

**OVERRIDING ROYALTY INTEREST OWNER
AGREEMENT TO BECOME A PARTY TO UNIT AGREEMENT**

**SOUTHEAST MALJAMAR GRAYBURG-SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO**

Each of the persons who sign this instrument acknowledges receipt of a counterpart of an instrument entitled, "Unit Agreement and Unit Operating Agreement for the Development and Operation of the Southeast Maljamar Grayburg-San Andres Unit, Maljamar Field, Lea County, New Mexico," dated May 2, 1966, for the purpose of conducting Unit Operations with respect to the Grayburg and San Andres Formation underlying the following described Unit Area:

NEW MEXICO PRINCIPAL MERIDIAN, NEW MEXICO

Township 17 South, Range 33 East

Section 29: all except NE/4 NE/4

Section 30: NE/4, N/2 SE/4, SE/4 SE/4

Section 30: SW/4 SE/4 *

Section 32: N/2 N/2, SE/4 NE/4 and N/2 SE/4

Section 33: NW/4 NW/4 and N/2 SW/4

* The Unit is being enlarged to include this tract. Please see the Revised Exhibit "A", "B", and "C" to the Unit Agreement.

Situated in Lea County, New Mexico, containing 1,320 acres, more or less.

The Unit Agreement provides that any person defined in the Unit Agreement as a Royalty Owner may become a party to the Agreement by signing the original, a counterpart, or other instrument that evidences an intention to be bound by the terms of both Agreements.

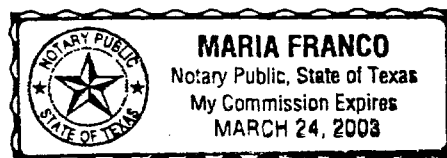
NOW, THEREFORE, each of the persons who sign this instrument hereby agree to become a party to, and be bound by provisions of the Unit Agreement as if they had signed the original Agreement and agree that the parties to the Unit Agreement are those that sign the original Agreement, any counterpart or any instrument that evidences an intention to be so bound.

Executed as of the 30 day of January, 2001.

ROYALTY OWNER

Bill Bunting

X STATE OF Texas §
COUNTY OF Ector §



Before me, the undersigned authority, on this day personally appeared Bill Bunting known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 30 day of January, 2001.

My Commission Expires:

3/24/03

Maria Franco
Notary Public

**OVERRIDING ROYALTY INTEREST OWNER
AGREEMENT TO BECOME A PARTY TO UNIT AGREEMENT**

**SOUTHEAST MALJAMAR GRAYBURG-SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO**

Each of the persons who sign this instrument acknowledges receipt of a counterpart of an instrument entitled, "Unit Agreement and Unit Operating Agreement for the Development and Operation of the Southeast Maljamar Grayburg-San Andres Unit, Maljamar Field, Lea County, New Mexico," dated May 2, 1966, for the purpose of conducting Unit Operations with respect to the Grayburg and San Andres Formation underlying the following described Unit Area:

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NOW, THEREFORE, each of the persons who sign this instrument hereby agree to become a party to, and be bound by provisions of the Unit Agreement as if they had signed the original Agreement and agree that the parties to the Unit Agreement are those that sign the original Agreement, any counterpart or any instrument that evidences an intention to be so bound.

Executed as of the 17th day of January, 2001.

ROYALTY OWNER

Charles B. Dowaliby

Charles B. Dowaliby

STATE OF NM §

§

COUNTY OF Chaves §

Before me, the undersigned authority, on this day personally appeared Charles B. Dowaliby known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 17th day of January, 2001.

My Commission Expires:

3-14-2004

Bowie J. Goodale
Notary Public

**OVERRIDING ROYALTY INTEREST OWNER
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LEA COUNTY, NEW MEXICO**

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Executed as of the 17th day of January, 2001.

ROYALTY OWNER

Betty Thompson

STATE OF Texas §

§

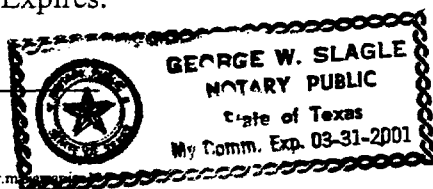
COUNTY OF Clay §

§

Before me, the undersigned authority, on this day personally appeared Betty Thompson, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

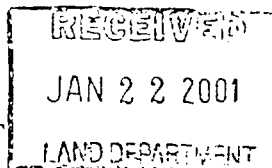
IN WITNESS THEREOF, I hereunto set my hand and official seal this 19th day of January, 2001.

My Commission Expires:



George W. Slagle
Notary Public

OVERRIDING ROYALTY INTEREST OWNER
AGREEMENT TO BECOME A PARTY TO UNIT AGREEMENT



SOUTHEAST MALJAMAR GRAYBURG-SAN ANDRES UNIT
LEA COUNTY, NEW MEXICO

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Executed as of the 18th day of January, 2001.

ROYALTY OWNER

David H. Bell
Gay B. Bell

David H. and Gay B. Bell Trust
by David H. and Gay B. Bell, Co-Trustees

STATE OF Kansas §

COUNTY OF Johnson §

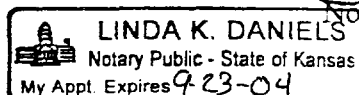
Before me, the undersigned authority, on this day personally appeared Gay B. Bell
David H. Bell,
known to me to be the person whose name is subscribed to the foregoing instrument, and
acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 18th day of
January, 2001.

My Commission Expires:

9-23-04

Linda K. Daniels
Notary Public



**OVERRIDING ROYALTY INTEREST OWNER
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Executed as of the 16th day of JANUARY, 2001.

ROYALTY OWNER

Robert H. Bunting

Robert H. Bunting

STATE OF TEXAS §

§

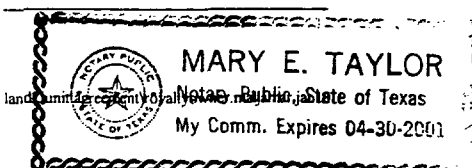
COUNTY OF CLAY §

§

Before me, the undersigned authority, on this day personally appeared ROBERT H. BUNTING, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 16TH day of JANUARY, 2001.

My Commission Expires:
APRIL 30, 2001



Mary E. Taylor
Notary Public

OVERRIDING ROYALTY INTEREST OWNER
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Executed as of the 17th day of January, 2001.

ROYALTY OWNER

James M. Dowaliby, Jr.
James M. Dowaliby, Jr.

STATE OF Connecticut §
§
COUNTY OF New Haven §

Before me, the undersigned authority, on this day personally appeared James M. Dowaliby, Jr. known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 18th day of January, 2001.

My Commission Expires:

MY COMMISSION EXPIRES APRIL 30, 2004

Shirley Giff
Notary Public

MY COMMISSION EXPIRES APRIL 30, 2004

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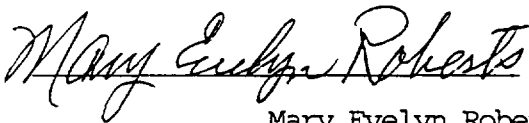
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Executed as of the 19 day of January, 2001.

ROYALTY OWNER



Mary Evelyn Roberts

STATE OF NEW MEXICO §

§

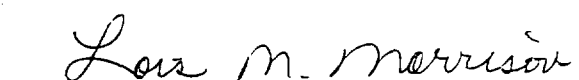
COUNTY OF CHAVES §

Before me, the undersigned authority, on this day personally appeared Mary Evelyn Roberts known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

IN WITNESS THEREOF, I hereunto set my hand and official seal this 19 day of January, 2001.

My Commission Expires:

February 1, 2003


Notary Public