

UNIT AGREEMENT
BERRYMAN-RICHFIELD UNIT
MORTON COUNTY, KANSAS

THIS AGREEMENT, entered into as of the 30th day of
September, 1974.

WITNESSETH:

WHEREAS, in the interest of the public welfare and to promote conservation and increase the ultimate recovery of Unitized Substances from the Berryman-Richfield Field, in Morton County, Kansas, and to protect the rights of the owners of interests therein, it is deemed necessary and desirable to unitize the Oil and Gas Rights in and to the Unitized Formation in order to conduct Unit Operations as herein provided, pursuant to Kansas Statutes Annotated Section 55.1301 et seq., or by unanimous approval of all Royalty Owners and all Working Interest Owners.

NOW, THEREFORE, it is provided as follows:

ARTICLE 1

DEFINITIONS

As used in this Agreement:

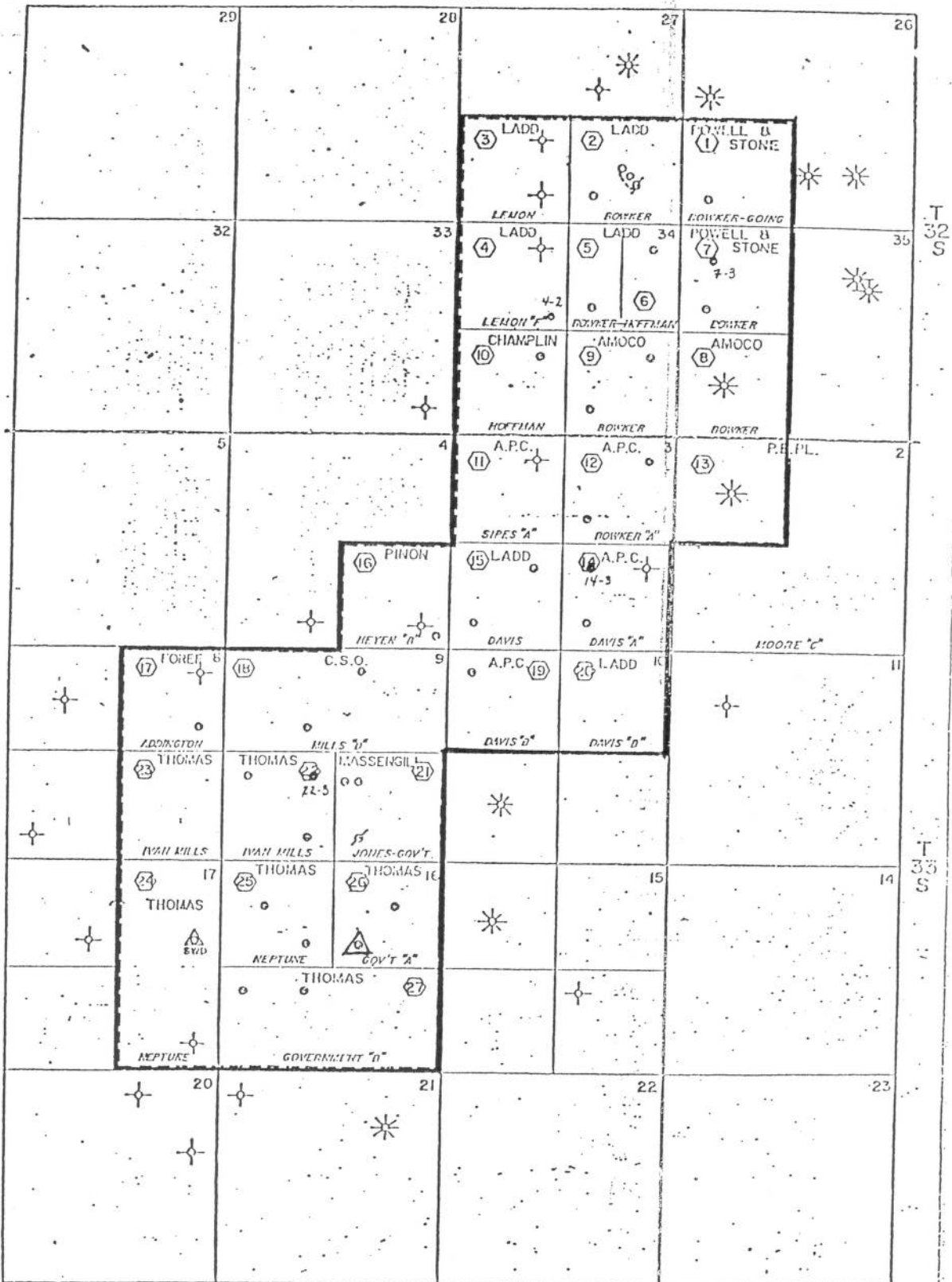
1.1 UNIT AREA is the land identified by Tracts in Exhibit A and shown on Exhibit B as to which this Agreement applies.

1.2 UNITIZED FORMATION is the subsurface portion of the Unit Area described as the same Upper Morrow formation, which is that porous, permeable hydrocarbon saturated section of the Morrow Formation and is the continuous stratigraphic interval underlying the Berryman-Richfield Unit Area and is the same formation as was encountered between the depths of 5000 feet and 5100 feet as determined from the electric log in the Ladd Petroleum Corporation No. 1 Davis, in the SW/4SW/4, Section 3, Township 33 South, Range 41 West, Morton County, Kansas.

1.3 UNITIZED SUBSTANCES are all oil, gas, gaseous substances, sulphur contained in gas, condensate, distillate, and all associated and constituent substances other than Outside Substances within or produced from the Unitized Formation.

1.4 WORKING INTEREST is an interest in Unitized Substances by virtue of a lease, operating agreement, fee title, or otherwise,

R 41 W



LEGEND

TRACT NUMBER (6)
 UNIT BOUNDARY ---
 FEDERAL LANDS 160 Ac.
 FEL LANDS 4480 Ac.
 TOTAL 4640 Ac.

SCALE
 1" = 2000'

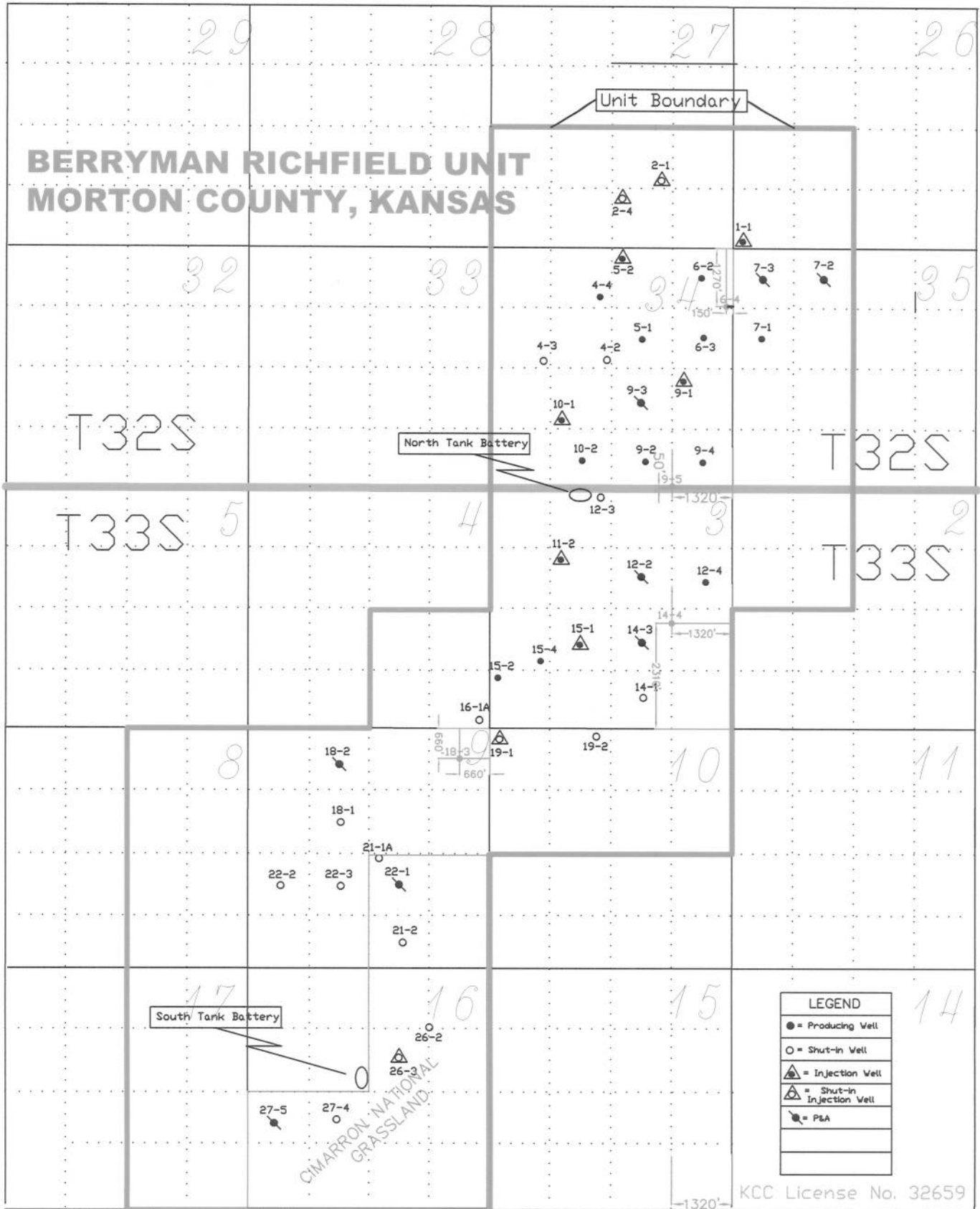
1-11-83

BERRYMAN-RICHFIELD UNIT
 MORTON CO., KANSAS

EXHIBIT "B"

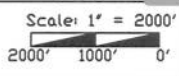
R41W

BERRYMAN RICHFIELD UNIT MORTON COUNTY, KANSAS



LEGEND	
●	= Producing Well
○	= Shut-In Well
▲	= Injection Well
▼	= Shut-In Injection Well
⊙	= P&A

KCC License No. 32659



PHOENIX PETROCOP, INC.

1600 AC Unit
1-1-2010

CIMARRON NATIONAL
GRASSLAND

For KCC Use ONLY

API # 15 - _____

IN ALL CASES PLOT THE INTENDED WELL ON THE PLAT BELOW

In all cases, please fully complete this side of the form. Include items 1 through 5 at the bottom of this page.

Operator: Phoenix PetroCorp. Inc
 Lease: Berryman Richfield Unit
 Well Number: 6-4
 Field: Richfield

Location of Well: County: Morton
 _____ feet from N / S Line of Section
 _____ feet from E / W Line of Section
 Sec. 34 Twp. 32 S. R. 41 E W

Number of Acres attributable to well: 40
 QTR/QTR/QTR/QTR of acreage: SE - SE - NE - NE

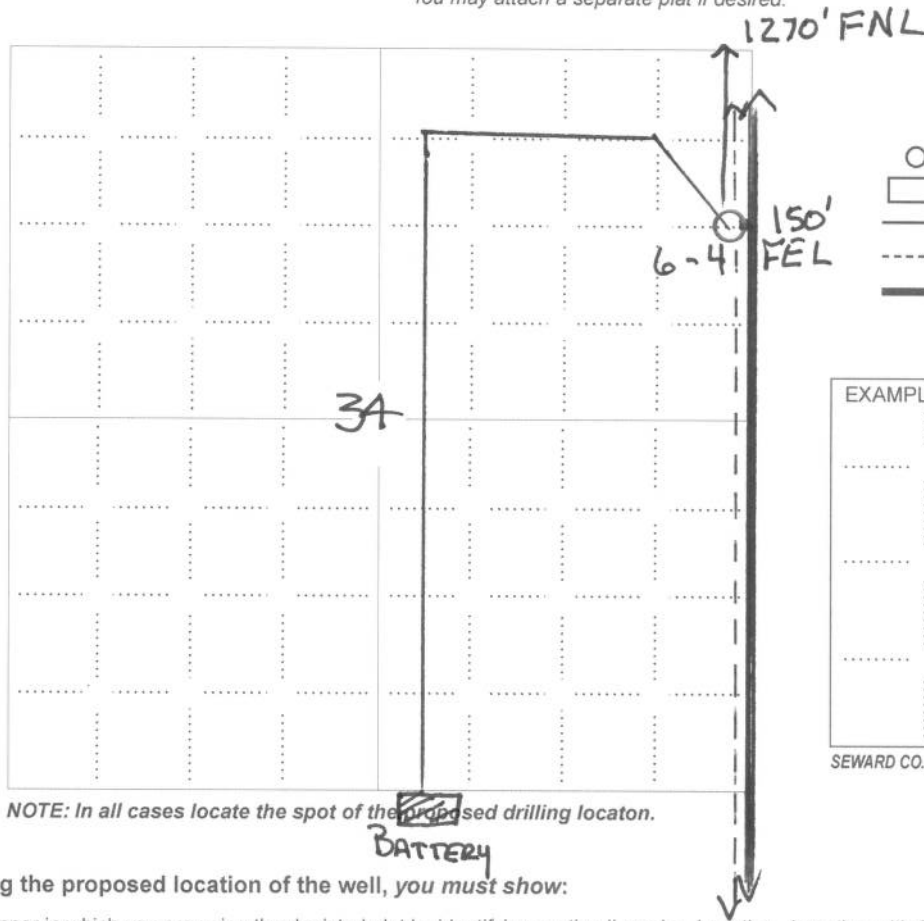
Is Section: Regular or Irregular

If Section is Irregular, locate well from nearest corner boundary.

Section corner used: NE NW SE SW

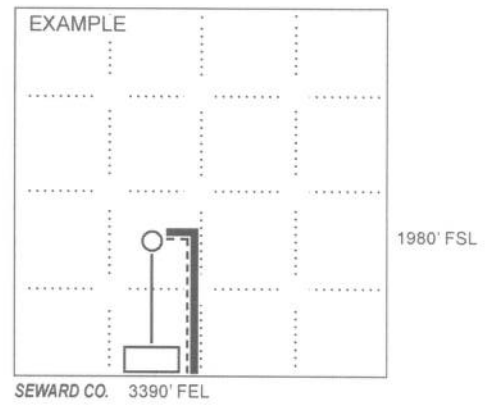
PLAT

Show location of the well. Show footage to the nearest lease or unit boundary line. Show the predicted locations of lease roads, tank batteries, pipelines and electrical lines, as required by the Kansas Surface Owner Notice Act (House Bill 2032). You may attach a separate plat if desired.



LEGEND

- Well Location
- Tank Battery Location
- Pipeline Location
- Electric Line Location
- Lease Road Location



NOTE: In all cases locate the spot of the proposed drilling location.

In plotting the proposed location of the well, you must show:

1. The manner in which you are using the depicted plat by identifying section lines, i.e. 1 section, 1 section with 8 surrounding sections, 4 sections, etc.
2. The distance of the proposed drilling location from the south / north and east / west outside section lines.
3. The distance to the nearest lease or unit boundary line (in footage).
4. If proposed location is located within a prorated or spaced field a certificate of acreage attribution plat must be attached: (CO-7 for oil wells; CG-8 for gas wells).
5. The predicted locations of lease roads, tank batteries, pipelines, and electrical lines.