Number 50100  Type of Service: Restricted Delivery (Estra charge)  4. Article Number 50100  Type of Service: Restricted Delivery (Estra charge)
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2515 YELLOW FIR RD	Registered Insured	CANOY CHRISTMAS 9 C22 PO BOX 1564	Registered Insured
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	Type of Service:		
CAROLYN LOVELESS SCHLICHER R 023 PO BOX 606	Registered Insured	CATHIE CONE AUVENSHINE R 025 PO BOX 658	Type of Service:
ROSWELL NEW MEXICO 88202-0806		DRIPPING SPRINGS TEXAS 78620	Certified L. COD
	for Merchandise		Express Mail Return Receipt for Merchandise
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	or agent and DATE DELIVERED.	· · · · · · · · · · · · · · · · · · ·	or agent and DATE DELIVERED.
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6. Signature — Agent		6. Signature — Agent	
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2044	DOMESTIC BETTIEN BECEIPT	2044	
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	Express Mail Return Receipt for Merchandise	LUBBOCK TEXAS 79413	Certified COD  Express Mail Return Receipt for Merchangise
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PS Form 3811, Apr. 1989 +U.S.G.RO. 1989-238-8	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 + U.S.G.R.O. 1989-2:	38-815 DOMESTIC RETURN RECEIPT
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GWEN G HALL R 072 4004 TERRACE DRIVE	Type of Service: Registered Insured	HELEN JANE CHRISTMAS BARBY PO BOX 2767	Registered Insured
AMARILLO TEXAS 79109	Certified: COD	EDMOND OKLAHOMA 73034	System Mail Return Receipt
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	Type of Service:	JAMES A DAVIDSON R 23	Type of Service:
JACK FLETCHER ROBS A	Registered Insured	PO BOX 494 MIDLAND TEXAS 79702	Registered Insured
MIDLAND TEXAS 79702	Cortified COD Return Receipt for Merchandise		Express Mail Return Receipt
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PS Form 3811, Apr. 1989 +U.S.G.PO. 1989-238-61	A.G.U. NOTICE	7	A.G. U. NOTICE
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ARLINGTON TEXAS 76006-1204	Registered To Insured Cortified COD	C/O JAMES BRUTON PO BOX 218	Begistered Insured
	Express Mail	WAURIKA OKLAHOMA 73673	Con Con Return Receipt for Merchandise
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em 3811, Apr. 1989 #U.S.G.P.O. 19	89-238-815 DOMESTIC RETURN RECEIPT	]	
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C/O MR BAYNARD W MALONE ATTORNEY-AT-LAW	Registered Insured	NORMA JEAN TALBERT R 150	Type of Service
PO BOX 566	Certified COD  Express Mail Return Receipt	1704 ASPEN ACRES BENTON ARKANSAS 72015	Registered Insured
ROSWELL NEW MEXICO 88202	for Merchandise		Express Mail Return Receipt for Merchandise
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COD Receipt for Merchandise Extess Mail Always obtain signature of addresse or agent and DATE DELIVERED 8. Addressee's Address (ONLY if requested and fee paid) SERVICE NOT PAID FOR HORT PAID DOMESTIC RETURN RECE A.G. U. NOTICE SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4. Put your address in the "RETURN TO" Space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check boxiesi for additional service(s) requested.

1. \_ Show to whom delivered, date, and addressee's address.

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NUTICE

58001

Insured
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for Merchandise

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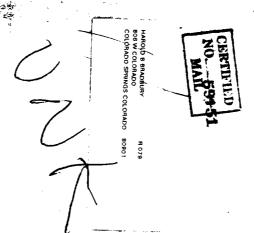
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Is your <u>RETURN ADDRESS</u> completed on the reverse side?

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HAROLD 8 BRADBURY R 079 808 W COLORADO COLORADO SPRINGS COLORADO 80901	Type of Service:  Registered Insured  Certified COD  Express Mail Return Receipt for Merchandise  Always obtain signature of addressee or agent and DATE DELIVERED.
5. Signature — Addressee X	8. Addressee's Address (ONLY if requested and fee paid)
6. Signature — Agent X	
7. Date of Delivery	
S Form 3811, Apr. 1989 +US.G.Po. 19	89-238-815 DOMESTIC RETURN RECEI

Thank you for using Return Receipt Service.



## First Class Mail

<del></del>	A.G.U NOTICE	
SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4.  Put your address in the "RETURN TO" Space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for additional service(s) requested.  1. Show to whom delivered, date, and addressee's address.  2. Restricted Delivery (Extra charge)		
3. Article Addressed to:	4. Article Number 59154	
IMA JO BRISCOE R 087 623 MCGRAW HEALDTON OKLAHOMA 73438	Type of Service:  Registered Insured COD Express Mail Return Receipt for Merchandise  Always obtain signature of addressee or agent and DATE DELIVERED.	
5. Signature — Addressee	8. Addressee's Address (ONLY if requested and fee paid)	
6. Signature - Agent	†	
x		
7. Date of Delivery		
PS Form 3811, Apr. 1989 +u.s.g.p.o. 1989-238-81	5 DOMESTIC RETURN RECEIPT	

IMA JO BRISCOE

823 MCGRAW

HEALDTON OKLAHOMA 73438

R 087

First Class Mail

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1. Show to whom delivered, date, and addressee's address.

2. Restricted Delivery 2. Restricted Delivery (Extra charge) (Extra charge) 3. Article Addressed to: 4. Article Number 58092 Type of Service: R 114 LEE WOOD ROBERTS Registered Insured STAR RT 2 BOX 1927 ☐ cop Certified TULAROSA NEW MEXICO 88338 Return Receipt for Merchandise Express Mail Always obtain signature of addressee or agent and DATE DELIVERED 5. Signature - Addressee 8. Addressee's Address (ONLY if requested and fee paid) 6. Signature - Agent 7. Date of Delivery

\*U.S.G.P.O. 1989-238-815

NEW MEXICO

Return Receipt Service Thank you for using

NOTICE

**DOMESTIC RETURN RECEIPT** 

ROBE927

PS Form 3811, Apr. 1989

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## Chevron U.S.A. Inc.

P.O. Box 1150, Midland, TX 79702 • Phone (915) 687-7235 15 Smith Road, Midland, TX 79705 • Fax (915) 687-7666

Denise K. Beckham Land Representative Permian Basin Land Division

February 14, 1991

Proposed Arrowhead Grayburg Unit Lea County, New Mexico

Overriding Royalty Interest Owners Under the A. L. Christmas No. 1 Well

Dear Overriding Royalty Owner:

Chevron U.S.A. Inc. recently acquired the interest of Doyle Hartman and James Davidson under the thirty-seven acre proration unit of the A. L. Christmas No. 1. Well. A recent record check revealed your overriding royalty interest under said land. A portion of the interest under the thirty-seven acres lies in our proposed Arrowhead Grayburg Unit.

The attached package contains the materials we have sent to known parties with interest under the proposed unit. Please excuse the delay in our contacting you.

Should you have any questions, please call me collect at (915) 687-7235.

Yours very truly,

Denise K. Beckham

DKB:dcb WLD10214.13L

HGC 58

1704 LIME ROCK C/O MRS FRED BUILER C/O EDWIN L BEDFORD **ROUND ROCK TEXAS 78664 6240 RIVERSIDE AVE** P O BOX 275 POINT RICHMOND CA 94807-0275 **RIVERSIDE CA 92506** BILLIE E BUCHANAN R 253 M L & P D LYETH JOINT TENANTS R 254 R T BUCHANAN P O BOX 387 FIRST INTERSTATE BANK DENVER P O BOX 128 STRAWN TEXAS 76475 TRUST MINERALS 023 ACCT 11033 STRAWN TEXAS 7647S P O BOX 5825 DENVER CO 80217 NEW MEXICO BAPTIST LUCILLE M OWENS R 252 R 241 CHILDRENS HOME INC C/O MILLER MONTAG P O BOX 629 2706 MARLBOROUGH PORTALES NM 88130 SAN ANTONIO TEXAS 78230 returne 8 **ROSS L ROBINSON** R. 245 W BRYAN ARNN P O BOX 347 CONSERVATOR OF THE ESTATE OF **EUNICE NM 88231** ONEZ NORMAN GLOYD ROONEY 1230 FIRST CITY PLACE OKLAHOMA CITY OK 73102 return ANNIE A DANIELL R 246 ELLEN ANN WALLACE WILLIAMS **IDALOW STATE BANK** 1801 CRESTMONT COURT **BOX 858** GLENDALE CA 91208 **IDALOW TEXAS 79329** NANCY SMITH HURD R 257 R 250 JOAN STUART JOHNSON NSC BUILDING SUITE 1500 3900 EUCLID SAN ANTONIO TEXAS 78205 DALLAS TEXAS 75205 returned

- Thomas Record Semmes 5307 Broadway San Antonio, Texas 78207 returned

3603 Ariel Houston, Texas 77074

R 255 George R. Stein R 251 Nan McKean Taylor Tice R 2621 W. Missouri Artesia, NM 38210

Pauline Fern Pearson R 244 5936 East 25th Place Tulsa, Oklahoma 74114 whened

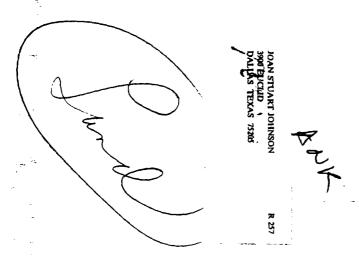
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3. Article Addressed to:	4. Article Number 50224	(Extra charge)  3. Article Addressed to:	4. Article Number 50223
HELEN LEARMONT BEDFORD R 247	Type of Service:		T J Conting:
C/O EDWIN L BEDFORD	Registered Insured	LAVENIA SMITH ABRAHAMS R 249	Type of Service:
P O BOX 275 POINT RICHMOND CA 94807-0275	Express Mail Return Receipt for Merchandise	1904 LIME ROCK	COD Return Receipt Express Mail
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X		6. Signature - Agent	·
7. Date of Delivery FEB 1 9 1991 :		X	
	DOMESTIC RETURN RECEIPT	7. Date of Delivery	
PS Form 3811, Apr. 1989 **u.s.q.ro. 1989-238-819	DOMESTIC RETORIC RESERVE	#US.Q.RO. 1989-238-81	DOMESTIC RETURN RECEIP
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	56214	RACHEL BEDFORD BOWEN R 248	Type of dervice:
BILLIE E BUCHANAN R 254 P O BOX 387	Type of Service:	C/O MRS FRED BUTLER	Registrate Insured
STRAWN TEXAS 76475	Certified COD	6240 RIVERSIDE AVE	Cartified COD  Express Mail Return Receipt for Merchandise
104/9	Express Mail Return Receipt for Merchandise	RIVERSIDE CA 92506	
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PS Form 3811, Apr. 1989 +U.S.G.P.O. 1989-238-8	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 +u.s.g.p.o. 1989-238-0	DOMESTIC RETURN RECEI
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S Form 3811, Apr. 1989 *U.S.A.RO. 1989-228-618	DOMESTIC RETURN RECEIPT	PS Form 3811, Apr. 1989 #US.G.RO. 1900-235-015	
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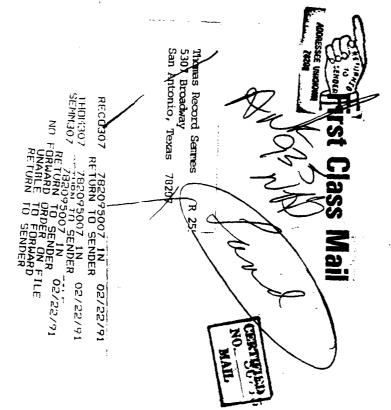
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is your <u>RETURN ADDRESS</u> completed on the reverse side? 3. Article Addressed to: Tauline Term Pearson 5936 East 25th Place Tulsa, Oklahoma 74114 RZUY Type of Service 5. Signature - Addressee 6. Signature – Agent X Date of Delivery PS Form 3811, Apr. 1989 +U.S.G.P.O. 1989-238-815 Address Correction Denise K. Beckham Chevron U.S.A. Inc. PO. Box 1150, Midland, TX 79702 Pauline Fern Pearson 5936 Fast 25th Place Tulsa, Oklahovn 71114 Land

Thenk you for using Return Receipt Service Insured
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## Chevron U.S.A. Inc.

P.O. Box 1150, Midland, TX 79702 • Phone (915) 687-7235

15 Smith Road, Midland, TX 79705 • Fax (915) 687-7666

Denise K. Beckham Land Representative Permian Basin Land Division

February 22, 1991

Proposed Arrowhead Grayburg Unit Lea County, New Mexico

Overriding Royalty Interest Owners Under the A.L. Christmas No. 1 Well

Dear Overriding Royalty Owner:

Chevron U.S.A. Inc. recently acquired the interest of Doyle Hartman and James Davidson under the thirty-seven acre proration unit of the A.L. Christmas No. 1 Well. A portion of the interest under the thirty-seven acres lies in our proposed Arrowhead Grayburg Unit.

On February 14th we mailed out notice of our hearing and a package of materials to the overriding royalty owners filed of record in Lea County. Upon receipt of Mr. Hartman's records, we found some of the parties in the original group of owners had changed.

The attached package contains the materials we have sent to the known parties with interest in the proposed unit. Please excuse the delay in our contacting you.

Yours very truly,

Derusi K. Sockham

Denise K. Beckham

DKB/pdm WLD10222.03

mailed 2/22/91

LAVENIA PERRY R 2517 FALCON DRIVE ROUND ROCK TEXAS 78687	₹ 249	EDWIN L BEDFORD ATTORNEY-IN-FACT FOR HELEN LEARMONT BEDFORD P O BOX 275 POINT RICHMOND CA 94807-0275	R 247	ELIZABETH B BUTLER EXECUTRIX OF THE ESTATE OF RACHEL BEDFORD BOWEN 6240 RIVERSIDE AVE RIVERSIDE CA 92506	R
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NEW MEXICO BAPTIST CHILDRENS HOME INC P O BOX 629 PORTALES NM 88130	R 241	L RICHARD SMITH JR 115 GATEWOOD SAN ANTONIO TEXAS 78209	R 252	PAULINE FERN PETERSON 5936 EAST 25TH PLACE TULSA OK 74114	R
ROSS L ROBINSON FO BOX 347 EUNICE NM 88231	R 245	JAMES M MOREY AND THE LIBERTY NATIONAL BANK & TRUST COMPANY OF OKLAHOMA CITY P O BOX 25848 OKLAHOMA CITY OKLAHOMA 73125	R 243	NAN MCKEAN TAYLOR TICE 2621 W MISSOURI ARTESIA NM 88210	R
ELLEN ANN WALLACE WILLIAMS 1801 CRESTMONT COURT GLENDALE CA 91208	R 246	GEORGE DANIELL C/O MARTHA AINSWORTH BOX 452 SALT FLAT TEXAS 79847	R 258	NANCY SMITH HURD 112 PECAN SUITE 2626 SAN ANTONIO TEXAS 78205	R
JOAN STUART JOHNSON 3900 EUCLID DALLAS TEXAS 75205	R 257	THOMAS RECORD SEMMES 5307 BROADWAY SAN ANTONIO TEXAS 78207	R 255	GEORGE R STEIN 3603 ARIEL HOUSTON TEXAS 77074	R
LONELLE HOLDER 110 NORTH AVENUE O POST TEXAS 79356	R 274	E D OSBURN 110 NORTH AVENUE O POST TEXAS 79356	R 275	HOWARD BEACH P O BOX 2198 COTTONWOOD ARIZONA 86326	R
DAVID DANIELL P O BOX 749 ALBUQUERQUE NEW MEXICO 87103	R 270	MARK DANIELL 5015 EL PASEO DRIVE N W ALBUQUERQUE NEW MEXICO 87107	R 271	MAX DANIELL 3432 60TH STREET LUBBOCK TEXAS 79413	/R .
ALLIE WILKINSON 3715 95TH STREET LUBBOCK TEXAS 79423	R 273	JOE DAN BEACH BEACHS THUNDERBIRD FARMS P O BOX 1806 CROSS CITY FLORIDA 32628	R 277	MARIE MCKINNON 807 WARM SANDS COURT S E ALBUQUERQUE NEW MEXICO 8712	R 3
JIMMY D MOREY & MARY M MOREY F TRUSTEES OF J D MOREY REVOCA TRUST DATED 2-22-89		MARILYN M LAW & JAMES B LAW TRUSTEES OF THE M LAW REVOO TRUST DATED 2-3-89	R 283 CABLE	VIOLA HAYNES 1135 TEXAS S E APT 427 ALBUQUERQUE NEW MEXICO 87110	R.

TRUST DATED 2-22-89 1502 BUTTRAM ROAD

TRUST DATED 2-3-89 P O BOX 20628 OKLAHOMA CTTY OKLAHOMA 73120 OKLAHOMA 73156-0628 ALBUQUERQUE NEW MEXICO 87110

JESSIE LENORE ROGOKAS
4711 SOUTH ARLINGTON
LOS ANGELES CALIFORNIA 90043

WINNIE WILLIAMS P O BOX 16129 LUBBOCK TEXAS 79490

R 268

R 283

BILLIE SCHRODER 805 WARM SANDS COURT S E ALBUQUERQUE NEW MEXICO 87123

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OLIVER J. BUTTS 3535 WESTCLIFF ROAD SOUTH FT WORTH TEXAS 76109 R 280 ALAFAIR BUTLER 2013 CLAUDE STREET N W ATLANTA GEORGIA 30318 JOHN W BUTTS JR C/O ALAFAIR BUTLER 2013 CLAUDE STREET N W ATLANTA GEORGIA 30318

MARIE SHAW 5306 O'MALLEY LANE STONE MOUNTAIN GEORGIA 30088 REBECCA FRETWELL
LAKEWOOD CHRISTIAN MANOR
2141 SPRINGDALE ROAD S W APT 708
ATLANTA GEORGIA 30315

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### Complete items 1 and 2 when additional services are desired, and complete items 3 and 4.  ###################################	Signatury - Addresses (ONEY ( S. Signatury + Agent X 7. Date of Delivery - C 2 - C P8 Form 3811, Apr. 1989 **us.ap.0.1982334315  DOMESTIC RETURN RECEIPT	Article Aumber  4. Article Number  2/203  ED OSBURN  R 275  Type of Service:  110 NORTH AVENUE O  POST TEXAS 79356  POST TEXAS 79356  POST TEXAS 79356  Always obtain signature of addressee or agent and DATE DELIVERED.
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WINNIE WILLIAMS R 269	Type of Service:
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LUBBOCK TEXAS 79490	Certified COD
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S Form 3811, Apr. 1989 *U.S.G.P.O. 1989-238-6	DOMESTIC RETURN RECEIPT

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FOR REGISTERED, INSURED, C.O.D., CERTIFIED, AND EXPRESS MAIL PS Form 3877, Sept. 1986 NAME AND ADDRESS OF SENDER Total Number of Pleces 7 13 12 Listed by Sender PF 2-28-91 Number of Article 50263 50261 £0255 でのグの主 5025 CHEVRON U.S.A. INC. MIDLAND, TX 79702 P. O. BOX 1150 DENVER CO 80217 CO-TRUSTEE OF THE LYETH OIL TRUST F0.12-80 P O BOX 5825 FIRST INTERSTATE BANK DENVER R 242 RIVERSIDE CA 92506 6240 RIVERSIDE AVE EXECUTRIX OF THE ESTATE OF ELIZABETH B BUTLER RACHEL BEDFORD BOWEN STRAWN TEXAS 76475 HELEN BUCHANAN P O BOX 128 Name of Addressee, Street, and Post-Office Address MILDRED BUCHANAN STRAWN TEXAS 76475 P O BOX 387 14× 160 (C) 25. R 248 R 253 Indicate type of mail
Registered
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Certified Exp R 254 f receiving employee) Postage 20 くど 15 13,67 13.67 21,5 19,00 **™** The full declaration of value is required on all domestic and international registered mail. The maximum indemnity payable for nonnegotiable documents under Express Mail document reconstruction insurance is \$50,000 per piece subject to a limit of \$500,000 per occurrence. The maximum indemnity payable on Express Mail merchandise insurance is \$500. The maximum indemnity payable is \$25,000 for Registered Mail, \$500 for COD and \$500 for Insured Mail. Special handling charges apply only to Third- and Fourth-Class parcels. Special delivery service also includes special handling service. Charge (If Regis.) ☐ With Postal Insurance
☐ Without Postal Insurance 7,00 Check appropriate block for .8 Registered Mail:  $\mathcal{S}_{i}$ g, € 83 If C.O.D. Fee Fee Fee Affix stamp here if issued as certificate of mailing or for additional copies of this bill. POSTMARK AND DATE OF RECEIPT  $\mathscr{E}$ 8 ĝ ઉ 8 Rest. Del. Fee Remarks

FORM MUST BE COMPLETED BY TYPEWRITER, INK OR BALL POINT PEN

¢xU.S. G.P.O. 1986-166-494

FOR REGISTERED, INSURED, C.O.D., CERTIFIED, AND EXPRESS MAIL NAME AND ADDRESS OF SENDER Listed by Sender 13 12 100 16-86-618 Number of Pieces Number of 50266 E027 でつりが 20,25 £025B Total Number of Pieces
Received at Post Office CHEVRON U.S.A. INC. P. O. BOX 1150 MIDLAND, TX 79702 **CLOVIS NEW MEXICO 88101** 3100 MANDELL CIRCLE BILL TERRY 2013 CLAUDE STREET OKLAHOMA CITY OKLAHOMA 73120 1502 BUTTRAM ROAD TRUSTEES OF J D MOREY REVOCABLE ALAFAIR BUTLER TRUST DATED 2-22-89 JIMMY D MOREY & MARY M MOREY R 282 Name of Addressee, Street, and Post-Office Address SALT FLAT TEXAS 78 17 C/O MARTHA AINSWORTH GEORGE DANIELL BOX 452 D POSTMASTER, PER (Name of receiving employee) R 267 R 281 Indicate type of mail

Registered

Insured

COD

Certified Exp R 258 290 290 Postage 90 4.90 TI The full declaration of value is required on all domestic and international registered mail. The maximum indemnity payable for nonnegotiable documents under Express Mail document reconstruction insurance is \$50,000 per piece subject to a limit of \$500,000 per occurrence. The maximum indemnity payable on Express Mail merchandse insurance is \$500. The maximum indemnity payable is \$25,000 for Registered Mail, \$500 for COD and \$500 for Insured Mail. Special handling charges apply only to Third- and Fourth-Class parcels. Special delivery service also includes special handling service. Check appropriate block for Registered Mail:

With Postal Insurance

Without Postal Insurance 1.80 Charge (If Regis.) 00 9 ġ. e de B The second second Insured Value Due Sender R. R. S. D. 11 C.O.D. Fee Fee Affix stamp here if issued as certificate of mailing or for additional copies of this bill. POSTMARK AND DATE OF RECEIPT į, 8 ક 8 T.S. Rest. Del. Fee Bemarks

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S. S.	Total Number of Pieces POSTMASTER, PE		3535 WESTCLIFF ROAD SOUTH FT WORTH TEXAS 76109	OLIVER J. BUTTS	807 WARM SANDS COURT'S E ALBUQUERQUE NEW MEXICO 87123	MARIE MCKINNON	RENO NEVADA 89502		4711 SOUTH ARLINGTON LOS ANGELES CALIFORNIA 90043	JESSIE LENORE ROGOKAS	P O BOX 16129 LUBBOCK TEXAS 79490	N.	STONE MOUNTAIN GEORGIA 30088	MARIE SHAW	POST TEXAS 79356	E D OSBURN	Name of Midrages Street and Pres-Office Address	P. O. BOX 1150
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PS Form 3877, Sept. 1986 FOR REGISTERED, INSURED, C.O.D., CERTIFIED, AND EXPRESS MAIL NAME AND ADDRESS OF SENDER Total Number of Pleces Listed by Sender 13 14 12 50 15 Number of 64403 78-91 50280 5028 5023 5028 8403 Total Number of Pleces
Received at Post Office MIDLAND, TX 79702 P. O. BOX 1150 CHEVRON U.S.A. INC. ALBUQUERQUE NEW MEXICO 87103 COTTONWOOD ARIZONA 86326 P O BOX 749 DAVID DANIELL P O BOX 2198 HOWARD BEACH ATLANTA GEORGIA 30315 LAKEWOOD CHRISTIAN MANOR 2141 SPRINGDALE ROAD S W APT 708 REBECCA FRETWELL ALBUOUEROUE NEW MEXICO 87110 VIOLA HAYNES 1135 TEXAS S E APT 427 Name of Addressee, Street, and Post-Office Address SALT FLAT TEXAS 79847 BOX 452 MARTHA AINSWORTH POST TEXAS 79356 110 NORTH AVENUE O LONELLE HOLDER POSTMASTER, PER (Name of receiving employee) R 270 R 276 R 263 R 264 Indicate type of mail

Registered
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Certified Exp R 265 R 274 290 Postage | 05. 95. ch: 06. 6 490 490 4.90 4.90 4.90 4.90 TI The full declaration of value is required on all domestic and international registered mail. The maximum indemnity payable for nonnegotiable documents under Express Mail document reconstruction insurance is \$50,000 per piece subject to a limit of \$500,000 per occurrence. The maximum indemnity payable on Express Mail merchandise insurance is \$50.0. The maximum indemnity payable is \$25,000 for Registered Mail, \$500 for COD and \$500 for Insured Mail. Special handling charges apply only to Third- and Fourth-Class parcels. Special delivery service also includes special handling service. Handling Act. Value Charge (If Regis.) 08.7 ?8 ☐ Without Postal Insurance Check appropriate block for Registered Mail: 8  $\mathcal{S}$ *?* 9 With Postal Insurance Value . . ŧ Due Sender R. R. S. D. S. H. If C.O.D. Fee Fee Fee Affix stamp here if issued as certificate of mailing or for additional copies of this bill. POSTMARK AND DATE OF RECEIPT ġ É  $\mathscr{S}$ 8  $\mathscr{B}$ Ġ. Remarks

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FORM MUST BE COMPLETED BY TYPEWRITER, INK OR BALL POINT PEN

**\$**U.S. G.P.O. 1986-166-494

PS Form 3877, Sept. 1986 FOR REGISTERED, INSURED, C.O.D., CERTIFIED, AND EXPRESS MAIL NAME AND ADDRESS OF SENDER Line Listed by Sender 13 12 5 7 Total Number of Pieces Number of Article 50286 50288 20237 こうど Total Number of Pieces
Received at Post Office EHHYRON U.S.A. INC. 5. Cl. BOX 1150 TID Not Tod Tree Sydy And Post-Office Address ALBUQUERQUE NEW MEXICO 87123 805 WARM SANDS COURT S E BILLIE SCHRODER COMPANY OF OKLAHOMA CITY OKLAHOMA CITY OKLAHOMA 73125 P O BOX 25848 JAMES M MOREY AND THE LIBERTY NATIONAL BANK & TRUST SAN ANTONIO TEXAS 78209 L RICHARD SMITH JR **ALBUQUERQUE NEW MEXICO 87107** 5015 EL PASEO DRIVE N W MARK DANIELL ORT AHOMA CTTY OKLAHOMA 73156-0628 P O BOX 20628 MARILYN M LAW & JAMES B LAW 115 GATEWOOD TRUST DATED 2-3-89 TRUSTEES OF THE M LAW REVOCABLE POSTMASTER, PER (Name of receiving employee) R 279 R 243 Indicate type of mail

Registered

Insured

COD

Certified Exp R 252 R 271 COD Certified **Postage** 38. CP 90 4.90 4,00 4.90 4.90 490100 11 The full declaration of value is required on all domestic and international registered mail. The maximum indemnity payable for nonnegotiable documents under Express Mail document reconstruction insurance is \$50,000 per piece subject to a limit of \$500,000 per occurrence. The maximum indemnity payable on Express Mail merchandise insurance is \$500. The maximum indemnity payable is \$25,000 for Registered Mail, \$500 for COD and \$500 for Insured Mail. Special handling charges apply only to Third- and Fourth-Class parcels. Special delivery service also includes special handling service. Charge (If Regis.) ☐ With Postal Insurance☐ Without Postal Insurance Check appropriate block for Registered Mail: . S . 8 . 8 Insured Value Oue Sender R. R. S. D. S. H. If C.O.D. Fee Fee Fee Affix stamp here if issued as certificate of mailing or for additional copies of this bill. POSTMARK AND DATE OF RECEIPT 000 00 00 8  $oldsymbol{eta}$ Rest. Del. Fee Remarks

17.00

FORM MUST BE COMPLETED BY TYPEWRITER, INK OR BALL POINT PEN

\$U.S. G.P.O. 1986-166-494

PS Form 3877, Sept. 1986 FOR REGISTERED, INSURED, C.O.D., CERTIFIED, AND EXPRESS MAIL NAME AND ADDRESS OF SENDER 14 Total Number of Pieces
Listed by Sender 15 13 12 10 ø Number of 50290 EC603 Total Number of Pieces
Received at Post Office ATLANTA GEORGIA 30318 C/O ALAFAIR BUTLER 2013 CLAUDE STREET N W JOHN W BUTTS JR P. O. BOX 1150 CROSS CITY FLORIDA 32628 CHEVRON U.S.A. INC. P O BOX 1806 **BEACHS THUNDERBIRD FARMS** JOE DAN BEACH MIDLAND, TX 79702 -----POSTMASTER, PER (Name of receiving employee) FORM MUST BE COMPLETED BY TYPEWRITER, INK OR BALL POINT PEN R 282 R 277 Indicate type of mail

Registered
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COD
Certified Exp 290 Postage 1901 T) The full declaration of value is required on all domestic and international registered mail. The maximum indemnity payable for nonnegotiable documents under Express Mail document reconstruction insurance is \$50,000 per piece subject to a limit of \$500,000 per occurrence. The maximum indemnity payable on Express Mail merchandise insurance is \$500. The maximum indemnity payable is \$23,000 for Registered Mail, \$500 for COD and \$500 for Insured Mail. Special handling charges apply only to Third- and Fourth-Class parcels. Special delivery service also includes special handling service. Handling Act. Value Charge (If Regis.) Registered Mail:

With Postal Insurance

Without Postal Insurance Check appropriate block for <u>`</u> Value If C.O.D. Fee Fee Fee Affix stamp here if issued as certificate of mailing or for additional copies of this bill. POSTMARK AND DATE OF RECEIPT

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Cost

(00)

Remarks

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CHEVRON EL&P

DENISE K. BECKHAM

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Andrew B. Burleson Aubrey C. Price Bernard G. Scott Celia A. Zinn Chicora Modesta Williams Irust Gregory J. Brose Hal J. Rasmussen Operating, Inc.		Burton Veteto Dasco Energy Corp. David Mussett Marian Mussett	Borrego Properties, Inc.	Chevron U.S.A. Inc Chevron U.S.A. Inc Dasco Energy Corp. David Mussett Larry Nermyr Marian Mussett Meridian Oil. Inc. Para Mia. Inc.		Chevron U.S.A. Inc Larry Nermyr Meridian Oil, Inc. Trust U/D Donaldson Brown		Marathon Oil Company		Amoco Production Company ARCO 011 & Gas Company Chevron U.S.A. Inc Conoco, Inc.		Borrego Properties, Inc. Burton Veteto Dasco Energy Corp. David Mussett Marian Mussett		Burton Veteto Chevron U.S.A. Inc Dasco Energy Corp. David Mussett Larry Nermyr Marian Mussett Meridian Oil. Inc. Para Mia. Inc.	W. I. OWNER
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DENISE K. BECKHAM

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12.500000000 Y 12.5000000 100.0000	STATE OF NEW MEXICO	Y 0.1981230	100.000000000	Marathon Oil Company	0.1981230 N	148
12.500000000 12.5000000 100.0000		3.6631460	100.000000000		3.6631460	*14A
12.500000000 Y 12.5000000 100.0000	STATE OF NEW MEXICO	Y 3.6631460	100.000000000	Marathon Oil Company	3.6631460 N	144
12.500000000 12.5000000 100.0000		0.0971370	100.000000000		0.0971370	*13
12.500000000 Y 12.5000000 100.0000	STATE OF NEW MEXICO	Y 0.0971370	100.000000000 Y	Chevron U.S.A. Inc	0.0971370	13
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PERCENT / COMMITTED % TR. ROY ROYALTY N ROYALTY COMMITTED	ROYALTY R OWNER	Y COMMITTED OWNER N PARTICIPATION NUMBER	W. I. PERCENT	W. I. OWNER	PERCENT 1 PARTICIPATION	TRACT

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Abby Corporation Barbara E. Hannifin Belco Development Company Hanson-McBride Petroleum Company McBride Oil & Gas Corporation McBride Oil & Gas Corporation Nuevo Seis, Inc. Westway Petroleum Company		W. J. Owner	ARROWNEAU
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DENISE K. BECKHAM

TRACT	PERCENT PARTICIPATION 2.3939320	Jefferso	W.I. / PERCENT N	COMMITTED PARTICIPATION	OWNER ROYALTY NUMBER OWNER
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6	22.1920840	Conoco, Inc.	100.000000000 Y	22,1920840	STATE OF NEW MEXICO
*	22.1920840		100.000000000	22.1920840	
7	3.4915270	American Exploration ACQ. VI American Exploration Company American Production Part. VI American Production Part. III-B N.Y. Life 0 & G Prod. Part. III-E N.Y. Life 0 & G Prod. Part. III-E N.Y. Life 0 & G Prod. Part. III-E N.Y. Life 0 & G Prod. Part. III-G	12.426200000 Y 5.126504000 Y 52.083700000 Y 12.816258000 Y 2.888767420 Y 4.517383536 Y 2.116004185 Y 5.133587965 Y 1.432711621 Y 1.43271721 Y	0.4338641 0.178993 1.8185164 0.4474831 0.1012112 0.1577257 0.0738809 0.1792406 0.0500061 0.0506056	STATE OF NEW MEXICO
œ œ	1.9157340	Amerada Hess Corporation	100.000000000 Y	1.9157340 1.9157340	STATE OF NEW MEXICO
9	0.0913930	Exxon Company, U.S.A.	100.000000000 Y	0.0913930	STATE OF NEW MEXICO
* 9	0.0913930		100.000000000	0.0913930	
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*10	2.9095050		100.000000000	2.9095050	
<b>.</b> =	2.0121710	Uxy, U.S.A.	100.0000000000	2.0121710	STATE OF MEN MEXICO
12	2.7785370	ARCO Oil & Gas Company	100.000000000	0.0000000	STATE OF NEW MEXICO
*12	2.7785370		100.000000000	0.0000000	
13	0.0971370	Chevron U.S.A. Inc	100.000000000 Y	0.0971370	STATE OF NEW MEXICO
*13	0.0971370		100.000000000	0.0971370	
14A	3.6631460	Marathon Oil Company	100.000000000 Y	3.6631460	STATE OF NEW MEXICO
*14A	3.6631460		100.000000000	3.6631460	
14B	0.1981230	Marathon Oil Company	100.000000000 Y	0.1981230	STATE OF NEW MEXICO
*14B	0.1981230		100.000000000	0.1981230	
15A	0.6088300	ARCO Oil & Gas Company	100.000000000	0.0000000	STATE OF NEW MEXICO

19	*18	18	*17	17	*16	16	*15B	158	*15A	TRACT	DENISE
0.9038850	0.0000000	0.0000000	15.8792970	15.8792970	9.0738100	9.0738100	0.0000000	0.000000	0.6088300	PERCENT PARTICIPATION	DENISE K. BECKHAM
ARCO Dil & Gas Company		Chevron U.S.A. Inc		Chevron U.S.A. Inc		Chevron U.S.A. Inc		Abby Corporation Barbara E. Hannifin Belco Development Company Hanson-McBride Petroleum Company McBride Oil & Gas Corporation Nuevo Seis, Inc. Westway Petroleum Company		W. I. OWNER	
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D.000000000000000000000000000000000000	0.0000000	0.000000	15.8792970	15.8792970	9.0738100	9.0738100	0.0000000	0.000000 0.000000 0.000000 0.000000 0.000000	0.0000000	COMMITTED PARTICIPATION	SUMMARY AND AMAYESIS OF COMMITTED INTERESTS
008 Atlantic Richfield Company 010 B. A. Christmas, Jr. 011 Beatrice V. Cook 012 Betty Moran Rice 014 Billie June Crow 017 Bradford Ace Christmas 018 Bradley Nominee Corporation 021 C. W. Grimes Trust 022 Candy Christmas 025 Cathie Cone Auvenshine 026 Cecil Frank Wilson 027 Charles B. Brownlee 029 Charles B. Brownlee 029 Charles Daniel Ransom 030 Charon Oil Group 035 Clifford Cone 040 D. C. Trust 040 D. C. Trust 041 Doris B. Neal 052 Eunice James Gray 063 Geodyne Resources, Inc. 064 George W. Brownlee Estate 075 Gwen G. Hall 076 George M. Brownlee Estate 077 Gwen G. Hall 087 Helen Jane Christmas Barby 088 Higgins Trust, Inc. 090 Jacob M. Green Estate 104 Joyce Ann Brown 105 Unne D. Speight 107 Katherine K. McIntyre Revocable Trust 108 Kathleen Cone Estate 109 Kelly H. Baxter 110 Kenneth G. Cone 074 Kirby D. Schenck 113 Lee Roberts 125 Louise B. Diggles 126 Mary Frances Hurley 137 Mary Frances Hurley 138 Mary G. Moran Fagan Payne Basden Trust 141 Mary T. Christmas Holladay		STATE OF NEW MEXICO		OWNER ROYALTY NUMBER OWNER	METITED INTERESTS						
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CHEVRON EL&P

DENISE K. BECKHAM

21A	*20	20 20	19	TRACT F
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010		008 001 011 012 011 011 011 011 011 011 02 02 02 02 02 03 03 03 03 03 03 03 03 03 03 03 03 03	178 157 170 196 202 212 218 219	OWNER NUMBER
08 Atlantic Richfield Company 10 B. A. Christmas. Jr. 11 Beatrice V. Cook		OB Atlantic Richfield Company 10 B. A. Christmas, Jr. 11 Beatrice V. Cook 12 Betty Moran Rice 14 Billie June Crow 17 Bradford Ace Christmas 18 Bradley Nominee Corporation 18 C. W. Grimes Irust 19 Cathie Cone Auvenshine 26 Cacil Frank Wilson 27 Charles B. Browniee 29 Charles B. Browniee 29 Charles Daniel Ransom 31 Charon Oil Group 40 D. C. Trust 41 Doris B. Neal 41 Doris B. Neal 42 Doris B. Neal 43 Doris B. Neal 44 Doris B. Real 45 Eunice James Gray 46 Fancher Archer 47 George W. Browniee Estate 48 Higgins Trust, Inc. 49 Jacob M. Green Estate 49 Jacob M. Green Estate 40 Joyce Ann Brown 40 D. Speight 41 Hary B. Schenck 42 Louise B. Diggles 43 Louise B. Diggles 44 Kirby D. Schenck 45 Lee Roberts 46 Kathleen Cone 47 Nathan Appleman Irust 48 Newby-Foresee Irust 49 Nathan Appleman Irust 40 R. E. King Estate 41 Mary Frances Hurley 42 Nathan Appleman Ransom 43 Trio Petroleum Corporation 44 William A. Kolliker 45 William A. Kolliker	178 Newby-Foresee Trust 157 Petco Limited 170 Robert E. King No. 2 196 Stephen N. James 202 The Home Stake Royalty Corporation 212 Tom R. Cone 218 William A. Kolliker 219 William Coleman Ransom	UNBER ROYALTY UNBER OWNER
Atlantic Richfield Compa B. A. Christmas, Jr. Beatrice V. Cook	12.500000000	Atlantic Richfield Company B. A. Christmas. Jr. Bestrice V. Cook Betty Moran Rice Billie June Crow Bradley Nominee Corporation C. W. Grimes Trust Candy Christmas Cathie Cone Auvenshine Cecil Frank Wilson Charles B. Brownlee Charles B. Brownlee Charles Daniel Ransom Charles B. Brownlee Estate George W. Brownlee Estate George W. Brownlee Estate George W. Brownlee Estate Jacob M. Green Estate Jacob M. Green Estate Gwen G. Hall Helen Jane Christmas Barby Higgins Trust. Inc. Jacob M. Green Estate Gwen G. Hall Helen Jane Christmas Barby Higgins Trust. Inc. Jacob M. Green Estate Kathleen Cone Kathleen Cone Kriby D. Schenck Lee Roberts Louise B. Diggles Narshall & Winston, Inc. Mary Frances Hurley Mary G. Moran Fagan Payne Basden Trust Newby-Foressee T	178 Newby-Foresee Trust 157 Petco Limited 170 Robert E. King No. 2 196 Stephen N. James 202 The Home Stake Royalty C 212 Tom R. Cone 218 William A. Kolliker 219 William Coleman Ransom	ROYALTY PERCENT OWNER ROYALTY
Atlantic Richfield Company 0.390630000 B. A. Christmas, Jr. 0.195310000 Beatrice V. Cook 0.078130000		Atlantic Richfield Company Beatrice V. Cook Beatrice V. Cook Betty Moran Rice Billie June Crow Bradford Ace Christmas Bradford Ace Christmas Bradford Ace Christmas Cathie Cone C. W. Grimes Trust Cathie Cone Auvenshine Charles B. Browniee Charles B. Real Charles B. Real Christmas Cone D. C. Trust Bornie Janes Gray Fancher Archer Geodyne Resources, Inc. Geodyne Resources, Inc. Geodyne Resources, Inc. George W. Browniee Estate Geoma Brown Charles Janes Christmas Cheristmas Charles Janes Christmas Barby Habater Charles B. Real Christmas Cone D. C. Trust Doris B. Keal Cone Conge W. Brownlee Estate Cone Conge W. Brownlee Estate Cone Conge W. Brownlee Estate Cone Conge W. Brownlee Cone Conge W. Good Conge W. Goo	178       Newby-Foresee Trust       0.156250000         157       Petco Limited       0.097660000         170       Robert E. King No. 2       0.097660000         196       Stephen N. James       0.195320000         202       The Home Stake Royalty Corporation       0.097660000         212       Tom R. Cone       0.058590000         218       William A. Kolliker       0.032554000         219       William Coleman Ransom       12,5000000000	ROYALTY PERCENT OWNER ROYALTY

CHEVRON EL&P

218 *218 21C 0.0000000 Chevron	PERCENT TRACT PARTICIPATION
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C 000000000000000000000000000000000000	COMMITTED OWN
OSS Eunice James Gray OSS Fancher Archer OSS George W. Brownlee Estate OZS George W. Brownlee Estate OZS George W. Brownlee OZS George W. Bownlee OZS George W. Boxter OZS Mary Frances Hurley OZS Mary Frances Hurley OZS Mary Frances Hurley OZS Mary Frances Hurley OZS George W. Brownlee OZS Crifford Come OZS Cathie Come Auvenshine OZS Cathie Come OZS Cathie OZS Cathie Come Auvenshine OZS Cathie Come OZS Cathie OZS Cathie Come Auvenshine OZS Cathie Come Auvenshine OZS Cathie Come OZS Cat	OWNER ROYALTY NUMBER OWNER
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CHEVRON EL&P

DENISE K. BECKHAM

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25A	*24C	24C	*24B	248	*24A	24A	*23	23	*22	22	*21C	21C	TRACT F
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Colonial Securities Co. State Street Bank & Trust Co.		Colonial Securities Co. State Street Bank & Trust Co.		Colonial Securities Co. State Street Bank & Trust Co.		Colonial Securities Co. State Street Bank & Trust Co.		Colonial Securities Co. State Street Bank & Trust Co.		Amoco Production Company Charles H. Price, II David E. Price Linwood Securities Trust Mack H. Wooldridge Main Street Holding Co.		Kirby D. Schenck Lee Roberts Louise B. Diggles Louise B. Diggles Marshall & Winston, Inc. Mary Frances Hurley Mary G. Moran Fagan Payne Basden Trust Mary T. Christmas Holladay Nathan Appleman Trust Newby-Foresee Trust Petco Limited Petco Limited R. E. King Estate Stephen N. James Tom R. Cone Trio Petroleum Corporation William A. Kolliker William A. Kolliker	ROYALTY OWNER
4.675000000 Y 7.825000000 Y	12.500000000	4.675000000 Y 7.825000000 Y	12.500000000	4.675000000 Y 7.825000000 Y	12.500000000	4.675000000 Y 7.825000000 Y	12.500000000	4.675000000 Y 7.825000000 Y	12.500000000	3.374200000 3.151800000 Y 0.350200000 Y 3.374200000 1.124800000 Y 1.124800000 Y	12.500000000	0.390630000 Y 0.078130000 0.585930000 Y 0.390630000 Y 0.032553000 Y 0.032553000 Y 0.048830000 Y 0.156250000 Y 0.195360000 Y 0.097660000 O 0.097660000 O 0.097660000 O 0.097660000 O 0.097660000 O 0.097660000 O 0.097660000 O	PERCENT / ROYALTY N
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CHEVRON EL&P

DENISE K. BECKHAM

26A	*25C	25c	*25B	25B	*25A	TRACT
3.3757450	0.0000000	0.0000000	1.1151900	1.1151900	0.0000000	PERCENT PARTICIPATION
Chevron U.S.A. Inc		Borrego Properties, Inc. Burton Veteto Dasco Energy Corp. David Mussett Marian Mussett		Burton Veteto Dasco Energy Corp. David Mussett Marian Mussett Mary D. Fleming Walsh Para Mia, Inc.		W.I.
100.00000000 V	100.000000000	37.500010000 4.166670000 41.666890000 Y 3.400010000 13.266620000	100.000000000	1.388890000 13.888897000 Y 0.333339000 5.222204000 66.66667000 12.500003000	99.999920000	W.I. / PERCENT N
3.3757450	0.0000000	0.0000000 0.0000000 0.0000000 0.0000000 0.000000	0.1548876	0.000000 0.1548876 0.000000 0.000000 0.000000 0.0000000	0.0000000	COMMITTED
R R R R R R R R R R R R R R R R R R R	ı	R 038 R 195		R 038 R 195		OWNER N NUMBER
A. J. Trämmell A. J. Trämmell Alvin Luskey Anderson Carter Annie laylor Estate Athenia M. Hunt Atlantic Richfield Company ARCO Petroleum Products Co. B. A. Christmas, Jr. Beatrice V. Cook Betty Moran Rice Boys Club of America Bradford Ace Christmas Braille Institute of America. Inc. Buster Trammell Candy Christmas Cathie Cone Auvenshine Cecil Frank Wilson Charles F. Doornbos Revocable lrust Charles F. Doornbos		Colomial Securities Co. State Street Bank & Trust Co.		Colonial Securities Co. State Street Bank & Trust Co.		ROYAL TY OWNER
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0.0032 0.0000	1	37.4000 62.6000	100.0000	37.4000 62.6000	100.0000	% TR. ROY COMMITTED

26A	PERCENT TRACT PARTICIPATION
	W. I. OWNER
	W. 1. PERCENT
	Y / COMMITTED OWNER N PARTICIPATION NUMBER
Ima Jo Briscoe J. W. Neal James G. Bruton James R. Cravens Trust Jean Anderson Simpson Jimafe Olis Hess John Albert Hess John Albert Hess John Henry Killingsworth John Henry Killingsworth John Henry Killingsworth John Henry Killingsworth John W. Burress & Constance F. Burress John M. Burress John M. Burress John M. Burress John Henry Killingsworth Joyce Ann Brown Julie Hess Hoshor Kathleen Cone Estate Kenneth G. Cone Kevin Hess Kirby D. Schenck L. O. Carroll Joyce Ann Brown Julie Hess Hoshor Kathleen Cone Estate Kevin Hess Louis Luskey Louise C. Summers Louis Luskey Louise C. Summers Louise C. Summers Louy Mae Littrell Maggie Roberts Wallace Mary Allison Mary G. Moran Fagan Payne Basden Irust Mary I. Christnas Holladay Myrtle Prile Mineral Irust Mary G. Moran Fagan Payne Basden Irust Mary J. Leonard Petro Limited Powhatan & Beverly T. Carter Rev. Trust Mary J. Leonard Petro Limited Powhatan & Beverly T. Carter Rev. Trust R. E. King Estate R. H. Irammell Oxy, U.S.A. Patrick J. Leonard Petro Limited Powhatan & Beverly T. Carter Rev. Trust Robert Booth Kellough Robert J. Leonard Petro Limited Powhatan & Beverly T. Carter Rev. Trust Robert Booth Kellough Robert J. Leonard Powhatan & Beverly T. Carter Rev. Trust Robert Booth Kellough Robert J. Leonard Selma E. Andrews Irust Shattuck St. Mary's School Southland Royalty Company Spindletop Exploration Co. Inc Stephen N. James Sue Stinson Iestamentary #2046-12	ROYALTY CR OWNER
0.00030000	PERCENT ,
0.0000000 0.0000 0.0000000 0.0000 0.0558000 0.4464 0.0000000 0.0000 0.0558000 0.4704 0.0000000 0.0000 0.0588000 0.4704 0.0000000 0.0000 0.0588000 0.4704 0.0000000 0.0000 0.0588000 0.4704 0.0000000 0.0000 0.0588000 0.4704 0.0000000 0.0000 0.0000000 0.0000	COMMITTED % TR. ROY ROYALTY COMMITTED

26B	PERCENT TRACT PARTICIPATION
	W. 1. OWNER
	W. I. PERCENT
R 2651 R 2891 R	Y / COMMITTED OWNER N PARTICIPATION NUMBER
084 Higgins Trust, Inc. 086 Howard Payne College 087 Ima Jo Briscoe 261 J. W. Neal 287 James G. Bruton 092 James R. Cravens Trust 093 James R. Cravens Trust 093 James R. Cravens Trust 094 James R. Cravens Trust 095 John Albert Hess 096 John H. Hendrix Corp. 099 John H. Hendrix Corp. 100 John H. Burress 102 John W. Burress 103 John W. Burress 104 John W. Burress 105 John W. Burress 106 John W. Burress 107 John W. Burress 108 John W. Burress 109 John H. Hendrix Corp. 109 John H. Hendrix Corp. 100 John W. Burress 100 John W. Burress 101 John W. Burress 102 John W. Burress 103 John W. Burress 104 Joyce Ann Brown 105 Urite Hess Hoshor 116 Kathleen Cone Estate 117 Lillian Myers 117 Lillian Myers 118 Leo Minan 119 Lillian Myers 119 Lillian Myers 119 Lillian Myers 119 Lovene Jane Hess 120 Louis Luskey 121 Lovene Jane Hess 122 Louis Luskey 123 Louis Luskey 124 Louise C. Summers 125 Louis Luskey 126 Mary Allison 137 Mary Allison 138 Mary Allison 139 Mary G. Moran Fagan Payne Basden Trust 140 Mary T. Christmas Holladay 141 Mary T. Christmas Holladay 141 Mary T. Christmas Holladay 142 Mary Allison 143 Mary Allison 144 Mary T. Christmas Holladay 155 Otis E. Ramsey, Jr. 156 Patrick J. Leonard 157 Roy S. Hess 158 Otis E. Ramsey, Jr. 158 Otis E. Ramsey, Jr. 159 Otis E. Ramsey, Jr. 150 Otis E. Ramsey, Jr. 150 Otis E. Ramsey, Jr. 151 Otis S. Hess 152 Otis E. Ramsey, Jr. 153 Otis E. Ramsey, Jr. 154 Roy G. Barton, Jr. 155 Otis E. Ramsell 157 Roy G. Barton, Jr. 158 Otis E. Ramsell 159 Robert Booth Kellough 160 Robert Booth Kellough 170 Robert Booth Kellough 171 Robert J. Leonard 172 Roy G. Barton, Jr. 173 Otis S. Magruder Trust 174 Roy G. Barton, Jr. 175 Roy G. Barton, Jr. 176 Robert Booth Kellough 177 Robert J. Leonard 178 Robert Booth Kellough 179 Robert Booth Kellough 180 Savannah Hess Altama 181 Savannah Hess Altama 181 Savannah Hess Altama 182 Savannah Hess Altama 183 Mary Allison 184 Selna E. Robert M. 185 Savannah Hess Altama 186 Robert M. 187 Robert M. 188 Savannah Hess Altama 189 Savannah Hess Altama 189 Savannah Hess Alta	OWNER ROYALTY NUMBER OWNER
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DENISE K. BECKHAM

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A. Kolliker	R 218 William			
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rio Petroleum Corporation	_			
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The Wiser Oil Company	_			
The Wilson Children Trust	He			
<ol> <li>Yeager Group</li> </ol>	The			
Roy G. Barton, Sr. & Opal Barton Tr.	R 205 The Roy			
The Moare Trust				
າ K. Cleary Trust				
sie B. Crump Family Trust #1069	R 203 The Jes			
Sue Stinson Testamentary #2046-12				
Stephen N. James	R 196 Stephen			26B
ROYAL I Y OWNER	/ COMMITTED OWNER N PARTICIPATION NUMBER	W. J. PERCENT	W.I. OWNER	TRACT PARTICIPATION
		:	•	

138 250

TOTAL INTEREST COMMITTED: WORKING 87.0280 ROYALTY 92.2053

UNIT AGREEMENT AW 61
ARROWHEAD GRAYBURG UNIT
LEA COUNTY, NEW MEXICO 10259

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Exhibit "A" (Map of Unit Area)
Exhibit "B" (Schedule of Ownership and Tract
Participation)

## UNIT AGREEMENT FOR THE DEVELOPMENT AND OPERATION OF THE ARROWHEAD GRAYBURG UNIT LEA COUNTY, NEW MEXICO

THIS AGREEMENT, entered into as of the 19th day of November , 1990, by and between the parties subscribing, ratifying, or consenting hereto, and herein referred to as the "parties hereto,"

### WITNESSETH:

WHEREAS, the parties hereto are the owners of working, royalty, or other oil and gas interests in the Unit Area subject to this Agreement; and

WHEREAS, the Mineral Leasing Act of February 25, 1920, 41 Stat. 437, as amended, 30 U.S.C. Secs. 181 et seq., authorizes Federal lessees and their representatives to unite with each other, or jointly or separately with others, in collectively adopting and operating a cooperative or unit plan of development or operation of any oil or gas pool, field, or like area, or any part thereof for the purpose of more properly conserving the natural resources thereof whenever determined and certified by the Secretary of the Interior to be necessary or advisable in the public interest; and

WHEREAS, the Commissioner of Public Lands of the State of New Mexico is authorized by an Act of the Legislature (Section 1, Chapter 88, Laws 1943, as amended by Section 1 of Chapter 176, Laws of 1961) (Chapter 19, Article 10, Section 45, New Mexico Statutes 1978 Annotated), to consent to and approve the development or operation of State lands under agreements made by lessees of State land jointly or severally with other lessees where such agreements provide for the unit operation or development of part of or all of any oil or gas pool, field or area; and

WHEREAS, the Commissioner of Public Lands of the State of New Mexico is authorized by an Act of the Legislature (Section 1, Chapter 88, Laws 1943, as amended by Section 1, Chapter 162, Laws of 1951) (Chapter 19, Article 10, Section 47, New Mexico Statutes 1978 Annotated) to amend with the approval of lessee, evidenced by the lessee's execution of such agreement or otherwise, any oil and gas lease embracing State lands so that the length of the term of said lease may coincide with the term of such agreements for the unit operation and development of part or all of any oil or gas pool, field or area; and

WHEREAS, the Oil Conservation Division of the State of New Mexico (hereinafter referred to as the "Division") is authorized by an Act of the Legislature (Chapter 72, Laws of 1935 as amended) (Chapter 70, Article 2, Section 2 et seq., New Mexico Statutes 1978 Annotated) to approve this Agreement and the conservation provisions hereof; and

WHEREAS, the Oil Conservation Division of the Energy and Minerals Department of the State of New Mexico is authorized by law (Chapter 65, Article 3 and Article 14, N.M.S. 1953 Annotated) to approve this Agreement and the conservation provisions hereof; and

WHEREAS, the parties hereto hold sufficient interest in the Unit Area covering the land hereinafter described to give reasonably effective control of operations therein; and

WHEREAS, it is the purpose of the parties hereto to conserve natural resources, prevent waste, and secure other benefits obtainable through development and operation of the area subject to this Agreement under the terms, conditions, and limitations herein set forth;

- NOW, THEREFORE, in consideration of the premises and the promises herein contained, the parties hereto commit to this Agreement their respective interest in the below-defined Unit Area, and agree severally among themselves as follows:
- SECTION 1. ENABLING ACT AND REGULATIONS. The Mineral Leasing Act of February 25, 1920, as amended, supra, and all valid pertinent regulations, including operating and unit plan regulations, heretofore issued thereunder or valid, pertinent, and reasonable regulations hereafter issued thereunder are accepted and made a part of this Agreement as to Federal lands, provided such regulations are not inconsistent with the terms of this Agreement; and as to non-Federal lands, the oil and gas operating regulations in effect as of the Effective Date hereof governing drilling and producing operations, not inconsistent with the terms hereof or the laws of the state in which the non-Federal land is located, are hereby accepted and made a part of this Agreement.
- <u>SECTION 2</u>. <u>UNIT AREA AND DEFINITIONS</u>. For the purpose of this Agreement, the following terms and expressions as used herein shall mean:
- (a) "Unit Area" is defined as those lands described in Exhibit "B" and depicted on Exhibit "A" hereof, and such land is hereby designated and recognized as constituting the Unit Area, containing 5,922 acres, more or less, in Lea County, New Mexico.
- (b) "Land Commissioner" is defined as the Commissioner of Public Lands of the State of New Mexico.
- (c) "Division" is defined as the Oil Conservation Division of the Department of Energy and Minerals of the State of New Mexico.
- (d) "Authorized Officer" or "A.O." is any employee of the Bureau of Land Management who has been delegated the required authority to act on behalf of the BLM.
- (e) "Secretary" is defined as the Secretary of the Interior of the United States of America, or his duly authorized delegate.
- (f) "Department" is defined as the Department of the Interior of the United States of America.
- (g) "Proper BLM Office" is defined as the Bureau of Land Management office having jurisdiction over the Federal lands included in the Unit Area.
- (h) "Unitized Formation" shall mean that interval underlying the Unit Area, the vertical limits of which extend 150 ft. below sea level or the top of the Grayburg formation, whichever is shallower, to a depth of 1,500 ft. below sea level. The top of the Grayburg formation for unitization purposes is defined as that point at 3,671 ft. in the Chevron Harry Leonard (NCT-C) No. 20 well (located 660 ft. FNL and 990 ft. FWL of Section 36, T-21-S, R-36-E, Lea County, New Mexico) as recorded by the Gearhart Compensated Neutron Log measured from the Kelly Drive Bushing elevation of 3,532 ft. and dated February 25, 1985, save and except the following: Southwest Eunice San Andres Pool in the SE½ of Section 18, T-22-S, R-37-E, and N½N½ of Section 19, T-22-S, R-37-E, Lea County, New Mexico, the top of which, for unitization purposes, occurs at 3,804 feet below the Kelly Drive Bushing on the Dresser Atlas Compensated Density Neutron Log dated August 16, 1978 on the Zia (Exxon) New Mexico "M" No.49 well which is located 2,610 feet from the South line and 2,310 feet from the East line of Section 18, T-22-S, R-37E, Lea County, New Mexico.
- (i) "Unitized Substances" are all oil, gas, gaseous substances, sulphur contained in gas, condensate, distillate, and all associated and constituent liquid or liquefiable hydrocarbons, other than outside substances, within and produced from the Unitized Formation.

- (j) "Tract" is each parcel of land described as such and given a Tract number in Exhibit "B".
- (k) "Tract Participation" is defined as the percentage of participation shown on Exhibit "B" for allocating Unitized Substances to a Tract under this Agreement.
- (1) "Unit Participation" is the sum of the percentages obtained by multiplying the Working Interest of a Working Interest Owner in each Tract by the Tract Participation of such Tract.
- (m) "Working Interest" is the right to search for, produce, and acquire Unitized Substances whether held as an incident of ownership of mineral fee simple title, under an oil and gas lease, operating agreement, or otherwise held, which interest is chargeable with and obligated to pay or bear, either in cash or out of production, or otherwise, all or a portion of the cost of drilling, developing, and producing the Unitized Substances from the Unitized Formation and operations thereof hereunder. Provided that any royalty interest created out of a working interest subsequent to the execution of this Agreement by the owner of the working interest shall continue to be subject to such working interest burdens and obligations.
- (n) "Working Interest Owner" is any party hereto owning a Working Interest, including a carried working interest owner, holding an interest in Unitized Substances by virtue of a lease, operating agreement, fee title or otherwise. The owner of oil and gas rights that are free of lease or other instrument creating a Working Interest in another shall be regarded as a Working Interest Owner to the extent of seven-eighths (7/8) of his interest in Unitized Substances, and as a Royalty Owner with respect to his remaining one-eighth (1/8) interest therein.
- (o) "Royalty Interest" or "Royalty" is an interest other than a Working Interest in, or right to receive a portion of, the Unitized Substances or the proceeds thereof and includes the royalty interest reserved by the lessor or by an oil and gas lease and any overriding royalty interest, oil payment interest, net profit contracts, or any other payment or burden which does not carry with it the right to search for and produce unitized substances.
  - (p) "Royalty Owner" is the owner of a Royalty Interest.
- (q) "Unit Operating Agreement" is the agreement entered into by and between the Unit Operator and the Working Interest Owners as provided in Section 9, infra, and shall be styled "Unit Operating Agreement, Arrowhead Grayburg Unit, Lea County, New Mexico".
- (r) "Oil and Gas Rights" is the right to explore, develop, and operate lands within the Unit Area for the production of Unitized Substances, or to share in the production so obtained or the proceeds thereof.
- (s) "Outside Substances" is any substance obtained from any source other than the Unitized Formation and injected into the Unitized Formation.
- (t) "Unit Manager" is any person or corporation appointed by Working Interest Owners to perform the duties of Unit Operator until the selection and qualification of a successor Unit Operator as provided for in Section 7 hereof.
- (u) "Unit Operator" is the party designated by Working Interest Owners under the Unit Operating Agreement to conduct Unit operations.
- (v) "Unit Operations" is any operation conducted pursuant to this Agreement and the Unit Operating Agreement.
- (w) "Unit Equipment" is all personal property, lease and well
  WLD01019.00B-3- -3-

equipment, plants, and other facilities and equipment taken over or otherwise acquired for the joint account for use in Unit Operations.

- (x) "Unit Expense" is all cost, expense, or indebtedness incurred by Working Interest Owners or Unit Operator pursuant to this Agreement and the Unit Operating Agreement for or on account of Unit Operations.
- (y) "Effective Date" is the date determined in accordance with Section 24, or as redetermined in accordance with Section 39.

SECTION 3. EXHIBITS. The following exhibits are incorporated herein by reference:

Exhibit "A" attached hereto is a map showing the Unit Area and the boundaries and identity of tracts and leases in said Unit Area to the extent known to the Unit Operator.

Exhibit "B" attached hereto is a schedule showing, to the extent known to the Unit Operator, the acreage comprising each Tract, percentages, and kind of ownership of oil and gas interests in all land in the Unit Area, and Tract participation of each Tract.

However, nothing herein or in said schedule or map shall be construed as a representation by any party hereto as to the ownership of any interest other than such interest or interests as are shown in said map or schedule as owned by such party. The shapes and descriptions of the respective Tracts have been established by using the best information available. Each Working Interest Owner is responsible for supplying Unit Operator with accurate information relating to each Working Interest Owner's interest. If it subsequently appears that any Tract, because of diverse royalty or working interest ownership on the Effective Date hereof, should be divided into more than one Tract, or when any revision is requested by the A.O., or any correction of any error other than mechanical miscalculations or clerical is needed, then the Unit Operator, with the approval of the Working Interest Owners, may correct the mistake by revising the exhibits to conform to the facts. The revision shall not include any reevaluation of engineering or geological interpretations used in determining Tract Participation. Each such revision of an exhibit made prior to thirty (30) days after the Effective Date shall be effective as of the Effective Date. Each other such revision of an exhibit shall be effective at 7:00 A.M. on the first day of the calendar month next following the filling for record of the revised exhibit or on such other date as may be determined by Working Interest Owners and set forth in the revised exhibit. Copies of such revision shall be filed with the Land Commissioner, and not less than four copies shall be filed with the A.O. In any such revision, there shall be no retroactive allocation or adjustment of Unit Expense or of interests in the Unitized Substances produced, or proceeds thereof.

SECTION 4. EXPANSION. The above described Unit Area may, with the approval of the A.O. and Land Commissioner, when practicable be expanded to include therein any additional Tract or Tracts regarded as reasonably necessary or advisable for the purposes of this Agreement provided; however, in such expansion there shall be no retroactive allocation or adjustment of Unit Expense or of interests in the Unitized Substances produced, or proceeds thereof. Pursuant to Subsection (b), the Working Interest Owners may agree upon an adjustment of investment by reason of the expansion. Such expansion shall be effected in the following manner:

- (a) The Working Interest Owner or Owners of a Tract or Tracts desiring to bring such Tract or Tracts into this unit, shall file an application therefore with Unit Operator requesting such admission.
- (b) Unit Operator shall circulate a notice of the proposed expansion to each Working Interest Owner in the Unit Area and in the Tract proposed to be included in the Unit, setting out the basis for

admission, the Tract Participation to be assigned to each Tract in the enlarged Unit Area, and other pertinent data. After negotiation (at Working Interest Owners' meeting or otherwise), if at least three (3) Working Interest Owners having an aggregate seventy-five percent (75%) Unit Participation agree to inclusion of such Tract or Tracts in the Unit Area, then Unit Operator shall:

- (1) After obtaining preliminary concurrence by the A.O. and Land Commissioner, prepare a notice of proposed expansion describing the contemplated changes in the boundaries of the Unit Area, the reason therefore, the basis for admission of the additional Tract or Tracts, the Tract Participation to be assigned thereto, and the proposed effective date thereof; and
- (2) Deliver copies of said notice to Land Commissioner, the A.O. at the Proper BLM Office, each Working Interest Owner, and to the last known address of each lessee and lessor whose interests are affected, advising such parties that thirty (30) days will be allowed for submission to the Unit Operator of any objection to such proposed expansion; and
- (3) File, upon the expiration of said thirty (30) day period as set out in (2) immediately above with the Land Commissioner and A.O. the following: (a) evidence of mailing or delivering copies of said notice of expansion; (b) an application for approval of such expansion; (c) an instrument containing the appropriate joinders in compliance with the participation requirements of Section 14, Section 32, and Section 39, infra; and (d) a copy of all objections received along with the Unit Operator's response thereto.

The expansion shall, after due consideration of all pertinent information and approval by the Land Commissioner and the A.O., become effective as of the date prescribed in the notice thereof, or as amended and agreed to by the A.O., the Land Commissioner, the Division, and the Unit Operator. The effective date of the expansion shall be the date as set out in the Certificate of Effectiveness, which will be filed of record as required in Section 24 hereof. The revised Tract Participation of the respective Tracts included within the Unit Area prior to such enlargement shall remain the same ratio one to another.

SECTION 5. UNITIZED LAND. All land committed to this Agreement as to the Unitized Formation shall constitute land referred to herein as "Unitized Land" or "Land subject to this Agreement". Nothing herein shall be construed to unitize, pool, or in any way affect the oil, gas, and other minerals contained in or that may be produced from any formation other than the Unitized Formation as defined in Section 2(h) of this Agreement.

SECTION 6. UNIT OPERATOR. CHEVRON U.S.A. INC. is hereby designated the Unit Operator, and by signing this instrument as Unit Operator, agrees and consents to accept the duties and obligations of Unit Operator for the operation, development, and production of Unitized Substances as herein provided. Whenever reference is made herein to the Unit Operator, such reference means the Unit Operator acting in that capacity and not as an owner of interests in Unitized Substances, when such interests are owned by it and the term "Working Interest Owner" when used herein shall include or refer to the Unit Operator as the owner of a Working Interest when such an interest is owned by it.

Unit Operator shall have a lien upon interests of Working Interest Owners in the Unit Area to the extent provided in the Unit Operating Agreement.

SECTION 7. RESIGNATION OR REMOVAL OF UNIT OPERATOR. Unit Operator shall have the right to resign at any time, but such resignation shall not become effective so as to release Unit Operator from the duties and obligations of Unit Operator and terminate Unit Operator's rights as such for a period of six (6)

months after written notice of intention to resign has been given by Unit Operator to all Working Interest Owners, the Land Commissioner and the A.O. unless a new Unit Operator shall have taken over and assumed the duties and obligations of Unit Operator prior to the expiration of said period.

The Unit Operator shall, upon default or failure in the performance of its duties and obligations hereunder, be subject to removal by Working Interest Owners having in the aggregate eighty percent (80%) or more of the Unit Participation then in effect exclusive of the Working Interest Owner who is the Unit Operator. Such removal shall be effective upon notice thereof to the Land Commissioner and the A.O. If Unit Operator becomes bankrupt, is placed in receivership or sells all of its interest in the Unit Area, it shall be deemed to have resigned without any action by the Non-Operators, except the election of a Unit Manager or successor Unit Operator. However, a merger or consolidation or the change of a corporate or partnership name or the sale or transfer to a subsidiary, parent company, a subsidiary of a parent company or an affiliate organization shall not be construed as a sale of all of the Unit Operator's interest in the Unit Area.

In all such instances of effective resignation or removal, until a successor to Unit Operator is selected and approved as hereinafter provided, the Working Interest Owners shall be jointly responsible for the performance of the duties of the Unit Operator and shall, not later than thirty (30) days before such resignation or removal becomes effective, appoint a Unit Manager to represent them in any action to be taken hereunder.

The resignation or removal of Unit Operator under this Agreement shall not terminate its right, title, or interest as the owner of a Working Interest or other interest in Unitized Substances, but upon the resignation or removal of Unit Operator becoming effective, such Unit Operator shall deliver possession of all wells, equipment, books, and records, materials, appurtenances and any other assets used in connection with the Unit operations to the new duly qualified successor Unit Operator or to the Unit Manager if no such new Unit Operator is elected. Nothing herein shall be construed as authorizing the removal of any material, equipment or appurtenances needed for the preservation of any wells. Nothing herein contained shall be construed to relieve or discharge any Unit Operator or Unit Manager who resigns or is removed hereunder from any liability or duties accruing or performed by it prior to the effective date of such resignation or removal.

SECTION 8. SUCCESSOR UNIT OPERATOR. Whenever the Unit Operator shall tender its resignation as Unit Operator or shall be removed as hereinabove provided, the Working Interest Owners shall select a successor Unit Operator as herein provided. Such selection shall not become effective until (a) a Unit Operator so selected shall accept in writing the duties and responsibilities of Unit Operator, and (b) the selection shall have been approved by the Land Commissioner and the A.O. If no successor Unit Operator or Unit Manager is selected and qualified as herein provided, the Land Commissioner and/or the A.O., at their election, may declare this Agreement terminated.

In selecting a successor Unit Operator, the affirmative vote of three or more Working Interest Owners having a total of sixty-five percent (65%) or more of the total Unit Participation shall prevail; provided that if any one Working Interest Owner has a Unit Participation of more than thirty-five percent (35%), its negative vote or failure to vote shall not be regarded as sufficient unless supported by the vote of one or more other Working Interest Owners having a total Unit Participation of at least five percent (5%). If the Unit Operator who is removed votes only to succeed itself or fails to vote, the successor Unit Operator may be selected by the affirmative vote of the owners of at least seventy-five percent (75%) of the Unit Participation remaining after excluding the Unit

Participation of Unit Operator so removed. In the event no Working Interest Owner obtains the percentage necessary to become successor Unit Operator under this section, a Unit Manager shall be appointed by a plurality of the Unit Participation and shall perform the duties of Unit Operator until a successor Unit Operator is elected.

SECTION 9. ACCOUNTING PROVISIONS AND UNIT OPERATING AGREEMENT. Costs and expenses incurred by Unit Operator in conducting Unit Operations hereunder shall be paid, apportioned among, and borne by the Working Interest Owners in accordance with the Unit Operating Agreement. Such Unit Operating Agreement shall also provide the manner in which the Working Interest Owners shall be entitled to receive their respective proportionate and allocated share of the benefits accruing hereto in conformity with their underlying operating agreements, leases or other contracts and such other rights and obligations as between Unit Operator and the Working Interest Owners as may be agreed upon by the Unit Operator and the Working Interest Owners; however, no such Unit Operating Agreement shall be deemed either to modify any of the terms and conditions of this Agreement or to relieve the Unit Operator of any right or obligation established under this Agreement, and in case of any inconsistency or conflict between this Agreement and the Unit Operating Agreement, this Agreement shall prevail. Copies of any Unit Operating Agreement executed pursuant to this Section shall be filed with the Land Commissioner and with the A.O. at the Proper BLM Office as required prior to approval of this Agreement.

SECTION 10. RIGHTS AND OBLIGATIONS OF UNIT OPERATOR. Except as otherwise specifically provided herein, the exclusive right, privilege, and duty of exercising any and all rights of the parties hereto including surface rights which are necessary or convenient for prospecting for, producing, storing, allocating, and distributing the Unitized Substances are hereby delegated to and shall be exercised by the Unit Operator as herein provided. Upon request, acceptable evidence of title to said rights shall be deposited with said Unit Operator, and together with this Agreement, shall constitute and define the rights, privileges, and obligations of Unit Operator. Nothing herein, however, shall be construed to transfer title to any land or to any lease or operating agreement, it being understood that under this Agreement the Unit Operator, in its capacity as Unit Operator, shall exercise the rights of possession and use vested in the parties hereto only for the purposes herein specified.

SECTION 11. PLAN OF OPERATIONS. It is recognized and agreed by the parties hereto that all of the land subject to this Agreement is reasonably proved to be productive of Unitized Substances and that the object and purpose of this Agreement is to formulate and to put into effect an improved recovery project in order to effect additional recovery of Unitized Substances, prevent waste and conserve natural resources. Unit Operator shall have the right to inject into the Unitized Formation any substances for secondary recovery or enhanced recovery purposes in accordance with a Plan of Operations approved by the Working Interest Owners, the A.O., the Land Commissioner, and the Division, including the right to drill and maintain injection wells on the Unitized Land and completed in the Unitized Formation, and to use abandoned well or wells producing from the Unitized Formation for said purpose. Subject to like approval, the Plan of Operation may be revised as conditions may warrant.

The initial Plan of Operation shall be filed with the A.O., the Land Commissioner, and the Division concurrently with the filing of this Unit Agreement for final approval. Said initial Plan of Operations and all revisions thereof shall be as complete and adequate as the A.O., the Land Commissioner, and the Division may determine to be necessary for timely operation consistent herewith. Upon approval of this Agreement and the initial plan by the A.O. and Commissioner, said plan, and all subsequently approved plans, shall constitute the operating obligations of the Unit Operator under this

Agreement for the period specified therein. Thereafter, from time to time before the expiration of any existing plan, the Unit Operator shall submit for like approval a plan for an additional specified period of operations. After such operations are commenced, reasonable diligence shall be exercised by the Unit Operator in complying with the obligations of the approved Plan of Operations.

Notwithstanding anything to the contrary herein contained, should the Unit Operator fall to commence Unit Operations for the secondary recovery of Unitized Substances from the Unit Area within eighteen (18) months after the effective date of this Agreement, or any extension thereof approved by the A.O., this Agreement shall terminate automatically as of the date of default.

SECTION 12. USE OF SURFACE AND USE OF WATER. The parties to the extent of their rights and interests, hereby grant to Unit Operator the right to use as much of the surface, including the water thereunder, of the Unitized Land as may reasonably be necessary for Unit Operations.

Unit Operator's free use of water or brine or both for Unit Operations, shall not include any water from any well, lake, pond or irrigation ditch of a surface owner, unless approval for such use is granted by the surface owner.

Unit Operator shall pay the surface owner for damages to growing crops, fences, improvements, and structures on the Unitized Land that result from Unit Operations, and such payments shall be considered as items of unit expense to be borne by all the Working Interest Owners of lands subject hereto.

SECTION 13. TRACT PARTICIPATION. In Exhibit "B" attached hereto there are listed and numbered the various Tracts within the Unit Area, and set forth opposite each Tract are figures which represent the Tract Participation, during Unit Operations if all Tracts in the Unit Area qualify as provided herein. The Tract Participation of each Tract as shown in Exhibit "B" was determined in accordance with the following formula:

Tract Participation = 57% A/B + 33% C/D + 10% E/F

- A = the Tract Cumulative Oil Production from the Unitized Formation as of December 31, 1988.
- B = the Unit Total Cumulative Oil Production from the Unitized Formation as of December 31, 1988.
- C = the Remaining Primary Oil Reserves from the Unitized Formation for the Tract, beginning January 1, 1989, as determined by the Technical Committee on May 25, 1989.
- D = the Remaining Primary Oil Reserves from the Unitized Formation for all Unit Tracts, beginning January 1, 1989, as determined by the Technical Committee on May 25, 1989.
- E = the average monthly amount of oil produced from the Unitized Formation by the Tract from October 1, 1988, through December 31, 1988, as determined by Technical Committee on May 25, 1989.
- F = the average monthly amount of oil produced from the Unitized Formation by all Unit Tracts from October 1, 1988, through December 1, 1988, as determined by the Technical Committee on May 25, 1989.

In the event less than all Tracts are qualified on the Effective Date hereof, the Tract Participation shall be calculated on the basis of all such qualified Tracts rather than all Tracts in the Unit Area.

- SECTION 14. TRACTS OUALIFIED FOR PARTICIPATION. On the Effective Date hereof, the Tracts within the Unit Area which shall be entitled to participation in the production of Unitized Substances shall be those Tracts more particularly described in Exhibit "B" that corner or have a common boundary (Tracts separated only by a public road or a railroad right-of-way shall be considered to have a common boundary), and that otherwise qualify as follows:
- (a) Each Tract as to which Working Interest Owners owning one hundred percent (100%) of the Working Interest have become parties to this Agreement and as to which Royalty Owners owning seventy-five percent (75%) or more of the Royalty Interest have become parties to this Agreement.
- (b) Each Tract as to which Working Interest Owners owning one hundred percent (100%) of the Working Interest have become parties to this Agreement, and as to which Royalty Owners owning less than seventy-five percent (75%) of the Royalty Interest have become parties to this Agreement, and as to which (1) Working Interest Owners owning seventy-five percent (75%) in such Tract, including the Working Interest Owner who operates the Tract, have joined in a request for the inclusion of such Tract and as to which (2) Working Interest Owners owning at least seventy-five percent (75%) of the combined Unit Participation in all Tracts that meet the requirements of Section 14(a) above have voted in favor of the inclusion of such Tract.
- (c) Each Tract as to which Working Interest Owners owning less than one hundred percent (100%) of the Working Interest have become parties to this Agreement, regardless of the percentage of Royalty Interest therein that is committed hereto; and as to which (1) the Working Interest Owner who operates the Tract and Working Interest Owners owning at least seventy-five percent (75%) of the remaining Working Interest in such Tract who have become parties to this Agreement have joined in a request for inclusion of such Tract, and have executed and delivered, or obligated themselves to execute and deliver an indemnity agreement indemnifying and agreeing to hold harmless the other owners of committed Working Interests, their successors and assigns, against all claims and demands that may be made by the owners of Working Interest in such Tract who are not parties to this Agreement, and which arise out of the inclusion of the Tract; and as to which (2) Working Interest Owners owning at least seventy-five percent (75%) of the Unit Participation in all Tracts that meet the requirements of Section 14(a) and 14(b) have voted in favor of the inclusion of such Tract and to accept the indemnity agreement. Upon the inclusion of such a Tract, the Tract Participations which would have been attributed nonsubscribing owners of Working Interest in such Tract, had they become parties to this Agreement and the Unit Operating Agreement, shall be attributed to the Working Interest Owners in such Tract who have become parties to such agreements, and joined in the indemnity agreement, in proportion to their respective Working Interests in the Tract.

If on the Effective Date of this Agreement there is any Tract or Tracts which have not been effectively committed to or made subject to this Agreement by qualifying as above provided, then such Tract or Tracts shall not be entitled to participate hereunder. Unit Operator shall, when submitting this Agreement for final approval by the Land Commissioner and the A.O., file therewith a schedule of those tracts which have been committed and made subject to this Agreement and are entitled to participate in Unitized Substances. Said schedule shall set forth opposite each such committed Tract the lease number or assignment number, the owner of record of the lease, and the percentage participation of such tract which shall be computed according to the participation formula set forth in Section 13 (Tract Participation) above. This schedule of participation shall be revised Exhibit "B" and upon approval thereof by the Land Commissioner and the A.O., shall become a part of this Agreement and shall govern the allocation of production of Unitized

Substances until a new schedule is submitted to and approved by the Land Commissioner and A.O.

SECTION 15.A. ALLOCATION OF UNITIZED SUBSTANCES. All Unitized Substances produced and saved (less, save and except any part of such Unitized Substances used in conformity with good operating practices on unitized land for drilling, operating, and other production or development purposes and for injection or unavoidable loss in accordance with a Plan of Operations approved by the A.O. and Land Commissioner) shall be apportioned among and allocated to the qualified Tracts in accordance with the respective Tract Participations effective hereunder during the respective periods such Unitized Substances were produced, as set forth in the schedule of participation in Exhibit "B". The amount of Unitized Substances so allocated to each Tract, and only that amount (regardless of whether it be more or less than the amount of the actual production of Unitized Substances from the well or wells, if any, on such Tract) shall, for all intents, uses, and purposes, be deemed to have been produced from such Tract.

The Unitized Substances allocated to each Tract shall be distributed among, or accounted for, to the parties entitled to share in the production from such Tract in the same manner, in the same proportions, and upon the same conditions, as they would have participated and shared in the production from such Tracts, or in the proceeds thereof, had this Agreement not been entered into; and with the same legal force and effect.

No Tract committed to this Agreement and qualified for participation as above provided shall be subsequently excluded from participation hereunder on account of depletion of Unitized Substances.

If the Working Interest and/or the Royalty Interest in any Tract are divided with respect to separate parcels or portions of such Tract and owned now or hereafter in severalty by different persons, the Tract Participation shall in the absence of a recordable instrument executed by all owners in such Tract and furnished to Unit Operator fixing the divisions of ownership, be divided among such parcels or portions in proportion to the number of surface acres in each.

SECTION 15.B. TAKING UNITIZED SUBSTANCES IN KIND. The Unitized Substances allocated to each Tract shall be delivered in kind to the respective parties entitled thereto by virtue of the ownership of oil and gas rights therein. Each such party shall have the right but not the obligation, at its sole cost, risk and expense to construct, maintain, and operate all necessary facilities for that purpose within the Unitized Area, provided the same are so constructed, maintained, and operated as not to interfere with Unit Operations. Subject to Section 17 hereof, any extra expenditure incurred by Unit Operator by reason of the delivery in kind of any portion of the Unitized Substances shall be borne by the party taking delivery. In the event any party entitled to take Unitized Substances in kind shall fail to take or otherwise adequately dispose of its proportionate share of the production from the Unitized Formation, then so long as such condition continues, Unit Operator, for the account of and at the expense of the party concerned, and in order to avoid curtailing the operation of the Unit Area, may, but shall not be required to, sell or otherwise dispose of such production to itself or to others, for the account and at the expense of such party, provided that all contracts of sale by Unit Operator of any other party's share of Unitized Substances shall be only for such reasonable periods of time as are consistent with the minimum needs of the industry under the circumstances, but in no event shall any such contract be for a period in excess of one year, and at not less than the prevailing market price in the area for like production, and the account of such party shall be charged therewith as having received such production. The net proceeds, if any, of the Unitized Substances so

disposed of by Unit Operator shall be paid to such party. Notwithstanding the foregoing, Unit Operator shall not make a sale into interstate commerce of any party's share of gas production without first giving such party sixty (60) days' notice of such intended sale.

Any Working Interest Owner receiving in kind or separately disposing of all or any part of the Unitized Substances allocated to any Tract, or receiving the proceeds therefrom if the same is sold or purchased by Unit Operator, shall be responsible for the payment of all royalty, overriding royalty, and production payments due thereon, and each such party shall hold each other Working Interest Owner harmless against all claims, demands, and causes of action by owners of such royalty, overriding royalty, and production payments.

If, after the Effective Date of this Agreement, there is any Tract or Tracts that are subsequently committed hereto, as provided in Section 4 (Expansion) hereof, or any Tract or Tracts within the Unit Area not committed hereto as of the Effective Date hereof but which are subsequently committed hereto under the provisions of Section 14 (Tracts Qualified for Participation) and Section 32 (Nonjoinder and Subsequent Joinder); or if any Tract is excluded from this Agreement as provided for in Section 21 (Loss of Title), the schedule of participation as shown in Exhibit "B" shall be revised by the Unit Operator; and the revised Exhibit "B", upon approval by the Land Commissioner and the A.O., shall govern the allocation of production on and after the effective date thereof until a revised schedule is approved as hereinabove provided.

SECTION 16. OUTSIDE SUBSTANCES. If gas (including, but not limited to carbon dioxide and nitrogen) obtained from formations not subject to this Agreement is introduced into the Unitized Formation for use in repressuring, stimulating production, or increasing ultimate recovery which shall be in conformity with a Plan of Operations first approved by the Land Commissioner and the A.O., a like amount of gas with appropriate deduction for loss or depletion from any cause may be withdrawn from unit wells completed in the Unitized Formation royalty free as to dry gas, but not royalty free as to the products extracted therefrom; provided that such withdrawal shall be at such time as may be provided in the approved Plan of Operations or as otherwise may be consented to or prescribed by the Land Commissioner and the A.O. as conforming to good petroleum engineering practices and provided further that such right of withdrawal shall terminate on the termination date of this Agreement.

SECTION 17. ROYALTY SETTLEMENT. The State of New Mexico and United States of America and all Royalty Owners who, under an existing contract, are entitled to take in kind a share of the substances produced from any Tract unitized hereunder, shall continue to be entitled to such right to take in kind their share of, the Unitized Substances allocated to such Tract, and Unit Operator shall make deliveries of such Royalty share taken in kind in conformity with the applicable contracts, laws, and regulations. Settlement for Royalty not taken in kind shall be made by Working Interest Owners responsible therefore under existing contracts, laws, and regulations on or before the last day of each month for Unitized Substances produced during the preceding calendar month: provided, however, that nothing herein contained shall operate to relieve the lessees of any land from their respective lease obligations for the payment of any Royalty due under the leases, except that such Royalty shall be computed on Unitized Substances as allocated to each Tract in accordance with the terms of this Agreement. With respect to Federal leases committed hereto on which the royalty rate depends upon the daily average production per well, such average production shall be determined in accordance with the operating regulations pertaining to Federal leases as though the committed Tracts were included in a single consolidated lease. If the amount of production or the proceeds thereof accruing to any Royalty Owner (except the United States of America) in a Tract depends upon the average production per well or the average pipeline runs per well from such Tract during any period of time, then such production shall be determined from and after the effective date hereof by dividing the quantity of Unitized Substances allocated hereunder to such Tract during such period of time by the number of wells located thereon capable of producing Unitized Substances as of the Effective Date hereof, provided that any Tract not having any well so capable of producing Unitized Substances on the Effective Date hereof shall be considered as having one such well for the purpose of this provision.

All Royalty due the State of New Mexico and the United States of America and the other Royalty Owners hereunder shall be computed and paid on the basis of all Unitized Substances allocated to the respective Tract or Tracts committed hereto, in lieu of actual production from such Tract or Tracts.

Except as provided in Section 16 hereof and with the exception of Federal and State requirements to the contrary, Working Interest Owners may use or consume Unitized Substances for Unit Operations and no royalty, overriding royalty, production, or other payments shall be payable on account of Unitized Substances used, lost, or consumed in Unit Operations.

Each Royalty Owner (other than the State of New Mexico and the United States of America) that executes this Agreement represents and warrants that it is the owner of a Royalty Interest in a Tract or Tracts within the Unit Area as its interest appears in Exhibit "B" attached hereto. If any Royalty Interest in a Tract or Tracts should be lost by title failure or otherwise in whole or in part, during the term of this Agreement, then the Royalty Interest of the party representing himself to be the owner thereof shall be reduced proportionately and the interests of all parties shall be adjusted accordingly.

SECTION 18. RENTAL SETTLEMENT. Rentals or minimum royalties due on the leases committed hereto shall be paid by Working Interest Owners responsible therefore under existing contracts, laws, and regulations provided that nothing herein contained shall operate to relieve the lessees of any land from their respective lease obligations for the payment of any rental or minimum Royalty in lieu thereof, due under their leases. Rental for lands of the State of New Mexico subject to this Agreement shall be paid at the rate specified in the respective leases from the State of New Mexico. Rental or minimum Royalty for lands of the United States of America subject to this Agreement shall be paid at the rate specified in the respective leases from the United States of America, unless such rental or minimum Royalty is waived, suspended, or reduced by law or by approval of the Secretary or his duly authorized delegate.

SECTION 19. CONSERVATION. Operations hereunder and production of Unitized Substances shall be conducted to provide for the most economical and efficient recovery of said substances without waste, as defined by or pursuant to Federal and State laws and regulations.

SECTION 20. DRAINAGE. The Unit Operator shall take all reasonable and prudent measures to prevent drainage of Unitized Substances from unitized land by wells on land not subject to this Agreement.

The Unit Operator, upon approval by the Working Interest Owners, the A.O., and the Land Commissioner, is hereby empowered to enter into a borderline agreement or agreements with Working Interest Owners of adjoining lands not subject to this Agreement with respect to operation in the border area for the maximum economic recovery, conservation purposes and proper protection of the parties and interest affected.

SECTION 21. LOSS OF TITLE. In the event title to any Tract of unitized land shall fail and the true owner cannot be induced to join in this Agreement, such Tract shall be automatically regarded as not committed hereto, and there shall be such readjustment of future costs and benefits as may be required on account of the loss of such title. In the event of a dispute as to title to any Royalty, Working Interest, or other interest subject thereto, payment or delivery on account thereof may be withheld without liability for interest until the dispute is finally settled; provided, that, as to State or Federal lands or leases, no payments of funds due the United States or the State of New Mexico shall be withheld, but such funds shall be deposited as directed by the A.O. or Land Commissioner (as the case may be) to be held as unearned money pending final settlement of the title dispute, and then applied as earned or returned in accordance with such final settlement.

If the title or right of any party claiming the right to receive in kind all or any portion of the Unitized Substances allocated to a Tract is in dispute, Unit Operator at the direction of Working Interest Owners shall either:

- (a) require that the party to whom such Unitized Substances are delivered or to whom the proceeds thereof are paid furnish security for the proper accounting therefore to the rightful owner if the title or right of such party fails in whole or in part, or
- (b) withhold and market the portion of Unitized Substances with respect to which title or right is in dispute, and impound the proceeds thereof until such time as the title or right thereto is established by a final judgment of a court of competent jurisdiction or otherwise to the satisfaction of Working Interest Owners, whereupon the proceeds so impounded shall be paid to the party rightfully entitled thereto.

Each Working Interest Owner shall indemnify, hold harmless, and defend all other Working Interest Owners against any and all claims by any party against the interest attributed to such Working Interest Owner on Exhibit "B".

Unit Operator as such is relieved from any responsibility for any defect or failure of any title hereunder.

SECTION 22. LEASES AND CONTRACTS CONFORMED AND EXTENDED. The terms, conditions, and provisions of all leases, subleases, and other contracts relating to exploration, drilling, development, or operation for oil or gas on lands committed to this Agreement are hereby expressly modified and amended to the extent necessary to make the same conform to the provisions hereof, but otherwise to remain in full force and effect, and the parties hereto hereby consent that the Secretary and the Land Commissioner, respectively, shall and by their approval hereof, or by the approval hereof by their duly authorized representatives, do hereby establish, alter, change, or revoke the drilling, producing, rental, minimum royalty, and royalty requirements of Federal and State leases committed hereto and the regulations in respect thereto to conform said requirements to the provisions of this Agreement.

Without limiting the generality of the foregoing, all leases, subleases, and contracts are particularly modified in accordance with the following:

(a) The development and operation of lands subject to this Agreement under the term hereof shall be deemed full performance of all obligations for development and operation with respect to each Tract subject to this Agreement, regardless of whether there is any development of any Tract of the Unit Area, notwithstanding anything to the contrary in any lease, operating agreement, or other contract by and between the parties hereto, or their respective predecessors in interest, or any of them.

- (b) Drilling, producing, or improved recovery operations performed hereunder shall be deemed to be performed upon and for the benefit of each Tract, and no lease shall be deemed to expire by reason of failure to drill or produce wells situated on the land therein embraced.
- (c) Suspension of drilling or producing operations within the Unit Area pursuant to direction or consent of the Land Commissioner and the A.O., or their duly authorized representatives, shall be deemed to constitute such suspension pursuant to such direction or consent as to each Tract within the Unitized Area.
- (d) Each lease, sublease, or contract relating to the exploration, drilling, development, or operation for oil and gas which by its terms might expire prior to the termination of this Agreement, is hereby extended beyond any such term so provided therein, so that it shall be continued in full force and effect for and during the term of this Agreement.
- (e) Any lease embracing lands of the State of New Mexico which is made subject to this Agreement shall continue in force beyond the term provided therein as to the lands committed hereto until the termination hereof.
- (f) Any lease embracing lands of the State of New Mexico having only a portion of its land committed hereto shall be segregated as to that portion committed and that not committed, and the terms of such lease shall apply separately to such segregated portions commencing as of the Effective Date hereof. Provided, however, that notwithstanding any of the provisions of this Agreement to the contrary, such lease (including both segregated portions) shall continue in full force and effect beyond the term provided therein as to all lands embraced in such lease if oil or gas is, or has heretofore been discovered in paying quantities on some part of the lands embraced in such lease committed to this Agreement or, so long as a portion of the Unitized Substances produced from the Unit Area is, under the terms of this Agreement, allocated to the portion of the lands covered by such lease committed to this Agreement, or, at any time during the term hereof, as to any lease that is then valid and subsisting and upon which the lessee or the Unit Operator is then engaged in bona fide drilling, reworking, or improved recovery operations on any part of the lands embraced in such lease, then the same as to all lands embraced therein shall remain in full force and effect so long as such operations are diligently prosecuted, and if they result in the production of oil or gas, said lease shall continue in full force and effect as to all of the lands embraced therein, so long thereafter as oil or gas in paying quantities is being produced from any portion of said lands.
- (g) The segregation of any Federal lease committed to this Agreement is governed by the following provision in the fourth paragraph of Section 17(j) of the Mineral Leasing Act, as amended by the Act of September 2, 1960 (74 Stat. 781-784): "Any (Federal) lease heretofore or hereafter committed to any such (unit) plan embracing lands that are in part within and in part outside of the area covered by any such plan shall be segregated into separate leases as to the lands committed and the lands not committed as of the effective date of unitization; provided, however, that any such lease as to the nonunitized portion shall continue in force and effect for the term thereof but for not less than two (2) years from the date of such segregation and so long thereafter as oil or gas is produced in paying quantities."
- SECTION 23. COVENANTS RUN WITH LAND. The covenants herein shall be construed to be covenants running with the land with respect to the interest of the parties hereto and their successors in interest until this Agreement terminates, and any grant, transfer or conveyance of interest in land or leases subject hereto shall be and hereby is conditioned upon the assumption of all privileges and obligations hereunder by the grantee, transferee, or other successor

in interest. No assignment or transfer of any Working Interest subject hereto shall be binding upon Unit Operator until the first day of the calendar month after Unit Operator is furnished with the original, or acceptable photostatic or certified copy, of the recorded instrument or transfer; and no assignment or transfer of any Royalty Interest subject hereto shall be binding upon the Working Interest Owner responsible therefor until the first day of the calendar month after said Working Interest Owner is furnished with the original, or acceptable photostatic or certified copy, of the recorded instrument or transfer.

SECTION 24. EFFECTIVE DATE AND TERM. This Agreement shall become binding upon each party who executes or ratifies it as of the date of execution or ratification by such party and shall become effective on the first day of the calendar month next following the approval of this Agreement by the A.O., the Land Commissioner and the Division.

If this Agreement does not become effective on or before June 1, 1992, it shall ipso facto expire on said date (hereinafter called "Expiration Date") and thereafter be of no further force or effect, unless prior thereto this Agreement has been executed or ratified by Working Interest Owners owning a combined Participation of at least seventy-five percent (75%); and at least seventy-five percent (75%) of such Working Interest Owners committed to this Agreement have decided to extend Expiration Date for a period not to exceed one (1) year (hereinafter called "Extended Expiration Date"). If Expiration Date is so extended and this Agreement does not become effective on or before Extended Expiration Date, it shall ipso facto expire on Extended Expiration Date and thereafter be of no further force and effect.

Unit Operator shall file for record within thirty (30) days after the Effective Date of this Agreement, in the office of the County Clerk of Lea County, New Mexico, a Certificate of Effectiveness describing the lands and unitized formation committed and stating the effective date of the Agreement.

The term of this Agreement shall be for and during the time that Unitized Substances are produced from the unitized land and so long thereafter as drilling, reworking, or other operations (including improved recovery operations) are prosecuted thereon without cessation of more than ninety (90) consecutive days unless sooner terminated as herein provided.

This Agreement may be terminated with the approval of the Land Commissioner and the A.O. by Working Interest Owners owning seventy-five percent (75%) of the Unit Participation then in effect whenever such Working Interest Owners determine that Unit Operations are no longer profitable, or in the interest of conservation. Upon approval, such termination shall be effective as of the first day of the month after said Working Interest Owners' determination. Notice of any such termination shall be filed by Unit Operator in the office of the County Clerk of Lea County, New Mexico, within thirty (30) days of the effective date of termination.

Upon termination of this Agreement, the parties hereto shall be governed by the terms and provisions of the leases and contracts affecting the separate Tracts just as if this Agreement had never been entered into.

Notwithstanding any other provision in the leases unitized under this Agreement, Royalty Owners hereby grant Working Interest Owners a period of six (6) months after termination of this Agreement in which to salvage, sell, distribute, or otherwise dispose of the personal property and facilities used in connection with Unit Operations.

SECTION 25. RATE OF PROSPECTING, DEVELOPMENT, AND PRODUCTION. All production and the disposal thereof shall be in conformity with

allocations and quotas made or fixed by any duly authorized person or regulatory body under any Federal or State statute. The A.O. is hereby vested with authority to alter or modify from time to time, in his discretion, the rate of prospecting and development and within the limits made or fixed by the Division to alter or modify the quantity and rate of production under this Agreement, such authority being hereby limited to alteration or modification in the public interest, the purpose thereof and the public interest to be served thereby to be stated in the order of alteration or modification; provided, further, that no such alteration or modification shall be effective as to any land of the State of New Mexico as to the rate of prospecting and development in the absence of the specific written approval thereof by the Land Commissioner and as to any lands in the State of New Mexico or privately-owned lands subject to this Agreement or to the quantity and rate of production from such lands in the absence of specific written approval thereof by the Division.

Powers in this Section vested in the A.O. shall only be exercised after notice to Unit Operator and opportunity for hearing to be held not less than fifteen (15) days from notice, and thereafter subject to administrative appeal before becoming final.

<u>SECTION 26. NONDISCRIMINATION.</u> Unit Operator in connection with the performance of work under this Agreement relating to leases of the United States, agrees to comply with all of the provisions of Section 202(1) to (7) inclusive of Executive Order 11246, (30 F.R. incorporated by reference in 12319), which are hereby incorporated by reference in this Agreement.

SECTION 27. APPEARANCES. Unit Operator shall have the right to appear for or on behalf of any interest affected hereby before the Land Commissioner, the Department, and the Division, and to appeal from any order issued under the rules and regulations of the Land Commissioner, the Department, or the Division, or to apply for relief from any of said rules and regulations or in any proceedings relative to operations before the Land Commissioner, the Department, or the Division or any other legally constituted authority; provided, however, that any other interested party shall also have the right at his or its own expense to be heard in any such proceeding.

SECTION 28. NOTICES. All notices, demands, objections, or statements required hereunder to be given or rendered to the parties hereto shall be deemed fully given if made in writing and personally delivered to the party or parties or sent by postpaid certified or registered mail, addressed to such party or parties at their last known address set forth in connection with the signatures hereto or to the ratification or consent hereof or to such other address as any such party or parties may have furnished in writing to the party sending the notice, demand, or statement. Typographical errors in a notice which are not material shall not affect the validity of a notice required by this section.

SECTION 29. NO WAIVER OF CERTAIN RIGHTS. Nothing in this Agreement contained shall be construed as a waiver by any party hereto of the right to assert any legal or constitutional right or defense as to the validity or invalidity of any law of the State wherein said Unitized Lands are located, or regulations issued thereunder in any way affecting such party, or as a waiver by any such party of any right beyond his or its authority to waive; provided, however, each party hereto covenants that it will not resort to any action to partition the unitized land or the Unit Equipment.

SECTION 30. EQUIPMENT AND FACILITIES NOT FIXTURES ATTACHED TO REALTY. Each Working Interest Owner has heretofore placed and used on its Tract or Tracts committed to this Agreement various well and lease equipment and other property, equipment, and facilities. It is also recognized that additional equipment and facilities may

hereafter be placed and used upon the Unitized Land as now or hereafter constituted. Therefore, for all purposes of this Agreement, any such equipment shall be considered to be personal property and not fixtures attached to realty. Accordingly, said wells and lease equipment and personal property is hereby severed from the mineral estates affected by this Agreement, and it is agreed that any such equipment and personal property shall be and remain personal property of the Working Interest Owners for purposes of this Agreement.

SECTION 31. UNAVOIDABLE DELAY. All obligations under this Agreement requiring the Unit Operator to commence or continue improved recovery operations or to operate on or produce Unitized Substances from any of the lands covered by this Agreement shall be suspended while, but only so long as, the Unit Operator, despite the exercise of due care and diligence, is prevented from complying with such obligations, in whole or in part, by strikes, acts of God, Federal, State, or municipal law or agency, unavoidable accident, uncontrollable delays in transportation, inability to obtain necessary materials or equipment in open market, or other matters beyond the reasonable control of the Unit Operator whether similar to matters herein enumerated or not.

SECTION 32. NONJOINDER AND SUBSEQUENT JOINDER. Joinder by any Royalty Owner, at any time, must be accompanied by appropriate joinder of the corresponding Working Interest Owner in order for the interest of such Royalty Owner to be regarded as effectively committed. joinder to this Agreement by a Working Interest Owner, at any time, must be accompanied by appropriate joinder to the Unit Operating Agreement in order for such interest to be regarded as effectively committed to this Agreement.

Any oil or gas interest in the Unitized Formations not committed hereto prior to submission of this Agreement to the Land Commissioner and the A.O. for final approval may thereafter be committed hereto upon compliance with the applicable provisions of this Section and of Section 14 (Tracts Qualified for Participation) hereof, at any time up to the Effective Date hereof on the same basis of Tract Participation as provided in Section 13, by the owner or owners thereof subscribing, ratifying, or consenting in writing to this Agreement and, if the interest is a Working Interest, by the owner of such interest subscribing also to the Unit Operating Agreement.

It is understood and agreed, however, that from and after the Effective Date hereof the right of subsequent joinder as provided in this Section shall be subject to such requirements or approvals and on such basis as may be agreed upon by Working Interest Owners owning not less than seventy-five percent (75%) of the Unit Participation then in effect, and approved by the Land Commissioner and A.O. Such subsequent joinder by a proposed Working Interest Owner must be evidenced by his execution or ratification of this Agreement and the Unit Operating Agreement and, where State or Federal land is involved, such joinder must be approved by the Land Commissioner or A.O. Such joinder by a proposed Royalty Owner must be evidenced by his execution, ratification, or consent of this Agreement and must be consented to in writing by the Working Interest Owner responsible for the payment of any benefits that may accrue hereunder in behalf of such proposed Royalty Owner. Except as may be otherwise herein provided, subsequent joinder to this Agreement shall be effective as of the first day of the month following the filing with the Land Commissioner and A.O. of duly executed counterparts of any and all documents necessary to establish effective commitment of any Tract or interest to this Agreement, unless objection to such joinder by the Land Commissioner or the A.O., is duly made sixty (60) days after such filing.

SECTION 33. COUNTERPARTS. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties and may be ratified or consented to by separate

instrument in writing, specifically referring hereto, and shall be binding upon all those parties who have executed such a counterpart, ratification, or consent hereto with the same force and effect as if all parties had signed the same document, and regardless of whether or not it is executed by all other parties owning or claiming an interest in the land within the described Unit Area. Furthermore, this Agreement shall extend to and be binding on the parties hereto, their successors, heirs, and assigns.

SECTION 34. JOINDER IN DUAL CAPACITY. Execution as herein provided by any party as either a Working Interest Owner or a Royalty Owner shall commit all interests owned or controlled by such party; provided, that if the party is the owner of a Working Interest, he must also execute the Unit Operating Agreement.

SECTION 35. TAXES. Each party hereto shall, for its own account, render and pay its share of any taxes levied against or measured by the amount or value of the Unitized Substances produced from the unitized land; provided, however, that if it is required or if it be determined that the Unit Operator or the several Working Interest Owners must pay or advance said taxes for the account of the parties hereto, it is hereby expressly agreed that the parties so paying or advancing said taxes shall be reimbursed therefore by the parties hereto, including Royalty Owners, who may be responsible for the taxes on their respective allocated share of said Unitized Substances. No taxes shall be charged to the United States or to the State of New Mexico, nor to any lessor who has a contract with a lessee which requires his lessee to pay such taxes.

SECTION 36. NO PARTNERSHIP. The duties, obligations and liabilities of the parties hereto are intended to be several and not joint or collective. This Agreement is not intended to create, and shall not be construed to create, an association or trust, or to impose a partnership duty, obligation or liability with regard to any one or more of the parties hereto. Each party hereto shall be individually responsible for its own obligation as herein provided.

SECTION 37. PRODUCTION AS OF THE EFFECTIVE DATE. Unit Operator shall make a proper and timely gauge of all leases and other tanks within the Unit Area in order to ascertain the amount of merchantable oil above the pipeline connection, in such tanks as of 7:00 A.M. on the Effective Date hereof. The Working Interest Owners shall have the opportunity to witness the gauging of any tanks they commit to the Unit. All such oil which has then been produced in accordance with established allowables shall be and remain the property of the Working Interest Owner entitled thereto, the same as if the Unit had not been formed; and the responsible Working Interest Owner shall promptly remove said oil from the unitized land. Any such oil not so removed shall be sold by Unit Operator for the account of such Working Interest Owners, subject to the payment of all royalty to Royalty Owners under the terms hereof. The oil that is in excess of the prior allowable of the wells from which it was produced shall be regarded as Unitized Substances produced after Effective Date hereof.

If, as of the Effective Date hereof, any Tract is over-produced with respect to the allowable of the wells on that Tract and the amount of over-production has been sold or otherwise disposed of, such over-production shall be regarded as a part of the Unitized Substances produced after the Effective Date hereof and shall be charged to such Tract as having been delivered to the parties entitled to Unitized Substances allocated to such Tract.

SECTION 38. NO SHARING OF MARKET. This Agreement is not intended to provide and shall not be construed to provide, directly or indirectly, for any cooperative refining, joint sale, or marketing of Unitized Substances.

SECTION 39. STATUTORY UNITIZATION. It is the intent of the Working Interest Owners to utilize the New Mexico Statutory Unitization Act in the formation of this Unit. When Unit Operator receives written approval of the plan for unit operations from Working Interest Owners owning at least seventy-five percent (75%) Unit Participation, an application will be made to the Division for statutory unitization of the uncommitted interest pursuant to Chapter 40, Article 7, N.M.S. 1978, Annotated. If such application is made and statutory unitization is approved by the Division, then effective as of the date of the Division's order approving statutory unitization, this Agreement and/or the Unit Operating Agreement shall automatically be revised and/or amended in accordance with the following:

(1) Section 14 of this Agreement shall be revised by substituting for the entire said section the following:

"SECTION 14. TRACTS QUALIFIED FOR PARTICIPATION. On and after the Effective Date hereof, all Tracts within the Unit Area shall be entitled to participation in the production of Unitized Substances."

(2) Section 24 of this Agreement shall be revised by substituting for the first three paragraphs of said section the following:

"SECTION 24. EFFECTIVE DATE AND TERM. If and when the Working Interest Owners owning at least seventy-five percent (75%) Unit Participation and Royalty Owners owning at least seventy-five percent (75%) Royalty Interest have become parties to this Agreement and have approved this Agreement in writing, and such Working Interest Owners have also in a like manner become parties to the Unit Operating Agreement, this Agreement shall become effective on the date and time indicated in the Division's order, or supplemental order approving the Unit. In order for this Agreement to become effective, it must receive approval from the A.O., the Land Commissioner and the Division. The effective date of this Agreement shall be \_\_\_\_\_\_\_, as set out in Division's order or supplemental order, said date being mutually agreed upon by the A.O., the Land Commissioner, the Division and the Unit Operator. The Division's order approving statutory unitization based upon the terms and conditions of this Agreement, as amended (if any amendment is necessary to conform to the Division's order) shall be referenced by Unit Operator when filing this Agreement or notice thereof for record in the office of the County Clerk of Lea County, New Mexico. Unit Operator shall notify the Working Interest Owners of the effective date of this Agreement."

"Unit Operator shall, within thirty (30) days after the Effective Date of this Agreement, file for record in the office of the County Clerk of Lea County, New Mexico, a certificate to the effect that this Agreement has become effective in accordance with its terms, therein identifying the Division's order approving statutory unitization and stating the Effective Date."

(3) This Agreement and/or the Unit Operating Agreement shall be amended in any and all respects necessary to conform to the Division's order approving statutory unitization.

Any and all amendments of this Agreement and/or the Unit Operating Agreement that are necessary to conform said agreements to the Division's order approving statutory unitization shall be deemed to be hereby approved in writing by the parties hereto without any necessity for further approval by said parties, except as follows:

(a) If any amendment of this Agreement has the effect of reducing any Royalty Owner's Participation in the production of Unitized Substances, such Royalty Owner shall not be deemed to have hereby approved the amended agreement without the necessity of further approval in writing by said Royalty Owner; and

(b) If any amendment of this Agreement and/or the Unit Operating Agreement has the effect of reducing any Working Interest Owner's participation in the production of Unitized Substances or increasing such Working Interest Owner's share of Unit Expense, such Working Interest Owner shall not be deemed to have hereby approved the amended agreements without the necessity of further approval in writing by said Working Interest Owner.

Executed as of the day and year first above written.

CHEVRON U.S.A. INC.

BY: Assistant Secretary

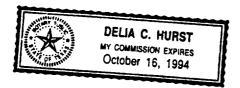
Date of Execution:

November 19, 1990

STATE OF TEXAS

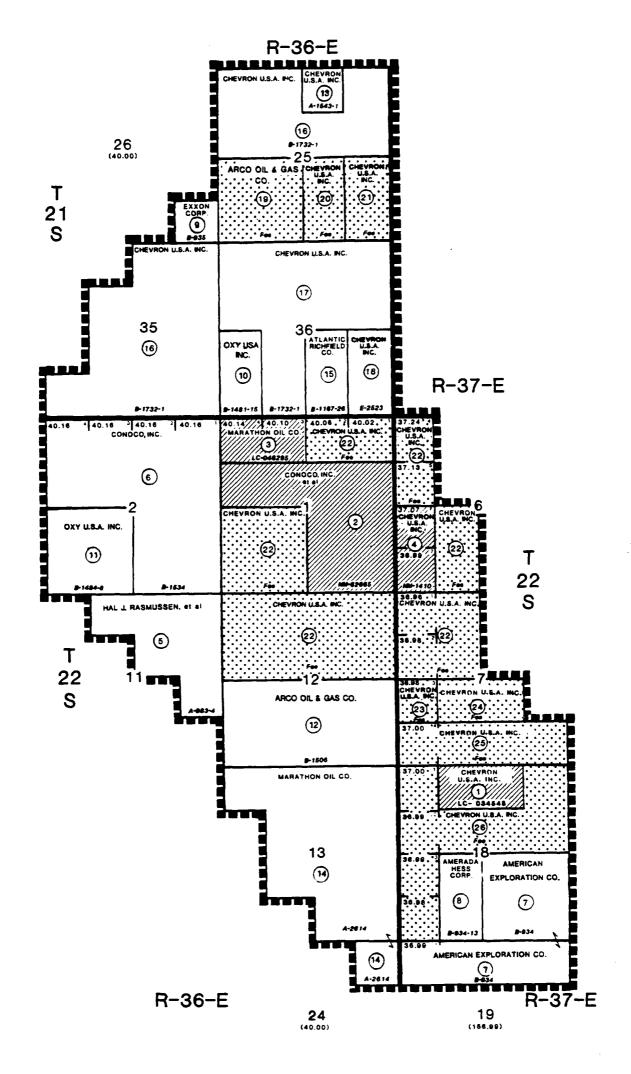
COUNTY OF MIDLAND S

The foregoing instrument was acknowledged before me this 19th day of November, 1990, by D.H. Messer, Assistant Secretary, for/of Chevron U.S.A. Inc. a Pennsylvania corporation, on behalf of said corporation.



Notary Public in and for the State of Texas.

My Commission Expires: 000, 000, 000



PERCENTAGE EXHIBIT "A" ACREAGE ARROWHEAD GRAYBURG 9.36% FEDERAL LANDS 554.30 60.75% 3,597.63 STATE LANDS **UNIT AREA** 1,770.33 29.89% LEA COUNTY, NEW MEXICO PATENTED LANDS 100.00% 5,922.26 UNIT OUTLINE

CHEVRON U.S.A. INC. MIDLAND TX.

TRACT NUMBERS
SCALE 1'-3000 ft

EXHIBIT 'B'

SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE
ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

### FEBRUARY 28, 1991

FEDERAL LANDS

48 ELL1077 B	4A ELLIOTT B	3 C. J.	2 LOCKH	18 RUBY S.	1A RUBY	<b>=</b>
)TT B 6	)TT B 6	SAUNDERS	LOCKHART "B-1"	S. CROSBY	RUBY 5. CROSY	TRACT NO. AND
1225-R37E. N.M.P.M. SEC. 6: LOTS 6 & 7 (LIMITED FROM BELOW A DEPHH OF 3650' SUBSURFACE TO A DEPTH OF 4000' SUBSURFACE)	T225-R37E, N.M.P.M. SEC. 6: LOTS 6 & 7 (LIMITED FROM TOP OF THE UNITIZED FORMATION TO A DEPTH OF 3650' SUBSURFACE)	1225-R36E, N.M.P.M. SEC. 1: LOTS 3 & 4	T225-R36E, N.M.P.M. SEC. 1: 5/2 N/2, SE/4	T225-R37E, N.M.P.M. SEC. 18: NW/4 NE/4, NE/4 NW/4 (LIMITED FROM BELOW A DEPTH OF 4000' SUBSURFACE TO BASE OF UNITIZED FORMATION)	T225-R37E. N.M.P.M SEC. 18: NW/4 NE/4. NE/4 NW/4 (LIMITED FROM TOP OF UNITIZED FORMATION TO A DEPTH OF 4000' SUBSURFACE)	DESCRIPTION OF LAND
74,06	74.06	80.24	320.00	80.00	80.00	ACRES
NM-001410 HBP 07/01/57 RENEWED 07/01/77	NM-001410 HBP 07/03/57 REMEMED 07/01/77	LC.046295 HBP 01/11/39 EXCHANGED 01/01/59	NM-62665 HBP 06/23/31 EXCHANGED 07/01/52	LC_034548 HBP 11/01/27 EXCHANGED 12/31/38	LC-034548 HBP 11/01/27 EXCHAMCED 12/31/38	SERIAL NO. AND EFFECTIVE DATE
U.S.A Schedule c	U.S.A. SCHEDULE C	U.S.A. SCHEDULE C	SCHEDULE C	U.S.A. SCHEDULE C	SCHEDULE C	BASIC ROYALTY OWNER AND PERCENTAGE
SUN OPERATING LTD. PARTNERSHIP SOHIO PETROLEUM CO. DONALDSON BROWN TRUSTS	SUN OPERATING LTD. PARTNERSHIP SOMIO PETROLEUM CO. DONALDSON BROWN TRUSTS	MARATHON OIL CO.	CONOCO INC. CHEVRON U.S.A. INC. AMOCO PRODUCTION CO. ARCO OIL & GAS CO.	DOMALDSON BROWN TRUSTS SOHIO PETROLEUM CO. SUN OPERATING LTD. PARTNERSHIP	DONALDSON BROWN TRUSTS SOHIO PETRO, CO. SUM OPERATING LTD. PARTNERSHIP	Y LESSEE OF RECORD
Sohio Petroleum Company Trust U/D Donaldson Brown		Caldwell J. Saunders Trust Elyse S. Patterson Trust "B" Lloyd Garringer Estate Mary Lee S. Reese Rubie C. Bell Stanley W. Crosby, III Sue Saunders Graham The Toles Company Woodlan Perry Saunders		Elyse S. Patterson Trust "B" H. B. Wright Estate Harold B. Bradbury Hawkins Oil & Gas, Inc. Rubie C. Bell Stanley W. Crosby. Ill Sue Saunders Graham Sun Operating Ltd. Ptn. The Toles Company Trust U/D Donaldson Brown	Elyse S. Patterson Trust "B" H. B. Wright Estate Harold B. Bradbury Hawkins Oil & Gas. Inc. Rubie C. Bell Stanley W. Crosby. III Sue Saunders Graham The Toles Company Trust U/D Donaldson Brown	OVERRIDING ROYALTY OWNER AND PERCENTAGE
9.9990000 Burton Veteto 5.0000000 Chevron U.S.A. Inc Dasco Energy Corp. David Mussett Larry Nermyr Marian Mussett Meridian Oil, Inc. Para Mia, Inc.	Chevron U.S.A. Inc Larry Nermyr Meridian Oil. Inc. Trust U/D Donaldson Brown	3.0000000 Marathon 0il Company 0.4166700 0.0051200 1.000000 0.6224400 0.6224400 0.4166700 0.4166700 1.0000000	Amoco Production Company ARCO 011 & Gas Company Chevron U.S.A. Inc Conoco. Inc.	0.0050000 Borrego Properties, Inc. 0.4166670 Burton Veteto 0.0043536 Dasco Energy Corp. 9.9990000 David Mussett 0.0126449 Marian Mussett 0.0126449 Marian Mussett 0.01260000 0.0050000 0.0050000 0.0050000	0.0050000 Burton Veteto 0.416670 Chevron U.S.A. Inc 0.0043536 Dasco Energy Corp. 9.990000 David Mussett 0.0126449 Larry Nermyr 0.0126449 Marian Mussett 0.0050000 Meridian 011, Inc. 0.0050000 Para Mia, Inc. 5.0000000	WORKING INTEREST OWNER AND PERCENTAGE
1.536200 44.4335940 15.3061160 0.3750000 0.9765630 6.5127680 17.0898430 13.7754960	69, 4335940 0, 9765630 17, 0898430 12, 5000000	100.0000000	25,0000000 25,0000000 25,0000000 25,0000000 25,0000000	36.7346570 4.0816520 40.8163100 3.4500000 14.9173810	2.0408260 35.5468750 20.4081550 0.4999995 0.7812500 8.6836910 13.6718750 18.3673285	
0.1607790	0.0000000	1.5458080	9,3721080	0.0000000	0.8601510	PARTICIPATION OF TRACT IN UNIT

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SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE ARROWNEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

FEDERAL LANDS

4C ELL1011 B 6	TRACT NO. AND TRACT NAME
4C ELLIOTI B 6 1225-R37E, N.M.P.M. 74.06 NM-001410 U.S.A. SUN OPERATING SEC. 6: LOTS 6 8 7 HBP LIMITED FROM BELON 07/01/57 SCHEDULE C SCHIO PETROLEUM CO. A DEPTH OF 4000' RENEWED 07/01/77 DONALDSON BROWN SUBSURFACE TO THE BASE OF THE UNITIZED FORMATION) THE UNITIZED FORMATION)	DESCRIPTION OF LAND
74.06	ACRES
NM-001410 HBP 07/01/57 RENEWED 07/01/77	SERIAL NO. AND EFFECTIVE DATE
U.S.A. SCHEDULE C	BASIC ROYALTY OWNER AND PERCENTAGE
SUN OPERATING LIMITED PARTNERSHIP SOHTO PETROLEUM CO. DONALDSON BROWN TRUSTS	Y LESSEE OF RECORD
700	
ohio Petroleum Company       9.9990000 Borrego Properties, Inc.       36.7346570       0.0000000         un Operating Ltd. Ptn.       10.9375000 Burton Veteto       4.0816520         rust U/U Donaldson Brown       5.0000000 Dasco Energy Corp.       40.8163100         David Mussett       3.4500000         Narian Mussett       14.9173810	WORKING INTEREST OWNER AND PERCENTAGE
36,7346570 4,0816520 40,8163100 3,4500000 14,9173810	PA
0.0000000	PARTICIPATION OF TRACT IN UNIT

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE ARROWMEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

STATE LANDS

TRACT NO. AND TRACT NAME	5 STATE A AC 2	6 STATE J 2 (WAS TRACT 15)	7 NEW MEXICO M STATE (MAS TRACT 8)	8 STATE PA (WAS TRACT 9)	9 NEW MEXICO G STATE (WAS TRACT 10)	10 STATE M (WAS TRACT 12)
ND DESCRIPTION OF LAND	T22S-R36E, N.M.P.M. SEC. 11: NE/4, NE/4 NM/4 & NE/4 SE/4	T22S-R36E, N.M.P.M. SEC. 2: LOTS 1, 2, 3 & 4 SFC. 2: S/2 N/2 & SE/4	TATE T22S-R37E, N.M.P.M. SEC, 18: SE/4 SEC, 19: LOT 1. NE/4 NW/4 SEC, 19: R. N/2 NE/4	1225-R37E, N.M.P.M. SEC. 18: E/2 SW/4	TATE 1215-R36E, N.M.P.M. SEC. 26: SE/4 SE/4	1215-R36E, N.M.P.M. SEC. 36: W/2 SW/4
ACRES DATE	240.00 A-983 HBP 07/27/28	480.64 B-1534 HBP 09/25/28 EXCHANGED 12/22/32	316.99 B-934 HBP 11/22/28 EXCHANGED 06/06/32	80.00 8-934 HBP 11/22/28 EXCHANGED 06/06/32	40.00 B-935 HBP 11/22/28 EXCHANGED 06/06/32	80.00 B-1481 HBP 11/26/28
OWNER AND PERCENTAGE	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO
OF RECORD	SUN OPERATING LIMITED PARTMERSHIP	COMOCO, INC.	KEC ACQUISITION CORP	AMERADA HESS CORP.	EXXON COMPANY U.S.A.	OXY U.S.A. INC.
OVERKIDING KUTALIT GWNER AND PERCENTAGE	•		franklin Emergy, Partnership			
OWNER AND PERCENTAGE	Andrew B. Burleson Aubrey C. Price Bernard G. Scott Ceiia A. Zinn Chicora Modesta Williams Trust Gregory J. Brose Hal J. Rasmussen Operating, Inc. James M. Winkel Estate Jefferson Wheat Getaga Williams Trust John R. Brose Kim D. Jones L. Paul Latham Larry A. Cress Larry A. Kidwell Estate The Williams Partnership Thomas H. & Sharon P. Brose Thomas H. Moore W. Scott Ramsey	Comoco, Inc.	0.1320890 American Exploration ACQ, VI American Exploration Company American Production Part, VI American Production Part, VII N.Y. Life 0 & 6 Prod. Part, II-E N.Y. Life 0 & 6 Prod. Part, III-B	Amerada Hess Corporation	Exxon Company, U.S.A.	0xy, U.S.A.
	0.2000000 0.2500000 0.2500000 0.2500000 0.2500000 1.5000000 7.0750000 5t 1.5000000 0.5000000 0.5000000 0.5000000 0.5000000 0.5000000 0.5000000 0.5000000	100.0000000	12.4262000 5.1265040 52.0837000 12.8165580 2.8867580 2.1160042 5.1150042 5.135880 1.4322116	100.0000000	100.0000000	100.0000000
IN UNIT	2.3939320	22,1970840	3. 4915270	1.9157340	0.0913930	2.9095050

EXHIBIT 'B'

SCHEDULE SHOWING THE PERCENTAGE AND KIND OF DWNERSHIP OF OIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE
ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

### FEBRUARY 28, 1991

STATE LANDS

	11 (F.S.)	12 SI (h	13 GF	14A Mc	148 Mc	15A ST	158 ST	16 W.
TRACT NO. AND TRACT NAME	STATE N (WAS TRACT 13)	STATE 157 D (WAS TRACT 14)	RAHAM STATE (NCI-J WAS TRACT 6)	McDONALD STATE (WAS TRACT 7A)	MCDONALD STATE (WAS TRACT 7B)	STATE D DE (MAS TRACT 11A)	STATE D DE (MAS TRACT 118)	W. A. RAMSAY (NCT A & B)
DESCRIPTION OF LAND	T22S-R36E, N.M.P.M. SEC. 2: SW/4	T225-R36E, N.M.P.M. SEC, 12: S/2	GRAHAM STATE (NCT-J) T21S-R36E, N.M.P.M. (WAS TRACT 6) SEC. 25: NW/4 NE/4	T225-R36E, N.M.P.M. SEC. 13: E/2, E/2 NW/4 NE/4 NW/4 & NE/4 SW/4	T22S-R36E, N.M.P.M. SEC, 24: NE/4 NE/4	T21S-R36E, N.M.P.M. SEC, 36: W/2 SE/4 (LIMITED IN DEPTH FROM THE TOP OF THE UNITIZED FORMATION TO A DEPTH OF 4000' SUBSURFACE)	T21S-R36E, N.M.P.M. SEC. 36: W/2 SE/4 (LIMITED IN DEPTH FROM BELOW A DEPTH OF 4000' SUBSURFACE TO THE BASE OF THE UNITIZED FORMATION)	T21S-R36E, N.M.P.M. SEC. 25: NE/4 NE/4 SEC. 25: NE/4 SE NW/4 SEC. 35: E/2, SE/4 NW/4 SEC. 35: E/2, SE/4 NW/4
ACRES	160,00	320.00	40.00	480.00	40.00	80.00	80.00	760.00
SERIAL NO. AND EFFECTIVE DATE	B-1484 HBP 11/26/28 EXCHANGED 11/26/32	B-1506 HBP 12/01/28 EXCHANGED 12/20/32	A.1543 HBP 12/29/28	A-2614 HBP 04/21/30	A-2614 HBP 04/21/30	B-1167 HBP 09/15/32	B-1167 HBP 09/15/32	B-1732 HBP 02/28/33
BASIC ROYALTY OWNER AND PERCENTAGE	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5	STATE OF NEW MEXICO 12.5
LESSEE OF RECORD	OXY U.S.A. INC.	ARCO OIL & GAS COMPANY	CHEVRON U.S.A. INC.	MARATHON OIL COMPANY	MARATHON OIL COMPANY	SHELL OIL COMPANY	SHELL OIL COMPANY	CHEVRON U.S.A. INC.
OVERRIDING ROYALTY OWNER AND PERCENTAGE						Andrea Singer Pollack Revocable Trust Andrea Singer Pollack Revocable Trust★★	Andrea Singer Pollack Revocable Trust** Carolyn Loveless Schlicher Colin McMillan David Petroleum Corp. Lucinda Loveless McBride Oil & Gas Corporation Nadine Prideau Loveless Smith	
WORKING INTEREST OWNER AND PERCENTAGE	0xy, U.S.A.	ARCO 0il & Gas Company	Chevron U.S.A. Inc	Marathon 011 Company	ARCO Oil & Gas Company * Marathon Oil Company	12.5000000 ARCO 0il & Gas Company 0.0000000 El Paso Natural Gas Co. *	0.000000 Abby Corporation 0.4394340 Barbara E. Hannifin 1.5625000 Belco Development Company 2.3438000 El Paso Natural Gas Co. * 0.4394340 Hanson-McBride Petroleum Company 6.7500000 McBride Oil & Gas Corporation 0.5859380 Nuevo Seis, Inc. 0.5859380 Nuevo Seis, Inc.	Chevron U.S.A. Inc
_	100.0000000	100,0000000	100.0000000	100.0000000	0.000000 100.0000000	100.0000000 0.0000000	25.000000 8.000000 21.875000 0.000000 10.000000 24.000000 8.000000 3.1750000	100.0000000
PARTICIPATION OF TRACT IN UNIT	2.0121710	2.7785370	0.0971370	3.6631460	0.1981230	0.6088300	0.0000000	9.0738100

EXHIBIT '8'

SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE
ARROWNEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

STATE LANDS

TRACT NO. AND	AND DESCRIPTION OF LAND	SE AND ACRES	SERIAL MO. BASIC ROYALTY AND EFFECTIVE OWNER AND DATE PERCENTAGE	LESSEE OF RECORD	OVERRIDING ROYALTY OWNER AND PERCENTAGE	WORKING INTEREST OWNER AND PERCENTAGE	PARTICIPATION OF TRACT IN UNIT
17 HARRY LEONARD (NCT-C)	T215-R36E, N.M.P.M. SEC. 36: N/2 & E/2 SW/4	400.00 B-1732 HBP	STATE OF NEW MEXICO	CHEVRON U.S.A. INC.		Chevron U.S.A. Inc 100.0000000 15.8792970	100.0000000 15.8792970
		02/28/33	12.5				
18 STATE 36	TZ1S-R36E, N.M.P.M. SEC. 36: E/2 SE/4	80.00 E-2523 HBP	STATE OF NEW MEXICO	CHEVRON U.S.A. INC.		Chevron U.S.A. Inc 100.0000000 0.0000000	100.0000000 0.0000000
		47.107	12.5				

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF DIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

TRAC	10
TRACT NO. AND TRACT NAME	M REDWIN
DESCRIPTION OF LAND	T21C_D26F N M D M
ACRES	5
LEASE	1
BASIC ROYALTY OWNER AND PERCENTAGE	
1 2 1 1 1 1 1 1 1 1	0063006
OVERRIDING ROYALTY OWNER AND PERCENTAGE	
WORKING INTEREST OWNER AND PERCENTAGE	
/	100 000000
PARTICIPATION OF TRACT IN UNIT	0.9038850

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWALA FOR THE UNITIZED FORMATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

PATENTED LANDS

20

J. M. BROWNLEE - 1715-R36E, N.M.P.M. KINGMOOD SEC. 25: W/2 SE/4	TRACT NO. AND TRACT NAME DESCRIPTI
	DESCRIPTION OF LAND AC
80.00 HBP 09/7	ACRES ST
Atlantic Richfield Company B. A. Christamas, Jr. B. A. Christamas, Jr. B. A. Christamas, Jr. B. A. Christamas, Jr. Beative V. Cook Betty Moram Rice Beilly Moram Rice Billie June Crow Bradford Ace Christamas Bradford Ace Christamas Cathie Come Auvenshine Cecil Frank Wilson Charles B. Brownlee Charles B. Brownlee Charles B. Brownlee Charles B. Brownlee Charles B. Neal Eunice James Gray Francher Archer George W. Brownlee Estate Gwen G. Hall Helen Jane Christamas Barby Higgins Trust, Inc. Jacob M. Green Estate Joyce Ann Brown June D. Speight Katherine K. McIntyre Revocable Trust Kathleen Cone Estate Kelly H. Baxter Kenneth G. Cone Kirby D. Schenck Lee Roberts Louise B. Diggles Mary G. Moran Fagan Payne Basden Trust Nathan Appleman Trust Newby-Foresee Trust Petco Limited R. E. King Estate Stephen N. James Tom R. Cone Trio Petroleum Corporation William A. Kolliker William A. Kolliker	BASIC ROYALTY LEASE OMNER AND STATUS PERCENTAGE
0.3906300 Carolyn Loveless Schlicher 0.1953100 Colim McMillan 0.3906300 David Petroleum Corp. 0.3906300 Ladd Petroleum Corp. 0.3906300 0.3906300 0.0585900 0.0585900 0.05859300 0.05859300 0.05859300 0.0585900 0.0585900 0.0585900 0.0585900 0.0585900 0.05859300 0.0585900	OVERRIDING ROYALTY OWNER AND PERCENTAGE
0.5859300 Chevron U.S.A. Inc 1.5625000 El Paso Natural Gas Co. * 2.3438000 5.4687000 0.5859200 1.1718500	
0.000000 0.0000000	t
0.000000	PARTICIPATION OF TRACT IN UNIT

## EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWALLA FOR THE UNITIZED FORMATION FOR THE ARROWNEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

																																					A DEPTH	OF THE U	CLIMITED SEC. 23.	BROWNLEE -		TRACT NO. AND TRACT NAME DES
																																					A DEPTH OF 3900' SUBSURFACE)	UNITIZED FORMATION TO	(LIMITED IN DEPTH FROM THE TOP	T21S-R36E, N.M.P.M.		DESCRIPTION OF LAND
																																							<b>o</b> :	<b>8</b> 0.00	1	ACRES
z:	E -	<b>-</b>	٠ د	20	<b>-</b>	2 2	<b></b>		32	3	۲ ،	,	* 7		. *		ے	ر ے	: ت	<b>:</b> 5		າຄ		-		_		0	0	o ,	o (					-	<b></b>		25/26	190 190		LEASE
William Coleman Ransom	William A. Kollikar	This Detucion Composition	Stephen N. James	Robert E. King Estate	Petco Limited	Newby-Foresee Trust	Mary I. Christmas Holladay	Mary G. Moran Fagan Payne Basden Trust	Mary Frances Hurley	Marshall & Winston, Inc.	Louise B. Diggles	lee Roberts	Right D Schools	Relly H. Baxter	Kathleen Cone Estate	Katherine K. McIntyre Revocable Trust	June D. Speight	Joyce Ann Brown	Jacob M. Green Estate	Higgins Trust Inc	Gwen G. Hall	George W. Browniee Estate	Geodyne Resources, Inc.	Fancher Archer	Eunice James Gray	Doris B. Neal	D. C. Trust	Clifford Cone	Charon Oil Group	Charles Daniel Ransom	Charles B. Brownlee	Cachie Come Auvenshine	Candy Christmas	C. W. Grimes Irust	Bradley Nominee Corporation	Bradford Ace Christmas	Billie June Crow	Betty Moran Rice	Beatrice V. Cook	Atlantic Richfield Company		OWNER AND PERCENTAGE
0.0325540	0.09/8000	0.0585900	0.1953200	0.0976600	0.0976600	0.1562500	0.0488300	0.3906200	0.0325530	0.3906300	0.5859300	0.0781300	0.0585900	0.1953100	0.2929600	0.0488300	0.3906300	0.3906300	0.0390600	0.0488300	0.1562600	0.5859300	1.7578000	0.0976600	0.1953100	0.5859300	0.0585900	0.0585900	0.5859300	0.0325530	0.5859300	0.0781300	0.0488200	0.3906300	0.3906300	0.0488300	0.3906200	3906300	0781300	0.3906300 G. T. McAlpin		OVERRIDING ROYALTY OWNER AND PERCENTAGE
																																							7.8125000	3.1250000 Chevron U.S.A. Inc 1.5625000 John R. Bryant		WORKING INTEREST OWNER AND PERCENTAGE
																																								93.7500000		
																																								0.1405900	, , , , , , , , , , , , , , , , , , , ,	OF TRACT

EXHIBIT '8'
SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE
ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

PATENTED LANDS

1	21B J. M. BROWNLEE - SANDY																																*TOTAL 21B	*TOTAL 21B
DESCRIPTION OF LAND	T21S-R36E. N.M.P.M. SEC. 25: E/2 SE/4 (LIMITED IN DEPTH FROM BELOW A DEPTH OF 3900'	BELOW A DEPTH OF 3900' SUBSURFACE TO A DEPTH OF	3950' SUBSURFACE)																															
ACRES	80.00																																	
STATUS	нвр 09/25/26																																	
OWNER AND PERCENTAGE	Atlantic Richfield Company B. A. Christmas, Jr. Beatrice V. Cook Betty Moran Rice	Billie June Crow	program Ace corresponding	C. W. Grimes Trust	Candy Christmas	Cathie Cone Auvenshine	Cecli Frank Wilson	Charles Daniel Ransom	Charon Oil Group	D C Trust	Doris B. Neal	Eunice James Gray	Geodyne Resources, Inc.	George W. Brownlee Estate	Wellen lane Christmas Rarby	Higgins Trust, Inc.	Jacob M. Green Estate	Joyce Ann Brown	Katherine K. McIntyre Revocable Trust	Kathleen Cone Estate	Kenneth G. Cone	Kirby D. Schenck	Louise B. Diggles	Marshall & Winston, Inc.	Mary G. Moran Fagan Payne Basden Trust	Mary T. Christmas Holladay	Newby-Foresee Trust	Petco Limited	Stephen M. Japes	Tom R. Cone	Trio Petroleum Corporation	William Coleman Ranson		
OVERHAUUNG KUVALIY UMREK AND PERCENTAGE	0.3906300 G. T. McAlpin 0.1953100 tora B. McAlpin 0.0781300 The Moore Trust 0.3906300 0.3906300	0.3906200	0.040000	0.3906300	0.0488200	0.0585900	0.5859300	0.0325530	0.5859300	0.0585900	0.5859300	0.1953100	1.7578000	0.5859300	0.1902000	0.7812500	0.0390600	0.3906300 0.3906300	0.0488300	0.2929600	0.0585900	0,3906300	0.5859300	0.3906300	0.3906200	0.0488300	0.1562500	0.0976600	0.1953200	0.0585900	0.0976600	0.0325540	13 500000	12.5000000
OMNER AND PERCENTAGE  3.1250000 G. T. McAlbin	3.1250000 G. T. McAlpin 1.5625000 Lora B. McAlpin 7.8125000 The Moore Trust																																	
25, 0000000	25,0000000 50,0000000																																	
0.000000	0.000000																																	

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWALLA FOR THE UNITIZED FORMATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

PATENTED LANDS

TA	21C 1
SANDY  L 21C	TRACT NO. AND TRACT NAME
SEC. 25: E/2 SE/4 (LIMITED IN DEPTH FROM BELOW A DEPTH OF 3950' SUBSUPFACE TO THE BASE OF THE UNITIZED FORMATION)	DESCRIPTION OF LAND
	ACRES
HBP 09/25/26	LEASE STATUS
	BASIC ROYALTY OWNER AND PERCENTAGE
1953100 1953100 196300 3906300 0488300 0585900 0585900 05859300 05859300 1953100 05859300 1562600 1753000	OVERRIDING ROVALTY OWNER AND PERCENTAGE
	MORKING INTEREST OWNER AND PERCENTAGE
	100,000000
	PARTICIPATION OF TRACT IN UNIT

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE ARROWNEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

TRACT NO. AND TRACT NAME	DESCRIPTION OF LAND	ACRES	LEASE STATUS	BASIC ROYALTY OWNER AND PERCENTAGE	OVERRIDING ROYALTY ONNER AND PERCENTAGE	WORKING INTEREST OWNER AND PERCENTAGE	-	OF TRACT IN UNIT
25A MATTERN	T22S-R37E, N.M.P.M. SEC. 7: LOT 4, SE/4 SM/4, S/2 SE/4 (LIMITED IN DEPTH FROM A DEPTH OF THE TOP OF UNITIZED FORMATION TO A DEPTH OF 1) 3,610' SUBSURFACE UNDER LOT 4 2) 3,635' SUBSURFACE UNDER THE SE/4 SM/4 3) 3,620' SUBSURFACE UNDER SM/4 SE/4 AND 4) 3,630' SUBSURFACE UNDER THE SE/4 SE/4 SE/4 THE SE/4 SE/4 SE/4	156,99	HBP 12/17/35	Colonial Securities Co. State Street Bank & Trust Co.	4.6750000 7.8250000	Chevron U.S.A. Inc Mary D. Fleming Malsh Trust U/D Donaldson Brown	22. 2221420 66. 6666670 11. 1111110	0.0000000
*T0TAL 25A					12.5000000			
25B MATTERN	T22S-R37E, N.M.P.M. SEC. 7: LOT 4 SE/4 SW/4 & S/2 SE/4 (LIMITED IN DEPTH FROM A DEPTH OF 1) 3,610° SUBSURFACE UNDER 10T 4 2) 3,635° SUBSURFACE UNDER THE SE/4 SW/4 3) 3,620° SUBSURFACE UNDER SW/4 SE/4 AND 4) 3,630° SUBSURFACE UNDER THE SE/4 SE/4 TO SUBSURFACE UNDER	156.99	HBP 12/17/35	Colonial Securities Co. State Street Bank & Trust Co.	4.6750000 Sohio Petroleum Company 7.8250000 Trust U/D Donaldson Brown	3.888890 Burton Veteto 1.944440 Dasco Energy Corp. David Mussett Marian Mussett Mary D. Fleming Walsh Para Mia, Inc.	1.388900 13.888970 0.333390 5.2222040 66.666670 12.5000030	1.1151900
+T0TAL 258					0 1			
25C MATTERN	T225-R37E, N.M.P.M. SEC. 7: LOT 4 SE/4 SW/4 & S/2 SE/4 (LIMITED IN DEPTH FROM BELOW 4,000' SUBSURFACE TO THE BASE OF THE UNITIZED FORMATION)	156.99	нвр 12/17/35	Colonial Securities Co. State Street Bank & Trust Co.	4.6750000 Mary D. Fleming Walsh 7.8250000 Sohio Petroleum Company Sun Operating Ltd. Ptn. Trust U/D Donaldson Brown	5.4166200 Borrego Properties, Inc. 5.277/530 Burton Veteto 6.2500000 Dasco Energy Corp. 2.6388770 David Mussett Marian Mussett	37, 5000100 4,1666700 41,6666900 3,4000100 13,2666200	0.0000000
*TOTAL 25C					12.5000000			

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWULA FOR THE UNITIZED FORMATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

RCT-C)	TRACT NO. AND TRACT NAME
1225-R37E. N.M.P.M SEC. 18: LOTS 1, 2, 3 & 4, SE/4 NM/4 SW/4 NE/4 E/2 NE/4	DESCRIPTION OF LAND
307,96	ACRES
05/06/26 66/26	LEASE STATUS
A. J. Trammell Alvin Luskey Anderson Carter Annie Taylor Estate Athenia M. Hunt Atlantic Richfield Company ARCO Petroleum Products Co. B. A. Christmas, Jr. Beatrice V. Cook Betty Moran Rice Boys Club of America Bradford Ace Christmas Braille Institute of America. Inc. Candy Christmas Cathie Cone Auvenshine Cecil Frank Wilson Charles F. Doornbos Revocable Trust Charloste Francis Weldon Clifford Come Conoco, Inc. D. C. Trust Daniel Trammell Estate David Luskey Della Long Dosha Gilbert Edgar Lewis Killingsworth Elks National Foundation Elliott Oil Company Ellis Trammell Ellis Trammell Emely Ann Edwards Eunice James Gray Frank Lynn Killingsworth Geodyne Resources, Inc. George Etta Emerson Gwen G. Hall Harmon Hess, Jr. Harvey Roberts Helen Jane Christmas Barby Hendrick Memorial Hospital Hickory Timbers Ltd. Ptn. ("HTLP") Higgins Trust, Inc. George Etta Emerson Gwen G. Hall Harvey Roberts Helen Jane College Jam Jo Briscoe J. W. Neal James G. Bruton John Hendrick Memorial John Hengrik Killingsworth John Hengrik Killingsworth John M. Burress John W. Burress John M. Burress John	BASIC ROYALTY OMNER AND PERCENTAGE
0.0004000 0.0589000 0.052300 0.0052300 0.0052300 0.00539000 0.1529000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.1674000 0.0041000 0.00580000	
	OVERRIDING ROYALTY OWNER AND PERCENTAGE
Chevron U.S.A. Inc	WORKING INTEREST OWNER AND PERCENTAGE
100.000000	
3.3757450	OF TRACT IN UNIT

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWULA FOR THE UNITIZED FORWATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

TRACT NO. AND TRACT NAME	DESCRIPTION OF LAND	ACRES	LEASE STATUS	BASIC ROVALTY OWNER AND PERCENTAGE	OVERRIDING ROYALTY OWNER AND PERCENTAGE	WORKING INTEREST OWNER AND PERCENTAGE
26A				Joyce Ann Brown Julie Hess Hoshor Kathleen Cone Estate	1.1067000 0.0003300 0.0558000	
				Kenneth G. Cone	0.01110.0	
				Kirby D. Schenck	0.0003200	
				L. O. Carroll	0.0558000	
				Lee Roberts	0.0390000	
				Lillian Myers	0.0372000	
				Lorene Jane Hess	0.0003200	
				Louis Luskey	0.0588000	
				Louise C. Summers	0.2232000	
				Lucy Mae Littrell	0.0004000	
				Maggie Roberts Wallace	0.0026200	
				Margaret Elizabeth Burns	0.0093000	
				Martha Farris	0.0004000	
				Mary Allison	0.0004000	
				Mary G. Moran Fagan Payne Basden Trust	0.1674000	
				Mary T. Christmes Holladay	0.3162200	
				Myrtle Pille Mineral Irust	0.0083700	
				Norma Jean Talbert	0.0052300	
				Olis S. Hess	0.0013100	
				Otis E. Ramsey, Jr.	0.0854400	
				Otis Transmell	0.0004100	
				Patricia H. Neal	0.3534000	
				Patrick J. Leonard	0.0093000	
					0.0496000	
				Powhatan & Beverly I. Carter Rev. Irust	0.3348000	
				R. I. Trammell	0.0004100	
				Randolph E. Wilson	0.0372000	
					0.0744000	
				Regents of The University of New Mexico	0.0056000	
				Robert J. Leonard	0.0093000	
				Robert L. E. Burress	0.0139500	
				Roy G. Barton, Jr.	0.0744000	
				Roy S. Magruder Trust	0.0279000	
				Sara H Stoyall	0.0124000	
				Savannah Hess Altman	0.0013100	
				Selma E. Andrews Trust	0.2997000	
				Shattuck St. Mary's School	0.0055000	
				Southland Royalty Company	0,4464000	
				Spindletop Exploration Co. Inc	0.0185100	
				Stephen W. James	0.0978500	
				Sue Stinson Testamentary #2046-12	0.1116000	
				The Jessie B. Crump Family Trust #1069	0.0558000	
				The John K. Cleary Trust	0.0186000	
				Moore Trust	0.0744000	
				The M. A. Yeaner Group.	0.058000	
					0.0031000	
					0.5580000	
				Thelma Black	0.0124000	
_					1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	

EXHIBIT 'B'
SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORMULA FOR THE UNITIZED FORMATION FOR THE
ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

*10TAL 26A  26B A. L. CHRISTMAS (NCT-C)	TRACT NO. AND TRACT NAME
T225-R37E, N.M.P.M. SEC. 18: LOT 1 (LIMITED IN DEPTH FROM THE TOP OF THE UNITIZED FORMATION TO THE BASE OF THE EUMONT FORMATION)	DESCRIPTION OF LAND
37.00	ACRES STATU
Timothy T. Leonard Tom R. Cone Tom M. Ellison Trinity Properties II Trio Petroleum Corporation Velma B. Woody Virginia Bruton William G. Seal & Marcellyn J. Seal William G. Seal & Marcellyn J. Seal William M. Burress Wynant S. Wilson  A. J. Trammell C. Company ARCO Petroleum Products Co. B. A. Christmas Betty Moran Rice Boys Club of America Bradford Acc Christmas Braille Institute of America, Inc. Bestrice V. Cook Betty Moran Rice Boys Club of America Bradford Acc Christmas Braille Institute of America, Inc. Bost Club of America Bradford Acc Christmas Braille Institute of America, Inc. Candy Christmas Braille Institute of America Bradford Acc Christmas Braille Institute of America, Inc. Carlot Cone Clariford Cone Charles F. Doornbos Revocable Trust Charles F. Doornbos Revocable Trust Charles Pfile Trust Charles F. Doornbos Revocable Trust Charles F. Doorn	BASIC ROYALTY LEASE OWNER AND PERCENTAGE
0.0034000 0.0314000 0.0124000 0.0124000 0.0059000 0.0034000 0.00279000 0.0032000 0.0372000 0.003300	OVERRIDING ROYALTY OWNER AND PERCENTAGE
0.0163910 Chevron U.S.A. Inc 0.0032780 James E. Burr 0.0491740 Larry Nermyr 0.0024590 Ruth Sutton 0.0024590 0.0032190 0.0032190 0.00324590 0.00324590 0.00324590 0.00324590 0.0032500 0.0024590 0.0032500 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0032780 0.0163910 0.032780 0.0163910 0.0163910 0.0163910 0.0163910 0.0163910 0.0163910 0.0163910 0.0163910 0.0163910 0.0032780	WORKING INTEREST OWNER AND PERCENTAGE
95.3125000 0.1018430 1.5625000 1.5625000	PARTICIPATION OF TRACT IN UNIT

# EXHIBIT 'B' SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF OIL AND GAS INTERESTS IN ACCORDANCE WITH THE PARTICIPATION FORWULA FOR THE UNITIZED FORMATION FOR THE ARROWHEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

Howard Howard Tana Canada Tanada
### BASIC ROVALTY    OWNER AND   PERCENTAGE

EXHIBIT 'B'
SCHEDULE SHOWING THE PERCENTAGE AND KIND OF OWNERSHIP OF DIL AND GAS INTERESTS
IN ACCORDANCE WITH THE PARTICIPATION FORWULA FOR THE UNITIZED FORMATION FOR THE
ARROWNEAD-GRAYBURG UNIT AREA LEA COUNTY, NEW MEXICO

FEBRUARY 28, 1991

PATENTED LANDS

*T0TAL 268	268	
266		TRACT NO. AND TRACT NAME
		DESCRIPTION OF LAND
		ACRES
		LEASE
hool Co. Inc Co. Inc st #1069 st & Opal Barton Tr. ust ellyn J. Seal	Savannah Hess Altman Selma E. Andrews Trust	BASIC ROVALTY OWNER AND PERCENTAGE
0.0055000 0.185100 0.0978500 0.01116000 0.09558000 0.0744000 0.07580000 0.07580000 0.07580000 0.07580000 0.07580000 0.07580000 0.07580000 0.07580000 0.0759000	0.0013100	
		OVERRIDING ROYALTY OWNER AND PERCENTAGE
		WORKING INTEREST OWNER AND PERCENTAGE
		PARTICIPATION OF TRACT IN UNIT

\* 100% W1 as to Dry Gas Only \*\* 14.28572 ORR as to Dry Gas Only

Special Provision for ORRI in "0%" Tracts:

Any ORRI owner in a unit tract which has a "0%" participation under the proposed participation formula for the unit, and who does not receive income from any other unit tract, shall be paid his/her proportionate share of the production from the "0%" tract as if that tract was not a part of the unit. The payment shall be made only if production is obtained from a producing unit well on the "0%" participation tract and the ORRI payment shall be charged as a unit expense against all the working interest owners of the unit. This provision shall apply only to the overriding working interest owner and not to the royalty or working interest owner for that tract, both of whom receive income from other unit tracts.

01.0000 Chovron 64 10259

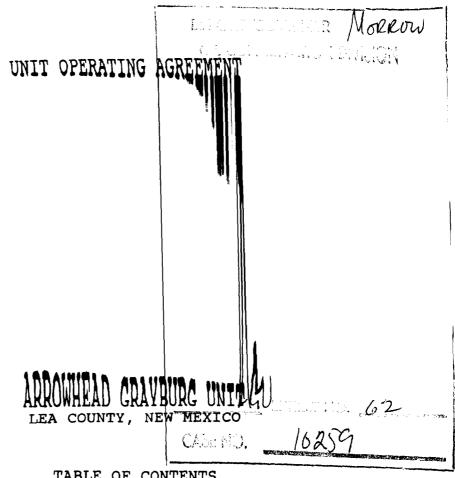


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#### UNIT OPERATING AGREEMENT

#### ARROWHEAD GRAYBURG UNIT

#### LEA COUNTY, NEW MEXICO

THIS AGREEMENT, entered into as of the 19th day of November, 1990, by the parties who have signed the original of this instrument, a counterpart thereof, or other instrument agreeing to be bound by the provisions hereof;

#### WITNESSETH

WHEREAS, the parties hereto, as Working Interest Owners have executed that certain agreement entitled "Unit Agreement, Arrowhead Grayburg Unit, Lea County, New Mexico" hereinafter referred to as "Unit Agreement", and which, among other things, provides for a separate agreement to be made and entered into by and between Working Interest Owners to provide for Unit Operations therein defined:

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, it is agreed as follows:

#### ARTICLE 1

#### CONFIRMATION OF UNIT AGREEMENT

1.1 <u>Confirmation of Unit Agreement</u>. The Unit Agreement is hereby confirmed and incorporated herein by reference and made a part of this Agreement. The definitions in the Unit Agreement are adopted for all purposes of this Agreement. In the event of any conflict between the Unit Agreement and this Agreement, the Unit Agreement shall prevail.

#### ARTICLE 2

#### **EXHIBITS**

- 2.1 <u>Exhibits</u>. The following exhibits are incorporated herein and made a part hereof by reference or attachment:
  - 2.1.1 Exhibits "A" and "B" of the Unit Agreement.
  - 2.1.2 Exhibit "C" is a summary showing each Working Interest Owner's Working Interest in each Tract, the percentage of total Unit Participation attributable to each such interest, and the total Unit Participation of each Working Interest Owner.
  - 2.1.3 Exhibit "D" is the Accounting Procedure applicable to Unit Operations. In the event of conflict between this Agreement and Exhibit "D", this Agreement shall prevail.
  - 2.1.4 <u>Exhibit "E"</u> contains Certificate of Compliance provisions provided for in Article 21.
  - 2.1.5 <u>Exhibit "F"</u> is the Gas Balancing Agreement applicable to Unit Operations.
  - 2.1.6 Exhibit "G" contains a complete listing of the demand wells.
  - 2.1.7 <u>Exhibit "H"</u> is the Notice of Unit Operating Agreement Lien.
- 2.2 <u>Revision of Exhibits.</u> Whenever Exhibit "A" or "B" are revised, Exhibit "C" shall be revised accordingly and be effective as of the same date. Unit Operator shall also revise

Exhibit "C" from time to time as required to conform to changes in ownership of which Unit Operator has been notified as provided in the Unit Agreement.

- 2.3 <u>Reference to Exhibits.</u> When reference is made herein to an exhibit, it is to the exhibit as originally attached or, if revised, to the last revision.
- 2.4 <u>Inconsistency of Exhibits with Agreement</u>. If any provision of any exhibit, except Exhibit "F", is inconsistent with any provision contained in the body of this Agreement, the provisions in the body of this Agreement shall prevail.

#### ARTICLE 3

#### SUPERVISION OF OPERATIONS BY WORKING INTEREST OWNERS

- 3.1 Overall Supervision. Subject to the other terms and provisions of this Agreement and of the Unit Agreement, Working Interest Owners shall exercise overall supervision and control of all matters pertaining to the Unit Operations pursuant to this Agreement and the Unit Agreement. In the exercise of such power, each Working Interest Owner shall act solely in its own behalf in the capacity of an individual owner and not on behalf of the owners as an entirety.
- 3.2 <u>Particular Powers and Duties.</u> The Working Interest Owners, using the voting procedures given in Article 4.3, unless otherwise specifically provided in this Agreement, shall decide matters pertaining to Unit Operations which include, but are not limited, to the following:
  - 3.2.1 <u>Method of Operation</u>. The kind, character, and method of operation, including any type of pressure maintenance, secondary recovery, or other enhanced recovery program to be employed.
  - 3.2.2 <u>Drilling of Wells</u>. The drilling, deepening, or sidetracking of any well within the Unit Area for the production of Unitized Substances; and the drilling of any well for injection, salt water disposal, or for any other Unit purpose.
  - 3.2.3 Well Workovers and Conversion of Wells. The reworking, recompleting, or repairing of any well for the purpose of production of Unitized Substances reasonably estimated to require an expenditure in excess of the expenditure limitation specified in Article 3.2.4 hereinbelow and the abandonment or conversion of the use of any well from one purpose to another or the use of any such well for injection or any other purpose other than production. Unit Operator shall have the right to shut-in, temporarily abandon, or reactivate a well which was shut-in or temporarily abandoned to its former use, without notification to the Working Interest Owners if doing so is reasonably estimated to require an expenditure not in excess of the expenditure limitation specified in Article 3.2.4. hereinbelow.
  - 3.2.4 Expenditures. Making of any single expenditure in excess of fifty thousand dollars (\$50,000.00), except as provided in Article 7.9 hereof; provided that approval by Working Interest Owners for the drilling, sidetracking, reworking, drilling deeper, or plugging back of any well shall include approval of all necessary expenditures required therefore and for completing, testing, and equipping the same, including necessary flow lines, separators, and lease tankage.

- 3.2.5 <u>Amendment of Overhead Rates</u>. The amendment of the overhead rates is provided for in Section III of Exhibit "D" if, as set forth in Section III.B.4 of Exhibit "D", such rates are found to be insufficient or excessive.
- 3.2.6 <u>Disposition of Surplus Facilities</u>. Selling or otherwise disposing of any major item of surplus unit material or equipment, the current list price of new equipment similar thereto being twenty-five thousand dollars (\$25,000.00) or more.
- 3.2.7 Appearance Before a Court or Regulatory
  Body. The designating of a representative to appear
  before any court or regulatory body in matters pertaining
  to Unit Operations; provided, however, that the
  authorization by Working Interest Owners of the
  designation of any such representatives shall not prevent
  any Working Interest Owner from appearing in person or
  from designating another representative in its own behalf.
- 3.2.8 Audit Exceptions. Any unresolved audit exceptions relating to audits as provided for in Exhibit "D".
- 3.2.9 <u>Assignments to Committees.</u> The appointment or designation of committees or subcommittees necessary for the study of any problem in connection with Unit Operations.
- 3.2.10 The removal of the Unit Operator and selection of a successor to the Unit Operator.
  - 3.2.11 The enlargement of the Unit Area.
- 3.2.12 The adjustment and readjustment of investments.
  - 3.2.13 Acquisition of wells for Unit Operations.
  - 3.2.14 The termination of the Unit Agreement.

#### ARTICLE 4

#### MANNER OF EXERCISING SUPERVISION

- 4.1 <u>Designation of Representatives</u>. Each Working Interest Owner shall advise Unit Operator in writing the names and addresses of its representative and alternate who are authorized to represent and bind it in respect to any matter pertaining to the development and operation of the Unit Area. Such representative or alternate may be changed from time to time by written notice to Unit Operator.
- 4.2 Meetings. All meetings of Working Interest Owners for the purpose of considering and acting upon any matter pertaining to the development and operation of the Unit Area shall be called by Unit Operator upon its own motion or at the request of two or more Working Interest Owners having a total Unit Participation of not less than ten percent (10%). No meeting shall be called on less than a fourteen (14) day advance written notice, with an agenda for the meeting attached unless notice is waived by Working Interest Owners owning ninety percent (90%) of the Unit Participation. The Working Interest Owners attending such meeting shall not be prevented from amending items included in the agenda or from deciding such amended item or other items presented at such meeting. Any item proposed at a meeting that was not included on the original or amended agenda cannot be brought to a vote at said meeting, but will require a poll vote or a subsequent meeting. The representative of Unit Operator shall be Chairman of each meeting.

- 4.3 <u>Voting Procedure</u>. Working Interest Owners shall act upon and determine all matters coming before them, as follows:
  - 4.3.1 <u>Voting Interest</u>. Each Working Interest Owner shall have a voting interest equal to its Unit Participation in effect at the time of the vote.
  - 4.3.2 <u>Vote Required.</u> Unless otherwise provided herein or in the Unit Agreement, Working Interest Owners shall determine all matters by the affirmative vote of three <u>or more</u> Working Interest Owners having a combined voting interest of at least <u>sixty-five percent (65%);</u> however, should any one Working Interest Owner have more than <u>thirty-five percent (35%)</u> voting interest, its negative vote or failure to vote shall not defeat a motion and such motion shall pass if approved by Working Interest Owners having a majority voting interest, unless <u>one or more</u> additional Working Interest Owner(s) having a combined voting interest of at least one percent (1%) likewise vote against the motion.
  - 4.3.3 <u>Vote at Meeting by Non-Attending Working Interest Owner</u>. Any Working Interest Owner not represented at a meeting may vote on any item included in the agenda of the meeting by letter, telegram or facsimile machine followed by U.S. Mail, addressed to the Chairman of the meeting, provided such vote is received prior to the submission of such item to vote. Such vote shall not be counted with respect to any item on the agenda which is amended at the meeting.
  - 4.3.4 Poll Votes. Working Interest Owners may decide any matter by vote taken by letter, telegram or facsimile machine followed by U.S. Mail, provided the matter is first submitted in writing to each Working Interest Owner and no meeting, as provided in Article 4.2, on the matter is called within fourteen (14) days after such proposal is dispatched to Working Interest Owners. If a meeting is called within the fourteen (14) days, then the poll vote is canceled and the vote shall be held at the meeting. Such vote will be final and Unit Operator will give prompt notice of the results of such voting to all Working Interest Owners.

#### ARTICLE 5

### INDIVIDUAL RIGHTS AND PRIVILEGES OF WORKING INTEREST OWNERS

- 5.1 <u>Reservation of Rights.</u> Working Interest Owners severally reserve to themselves all their rights, powers, authority, and privileges, except as expressly otherwise provided in this Agreement and in the Unit Agreement.
- 5.2 <u>Specific Rights.</u> Each Working Interest Owner shall have, among others, the following specific rights and privileges:
  - 5.2.1 Access to Unit Area. At Working Interest Owner's sole risk and expense, access to the Unit Area at all reasonable times to inspect the operations, wells and records and data pertaining thereto.
  - 5.2.2 Reports by Request. The right to receive from Unit Operator upon written request, copies of all reports to any governmental agency, reports of crude oil runs and stocks, inventory reports, and all other data pertaining to Unit Operations. The cost of gathering and furnishing data not ordinarily furnished by Unit Operator to all Working Interest Owners shall be charged solely to Working Interest Owners requesting the same.

5.2.3. <u>Audits.</u> The right to audit the accounts of Unit Operator according to the provisions of Exhibit "D".

#### ARTICLE 6

#### UNIT OPERATOR

- 6.1 <u>Unit Operator</u>. CHEVRON U.S.A. INC. is hereby designated as the initial Unit Operator.
- 6.2 <u>Resignation or Removal.</u> Unit Operator may resign at any time. Resignation or removal of Unit Operator shall be handled in accordance with and under the provisions of Section 7 of the Unit Agreement.
- 6.3 <u>Selection of Successor</u>. Upon the resignation or removal of Unit Operator, a successor Unit Operator shall be selected by Working Interest Owners as provided in Section 8 of the Unit Agreement.
- 6.4 <u>Records and Information</u>. Upon the effective date of its removal or resignation, the Unit Operator resigning or being removed shall give complete cooperation to the new Unit Operator and shall deliver to its successor all records and information necessary to the discharge of the new Unit Operator's duties and obligations.

#### ARTICLE 7

#### POWERS AND DUTIES OF UNIT OPERATOR

- 7.1 Exclusive Rights to Operate Unit. Subject to the other provisions of this Agreement, and to the orders, directions and limitations rightfully given or imposed by Working Interest Owners, Unit Operator shall have the exclusive right and be obligated to conduct Unit Operations.
- 7.2 Workmanlike Conduct. Unit Operator shall conduct all operations hereunder in a good and workmanlike manner and, in the absence of specific instructions from Working Interest Owners, shall have the right and duty to conduct such operations in the same manner as would a prudent operator under the same or in similar circumstances. Unit Operator shall freely consult with Working Interest Owners and keep them advised of all matters arising in connection with such operations which Unit Operator, in the exercise of its best judgment, considers important. Unit Operator shall not be liable to Working Interest Owners for damages, unless such damages result from the gross negligence or willful misconduct of Unit Operator.
- 7.3 <u>Liens and Encumbrances.</u> Unit Operator shall endeavor to keep the land and leases in the Unit Area free from all liens and encumbrances occasioned by its operations hereunder, except the lien of Unit Operator granted hereunder.
- 7.4 Employees. The number of employees used by Unit Operator in conducting operations hereunder, the selection of such employees, the hours of labor and the compensation for services to be paid any and all such employees shall be determined by the Unit Operator. Such employees shall be employed by Unit Operator. However, Unit Operator may employ contractors in lieu of employees as provided in Exhibit "D".
- 7.5 Records. Unit Operator shall keep true and correct books, accounts, and records of its operations hereunder.
- 7.6 Report to Working Interest Owners. Unit Operator shall furnish to each Working Interest Owner periodic reports of the development and operations of the Unit Area.

- 7.7 Reports to Governmental Authorities. Unit Operator shall make all reports to governmental authorities that it has the duty to make as Unit Operator.
- 7.8 Engineering and Geological Information. Unit Operator shall furnish to a Working Interest Owner, upon written request, a copy of any log, and engineering and geological data pertaining to wells drilled for Unit Operations.
- 7.9 Expenditures. Unit Operator shall neither make any single expenditure nor undertake any project costing in excess of fifty thousand dollars (\$50,000.00) without prior approval of Working Interest Owners. If an emergency occurs, Unit Operator may immediately make or incur such expenditures as in its opinion are required to deal with the emergency. Unit Operator shall report to Working Interest Owners, as promptly as possible, the nature of the emergency and the action taken.
- 7.10 Wells Drilled by Unit Operator. All wells drilled by Unit Operator shall be at the usual rates prevailing in the area. Unit Operator may employ its own tools and equipment, but the charge therefore shall not exceed the prevailing rate in the area, and the work shall be performed by Unit Operator under the same terms and conditions as are usual in the area in contracts of independent contractors doing work of a similar nature.
- 7.11 Border Agreements. Unit Operator may, after approval by Working Interest Owners, enter into border agreements with respect to lands adjacent to the Unit Area for the purpose of coordinating operations.

#### ARTICLE 8

#### **TAXES**

- 8.1 Ad Valorem Taxes. Beginning with the first calendar year after the Effective Date hereof, Unit Operator shall make and file all necessary property tax renditions, whether on real or personal property and returns with the proper taxing authorities with respect to all property of each Working Interest Owner used or held by Unit Operator for Unit Operations. Unit Operator shall settle assessments arising therefrom. All such property taxes shall be paid by Unit Operator and charged to the joint account; however, if the interest of a Working Interest Owner is subject to a separately assessed overriding royalty interest, production payment or other interest in excess of a one-eighth (1/8) royalty, such Working Interest Owner shall notify Unit Operator of such interest prior to the rendition date and shall be given credit for the reduction in taxes paid resulting therefrom. Any Working Interest Owner dissatisfied with any assessment of its interest in real or personal property shall have the right, at its own expense, and after due notice to the Unit Operator, to protest and resist any such assessment.
- 8.2 <u>Taxes and Assessments</u>. Each Working Interest Owner shall pay or cause to be paid all production, severance, gathering, and other taxes and assessments imposed upon or an account of the production or handling of its share of Unitized Substances.
- 8.3 <u>Income Tax Election.</u> Notwithstanding any provisions herein that the rights and liabilities hereunder are several and not joint or collective, or that this Agreement and operations hereunder shall not constitute a partnership, if for Federal income tax purposes this Agreement and the operations hereunder are regarded as a partnership, then each of the parties hereto elects to be excluded from the application of all of the provisions of Subchapter K, Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, as permitted and authorized by Section 761 of the Code and the regulations promulgated thereunder. Unit Operator is authorized and directed to execute on behalf of each of the Parties hereto such evidence of this election as may be required by the Secretary of the

Treasury of the United States or the Federal Internal Revenue Service, including specifically, but not by way of limitation, all of the returns, statements, and the data required by Treasury Regulation 1.761-1(a). Should there be any requirement that each Party hereto give further evidence of this election, each such Party shall execute such documents and furnish such other evidence as may be required by the Federal Internal Revenue Service or as may be necessary to evidence this election. Each party hereto further agrees not to give any notices or take any other action inconsistent with the election made hereby. If any present or future income tax laws of the state in which the Unit Area is located or any future income tax law of the United States contain provisions similar to those in Subchapter K, Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, under which an election similar to that provided by Section 761 of the Code is permitted, each of the parties hereto agrees to make such election as may be permitted or required by such laws. In making the foregoing election, each of the parties states that the income derived by such party from the operations under this Agreement can be adequately determined without the computation of partnership taxable income.

#### ARTICLE 9

#### **INSURANCE**

9.1 <u>Insurance</u>. Unit Operator, with respect to Unit Operations, shall carry for the benefit and protection of the parties to this Agreement Worker's Compensation Insurance in accordance with laws of governmental bodies having jurisdiction and Employers Liability Insurance with limits of \$100,000 per accident. If under the laws of the jurisdiction in which operations are conducted, Unit Operator is authorized to be a self-insurer as to Workmen's Compensation or Employer's Liability, Unit Operator may elect to be a self-insurer under such laws, in which event the only charge that shall be made to the joint account shall be as provided in Exhibit "D". Unit Operator shall require all contractors engaged in work on or for the Unit Area to comply with the Workmen's Compensation law of the State where the operations are being conducted and to maintain such other insurance as Unit Operator may require. No other insurance shall be charged to the joint account.

#### ARTICLE 10

#### ADJUSTMENT OF INVESTMENTS

- 10.1 <u>Personal Property Taken Over.</u> Upon the effective date hereof, Working Interest Owners shall deliver to Unit Operator possession of:
  - 10.1.1 Wells and Well Equipment. All demand wells listed on Exhibit "G" in useable condition as defined in Article 11.2, together with the casing, tubing, and downhole equipment up to and including the christmas tree.
  - 10.1.2 <u>Lease and Operating Equipment.</u> All lease and operating equipment, salt water disposal wells, and facility systems related to the unitized formation which Working Interest Owners determine to be necessary or desirable for conducting Unit Operations.
  - 10.1.3 <u>Records</u>. A copy of all production and well records pertaining to any well which has historically or is currently producing from the Unitized Formation.
- 10.2 <u>Inventory and Evaluation of Personal Property.</u>
  Working Interest Owners shall appoint an inventory committee which shall, as of the Effective Date hereof, or as soon thereafter as feasible, cause to be taken, under the supervision of the Unit Operator and at Unit Expense, joint physical inventories of lease and well equipment within the Unit Area, which inventories shall be used as a basis for determining the controllable items of equipment

to be taken over by the Unit Operator hereunder. The Unit Operator shall notify each Working Interest Owner within each separate Tract at least ten (10) days prior to the taking of the inventory with respect to said Tract, so that each of said Working Interest Owners may make arrangements to be represented at the taking of the inventory. Such inventories shall exclude all items not of use and value to the Unit and not necessary to Unit Operations. Such inventories shall include and be limited to those items of equipment normally considered controllable as recommended in the material classification manual in Bulletin No. 6 dated June, 1982 or any amendments thereto, published by the Petroleum Accountants Society of North America, except that certain items normally considered noncontrollable, such as sucker rods and other items as agreed upon by the Working Interest Owners may be included in the inventories in order to insure a more equitable adjustment of investments. Immediately following completion, such inventories shall be priced in accordance with the provision of Exhibit "D", Accounting Procedure, attached hereto and made a part hereof; such pricing shall be performed under the supervision of, by the personnel of and in the offices of the Unit Operator, with Working Interest Owners furnishing such additional pricing help as may be available and necessary. It is specifically provided that with respect to each well taken over for Unit Operations, no value shall be assigned to intangible drilling costs of such well or to the down-hole casing therein.

- 10.3 <u>Inventory and Valuations</u>. After completion of the inventory and evaluation of property in accordance with the provisions of Article 10.2, Unit Operator shall submit to each Working Interest Owner a copy of the inventory and valuations thereon together with a letter ballot for approval of such inventory and valuations. Within sixty (60) days after receipt of such inventory and valuations each Working Interest Owner shall return such letter ballot to Unit Operator indicating its approval or disapproval thereof. It is agreed that such inventory and valuations shall be binding upon all parties if approved by Working Interest Owners owning as much as sixty-five (65%) percent of the Working Interest in the Unit Area.
- approval by Working Interest Owners of the inventory and valuations as provided in Article 10.3, each Working Interest Owner shall be credited with the value of its interest in all personal property so taken over by Unit Operator under Articles 10.1.1 and 10.1.2, and charged with an amount equal to that obtained by multiplying the total value of all such personal property so taken over by Unit Operator under Articles 10.1.1 and 10.1.2 by such Working Interest Owner's Unit Participation, as shown on Exhibit "C", attached hereto. If the charge against any Working Interest Owner is greater than the amount credited to such Working Interest Owner, the resulting net charge shall be paid and in all other respects be treated as any other item of Unit Expense chargeable against such Working Interest Owner. If the credit to any Working Interest Owner is greater than the amount charged against such Working Interest Owner, the resulting net credit shall be paid to such Working Interest Owner, the resulting net credit shall be paid to such Working Interest owner, the resulting net credit shall be paid to such Working Interest owner by Unit Operator out of funds received by it in settlement of the net charges described above.
- 10.5 <u>General Facilities</u>. The acquisition of warehouses, warehouse stocks, lease houses, facilities systems, and office building necessary for Unit Operations shall be by negotiation by and between the owners thereof and Unit Operator, subject to the approval of Working Interest Owners.
- 10.6 Ownership of Personal Property and Facilities. Each Working Interest Owner, individually, shall, by virtue hereof, own an undivided interest in all personal property and facilities taken over or otherwise acquired by Unit Operator pursuant to this Agreement equal to its Unit Participation, shown on Exhibit "C", attached hereto.

#### ARTICLE 11

#### **WELLBORES**

- 11.1 Demand Wells. the Effective Upon Date Unitization, or thereafter as demanded by the Unit Operator pursuant to the Unit Plan of Operations, Working Interest Owners will provide a useable wellbore, as defined in Article 11.2, on each demand well's forty (40) acre proration unit within the Unit Area, as specified in Exhibit "G" attached hereto. If any such forty (40) acres as identified on Exhibit "G" is not provided with a useable wellbore upon demand, the owner or owners contributing the forty (40) acre location shall have the option for ninety (90) days to provide a useable wellbore. If a useable wellbore is not provided within the ninety (90) day period, the owner or owners contributing the forty (40) acre location shall within ten (10) days of the end of such ninety (90) day period remit the sum of eighty thousand dollars (\$80,000) to the Unit Operator to be applied toward the cost of drilling, completing, and equipping a well on the deficient forty (40) acre location. All costs of drilling, completing, and equipping the well in excess of the eighty thousand dollars (\$80,000) shall be charged to the joint account to be shared by all owners in proportion to their respective Unit Participation percentage. In the event that an owner or owners fail to provide a required useable wellbore, and fail to pay the assessed eighty thousand dollars (\$80,000) for each wellbore deficient location within the required time period, such owner or owners shall be in default of payment, and action shall be initiated in accordance with provisions of Article 12.5 of this Agreement.
- 11.2 <u>Useable Wellbore Definition.</u> Useable wellbores are defined as wells with different current status as follows:
  - (1.) Wells active (producing oil and/or gas) on December 31, 1989 will be accepted as useable if no zones other than the unitized interval are open and the wellbore passes a casing integrity test (500 psi for 30 minutes) upon first entry by the Unit Operator. If zones above the unitized interval are open, the non-unitized zones must be cement squeezed to isolate the unitized interval, pressure tested to 500 psi for 30 minutes, and cement in the production casing drilled out; or, if open-hole, a four inch or larger liner must be run and set with cement to the top of the unitized interval, and the casing tested above the unitized interval to 500 psi for 30 minutes.
  - (2.) Wells shut-in or TA'd on December 31, 1989 will be accepted as useable if no zones other than the unitized interval are open (as above) and the well is free of scale, junk, and debris to the depth of deepest production from the unitized interval prior to being shut-in (PBTD from workovers in the unitized interval prior to shut-in). The well must pass a casing integrity test upon first entry by the Unit Operator.
  - (3.) Currently P&A'd or recompleted wells that have previously produced the unitized interval will be accepted as useable if they are restored to the unitized interval's last producing completion interval, are not open in non-unitized zones, are free of junk, scale and debris down to the PBTD prior to cessation of production, and pass a casing integrity test upon first entry by the Unit Operator.
  - (4.) Alternate wells from existing wellbores will be accepted as useable if all non-unitized zones have been abandoned (deeper zones plugged back with a CIBP or cement retainer capped with 35 ft of cement and pressure tested to 500 psi; shallower zones squeeze cemented, pressure tested and cement drilled-out in the production casing), it penetrates the unitized interval, have sufficient

casing size  $(5\ 1/2")$  to be deepened or have at least 4 1/2" casing set through Zone 5 of the Grayburg formation, are adequately cemented, and pass a casing integrity test upon first entry by the Unit Operator.

11.2.1 Wellbores Made Useable. After the Effective Date of Unitization, but prior to time limitation as described in Article 11.2.2 hereinbelow, the Unit Operator will notify wellbore owners of wells that are determined not to be in "Useable Condition". Within thirty (30) days of said notification, wellbore owners must advise the Unit Operator of their proposed plan to make the well "Useable". Wellbore owners may elect to perform workover operations to attempt to make a deficient well "Useable", but the Unit Operator reserves the right to review and approve any of the workover procedure(s). The Unit Operator must be notified at least five (5) days prior to commencement of workover operations and his representative permitted to witness the operations. If wellbore owners performing said workover operations fail to deliver a "Useable Wellbore" within sixty (60) days of the original notification from the Unit Operator, they shall within ten (10) days remit the sum of eighty thousand dollars (\$80,000) to the Unit Operator. The Working Interest Owners will not be liable for any cost or expense when work is performed by wellbore owners.

Wellbore owners may request that remedial work required to make a wellbore "Useable" be performed by the Unit Operator. Following any such written request, the Unit Operator will review wellbore records to determine appropriate procedures and cost estimates. Should the Unit Operator determine the required remedial work is technically feasible and can be performed on a timely basis, then the Unit Operator may, at its sole discretion, agree to perform the required work. The wellbore owners shall bear the sole cost, risk, and expense of such remedial work, up to a maximum of eighty thousand dollars (\$80,000). If the Unit Operator estimates that such remedial work will cost in excess of eighty thousand dollars (\$80,000), an AFE for the amount of said excess will be submitted to Working Interest Owners for their approval prior to the start of the remedial work, with the excess amount being charged to the joint account.

11.2.2 Wellbores Accepted as "Useable Wellbores". Any wellbore dedicated to the Unit shall not be accepted as a "Useable Wellbore" until it can be entered by the Unit Operator and assessed pursuant to Article 11.2. Any well not so assessed within two (2) years following the effective date of unitization shall then be deemed a "Useable Wellbore". Wellbore owners may, at their own risk and expense, cause a test to be performed establishing a wellbore acceptable as a "Useable Wellbore" after the effective date of the Unit. The test procedure must be approved and the test witnessed by the Unit Operator as provided for in Article 11.2.1 herein.

#### ARTICLE 12

#### DEVELOPMENT AND OPERATING COSTS

12.1 <u>Basis of Charge to Working Interest Owners.</u> Subject to the provisions of Article 12.2 hereof, Unit Operator initially shall pay all Unit Expense. Each Working Interest Owner shall reimburse Unit Operator for its share of Unit Expenses. All charges, credits, and accounting for the Unit Expense shall be in accordance with Exhibit "D" attached hereto. Each Working Interest Owner's share of such charges shall be the same as its Unit Participation.

- 12.2 Advance Billings. Unit Operator shall have the right, at its option, to require other Working Interest Owners to advance their respective proportions of estimated development and operating costs and expenses by submitting to such other Working Interest Owners, on or before the 15th day of any month, an itemized estimate of such costs and expenses for the succeeding month with a request for payment in advance. Within fifteen (15) days thereafter, each such other Working Interest Owner shall pay to Unit Operator its proportionate part of such estimate. Adjustments between estimates and the actual costs shall be made by Unit Operator at the close of each calendar month, and the accounts of the Working Interest Owners shall be adjusted accordingly.
- 12.3 <u>Commingling of Funds.</u> Funds received by Unit Operator under this Agreement need not be segregated by Unit Operator or maintained by it as a separate fund, but may be commingled with its own funds.
- 12.4 <u>Lien and Security Interest of Unit Operator and Working Interest Owners</u>. Each Working Interest Owner grants to Unit Operator a lien upon its Oil and Gas Rights in each Tract, and a security interest in its share of Unitized Substances when extracted and its interest in all Unit Equipment, to secure payment of its share of Unit Expense, together with interest thereon at the Prime rate set by Bank of America, San Francisco, CA for the same period +1% per annum or the maximum contract rate permitted by the applicable usury laws in the State in which the Joint Property is located, whichever is the lesser, plus attorney's fees, court costs and other costs in connection with the collection of unpaid amounts. To the extent that Unit Operator has a security interest under the Uniform Commercial Code of the State, Unit Operator shall be entitled to exercise the rights and remedies of a secured party under the Code. The bringing of a suit and the obtaining of judgment by Unit Operator for the secured indebtedness shall not be deemed an election of remedies or otherwise affect the lien rights or security interest as security for the payment thereof. In addition, upon default by any Working Interest Owner in the payment of its share of Unit Expense, Unit Operator shall have the right, without prejudice to other rights or remedies, to collect from the purchaser the proceeds from the sale of such Working Interest Owner's share of Unitized Substances until the amount owed by such Working Interest Owner, plus interest, has been paid. Each purchaser shall be entitled to rely upon Unit Operator's written statement concerning the amount of any default. Unit Operator grants a like lien and security interest to the Working Interest Owners.
- 12.5 <u>Unpaid Unit Expense</u>. If any Working Interest Owner fails to pay its share of Unit Expense within sixty (60) days after rendition of a statement therefor by Unit Operator, the non-defaulting Working Interest Owners shall, upon request by Unit Operator, pay the unpaid amount as if it were Unit Expense in the proportion that the Unit Participation of each such Working Interest Owner bears to the Unit Participation of all such Working Interest Owners. Each Working Interest Owner so paying its share of the unpaid amount shall, to obtain reimbursement thereof, be subrogated to the security rights described in Article 12.4 of this Agreement.
- 12.6 <u>Carved-Out Interest</u>. If any Working Interest Owner shall, after executing this Agreement, create an overriding royalty, production payment, net proceeds interest, carried interest, or any other interest out of its Working Interest, such carved-out interest shall be subject to the terms and provisions of this Agreement, specifically including, but without limitation, Article 12.4 hereof entitled "Lien and Security Interest of Unit Operator and Working Interest Owners." If the Working Interest Owner creating such carved-out interest (a) fails to pay any Unit Expense chargeable to such Working Interest Owner under this Agreement, and the production of Unitized Substances accruing to the credit of such Working Interest Owner is insufficient for that purpose, or (b) withdraws from this Agreement under the terms and provisions of Article 17 hereof, the carved-out interest shall be chargeable with a pro rata

portion of all Unit Expense incurred hereunder, the same as though carved-out interest were a Working Interest, and Unit Operator shall have the right to enforce against such carved-out interest the lien and all other rights granted in Article 12.4 for the purpose of collecting the Unit Expense chargeable to the carved-out interest.

- 12.7 <u>Rentals</u>. The Working Interest Owners in each Tract shall pay all rentals, minimum royalty, advance rentals, or delay rentals due under the lease thereon and shall concurrently submit to the Unit Operator evidence of payment.
- 12.8 <u>Budgets</u>. Before or as soon as practical after the Effective Date, Unit Operator shall prepare a budget of estimated Unit Expense for the remainder of the calendar year, and, on or before the first day of each September thereafter, shall prepare a budget for the ensuing calendar year. A budget shall set forth the estimated Unit Expense by quarterly periods. Budgets shall be estimates only, and shall be adjusted or corrected by Working Interest Owners and Unit Operator whenever an adjustment or correction is proper. A copy of each budget and adjusted budget shall be furnished promptly to each Working Interest Owner.

#### ARTICLE 13

#### NON-UNITIZED FORMATIONS

- 13.1 Right to Operate. Any Working Interest Owner that now has or hereafter acquires the right to drill for and produce oil, gas, or other minerals from a formation underlying the Unit Area other than the Unitized Formation, shall have the right to do so notwithstanding this Agreement or the Unit Agreement. In exercising the right, however, the Working Interest Owner shall exercise care to prevent unreasonable interference with Unit Operations. No Working Interest Owner other than Unit Operator shall produce Unitized Substances through any well drilled or operated by it. If any Working Interest Owner drills any well or wells into or through the Unitized Formation, the Unitized Formation shall be protected in a manner satisfactory to other Unit Working Interest Owners so that production of Unitized Substances will not be adversely affected.
- 13.2 <u>Multiple Completions</u>. No well now or hereafter completed in the Unitized Formation shall ever be completed as a multiple completion within the Unitized Formation unless such multiple completion and subsequent handling of the multiple completion is approved by Working Interest Owners in accordance with the voting procedure described in Article 4.3 of this Agreement.

#### ARTICLE 14

#### TITLES

14.1 Warranty and Indemnity. Each Working Interest Owner represents and warrants that it is the owner of the respective Working Interest as shown to be owned by it on appropriate Exhibits to this Agreement and hereby indemnifies and holds the other Working Interest Owners harmless from any loss due to the failure, in whole or in part, of its title to any such interest, except failure of title arising out of operations hereunder; provided, however, that such indemnity and any liability for breach of warranty shall be limited to an amount equal to the net value that had been received from the sale of Unitized Substances attributed hereunder to the interest as to which title failed. Each failure of title will be effective, insofar as this Agreement is concerned, as of the first day of the calendar month in which such failure is finally determined and there shall be no retroactive adjustment of Unit Expense or retroactive allocation of Unitized Substances or the proceeds therefrom as a result of title failure.

14.2 Failure of Title Because of Unit Operations. The failure of title to any Working Interest in any Tract because of Unit Operations, including nonproduction from such Tract, shall not change the Unit Participation of the Working Interest Owner whose title failed in relation to the Unit Participations of the other Working Interest Owners at the time of the title failure.

#### ARTICLE 15

#### LIABILITY, CLAIMS, AND SUITS

- 15.1 <u>Individual Liability</u>. The duties, obligations, and liabilities of Working Interest Owners shall be several and not joint or collective; and nothing contained herein shall ever be construed as creating a partnership of any kind, joint venture, or an association or trust between or among Working Interest Owners.
- damage claim or suit involving Unit Operations if the expenditure does not exceed ten thousand dollars (\$10,000) and if the payment is in complete settlement of such claim or suit. If the amount required for settlement exceeds the above amount, Working Interest Owners shall determine the further handling of the claim or suit, unless such authority is delegated to Unit Operator. All costs and expense of handling, settling, or otherwise discharging such claim or suit shall be an item of Unit Expense, subject to such limitation as is set forth in Exhibit "D". If a claim is made against any Working Interest Owner or if any Working Interest Owner is sued on account of any matter arising from Unit Operations over which such Working Interest Owner individually has no control because of the rights given Working Interest Owners and Unit Operator by this Agreement and the Unit Agreement, the Working Interest Owner shall immediately notify Unit Operator, and the claim or suit shall be treated as any other claim or suit involving Unit Operations.

#### ARTICLE 16

#### NOTICES

16.1 <u>Notices</u>. All notices required hereunder shall be in writing and shall be deemed to have been properly served when sent by mail, telegram or facsimile machine followed by U.S. Mail to the address of the representative of each Working Interest Owner as furnished to Unit Operator in accordance with Article 4 hereof. Typographical errors in a notice which are not material shall not affect the validity of a notice required by this article.

#### ARTICLE 17

#### WITHDRAWAL OF WORKING INTEREST OWNER

17.1 Withdrawal. A Working Interest Owner may withdraw from this Agreement by transferring, without warranty of title either express or implied, to the Working Interest Owners who do not desire to withdraw, all its Oil and Gas Rights, exclusive of Royalty Interest, together with its interest in all Unit Equipment and in all wells used in Unit Operations, provided that such transfer shall not relieve such Working Interest Owner from any obligation or liability incurred prior to the first day of the month following receipt by Unit Operator of such transfer. The delivery of the transfer shall be made to Unit Operator for the transferees. The transferred interest shall be owned by the transferees in proportion to their respective Unit Participations. The transferees, in proportion to the respective interests so acquired, shall pay the transferor for its interest in Unit Equipment, the salvage value thereof less its share of the estimated cost of salvaging same and of plugging and abandoning all wells then being used or held for Unit Operations, as determined by Working Interest Owners. In the event such withdrawing owner's interest in the aforesaid salvage value is less than such owner's share of such estimated costs, the

withdrawing owner, as a condition precedent to withdrawal, shall pay the Unit Operator, for the benefit of Working Interest Owners succeeding to its interest, a sum equal to the deficiency. Within sixty (60) days after receiving delivery of the transfer, Unit Operator shall render a final statement to the withdrawing owner for its share of Unit Expense, including any deficiency in salvage value, as determined by Working Interest Owners, incurred as of the first day of the month following the date of receipt of the transfer. Provided all Unit Expense, including any deficiency hereunder, due from the withdrawing owner has been paid in full within thirty (30) days after the rendering of such final statement by the Unit Operator, the transfer shall be effective the first day of the month following its receipt by Unit Operator and, as of such effective date, withdrawing owner shall be relieved from all further obligations and liabilities hereunder and under the Unit Agreement, and the rights of the withdrawing Working Interest Owner hereunder and under the Unit Agreement shall cease insofar as they existed by virtue of the interest transferred.

17.2 <u>Limitation on Withdrawal</u>. Notwithstanding anything set forth in Article 17.1, Working Interest Owners may refuse to permit the withdrawal of a Working Interest Owner if its Working Interest is burdened by any royalties, overriding royalties, production payments, net proceeds interest, carried interest, or any other interest created out of the Working Interest in excess of one-eighth (1/8th) lessor's royalty, unless the other Working Interest Owners willing to accept the assignment agree to accept the Working Interest subject to such burdens.

#### ARTICLE 18

#### ABANDONMENT OF WELLS

18.1 Rights of Former Owners. If Working Interest Owners decide to permanently abandon any well completed in the Unitized Formation within the Unit Area prior to termination of the Unit Agreement, Unit Operator shall give written notice to such fact to the Working Interest Owners to the Tract on which such well is located and said Working Interest Owners shall have the right and option for a period of sixty (60) days after receipt of such notice to notify Unit Operator of their election to take over and own said well and to deepen or plug back said well to a formation other than the Unitized Formation. Within sixty (60) days after said Working Interest Owners have so notified Unit Operator of their desire to take over such well, they shall pay the Unit Operator, for credit to the joint account of the Working Interest Owners, the amount as estimated and fixed by Working Interest Owners to be the net salvage value of the equipment in and on said well, except casing and other equipment originally contributed at no cost. The Working Interest Owners of the Tract, by taking over the well, agree to seal off the Unitized Formation in a manner satisfactory to Working Interest Owners, and upon abandonment to plug the well in compliance with all applicable laws and regulations.

The Working Interest Owners taking over such well or wells agree to indemnify and hold the Unit Operator and the other Working Interest Owners harmless from and against any losses or liabilities associated with the plugging and abandonment of such well or wells.

18.2 <u>Plugging.</u> In the event the Working Interest Owners of a Tract do not elect to take over a well located thereon which is proposed for abandonment, Unit Operator shall plug and abandon the well in accordance with applicable laws and regulations.

#### ARTICLE 19

#### EFFECTIVE DATE AND TERM

19.1 <u>Effective Date.</u> This Agreement shall become effective on the date and at the time the Unit Agreement becomes effective.

19.2 Term. This Agreement shall continue in full force and effect so long as the Unit Agreement remains in force and effect and thereafter until (a) all Unit wells have been abandoned and plugged or turned over to Working Interest Owners in accordance with Article 20 hereof, (b) all personal and real property acquired for the Joint Account of Working Interest Owners have been disposed of by Unit Operator in accordance with instructions of Working Interest Owners, and (c) there has been a final accounting.

#### ARTICLE 20

#### ABANDONMENT OF OPERATIONS

- 20.1 <u>Termination</u>. Upon termination of the Unit Agreement, the following will occur:
  - 20.1.1 Oil and Gas Rights. Oil and Gas Rights in and to each separate Tract shall no longer be affected by this Agreement, and thereafter the parties shall be governed by the terms and provisions of the leases, contracts, and other instruments affecting the separate Tracts.
  - 20.1.2 Right to Operate. Working Interest Owners of any Tract desiring to take over and continue to operate a well or wells located thereon may do so by paying Unit Operator, for the credit of the joint account, the net salvage value, as determined by the Working Interest Owners, of the equipment in and on the well or wells, except casing and other equipment originally contributed at no cost, and by agreeing to properly plug the well or wells at such time as it is abandoned, in compliance with applicable laws and regulations.
  - 20.1.3 <u>Salvaging Wells</u>. Unit Operator shall salvage as much of the casing and equipment in or on wells not taken over by Working Interest Owners of separate Tracts as can economically and reasonably be salvaged, and shall cause the wells to be plugged and abandoned in compliance with applicable laws and regulations.
  - 20.1.4 <u>Cost of Abandonment.</u> The cost of abandonment of Unit Operations shall be Unit Expense.
  - 20.1.5 <u>Distribution of Assets.</u> Working Interest Owners shall share in the distribution of Unit Equipment, or the proceeds thereof, in proportion to their Unit Participations.

#### ARTICLE 21

#### LAWS, REGULATIONS, AND CERTIFICATE OF COMPLIANCE

- 21.1 Laws and Regulations. This Agreement and operations hereunder are subject to all valid laws and valid rules, regulations, and orders of all regulatory bodies having jurisdiction and to all other applicable federal, state, and local laws, ordinances, rules, regulations, and orders; and any provision of this Agreement found to be contrary to or inconsistent with any such law, ordinance, rule, regulation, or order shall be deemed modified accordingly.
- 21.2 <u>Certificate of Compliance.</u> In the performance of work under this Agreement, the parties agree to comply and Unit Operator shall require each independent contractor to comply with the provisions of Exhibit "E".

#### ARTICLE 22

#### GOVERNMENTAL REGULATIONS

22.1 Governmental Regulations. Working Interest Owners agree to release Unit Operator from any and all losses, damages, injuries, claims, and causes of action arising out of, incident to or resulting directly or indirectly from Unit Operator's interpretation or application of rules, rulings, regulations, or orders of any governmental agency or predecessor agencies to the extent Unit Operator's interpretation or application of such rules, rulings, regulations, or orders were made in good faith. Working Interest Owners further agree to reimburse Unit Operator for their proportionate share of any amounts Unit Operator may be required to refund, rebate or pay as a result of an incorrect interpretation or application of the above noted rules, rulings, regulations, or orders, together with their proportionate part of interest and penalties owed by Unit Operator as a result of such incorrect interpretation or application of such rules, rulings, regulations, or orders, to the extent that such incorrect interpretation or application was made in good faith.

#### ARTICLE 23

#### COUNTERPART EXECUTION

23.1 Counterpart Execution. This Agreement may be executed in any number of counterparts, no one of which needs to be executed by all parties and may be ratified or consented to by separate instrument in writing specifically referring hereto, and shall be binding upon all those parties who have executed such a counterpart, ratification, or consent hereto with the same force and effect as if all parties had signed the same document, and regardless of whether of not it is executed by all other parties owning or claiming an interest in the land within the above described Unit Area. Furthermore, this Agreement shall extend to and be binding on the parties hereto, their successors, heirs, and assigns and shall constitute a covenant with the land, leases and interest covered hereby.

	IN	WITNESS	WHEREOF,	executed	this _	<u> 19th</u>	day	of
November		, 1990	•					

CHEVRON U.S.A. INC.

Assistant Secretary

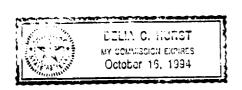
STATE OF TEXAS

COUNTY OF HARRIS

The foregoing instrument was acknowledged before me this

19th day of November , 1990, by D.H. Messer

Assistant Secretary, for/of Chevron U.S.A. Inc., a Pennsylvania corporation, on behalf of said corporation.



Delia C. Hurst Notary Public

My Commission Expires:

WORKING INTEREST OWNER		UNIT ARTICIPATION
ABBY CORPORATION	15B (WAS 11B)	-0-
AMERICAN EXPLORATION ACQ. VI	7 (WAS 8)	0.43386413
AMERICAN EXPLORATION CO.	7 (WAS 8)	0.17899327
AMERICAN PRODUCTION PART. VI	7 (WAS 8)	1.81851645
AMERICAN PRODUCTION PART. VII	7 (WAS 8)	0.44748311
AMERADA HESS	8 (WAS 9)	1.915734
AMOCO	2	2.343027
ARCO	14B (WAS 7B)	-0-
	15A	0.60883
	(WAS 11A) 12	2.778537
	(WAS 14)	0.903885
	2	2.343027
ARCO		6.634279
G. BROSE	5	0.001795
J. BROSE	5	0.01197
T. BROSE	5	0.001795
D. BROWN TRUST	4A 23 24A 25A	-0- 0.051576 -0- -0-
D. BROWN TRUST		0.051576
J. BRYANT	21A	0.008787
A. BURLESON	5	0.004788
J. BURR	26B	0.001591
CHEVRON	1A 16 17 18 2 20 21A 21C 22 23 24A	0.305757 $9.073810$ $15.879297$ $0$ $2.343027$ $0$ $0.131803$ $-0 14.470929$ $0.213153$ $-0-$

WORKING INTEREST OWNER		UNIT ARTICIPATION
CHEVRON	24B 25A 26A 26B 4A 4B 13	0.120252 -0- 3.375745 0.09707 -0- 0.07144 0.097137
CHEVRON	(WAS 6)	46.17942
CONOCO	6 (WAS 15)	22.192084
CONOCO	2	2.343027  24.535111
L. CRESS	5	0.005985
DASCO	1A 1B 24B 24C 25B 25C 4B 4C	0.175541 -0- 0.069039 -0- 0.154888 -0- 0.024609 -0-
DASCO		0.424077
EL PASO PRODUCTION COMPANY	15A (WAS 11A)	-0-
	15B (WAS 11B) 20	-0- -0-
EL PASO PRODUCTION COMPANY		0
ENRON	15B (WAS 11B)	-0-
EXXON	9 (WAS 10)	0.091393
B. HANNIFIN	15B (WAS 11B)	-0-
HANSON-McBRIDE PETROLEUM CO.	15B (WAS 11B)	-0-
K. JONES	5	0.005985
R. KIDWELL ESTATE	5	0.01197
L. LATHAM	5	0.01197
MARATHON	3	1.545808

WORKING INTEREST OWNER ====================================		UNIT ARTICIPATION ====================================
MARATHON	(WAS 7B)	5.407077
G. McALPIN	21B	-0-
L. McALPIN	21B	-0-
McBRIDE OIL & GAS	15B (WAS 11B)	-0-
MERIDIAN	1 A 4 A 2 3 2 4 A 2 4 B 4 B	0.117599 $-0 0.042308$ $-0 0.046251$ $0.027477$
MERIDIAN (TOTAL PARTICIPATION)		0.233635
THE MOORE TRUST	21B	-0-
T. MOORE	5	0.029924
D. MUSSETT	1A 1B 24B 24C 25B 25C 4B 4C	0.0043 -0- 0.001691 -0- 0.003717 -0- 0.000603 -0-
D. MUSSETT		0.010311
M. MUSSETT	1A 1B 24B 24C 25B 25C 4B 4C	0.074693 -0- 0.029376 -0- 0.058237 -0- 0.010471 -0-
M. MUSSETT		0.172777
N.Y. LIFE O&G PROD. PART. II-B	7 (WAS 8)	0.10121125
N.Y. LIFE O&G PROD. PART. II-C	7 (WAS 8)	0.05060561
N.Y. LIFE O&G PROD. PART. II-E	7 (WAS 8)	0.15772566

WORKING INTEREST OW		<del>-</del>	TRACT OWNED	UNIT PARTICIPATION
N.Y. LIFE O&G PROD.		I1-F		0.07388086
N.Y. LIFE O&G PROD.	PART.	II-G	7 (WAS 8)	0.17924061
N.Y. LIFE O&G PROD.	PART.	III-B	7 (WAS 8)	0.05000605  0.61267004
L. NERMYR			1A 4A 23 24A 24B 4B 26B	0.00672 -0- 0.002418 -0- 0.002643 0.00157 0.001591
L. NERMYR				0.14942
NUEVO SEIS, INC.			15B (WAS 11B	-0-
DXY U.S.A.			10 (WAS 12) 11	2.909505 2.012171
DXY U.S.A.			(WAS 13)	
PARA MIA - BORREGO			1A 1B 24B 24C 25B 25C 4B 4C	0.157987 -0- 0.062135 -0- 0.139399 -0- 0.022148 -0-
PARA MIA - BORREGO				0.381669
A. PRICE			5	0.005985
. RAMSEY			5	0.023939
1. RASMUSSEN			5	0.169371
3. SCOTT			5	0.017954
R. SUTTON			26B	0.001591
3. VETETO			1A 1B 24B 24C 25B 25C 4B 4C	0.017554 -0- 0.006904 -0- 0.015489 -0- 0.002461 -0-
3. VETETO				0.042408

EXHIBIT "C"
WORKING INTEREST OWNER SUMMARY AS OF FEBRUARY 27, 1991
ARROWHEAD GRAYBURG UNIT
LEA COUNTY, NEW MEXICO

WORKING INTEREST OWNER	TRACT OWNED	UNIT PARTICIPATION
M. WALSH	25A 25B	-0- 0.74346
M. WALSH		0.74346
WESTWAY PET.	15B (WAS 11E	-0-
C. WILLIAMS TRUST	5	0.035909
J. WILLIAMS TRUST	5	0.035909
WILLIAMS PARTNER.	5	1.843327
J. WINKEL ESTATE	5	0.169371
C. ZINN	5	0.005985

#### EXHIBIT

•• D

Attached to and made a part of Unit Operating Agreement, Arrowhead Grayburg Unit, Chevron U.S.A. Inc., as Operator, Lea County, New Mexico

### ACCOUNTING PROCEDURE JOINT OPERATIONS

#### I. GENERAL PROVISIONS

#### **Definitions**

- "Joint Property" shall mean the real and personal property subject to the agreement to which this Accounting Procedure is attached.
- "Joint Operations" shall mean all operations necessary or proper for the development, operation, protection and mainte-
- nance of the Joint Property.
  "Joint Account" shall mean the account showing the charges paid and credits received in the conduct of the Joint Operations and which are to be shared by the Parties.
- "Operator" shall mean the party designated to conduct the Joint Operations.
- "Non-Operators" shall mean the Parties to this agreement other than the Operator.
- "Parties" shall mean Operator and Non-Operators.
- "First Level Supervisors" shall mean those employees whose primary function in Joint Operations is the direct supervision of other employees and/or contract labor directly employed on the Joint Property in a field operating capacity
- "Technical Employees" shall mean those employees having special and specific engineering, geological or other professional skills, and whose primary function in Joint Operations is the handling of specific operating conditions and problems for the benefit of the Joint Property.
- "Personal Expenses" shall mean travel and other reasonable reimbursable expenses of Operator's employees.
- "Material" shall mean personal property, equipment or supplies acquired or held for use on the Joint Property.
  "Controllable Material" shall mean Material which at the time is so classified in the Material Classification Manual as most recently recommended by the Council of Petroleum Accountants Societies.

#### Statement and Billings

Operator shall bill Non-Operators on or before the last day of each month for their proportionate share of the Joint Account for the preceding month. Such bills will be accompanied by statements which identify the authority for expenditure. lease or facility, and all charges and credits summarized by appropriate classifications of investment and expense except that items of Controllable Material and unusual charges and credits shall be separately identified and fully described in detail.

#### Advances and Payments by Non-Operators

- Unless otherwise provided for in the agreement, the Operator may require the Non-Operators to advance their share of estimated cash outlay for the succeeding month's operation within fifteen (15) days after receipt of the billing or by the first day of the month for which the advance is required, whichever is later. Operator shall adjust each monthly billing to reflect advances received from the Non-Operators.
- Each Non-Operator shall pay its proportion of all bills within fifteen (15) days after receipt. If payment is not made  $\mathbf{R}$ within such time, the unpaid balance shall bear interest monthly at the prime rate in effect at Bank of America on the first day of the month in which delinquency occurs plus 1% or the maximum San Francisco, CA contract rate permitted by the applicable usury laws in the state in which the Joint Property is located, whichever is the lesser, plus attorney's fees, court costs, and other costs in connection with the collection of unpaid amounts.

#### Adjustments

Payment of any such bills shall not prejudice the right of any Non-Operator to protest or question the correctness thereof: provided, however, all bills and statements rendered to Non-Operators by Operator during any calendar year shall conclusively be presumed to be true and correct after twenty-four (24) months following the end of any such calendar year. unless within the said twenty-four (24) month period a Non-Operator takes written exception thereto and makes claim on Operator for adjustment. No adjustment favorable to Operator shall be made unless it is made within the same prescribed eriod. The provisions of this paragraph shall not prevent adjustments resulting from a physical inventory of Controllable Material as provided for in Section V.



#### 5. Audits

- A. A Non-Operator, upon notice in writing to Operator and all other Non-Operators, shall have the right to audit Operator's accounts and records relating to the Joint Account for any calendar year within the twenty-four (24) month period following the end of such calendar year; provided, however, the making of an audit shall not extend the time for the taking of written exception to and the adjustments of accounts as provided for in Paragraph 4 of this Section I. Where there are two or more Non-Operators, the Non-Operators shall make every reasonable effort to conduct a joint audit in a manner which will result in a minimum of inconvenience to the Operator. Operator shall bear no portion of the Non-Operators' audit cost incurred under this paragraph unless agreed to by the Operator. The audits shall not be conducted more than once each year without prior approval of Operator, except upon the resignation or removal of the Operator, and shall be made at the expense of those Non-Operators approving such audit.
- B. The Operator shall reply in writing to an audit report within 180 days after receipt of such report.

#### 6. Approval By Non-Operators

Where an approval or other agreement of the Parties or Non-Operators is expressly required under other sections of this Accounting Procedure and if the agreement to which this Accounting Procedure is attached contains no contrary provisions in regard thereto, Operator shall notify all Non-Operators of the Operator's proposal, and the agreement or approval of a majority in interest of the Non-Operators shall be controlling on all Non-Operators.

#### II. DIRECT CHARGES

Operator shall charge the Joint Account with the following items:

#### 1. Ecological and Environmental

Costs incurred for the benefit of the Joint Property as a result of governmental or regulatory requirements to satisfy environmental considerations applicable to the Joint Operations. Such costs may include surveys of an ecological or archaeological nature and pollution control procedures as required by applicable laws and regulations.

#### 2. Rentals and Royalties

Lease rentals and royalties paid by Operator for the Joint Operations.

#### 3. Labor

- A. (1) Salaries and wages of Operator's field employees directly employed on the Joint Property in the conduct of Joint Operations.
  - (2) Salaries of First Level Supervisors in the field.
  - (3) Salaries and wages of Technical Employees directly employed on the Joint Property if such charges are excluded from the overhead rates.
  - (4) Salaries and wages of Technical Employees either temporarily or permanently assigned to and directly employed in the operation of the Joint Property if such charges are excluded from the overhead rates.
- B. Operator's cost of holiday, vacation, sickness and disability benefits and other customary allowances paid to employees whose salaries and wages are chargeable to the Joint Account under Paragraph 3A of this Section II. Such costs under this Paragraph 3B may be charged on a "when and as paid basis" or by "percentage assessment" on the amount of salaries and wages chargeable to the Joint Account under Paragraph 3A of this Section II. If percentage assessment is used, the rate shall be based on the Operator's cost experience.
- C. Expenditures or contributions made pursuant to assessments imposed by governmental authority which are applicable to Operator's costs chargeable to the Joint Account under Paragraphs 3A and 3B of this Section II.
- D. Personal Expenses of those employees whose salaries and wages are chargeable to the Joint Account under Paragraph 3A of this Section II.

#### 4. Employee Benefits

Operator's current costs of established plans for employees' group life insurance, hospitalization, pension, retirement, stock purchase, thrift, bonus, and other benefit plans of a like nature, applicable to Operator's labor cost chargeable to the Joint Account under Paragraphs 3A and 3B of this Section II shall be Operator's actual cost not to exceed the percent most recently recommended by the Council of Petroleum Accountants Societies.

#### 5. Material

Material purchased or furnished by Operator for use on the Joint Property as provided under Section IV. Only such Material shall be purchased for or transferred to the Joint Property as may be required for immediate use and is reasonably practical and consistent with efficient and economical operations. The accumulation of surplus stocks shall be avoided.

#### 6. Transportation

Transportation of employees and Material necessary for the Joint Operations but subject to the following limitations:

A. If Material is moved to the Joint Property from the Operator's warehouse or other properties, no charge shall be made to the Joint Account for a distance greater than the distance from the nearest reliable supply store where like material is normally available or railway receiving point nearest the Joint Property unless agreed to by the Parties.



- B. If surplus Material is moved to Operator's warehouse or other storage point, no charge shall be made to the Joint Account for a distance greater than the distance to the nearest reliable supply store where like material is normally available, or railway receiving point nearest the Joint Property unless agreed to by the Parties. No charge shall be made to the Joint Account for moving Material to other properties belonging to Operator, unless agreed to by the Parties.
- C. In the application of subparagraphs A and B above, the option to equalize or charge actual trucking cost is available when the actual charge is \$400 or less excluding accessorial charges. The \$400 will be adjusted to the amount most recently recommended by the Council of Petroleum Accountants Societies.

#### 7. Services

The cost of contract services, equipment and utilities provided by outside sources, except services excluded by Paragraph 10 of Section II and Paragraph i. ii. and iii. of Section III. The cost of professional consultant services and contract services of technical personnel directly engaged on the Joint Property if such charges are excluded from the overhead rates. The cost of professional consultant services or contract services of technical personnel not directly engaged on the Joint Property shall not be charged to the Joint Account unless previously agreed to by the Parties.

#### 8. Equipment and Facilities Furnished By Operator

- A. Operator shall charge the Joint Account for use of Operator owned equipment and facilities at rates commensurate with costs of ownership and operation. Such rates shall include costs of maintenance, repairs, other operating expense, insurance, taxes, depreciation, and interest on gross investment less accumulated depreciation not to exceed <a href="twelve">twelve</a> percent (12 %) per annum. Such rates shall not exceed average commercial rates currently prevailing in the immediate area of the Joint Property.
- B. In lieu of charges in paragraph 8A above, Operator may elect to use average commercial rates prevailing in the immediate area of the Joint Property less 20%. For automotive equipment. Operator may elect to use rates published by the Petroleum Motor Transport Association.

#### 9. Damages and Losses to Joint Property

All costs or expenses necessary for the repair or replacement of Joint Property made necessary because of damages or losses incurred by fire, flood, storm, theft, accident, or other cause, except those resulting from Operator's gross negligence or willful misconduct. Operator shall furnish Non-Operator written notice of damages or losses incurred as soon as practicable after a report thereof has been received by Operator.

#### 10. Legal Expense

Expense of handling, investigating and settling litigation or claims, discharging of liens, payment of judgements and amounts paid for settlement of claims incurred in or resulting from operations under the agreement or necessary to protect or recover the Joint Property, except that no charge for services of Operator's legal staff or fees or expense of outside attorneys shall be made unless previously agreed to by the Parties. All other legal expense is considered to be covered by the overhead provisions of Section III unless otherwise agreed to by the Parties, except as provided in Section I, Paragraph

#### 11. Taxes

All taxes of every kind and nature assessed or levied upon or in connection with the Joint Property, the operation thereof, or the production therefrom, and which taxes have been paid by the Operator for the benefit of the Parties. If the ad valorem taxes are based in whole or in part upon separate valuations of each party's working interest, then notwithstanding anything to the contrary herein, charges to the Joint Account shall be made and paid by the Parties hereto in accordance with the tax value generated by each party's working interest.

#### 12. Insurance

Net premiums paid for insurance required to be carried for the Joint Operations for the protection of the Parties. In the event Joint Operations are conducted in a state in which Operator may act as self-insurer for Worker's Compensation and/or Employers Liability under the respective state's laws. Operator may, at its election, include the risk under its self-insurance program and in that event. Operator shall include a charge at Operator's cost not to exceed manual rates.

#### 13. Abandonment and Reclamation

Costs incurred for abandonment of the Joint Property, including costs required by governmental or other regulatory authority.

#### 14. Communications

Cost of acquiring, leasing, installing, operating, repairing and maintaining communication systems, including radio and microwave facilities directly serving the Joint Property. In the event communication facilities/systems serving the Joint Property are Operator owned, charges to the Joint Account shall be made as provided in Paragraph 8 of this Section II.

#### 15. Other Expenditures

Any other expenditure not covered or dealt with in the foregoing provisions of this Section II, or in Section III and which is of direct benefit to the Joint Property and is incurred by the Operator in the necessary and proper conduct of the Joint Operations.



#### III. OVERHEAD

#### Overhead - Drilling and Producing Operations

- As compensation for administrative, supervision, office services and warehousing costs, Operator shall charge drilling and producing operations on either:
  - (X) Fixed Rate Basis, Paragraph 1A, or

) Percentage Basis, Paragraph 1B

Unless otherwise agreed to by the Parties, such charge shall be in lieu of costs and expenses of all offices and salaries or wages plus applicable burdens and expenses of all personnel, except those directly chargeable under Paragraph 3A. Section II. The cost and expense of services from outside sources in connection with matters of taxation, traffic. accounting or matters before or involving governmental agencies shall be considered as included in the overhead rates provided for in the above selected Paragraph of this Section III unless such cost and expense are agreed to by the Parties as a direct charge to the Joint Account.

- ii. The salaries, wages and Personal Expenses of Technical Employees and/or the cost of professional consultant services and contract services of technical personnel directly employed on the Joint Property:
  - ) shall be covered by the overhead rates, or
  - (X) shall not be covered by the overhead rates.
- iii. The salaries, wages and Personal Expenses of Technical Employees and/or costs of professional consultant services and contract services of technical personnel either temporarily or permanently assigned to and directly employed in the operation of the Joint Property:
  - (X) shall be covered by the overhead rates, or
  - ) shall not be covered by the overhead rates.
- A. Overhead Fixed Rate Basis
  - (1) Operator shall charge the Joint Account at the following rates per well per month:

Drilling Well Rate \$ \_5,070.00 (Prorated for less than a full month) Producing Well Rate \$ 507.00

- (2) Application of Overhead Fixed Rate Basis shall be as follows:
  - (a) Drilling Well Rate
    - (1) Charges for drilling wells shall begin on the date the well is spudded and terminate on the date the drilling rig, completion rig, or other units used in completion of the well is released, whichever is later, except that no charge shall be made during suspension of drilling or completion operations for fifteen (15) or more consecutive calendar days.
    - (2) Charges for wells undergoing any type of workover or recompletion for a period of five (5) consecutive work days or more shall be made at the drilling well rate. Such charges shall be applied for the period from date workover operations, with rig or other units used in workover, commence through date of rig or other unit release, except that no charge shall be made during suspension of operations for fifteen (15) or more consecutive calendar days.
  - (b) Producing Well Rates
    - (1) An active well either produced or injected into for any portion of the month shall be considered as a onewell charge for the entire month.
    - (2) Each active completion in a multi-completed well in which production is not commingled down hole shall be considered as a one-well charge providing each completion is considered a separate well by the governing regulatory authority.
    - (3) An inactive gas well shut in because of overproduction or failure of purchaser to take the production shall be considered as a one-well charge providing the gas well is directly connected to a permanent sales
    - (4) A one-well charge shall be made for the month in which plugging and abandonment operations are completed on any well. This one-well charge shall be made whether or not the well has produced except when drilling well rate applies.
    - (5) All other inactive wells (including but not limited to inactive wells covered by unit allowable, lease allowable, transferred allowable, etc.) shall not qualify for an overhead charge.
- (3) The well rates shall be adjusted as of the first day of April each year following the effective date of the agreement to which this Accounting Procedure is attached. The adjustment shall be computed by multiplying the rate currently in use by the percentage increase or decrease in the average weekly earnings of Crude Petroleum and Gas Production Workers for the last calendar year compared to the calendar year preceding as shown by the index of average weekly earnings of Crude Petroleum and Gas Production Workers as published by the United States Department of Labor. Bureau of Labor Statistics, or the equivalent Canadian index as published by Statistics Canada, as applicable. The adjusted rates shall be the rates currently in use, plus or minus the computed adjustment.
- B. Overhead Percentage Basis
  - (1) Operator shall charge the Joint Account at the following rates:



		(a)	Development
			Percent ( %) of the cost of development of the Joint Property exclusive of costs provided under Paragraph 10 of Section II and all salvage credits.
		(b)	Operating
_			Percent (
	(2)	Ap	plication of Overhead - Percentage Basis shall be as follows:
		sha well erty who	the purpose of determining charges on a percentage basis under Paragraph 1B of this Section III. development all include all costs in connection with drilling, redrilling, deepening, or any remedial operations on any or all lis involving the use of drilling rig and crew capable of drilling to the producing interval on the Joint Propy; also, preliminary expenditures necessary in preparation for drilling and expenditures incurred in abandoning en the well is not completed as a producer, and original cost of construction or installation of fixed assets, the pansion of fixed assets and any other project clearly discernible as a fixed asset, except Major Construction as ined in Paragraph 2 of this Section III. All other costs shall be considered as operating.
2.	Overhe	ad -	- Major Construction
	fixed as Joint P	sets rope	ate Operator for overhead costs incurred in the construction and installation of fixed assets, the expansion of and any other project clearly discernible as a fixed asset required for the development and operation of the crty. Operator shall either negotiate a rate prior to the beginning of construction, or shall charge the Joint overhead based on the following rates for any Major Construction project in excess of \$100,000 :
	A	5	% of first \$100,000 or total cost if less, plus
	В	3	% of costs in excess of \$100,000 but less than \$1,000,000, plus
	C	2	% of costs in excess of \$1,000.000.
		shal	hall mean the gross cost of any one project. For the purpose of this paragraph, the component parts of a single Il not be treated separately and the cost of drilling and workover wells and artificial lift equipment shall be
3.	Catasti	roph	ne Overhead
	to oil sp to resto shall ei	ill, t re th ther	sate Operator for overhead costs incurred in the event of expenditures resulting from a single occurrence due blowout, explosion, fire, storm, hurricane, or other catastrophes as agreed to by the Parties, which are necessary ne Joint Property to the equivalent condition that existed prior to the event causing the expenditures. Operator negotiate a rate prior to charging the Joint Account or shall charge the Joint Account for overhead based on ag rates:
	A	5	% of total costs through \$100,000; plus
	В	3	% of total costs in excess of \$100,000 but less than \$1,000,000; plus
	C	2	% of total costs in excess of \$1.000,000.
			res subject to the overheads above will not be reduced by insurance recoveries, and no other overhead provisions Section III shall apply.

#### 4. Amendment of Rates

The overhead rates provided for in this Section III may be amended from time to time only by mutual agreement between the Parties hereto if, in practice, the rates are found to be insufficient or excessive.

#### IV. PRICING OF JOINT ACCOUNT MATERIAL PURCHASES, TRANSFERS AND DISPOSITIONS

Operator is responsible for Joint Account Material and shall make proper and timely charges and credits for all Material movements affecting the Joint Property. Operator shall provide all Material for use on the Joint Property; however, at Operator's option, such Material may be supplied by the Non-Operator. Operator shall make timely disposition of idle and/or surplus Material, such disposal being made either through sale to Operator or Non-Operator, division in kind, or sale to outsiders. Operator may purchase, but shall be under no obligation to purchase, interest of Non-Operators in surplus condition A or B Material. The disposal of surplus Controllable Material not purchased by the Operator shall be agreed to by the Parties.

#### 1. Purchases

Material purchased shall be charged at the price paid by Operator after deduction of all discounts received. In case of Material found to be defective or returned to vendor for any other reasons, credit shall be passed to the Joint Account when adjustment has been received by the Operator.

#### 2. Transfers and Dispositions

Material furnished to the Joint Property and Material transferred from the Joint Property or disposed of by the Operator, unless otherwise agreed to by the Parties, shall be priced on the following basis exclusive of cash discounts:



#### A. New Material (Condition A)

- (1) Tubular Goods Other than Line Pipe
  - (a) Tubular goods, sized 2% inches OD and larger, except line pipe, shall be priced at Eastern mill published carload base prices effective as of date of movement plus transportation cost using the 80,000 pound carload weight basis to the railway receiving point nearest the Joint Property for which published rail rates for tubular goods exist. If the 80,000 pound rail rate is not offered, the 70,000 pound or 90,000 pound rail rate may be used. Freight charges for tubing will be calculated from Lorain. Ohio and casing from Youngstown, Ohio.
  - (b) For grades which are special to one mill only, prices shall be computed at the mill base of that mill plus transportation cost from that mill to the railway receiving point nearest the Joint Property as provided above in Paragraph 2.A.(1)(a). For transportation cost from points other than Eastern mills, the 30,000 pound Oil Field Haulers Association interstate truck rate shall be used.
  - (c) Special end finish tubular goods shall be priced at the lowest published out-of-stock price, f.o.b. Houston, Texas, plus transportation cost, using Oil Field Haulers Association interstate 30,000 pound truck rate, to the railway receiving point nearest the Joint Property.
  - (d) Macaroni tubing (size less than 2% inch OD) shall be priced at the lowest published out-of-stock prices f.o.b. the supplier plus transportation costs, using the Oil Field Haulers Association interstate truck rate per weight of tubing transferred, to the railway receiving point nearest the Joint Property.

#### (2) Line Pipe

- (a) Line pipe movements (except size 24 inch OD and larger with walls ¾ inch and over) 30,000 pounds or more shall be priced under provisions of tubular goods pricing in Paragraph A.(1)(a) as provided above. Freight charges shall be calculated from Lorain, Ohio.
- (b) Line pipe movements (except size 24 inch OD and larger with walls \(^3\)4 inch and over) less than 30,000 pounds shall be priced at Eastern mill published carload base prices effective as of date of shipment, plus 20 percent, plus transportation costs based on freight rates as set forth under provisions of tubular goods pricing in Paragraph A.(1)(a) as provided above. Freight charges shall be calculated from Lorain, Ohio.
- (c) Line pipe 24 inch OD and over and ¾ inch wall and larger shall be priced f.o.b. the point of manufacture at current new published prices plus transportation cost to the railway receiving point nearest the Joint Property.
- (d) Line pipe, including fabricated line pipe, drive pipe and conduit not listed on published price lists shall be priced at quoted prices plus freight to the railway receiving point nearest the Joint Property or at prices agreed to by the Parties.
- (3) Other Material shall be priced at the current new price, in effect at date of movement, as listed by a reliable supply store nearest the Joint Property, or point of manufacture, plus transportation costs, if applicable, to the railway receiving point nearest the Joint Property.
- (4) Unused new Material, except tubular goods, moved from the Joint Property shall be priced at the current new price, in effect on date of movement, as listed by a reliable supply store nearest the Joint Property, or point of manufacture, plus transportation costs, if applicable, to the railway receiving point nearest the Joint Property. Unused new tubulars will be priced as provided above in Paragraph 2 A (1) and (2).

#### B. Good Used Material (Condition B)

Material in sound and serviceable condition and suitable for reuse without reconditioning:

(1) Material moved to the Joint Property

At seventy-five percent (75%) of current new price, as determined by Paragraph A.

- (2) Material used on and moved from the Joint Property
  - (a) At seventy-five percent (75%) of current new price, as determined by Paragraph A, if Material was originally charged to the Joint Account as new Material or
  - (b) At sixty-five percent (65%) of current new price, as determined by Paragraph A. if Material was originally charged to the Joint Account as used Material.
- (3) Material not used on and moved from the Joint Property

At seventy-five percent (75%) of current new price as determined by Paragraph A.

The cost of reconditioning, if any, shall be absorbed by the transferring property.

#### C. Other Used Material

#### (1) Condition C

Material which is not in sound and serviceable condition and not suitable for its original function until after reconditioning shall be priced at fifty percent (50%) of current new price as determined by Paragraph A. The cost of reconditioning shall be charged to the receiving property, provided Condition C value plus cost of reconditioning does not exceed Condition B value.



#### (2) Condition D

Material, excluding junk, no longer suitable for its original purpose, but usable for some other purpose shall be priced on a basis commensurate with its use. Operator may dispose of Condition D Material under procedures normally used by Operator without prior approval of Non-Operators.

- (a) Casing, tubing, or drill pipe used as line pipe shall be priced as Grade A and B seamless line pipe of comparable size and weight. Used casing, tubing or drill pipe utilized as line pipe shall be priced at used line pipe prices.
- (b) Casing, tubing or drill pipe used as higher pressure service lines than standard line pipe, e.g. power oil lines, shall be priced under normal pricing procedures for casing, tubing, or drill pipe. Upset tubular goods shall be priced on a non upset basis.

#### (3) Condition E

Junk shall be priced at prevailing prices. Operator may dispose of Condition E Material under procedures normally utilized by Operator without prior approval of Non-Operators.

#### D. Obsolete Material

Material which is serviceable and usable for its original function but condition and/or value of such Material is not equivalent to that which would justify a price as provided above may be specially priced as agreed to by the Parties. Such price should result in the Joint Account being charged with the value of the service rendered by such Material.

#### E. Pricing Conditions

- (1) Loading or unloading costs may be charged to the Joint Account at the rate of twenty-five cents (25¢) per hundred weight on all tubular goods movements, in lieu of actual loading or unloading costs sustained at the stocking point. The above rate shall be adjusted as of the first day of April each year following January 1, 1985 by the same percentage increase or decrease used to adjust overhead rates in Section III, Paragraph 1.A(3). Each year, the rate calculated shall be rounded to the nearest cent and shall be the rate in effect until the first day of April next year. Such rate shall be published each year by the Council of Petroleum Accountants Societies.
- (2) Material involving erection costs shall be charged at applicable percentage of the current knocked-down price of new Material.

#### 3. Premium Prices

Whenever Material is not readily obtainable at published or listed prices because of national emergencies, strikes or other unusual causes over which the Operator has no control, the Operator may charge the Joint Account for the required Material at the Operator's actual cost incurred in providing such Material, in making it suitable for use, and in moving it to the Joint Property: provided notice in writing is furnished to Non-Operators of the proposed charge prior to billing Non-Operators for such Material. Each Non-Operator shall have the right, by so electing and notifying Operator within ten days after receiving notice from Operator, to furnish in kind all or part of his share of such Material suitable for use and acceptable to Operator.

#### 4. Warranty of Material Furnished By Operator

Operator does not warrant the Material furnished. In case of defective Material, credit shall not be passed to the Joint Account until adjustment has been received by Operator from the manufacturers or their agents.

#### V. INVENTORIES

The Operator shall maintain detailed records of Controllable Material.

#### 1. Periodic Inventories, Notice and Representation

At reasonable intervals, inventories shall be taken by Operator of the Joint Account Controllable Material. Written notice of intention to take inventory shall be given by Operator at least thirty (30) days before any inventory is to begin so that Non-Operators may be represented when any inventory is taken. Failure of Non-Operators to be represented at an inventory shall bind Non-Operators to accept the inventory taken by Operator.

#### 2. Reconciliation and Adjustment of Inventories

Adjustments to the Joint Account resulting from the reconciliation of a physical inventory shall be made within six months following the taking of the inventory. Inventory adjustments shall be made by Operator to the Joint Account for overages and shortages, but, Operator shall be held accountable only for shortages due to lack of reasonable diligence.

#### 3. Special Inventories

Special inventories may be taken whenever there is any sale, change of interest, or change of Operator in the Joint Property. It shall be the duty of the party selling to notify all other Parties as quickly as possible after the transfer of interest takes place. In such cases, both the seller and the purchaser shall be governed by such inventory. In cases involving a change of Operator, all Parties shall be governed by such inventory.

#### 4. Expense of Conducting Inventories

- A. The expense of conducting periodic inventories shall not be charged to the Joint Account unless agreed to by the Parties.
- B. The expense of conducting special inventories shall be charged to the Parties requesting such inventories, except inventories required due to change of Operator shall be charged to the Joint Account.

#### EXHIBIT "E"

#### CERTIFICATE OF COMPLIANCE

Attached to and made a part of that
Unit Operating Agreement dated 11-19 , 1990,
Arrowhead Grayburg Unit, Chevron U.S.A. Inc.,
as Unit Operator, Lea County, New Mexico

Unit Operator and any successor, substitute or replacement therefor (whether succeeding, substituting for or replacing Unit Operator in whole or in part, temporarily or permanently), is considered a "Contractor" of the Federal Government and subject to the terms, provisions and representations set forth below. By execution or ratification of, or joinder in, this Agreement, or by accepting the benefits hereof in any way, each party so situated hereby ratifies, adopts and confirms the following as "Contractor".

- 1. Contractor is an Equal Opportunity Employer and will not discriminate against any employee or applicant for employment because of race, color, religion, sex, national origin, handicap or status as a Vietnam Era Veteran.
- 2. If this contract is for \$10,000.00 or more, Contractor agrees to incorporate herein by reference and comply with:
  - a. Executive Order 11246, as amended by Executive Order 11375, and the applicable regulations, 41 C.F.R. Subsection 60-1, et seq. (Non-discrimination in employment by non-exempt government contractors and subcontractors; if the contract is for \$50,000.00 or more and Contractor has 50 or more employees, Contractor agrees to develop a written affirmative action program for each of its establishments, pursuant to 41 C.F.R. Section 60-1.40 through Section 60-1.47 and/or 41 C.F.R. Section 60-2.1 through Section 60-2.32);
  - b. Section 402, Vietnam Era Veterans Readjustment Assistance Act of 1974 and the applicable regulations, 41 C.F.R. Subsection 60-250, et seq. {Requires government contractors and subcontractors: (1) to invite all disabled Veterans and Veterans of the Vietnam Era who wish to benefit under the contractor's affirmative action program to voluntarily identify themselves and provide information that will be kept confidential and used only in accordance with the Act and regulations [41 C.F.R. Section 60-250.5(d)]; and (2) to take affirmative action to employ and advance in employment qualified disabled Veterans and Veterans of the Vietnam era};
- 3. If this contract is for \$2,500.00 or more, Contractor agrees to incorporate herein by reference and comply with Section 503 of the Rehabilitation Act of 1973, as amended, and applicable regulations, 41 C.F.R. Section 60-741 et seq. {Requires government contractors and subcontractors (a) to invite applicants and employees who believe they are qualified handicapped persons covered by the Act and wish to benefit under the contractor's affirmative action program to voluntarily identify themselves with the understanding that such information shall be kept confidential and used only in accordance with the Act and applicable regulations [41 C.F.R. Section 60-741.5(c)(1)]; and (b) to take affirmative action to employ and advance in employment qualified handicapped individuals}.
- 4. Contractor certifies that it does not and will not maintain or provide for its employees any facilities which are segregated

- by race, color, religion or national origin, or permit its employees to perform any services at any location, under its control, where segregated facilities are maintained and Contractor will obtain a similar certification for all non-exempt subcontracts, as required by 41 C.F.R. Section 60-18.
- 5. Contractor certifies that none of its employees who perform work pursuant to this contract or who may hereafter do so pursuant to this contract are or will be unauthorized aliens as defined in the Immigration Reform and Control Act of 1986 ("IRCA"), 38 U.S.C.A. as amended, §2011, et seq., and Contractor certifies further that it complies with said statute and the implementing regulations. Contractor further agrees to obtain a certification from its contractors performing work related to this contract that none of their employees are unauthorized aliens as defined by IRCA and that such contractors comply with the statute.

#### EXHIBIT "F"

#### GAS BALANCING AGREEMENT FORM

Attached to and made a part of Arrowhead Grayburg Unit, Chevron U.S.A. Inc., as Unit Operator, Lea County, New Mexico

In consideration of each party's right to share proportionately in cumulative gas production and of the covenants and agreements herein contained to be kept and performed by each of the parties hereto, the undersigned agree as follows:

#### 1. EFFECTIVE DATE

The effective date of this Agreement shall be the same as the effective date of the above referenced Unit Operating Agreement, unless otherwise specified herein.

#### 2. GENERAL RIGHTS

#### (a) Right to Take Full Share of Gas

Each party to the above referenced Unit Operating Agreement has specific rights relating to the taking and disposition of gas (including casinghead gas) produced, including the right to take in kind its share of gas produced from the applicable area and to market or otherwise dispose of same. At any time while said Unit Operating Agreement is in effect, in the event any party is not at any time taking or marketing its share of gas or has contracted to sell its share thereof to one or more purchasers who do not take the party's full share of gas, then the terms of this Agreement shall automatically become effective. Nothing in this Agreement shall deny any party the right to perform any deliverability tests (at that party's sole cost) which may be required under the terms of any contract between such party and its gas purchaser.

#### (b) Right of Parties to Take and Produce all Gas

All gas produced from and after the effective date of this Agreement may be utilized or sold by the parties having a use or market for such gas. During any time period in which a party hereto has no market or use for its share of gas or during which its purchaser does not take its full share of gas, then each of the other parties hereto shall be entitled to take, and use or deliver to gas purchasers all such gas. In such event, the parties having a use or market for gas shall be entitled to require that the Operator produce such gas at the maximum efficient production rate assigned to the unit or that which may be from time to time permitted by the regulatory body having jurisdiction, but in no event in excess of the highest rate at which gas can be efficiently produced without causing damage to the well, equipment, pool or formation or resulting in an excessive decline or loss of reservoir energy.

#### (c) Basis for Balancing of Production

All balancing shall be made on a wet stream gas basis. Wet Gas is defined as all elements, compounds and mixtures thereof contained in the effluent vapor stream as produced from a well, excluding separator liquids removed by Unit Operator. The provisions of this Agreement shall be applicable to the entire unit covered by the Unit Operating Agreement.

#### 3. PRODUCTION BALANCING PROCEDURES

#### (a) Notices Regarding Gas to be Taken

Prior to the date a party commences initial sale or utilization of gas hereunder, and prior to any resumption thereof following a period during which such party neither sold nor utilized such gas, and prior to any substantial increase in the portion of its share of gas to be sold or utilized by any party to this Agreement, such party shall notify in writing at least thirty (30) days in advance, the Unit Operator and all overproduced parties as shown on the most current monthly balancing statement furnished by the Unit Operator. Such notice shall state the date of such commencement, resumption or increase and the identity of the pipeline connection.

#### (b) Underproduced Parties' Gas

Each party not taking or marketing its full share of gas shall be credited, on a cumulative basis, with an amount of gas in storage in the reservoir equal to its full share of gas produced under the terms

of this Agreement, less such party's share of gas used in lease operations, vented or lost, and less any gas taken by such party or delivered to its purchaser. Such a party, which has an overall cumulative underproduction as described herein, shall be referred to in this Agreement as an underproduced party.

#### (c) Gas Utilization and Balancing Statements

During the term hereof each party hereto shall, on a monthly basis within thirty (30) days following the end of each calendar month, furnish or cause to be furnished to the Unit Operator a statement showing the volume of gas sold and/or utilized by said party during the immediately preceding month. The Unit Operator in turn shall, not later than forty-five (45) days following the end of each calendar month furnish to each party a monthly balancing statement showing the status of the over and short accounts for gas utilization by all of the parties, based upon the Unit Operator's records and most current monthly statements furnished by the parties hereto.

#### (d) "In-Kind" Balancing of Gas Production Accounts

Subject to the restrictions hereinafter contained, each underproduced party shall have the right at any time and from time to time to request and take that percentage as stated below of its proportionate share of the current gas production from the unit to "in-kind" balance its gas production account.

#### (1) Notification to Unit Operator and Overproduced Parties

The request of an underproduced party to take gas in addition to its proportionate share to balance its account shall be given in writing, in accordance with the notice provisions of this Agreement, at least thirty (30) days in advance to the Unit Operator and to all those parties identified as being overproduced on the most current monthly balancing statement provided by the Unit Operator. If an overproduced party is not so notified in accordance with the notice provisions of this Agreement of an underproduced party's request to take additional volumes of gas, which notice shall be in addition to any other notice required under this Agreement, said overproduced party's allocation shall not be affected by such a request.

#### (2) "Peak" and "Offpeak" Balancing Limitations

Subject to Paragraph 3.(e) hereof, upon giving the hereinabove required notices, each underproduced party shall, in addition to its proportionate share of gas from the unit, be entitled to produce and take during any "peak" month an amount of gas equal to one hundred twenty percent (120%) [or during any "offpeak" month an amount of gas equal to one hundred fifty percent (150%)] of the underproduced parties' proportionate share of gas production therefrom. For purposes of this Agreement, "peak" months shall be the months of November, December, January, February and March, and "nonpeak" months shall be all other months of the year. During "peak" months, any overproduced party, at its sole option, may make available to any underproduced party or parties, gas in excess of the additional one hundred twenty percent (120%) provided for hereinabove.

#### (3) Maximum Gas Available for "In-Kind" Production Balancing

The rights of each underproduced party to take gas in addition to its proportionate share for purposes of balancing its production account shall be subordinate to the right of each overproduced party to take, during any calendar month, a volume of gas not less than sixty-six and two-thirds percent (66-2/3%) of such overproduced party's share of gas from the unit.

### (e) Production Balancing by Multiple Underproduced Parties

If at any time more than one underproduced party is taking in excess of its share of gas from the unit in order to balance its gas production account, then in that event each of the underproduced parties shall be entitled to a share of the gas production therefrom, made available by the overproduced party or parties in the ratio that the underproduction of each such underproduced party bears to the total underproduction of all such underproduced parties.

#### (f) Order of Balancing

All "in-kind" balancing of production accounts shall be on such basis that additional volumes of gas taken by an underproduced party shall

be first credited against each overproduced party's oldest unbalanced overproduction, unless otherwise agreed by the underproduced and overproduced parties involved.

#### 4. SHARING LIQUIDS AND CONDENSATES

The parties hereto shall share in and own all liquid hydrocarbons recovered from such gas by lease separators and traps in accordance with their respective interests and subject to the Unit Operating Agreement to which this Agreement is attached or to which reference is made herein. Condensates and liquids recovered by other means, including but not limited to liquids recovered as a result of processing gas in gas plants or use of refrigeration units, shall be owned by the party taking the gas from which such liquids are recovered.

#### 5. CASH BALANCING PROCEDURES

#### (a) General Provisions

#### 1. Method and Basis of Cash Balancing

In making any cash balancing settlement of production accounts hereunder each underproduced party will be paid a sum of money by each overproduced party as hereinafter provided, with the Unit Operator acting as the conduit for all such payments between the parties. Because gas prices tend to fluctuate, it is agreed that any underproduction credit against any overproduced party shall be credited against the overproduction of such party in the order of accrual. Each underproduced party will be paid a sum of money by the overproduced party equal to the amount received by such overproduced party for the overproduction including adjustment for BTU content and revenue, if any, due to liquids saved and sold as a part of the settlement price less costs accrued off lease and borne by the overproduced party in marketing, treating, processing, transporting, gathering, compressing, dehydrating or storing said gas and less all applicable taxes paid by such overproduced party or parties. In no event shall the overproduced party be required to make a cash settlement at a price greater than the amount it received, less the aforementioned deductions. Payments by each overproduced party to the Unit Operator shall be made within thirty (30) days following the issuance by the Unit Operator of the final balancing statement upon which settlement of over and short accounts is to be made hereunder. Payments by the Unit Operator to underproduced parties shall be made within thirty (30) days after its receipt of all such payments from all overproduced parties. Except to the extent of any Operator's the Unit Operator as an underproduced party, the Unit Operator shall be merely a stakeholder as to payments made to it by overproduced parties for transfer to underproduced parties and Unit Operator shall have no ownership interest in such funds.

#### (2) Valuation where not all Overproduced Gas was Sold

In the event an overproduced party sells only part of the gas taken by such party then for the purpose of any cash balancing, gas taken but not sold by such overproduced party shall be valued at the sales price received, less the aforementioned deductions, for gas sold by such party during the month in which such overproduction occurred.

#### (3) Valuation of Overproduced Gas Sold Under Multiple Contracts

In the event an overproduced party has sold gas under more than one contract, payment to any underproduced party therefor shall be on the basis of the volume weighted average price received by the overproduced party under all such contracts.

#### (4) Valuation of Overproduced Gas where none was Sold

During periods in which an overproduced party took all its gas and made no sales, the gas shall be valued for the purposes of this provision at the lesser of the price such overproduced party could have received for such gas if it had been actually sold and delivered under such overproduced party's gas contract, if any, or the volume weighted average price received for simultaneous sale from the unit made by other parties to this Agreement. In the event an overproduced party took gas during a period when it did not have a gas contract and when no other party to this Agreement took gas from the unit, then such gas shall be valued at the Market Value for similar gas. "Market Value" shall mean the weighted average of the interstate and intrastate wellhead

spot sales prices covering the first full week of the month for the area from which the production occurred as set forth in the "Gas Price Trends" section of Natural Gas Week, published by The Oil Daily, Inc. (or any successor to such section or publication), or a mutually agreeable similar gas price publication should the same either 1) fail to include prices necessary to calculate Market Value or 2) cease to be published.

#### (5) Monies Subject to Refund Under Regulatory Order

If any portion of a price used to determine value or "Market Value" is or has been collected subject to refund upon order of the Federal Energy Regulatory Commission (FERC) or other regulatory agency having jurisdiction thereover, unless the underproduced party furnishes a corporate undertaking agreement or indemnity bond acceptable to the overproduced party to hold the overproduced party harmless from financial loss, including interest at FERC prescribed rates, due to action by the FERC, then that portion of the price subject to refund shall be withheld by the overproduced party and shall not be paid unless and until such refundable portion of said price is ultimately approved by the FERC and no longer subject to further appeal.

#### (b) Final Cash Balancing

Should production of gas from unit be permanently discontinued at a point in time when the parties hereto are not in balance, then in that event upon issuance by the Unit Operator of the final balancing statement for the unit, a cash settlement will be made between the underproduced and overproduced parties according to the terms and on the basis hereinabove provided.

#### 6. PAYMENT OF ROYALTIES, PRODUCTION TAXES AND OPERATING EXPENSES

#### (a) Royalties

Unless otherwise required by any State or Federal law or regulation, each party hereto will pay royalties on gas production to the respective royalty owners to whom they are accountable and in accordance with their respective agreements with those royalty owners, just as if each party were taking or delivering to a purchaser its share, and only its share, of total gas production. The term "royalty" shall include royalties, overriding royalties, production payments, net profits interests, carried working interests, and any similar burdens.

#### (b) Production Taxes

Unless otherwise required by any State or Federal law or regulation, each party producing and taking or delivering gas to its purchaser, or otherwise disposing of gas, shall pay any and all production taxes due on such gas.

#### (c) Operating Expenses and Operator's Lien

Operating expenses are to be borne as provided in the Unit Operating Agreement to which this Agreement is attached regardless of whether all parties are selling or using gas or whether the sales and use of each are in proportion to percentage ownership. Nothing in this Agreement shall alter or diminish any lien rights granted to Unit Operator by the Unit Operating Agreement to which this Agreement is attached.

#### 7. RECORDS REQUIREMENTS AND AUDIT RIGHTS

#### (a) Records Retention

Each party shall maintain, in accordance with accepted accounting methods, standards and procedures, and for the purposes of the herein referenced audit or audits, accurate and complete records for the unit on volumes of gas sold or utilized, BTU content, prices received and all other matters necessary or relevant to ensuring a balancing of production accounts in accordance with the provisions, purposes and intent of this Agreement. No party shall be required to retain volume charts for any period in excess of two (2) years from the date of production. Except as otherwise provided herein, such records shall be kept by each party as to its cumulative production until two (2) years after all parties have agreed to or accepted the balancing of production accounts.

#### (b) Audits by Underproduced Parties

Subject to the provisions hereinafter set out, at any time, and from

time to time, any party shall have the right to designate a representative to audit the Unit Operator's and any or all overproduced parties' records pertaining to gas sold or utilized by such overproduced party or parties during the time or times such overproduction occurred, which records shall include, but shall not be limited to, information on the volumes and values received by the overproduced party or parties, including pricing provisions in sales contracts of overproduced parties.

#### 8. TERMINATION

This Agreement shall terminate when gas production from all formations covered by the Unit Operating Agreement has been permanently discontinued and all gas production accounts have been balanced according to the provisions of this Agreement, or when the Unit Operating Agreement terminates, whichever is later.

#### 9. INDEMNITY

Each party hereby agrees to indemnify, defend and hold harmless the other parties hereto against all liability and claims which may be asserted by third parties who now or hereafter stand in a contractual relationship with such indemnifying party arising out of the operation of this Agreement or activities of the indemnifying party under its provisions, and further agrees to save the other parties hereto harmless from all judgments or damages sustained and costs incurred, including attorneys fees, in connection therewith.

#### 10. SUCCESSION AND ASSIGNMENT

#### (a) Notification of Transferee

The terms, covenants and conditions of this Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, representatives, successors and assigns. The parties hereto agree to give notice of the existence of this Agreement to any successor in interest and make any transfer of any interest subject both to the Unit Operating Agreement and to the terms of this Agreement. Unless prior to such transfer a cash settlement has been made as to all unbalanced production from the unit subject to the transfer of interest, any transfer by an overproduced party of all or any part of its interest therein shall expressly provide for full assumption by the transferee of all then existing obligations of the transferor to underproduced parties, including all unsatisfied cash settlement obligations for overproduction. Such assumption by the transferee shall not relieve the transferor of any obligations for transferor's unbalanced overproduction nor shall the failure or omission of any underproduced party to require a cash settlement in accordance with this Agreement constitute a waiver of such party's rights to a balancing of such underproduction in accordance with this Agreement.

#### (b) Notice to Parties and Optional Cash Balancing

Upon any sale, assignment or other disposition, hereinafter called "transfer", by an overproduced party (other than through mergers or reorganizations) of all or any part of its interest in the unit, such party shall give notice thereof to the Unit Operator and to all underproduced parties at least ninety (90) days prior to the anticipated closing date of the transfer. Each underproduced party so notified shall have until thirty (30) days prior to the later of the anticipated closing date or the actual closing date of the transfer within which to notify the overproduced party of its election to receive a cash settlement for its share of the overproduced party's overproduction on the same basis as though the unit subject to the transfer of interest had permanently ceased production. In the event the overproduced party making the transfer should fail to notify an underproduced party as required above, then any underproduced party not so notified shall have a lien upon the interest transferred in the amount of the cash settlement to which the underproduced party would otherwise have been entitled, which lien shall be subordinate only to any valid Operator's lien provided for in the Unit Operating Agreement to which this Agreement is attached, and which lien shall not be in lieu or waiver of any other legal rights of such underproduced party, who shall have a cause of action against and be entitled to recover from such overproduced party and his transferee, or either of them, such cash settlement amount, plus costs, attorney's fees and interest at the highest legal rate from the date of the transfer, in addition to exercising rights under the lien herein granted.

#### 11. NOTICES

All requests and notices hereunder shall be given separately as to each

matter for which the same is required, in writing, within the time limits specified, by certified mail return receipt requested, postage prepaid and properly addressed to the party to whom the request or notice is to be directed at the address shown in the Schedule of Addresses attached hereto. In the event any party fails or omits to specify an address for receipt of such requests and notices, then any such request or notice shall be effective if given at the address for that party as shown in the Unit Operating Agreement which this Agreement is attached, or any Ratification and Joinder of said Agreement to and if no such address is shown in the Unit Operating Agreement or Ratification, then at the address for such party as shown in the records of the Unit Operator. Requests or notices shall be deemed given upon the date the same is deposited in the United States Mail as hereinabove provided.

Any party hereto may designate a different address for the receipt of requests or notices by advising the other parties hereto of such change of address in writing in the same manner as that designated for giving requests and notices above. All parties may rely upon a certified mail return receipt as conclusive evidence of the giving of any request or notice transmitted therewith.

#### 12. CAPTIONS AND HEADINGS

The captions and headings used in this Agreement are included only for the convenience of the parties and shall not be deemed to limit, increase or control the meaning or interpretation of the provisions of this Agreement.

#### SCHEDULE OF ADDRESSES

#### GAS BALANCING AGREEMENT FORM

Attached to and made a part of that Unit
Operating Agreement dated 11-19-90
Arrowhead Grayburg Unit
Lea County, New Mexico

For notices of intent to make-up gas or gas in-kind, the following address applies:

Chevron U.S.A. Inc. Attn: Gas Engineering P. O. Box 1150 Midland, Texas 79702

For Balancing Statements issued by the Unit Operator and Production Volume Statements issued by Purchasers, the following address applies:

Chevron U.S.A. Inc. P. O. Box J, Section 726S Concord, CA 94524

# EXHIBIT "G" DEMAND WELLS ATTACHED HERETO AND MADE A PART OF THE ARROWHEAD GRAYBURG UNIT, CHEVRON U.S.A. INC., AS UNIT OPERATOR, LEA COUNTY, NEW MEXICO

NEW	OLD		LITAT T				
	# TRACT #	<u>LEASE</u>	WELL NUMBER	UNIT	SECTION	CATION TOWNSHIP	RANGE
2	2	Tombhaut B. 1		<del></del>	_		
2. – 2	2 2	Lockhart B-1 Lockhart B-1	1 2	SW4 NW4 SE4 NW4	1	22-s 22-s	36-E 36-E
2	2	Lockhart B-1	3	NW4 SE4	1	22-5 22-5	36-E
2	2	Lockhart B-1	5	SW4 SE4	ī	22-S	36-E
2	2	Lockhart B-1	7	SW4 NE4	1	22 <b>-</b> S	36-E
2 3	2 3	Lockhart B-1	8	SE4 NE4	1	22-s	36-E
5	5	C. J. Saunders State A AC 2	2 13	Lot 4 NE4 NE4	1 11	22-s 22-s	36-E 36-E
5	5	State A AC 2	16	NE4 SE4	11	22-S	36-E
5	5	State A AC 2	17	SE4 NE4	11	22-s	36-E
13	6	Graham State (NCT-J)	1	NW4 NE4	25	21-S	36-E
14a 14a	7a 7a	McDonald State McDonald State	12 13	NW4 NE4 NE4 NW4	13	22-S	36-E
14a	7 <b>a</b>	McDonald State	14	NW4 NW4	13 13	22-s 22-s	36-E 36-E
14a	7a	McDonald State	22	NW4 SE4	13	22-S	36-E
7	8	New Mexico M State	5	Lot 1	19	22-S	37-E
7	8	New Mexico M State	6	NW4 NE4	19	22-S	37-E
7 8	8 9	New Mexico M State State PA	8 4	NE4 SE4	18	22-S	37-E
15a	11a	State D DE	1	NE4 SW4 SW4 SE4	18 36	22-s 21-s	37-E 36-E
10	12	State M	ī	SW4 SW4	36	21-S 21-S	36-E
10	12	State M	2	NW4 SW4	36	21-s	36-E
11	13	State N	2	NE4 SW4	2	22-s	36-E
11 12	13	State N	3	NW4 SW4	2	22-s	36-E
12	14 14	State 157 D State 157 D	1 11	NW4 SW4 NW4 SE4	12	22-S	36-E
6	15	State J 2	1	Lot 2	12 2	22-s 22-s	36-E 36-E
6	15	State J 2	2	NE4 SE4	2	22-S	36-E
6	15	State J 2	3	SE4 NE4	2	22-S	36-E
6	15 15	State J 2	4	Lot 1	2	22-S	36-E
6 6	15 15	State J 2 State J 2	5 6	SE4 SE4	2	22-S	36-E
6	15	State J 2	9	SW4 SE4 SW4 NE4	2 2	22-s 22-s	36-E 36-E
6	15	State J 2	11	Lot 3	2	22-S	36-E
16	16	W. A. Ramsay (NCT-A)	4	SE4 SE4	35	21-S	36-E
16	16	W. A. Ramsay (NCT-A)	5	NE4 SE4	35	21-S	36-E
16 16	16 16	W. A. Ramsay (NCT-A)	8	NW4 SE4	35	21-s	36-E
16	16	W. A. Ramsay (NCT-A) W. A. Ramsay (NCT-A)	9 10	SW4 NE4 NE4 SW4	35 35	21-S 21-S	36-E 36-E
16	16	W. A. Ramsay (NCT-A)	11	NE4 NE4	35	21-S 21-S	36-E
16	16	W. A. Ramsay (NCT-A)	16	SE4 NW4	35	21-S	36-E
16	16	W. A. Ramsay (NCT-B)	4	SE4 NE4	25	21-S	36-E
16 17	16 17	W. A. Ramsay (NCT-B)	5	SW4 NE4	25	21-s	36-E
17	17	Harry Leonard (NCT-C) Harry Leonard (NCT-C)	1	SE4 SW4 NE4 SW4	36 36	21-S 21-S	36-E
17	17	Harry Leonard (NCT-C)	2 3	SW4 NW4	36	21-S 21-S	36-E 36-E
17	17	Harry Leonard (NCT-C)	5	NE4 NW4	36	21-s	36-E
17	17	Harry Leonard (NCT-C)	6	SE4 NW4	36	21-S	36-E
17	17	Harry Leonard (NCT-C)	20	NW4 NW4	36	21 <i>-s</i>	36-E
20 21	20 21	Kingwood Sandy	2	SW4 SE4	25 25	21-S	36-E
21	21	Sandy	1 2	NE4 SE4 SE4 SE4	25 25	21-S 21-S	36-E 36-E
22	22	H. T. Mattern (NCT-D)	2	SW4 NW4	7	21-5 22-5	37-E
22	22	H. T. Mattern (NCT-D)	4	NW4 NW4	7	22-S	37-E
22	22	H. T. Mattern (NCT-E)	1	NW4 SW4	1	22-S	36-E
22	22	H. T. Mattern (NCT-E)	2	NE4 SW4	1	22-S	36-E
22 22	22	H. T. Mattern (NCT-E)	3	NW4 NW4	12	22-S	36-E
22	22 22	H. T. Mattern (NCT-E) H. T. Mattern (NCT-E)	<b>4</b> 6	SW4 SW4 SE4 NW4	1 12	22-S	36-E
22	22	H. T. Mattern (NCT-E)	7	SE4 NW4 SW4 NE4	12	22-S 22-S	36-E 36-E
22	22	H. T. Mattern (NCT-E)	ģ	NE4 NW4	12	22-S	36-E
22	22	H. T. Mattern (NCT-E)	12	NE4 NE4	12	22-5	36-E
22	22	H. T. Mattern (NCT-F)	1	Lot 1	1	22-S	36-E
22 24b	22 245	H. T. Mattern (NCT-F)	2	Lot 2	1	22-S	36-E
24b 26a	24b 26a	Mattern A. L. Christmas (NCT-C)	2 8	NE4 SW4	7 18	22-S	37-E
2 va	2 4 3	D. Chilachas (NCI-C)	9	NE4 NE4	19	22-S	37-E

#### EXHIBIT "H"

ATTACHED TO AND MADE A PART OF THAT CERTAIN OPERATING AGREEMENT DATED 11-19-90 BETWEEN CHEVRON U.S.A. INC., AS UNIT OPERATOR AND OTHER PARTIES SIGNATORY HERETO, AS NON-OPERATORS.

### NOTICE OF UNIT OPERATING AGREEMENT LIEN AND SECURITY AGREEMENT

STATE OF NEW MEXICO

COUNTY OF LEA

WHEREAS, a Unit Operating Agreement dated 11-19-90 has been entered into between Chevron U.S.A. Inc. as Unit Operator, and Conoco Inc., et al as non-operating Working Interest Owners under and by virtue of which the parties to said Agreement, as respective owners of the following described oil and gas leasehold interests and unleased mineral interests situated in Lea County, New Mexico, to-wit:

Those lands described in Exhibit "B" of the Unit Agreement as referenced in Article 1 in the Unit Operating Agreement

have agreed with respect to the exploration, development, and operation of their said interests, insofar as said interests pertain to the following described land (hereinafter called Unit Area) in Lea County, New Mexico, to-wit:

Limited in depths as to the Unitized Formation as set out in Section 1(h) of the Unit Agreement.

AND, WHEREAS, the Gas Balancing Agreement attached to and made a part of the above mentioned Unit Operating Agreement provides in part for certain lien priorities in favor of underproduced parties in the above referenced property, to-wit:

Upon any sale, assignment or other disposition, hereinafter called "transfer", by an overproduced party (other than through mergers or reorganizations) of all or any part of its interest in the Unit, such party shall give notice thereof to the Unit Operator and to all underproduced parties at least ninety (90) days prior to the anticipated closing date of the transfer. Each underproduced party so notified shall have until thirty (30) days prior to the later of the anticipated closing date or the actual closing date of the transfer within which to notify the overproduced party of its election to receive a cash settlement for its share of the overproduced party's overproduction on the same basis as though the Unit subject to the transfer of interest had permanently ceased production. In the event the overproduced party making the transfer should fail to notify an underproduced party as required above, then any underproduced party not so notified shall have a lien upon the interest transferred in the amount of the cash settlement to which the underproduced party would otherwise have been entitled, which lien shall be subordinate only to any valid Operator's lien provided for in the Unit Operating Agreement to which this Agreement is attached, and which lien shall not be in lieu or waiver of any other legal rights of such underproduced party, who shall have a cause of action against and be entitled to recover from such overproduced party and his transferee, or either of them, such cash settlement amount, plus costs, attorney's fees and interest at the highest legal rate from the date of the transfer, in addition to exercising rights under the lien herein granted.

WHEREAS, it is the intent of the parties to file the Unit Operating Agreement in the records of Lea County, New Mexico,

NOW, THEREFORE Chevron U.S.A. Inc., as Unit Operator under the above referenced Unit Operating Agreement and Conoco Inc., et al, as Non-Operator do hereby grant to each other those rights under the said Agreements regarding lien priorities upon the property described above insofar as said parties' property is covered by the terms of the Unit Operating Agreement and Gas Balancing Agreement outlined herein.

A carbon, photographic or other reproduction of this Notice shall be sufficient as a financing statement.

This instrument shall be binding upon all who become parties to the Unit Operating Agreement as well as their successors and assigns, whether or not named in the Unit Operating Agreement.

Attached and made part of Exhibit "H"
Arrowhead Grayburg Unit
Lea County, New Mexico