

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA)

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JOHN J GARVEY
OKLAHOMA COUNTY CLERK
RECORDED AND FILED

AFFIDAVIT OF POOLING

Pursuant to Title 52 O.S., Section 87.1 (e) (1977), (1982) (Forced Pooling)

Carla Albright, Affiant of lawful age being first duly sworn, deposes and says as follows: I am employed by Fremont Energy Corporation, whose address is 3030 Northwest Expressway, Suite 1602, Oklahoma City, Oklahoma 73112, in the capacity of Landman, and further that in said capacity facilitated Fremont Energy Corporation in filing an Application to Pool and Fix and Determine Equities under Cause CD No. 950000300 dated January 27, 1995, amended by Application filed and dated February 6, 1995, and heard on February 27, 1995. Following said hearing Order No. 390572 dated March 9, 1995, resulted in the following:

To pool and adjudicate the rights and equities of the owners named in Exhibit "A" attached hereto, underlying the lands described as the NE/4 of Section 26, Township 11 North, Range 1 East, Oklahoma County, Oklahoma, for the following common sources of supply:

<u>Common Source of Supply</u>	<u>Size of Unit</u>	<u>Order No.</u>
Pennsylvanian Unconformity	160-Acre	339677
Misener	160-Acre	339677
Viola	160-Acre	339677
Wilcox	160-Acre	339677

Said owners named in Exhibit "A" attached hereto are accorded the following elections:

6.1 Participate: To participate in the development of the unit and common sources of supply by agreeing to pay such owner's proportionate part of the actual cost of the well covered hereby and by paying, as set out below, to Operator such owner's proportionate part of the estimated completed for production cost thereof, or by securing or furnishing security for such payment satisfactory to the Operator, within 20 days from the date of this Order, as follows:

Completed as a dry hole	\$217,350
Completed for production	\$299,470

provided, however, that in the event an owner elects to participate in said well by paying his proportionate part of the costs thereof and fails or refuses to pay or to secure the payment of such owner's proportionate part of the completed for production cost as set forth herein, or fails or refuses to pay or make an arrangement with the Operator for the payment thereof, all within the periods of time as prescribed in this Order, then such owner shall be deemed to have elected to accept the cash bonus as set out in paragraph 6.2 below; provided, that if an owner's interest has burdens that exceed the normal 1/8 royalty interest provided in paragraph 6.2 below, then in that event such owner shall be deemed to have accepted the option provided in paragraph 6.3 below. Thereupon, the payment of such cash bonus shall be made by Operator within 30 days after the last day of which such defaulting owner, under this Order, should have paid his proportionate part of such costs or should have made satisfactory arrangements for the payment thereof.

6.2 Cash Consideration: To accept \$70.00 per acre as a fair, reasonable, and equitable bonus to be paid unto each owner who elects not to participate in said well by paying such owner's proportionate part of the cost thereof; such cash bonus to be paid within 30 days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the entire drilling and spacing unit and the well or wells covered hereby, except for any normal 1/8 royalty interest as defined in 52 O.S., Section 87.1 (e) (1982).

6.3 Cash Consideration: In lieu of the cash bonus as set out in paragraph 6.2 above, an owner may elect to accept \$50.00 per acre plus an

NAME Fremont Energy Corp.
ADDRESS 3030 NW Expressway #1602
CITY & STATE OKC 73112

10/26

overriding royalty or excess royalty of 1/16 of 8/8 as a fair, reasonable, and equitable bonus to be paid unto each owner who elects not to participate in said well by paying such owner's proportionate part of the cost thereof; such cash bonus to be paid within 30 days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the entire drilling and spacing unit and the well or wells covered hereby, except for any normal 1/8 royalty interest as defined in 52 O.S., Section 87.1 (e) (1982); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then such excess royalty, overriding royalty, or other burden shall be charged against the 1/16 of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess.

Provided, however, in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the normal 1/8 royalty as provided for in paragraph 6.2 above, the owner of such interest shall not be entitled to the cash bonus provided in paragraph 6.2 above, but shall be required to either participate or to accept the additional royalty provided in paragraph 6.3 above, in all events such excess royalty, overriding royalty, or other payments out of production should be charged against the overriding or excess royalty, or overriding royalty, as hereinabove set forth, and same should be reduced by the amount of any such excess.

In the event any owner fails to elect within a timely manner, then such owner shall be deemed to have accepted the cash bonus as set out in paragraph 6.1 above; provided, that if an owner's interest has burdens that exceed the normal 1/8 royalty interest provided in paragraph 6.2 above, then such owner shall be deemed to have accepted the option provided in paragraph 6.3 above.

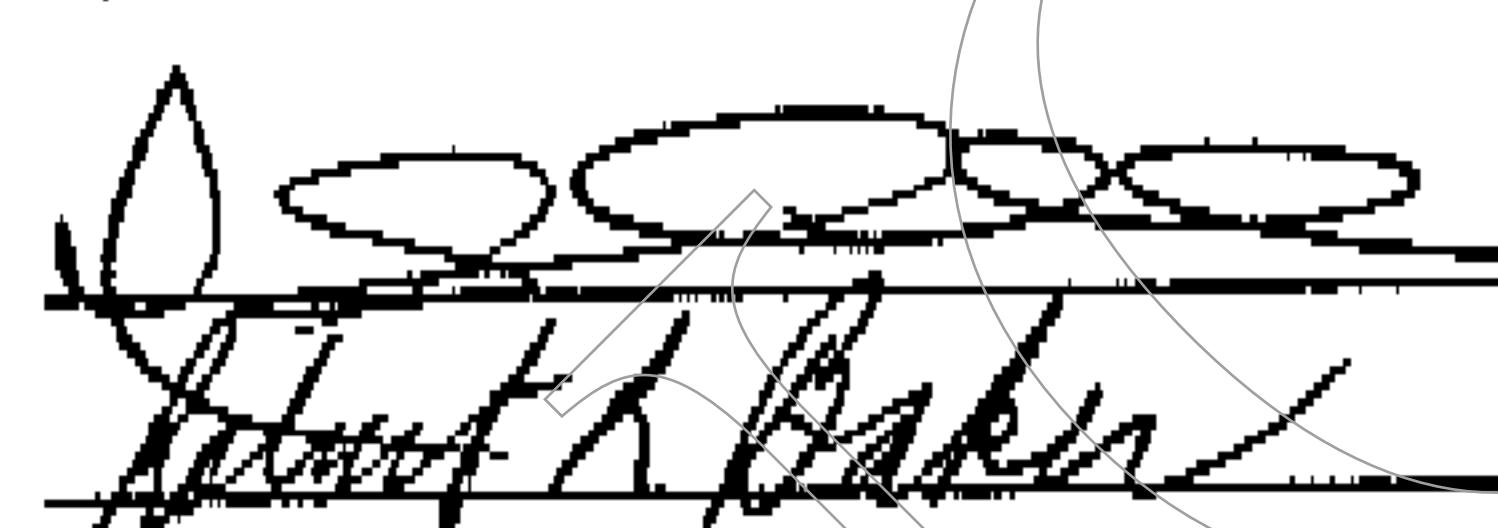
The elections as referenced above are subject to further conditions set out in Order No. 390572 filed before the Corporation Commission of the State of Oklahoma.

The Exhibit "A" attached hereto and made a part hereof reflects each owner and their election under Order No. 390572.

This Affidavit is filed to place all parties on notice of Fremont Energy Corporation's claims as stated herein.

WITNESSES

AFFIANT



Carla Albright

ACKNOWLEDGMENT

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA)

Before me, the undersigned Notary Public in and for said County and State, on this 17 day of April, 1995, personally appeared CARLA ALBRIGHT, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and conditions therein expressed.

In witness whereof, I have hereunto set my official signature and affixed my notarial seal the day and year first above written.

My commission expires:

May 23, 1995

Jeanie S. Rogers
Notary Public

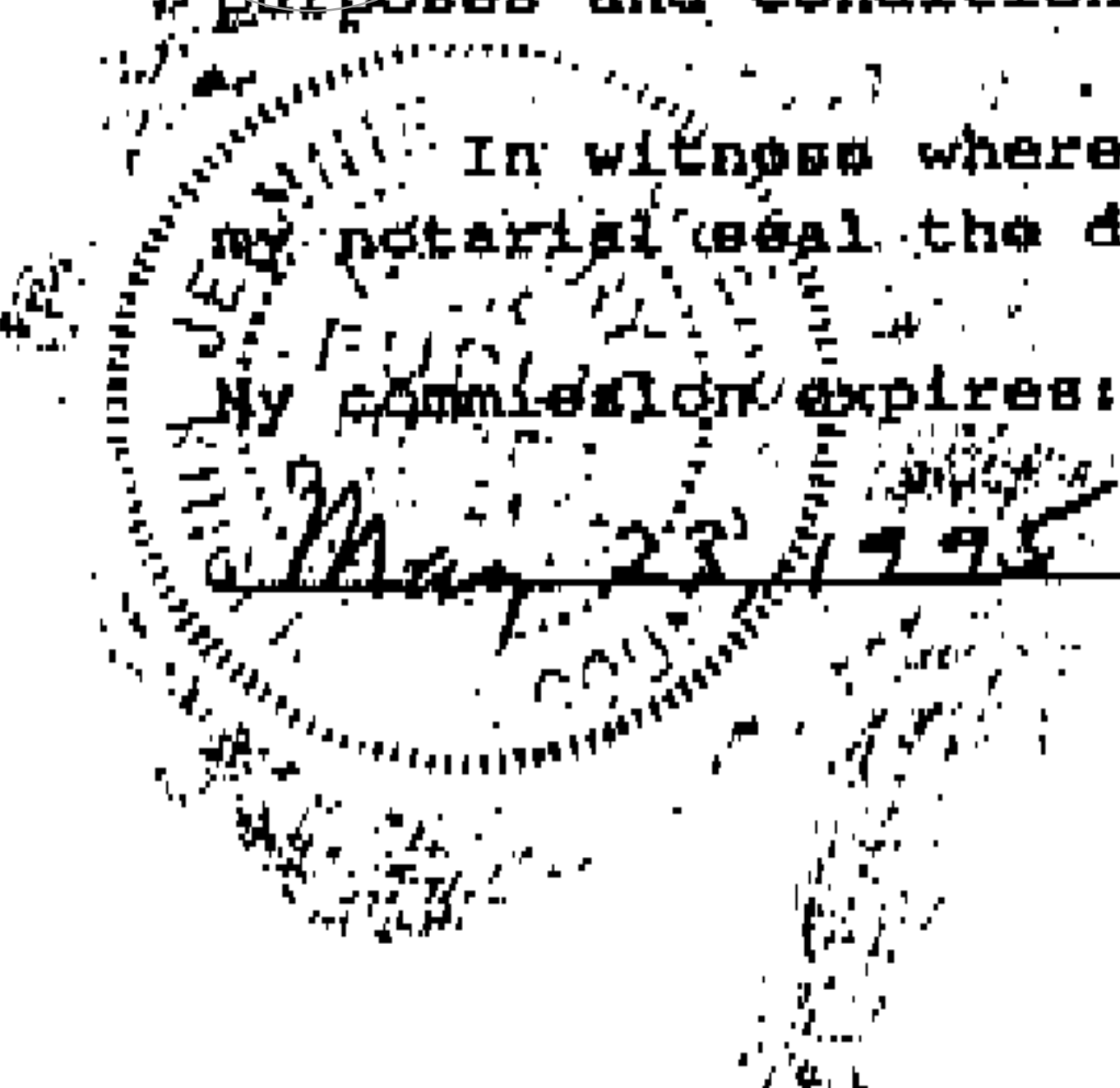


EXHIBIT "A"KNOWN PARTIES WITH CURRENT ADDRESSES

	<u>Election Paragraph Number</u>
Allphin, Dixie Smith 2905 Ware Street Little Rock, AR 72204	6.2
Bailey, Flora Ann 4324 N. Ocean Dr. #2 Fort Lauderdale, FL 33308-5026	6.2
Barnhart, James P. Barnhart, Linda L. 5612 N.W. 111 Oklahoma City, OK 73162	6.2
Barnes, Lova Smith 2905 Ware Street Little Rock, AR 72204	6.2
Board of County Commissioners 320 Robert S. Kerr Oklahoma City, OK 73102	6.3
Bozarth, Zereta Sutton & Bank of Oklahoma as Trustees under the Last Will and Testament of Howard J. Bozarth, Deceased 700 N.W. 41 Street Oklahoma City, OK 73118	6.2
Calton, Carlotta Route 3, Box 166 McCloud, OK 74851-9319	6.2
Carpenter, John R. & Cynthia R. P. O. Box 294 Newalla, OK 74857	6.2
Carson, Ardith G. 9608 Warringer Court Oklahoma City, OK 73162	6.2
Carson, Cecil H., Jr. (Leased subsequent to hearing, 1207 E. Thornton Drive prior to issuance of Order) Elk Grove, CA 95798	
Carson, Jack James c/o Ardith G. Carson 9608 Warringer Court Oklahoma City, OK 73162	6.2
Castello, Joel S. (Leased subsequent to hearing, P. O. Box 11330 prior to issuance of Order) Midland, TX 79702	
Chamblee, Thelma P. O. Box 356 Newalla, OK 74857	6.2
Church of Christ P. O. Box 206 Newalla, OK 74857	6.2
Cole, Rena Smith 2905 Ware Street Little Rock, AR 72204	6.2

Cook, Barbara A. Route 1, Box 236 Meeker, OK 74855	6.2
Cook, Gerald F. & Barbara J. P. O. Box 303 Newalla, OK 74857	6.2
Derrick, Mrs. Lonie B. c/o Bill Derrick P. O. Box 267 Newalla, OK 74857	6.2
Edge, Myrtle A. Box 332 Newalla, OK 74857	6.2
Finchum, Jack & Jo Ann P. O. Box 272 Newalla, OK 74857	6.2
First Baptist Church of Newalla, Inc. Route 2, Box 2 Newalla, OK 74857	6.2
Fisher, Bill A. & Jo Ann 18237 S.E. 15 Choctaw, OK 73020	6.2
Germain, Bernice c/o Edwin Rosol 447 Ward Farmout, MN 56031	(Leased subsequent to hearing, prior to issuance of Order)
Godwin, Jimmy D. & Norma L. P. O. Box 355 Newalla, OK 74857	6.2
Goodson, Laura A. a/k/a Goodson, Laura, a/k/a Goodson, Laura L. 9009 N.E. 19 Street Oklahoma City, OK 73141	6.2
Hagan, Helen J., nee Gauthier 4000 S.E. 25 Del City, OK 73115	6.2
Haley, Chauncey A. & Haley, Evelyn M. 16408 S.E. 59 Choctaw, OK 73020	(Leased, dismissed at hearing)
Hanley, Dorothy 3015 Shelard Hwy #108 St. Louis Park, MN 55426	6.2
Harder, Dorothy J. 4500 S.E. 23 Del City, OK 73115	6.2
Harder, Dorothy J., Trustee of the Trust of Dorothy J. Harder dated 6-24-91 4500 S.E. 23 Del City, OK 73115	6.2
Harder, Edward Lee P.O. Box 314 Newalla, OK 74857	6.3

Harder, Edward L. a/k/a
 Harder, Edward Lee &
 Harder, Avis C.
 P. O. Box 314
 Newalla, OK 74857

6.3

Harder, Linda Kay
 1412 S.W. 86
 Oklahoma city, OK 73159

6.2

Harder, Melvin C., Jr.
 832 S.E. 8
 Moore, OK 73160

6.2

Hatfield, Lewis R. &
 Hatfield, Elaine L.
 Box 471
 Newalla, OK 74857

6.2

Henderson, Bailey
 1620 S.W. 28
 Oklahoma City, OK 73108

6.2

Henderson, Delbert & Dolly
 Henderson, Johnie & Elsie
 Box 204
 Newalla, OK 74857

6.2

Henderson, Johnnie W. &
 Henderson, Elsa
 P. O. Box 315
 Newalla, OK 74857

6.2

Henderson, Roy E.
 1930 Iris Avenue
 Sacramento, CA 95815

6.2

Hunt, Phil & Doria J.
 P. O. Box 224
 Newalla, OK 74857

6.2

James, Donna C. &
 James, Yancey L.
 P. O. Box 286
 Newalla, OK 74857

6.2

Johnson, Pearl S.
 P. O. Box 301
 Newalla, OK 74857

(Leased subsequent to hearing,
 prior to issuance of Order)

Laib, June
 2903 Larkspur Road
 Moore, OK 73160

6.2

Lindauer, H.L.,
 Estate of
 c/o Donald R. Lindauer
 12613 N. Western
 Oklahoma City, OK 73114

(Leased, dismissed at hearing)

Lucas, Georgia Cox
 1810 E. 30 Street
 Tacoma, WA 98404

6.2

Marshall, John H.
 3113 N. Countyline road
 Harrah, OK 73045

6.2

McClure, Jimmie Lee
 P. O. Box 322
 Newalla, OK 74857

6.2

McCoy, Wanda L. 13070 S.E. 15 Choctaw, OK 73020	6.2
Mixon, Charlotte Mae c/o Charlotte Nixon-Potter Box 168 Newalla, OK 74857	6.2
Mixon, Opal c/o Joe D. Nixon 17333 S.E. 44 Choctaw, OK 73020	6.2
Modena, Clyde Leon, Estate of a/k/a Clyde L. Modena c/o Gary Dale Modena 609 Heather Lane Moore, OK 73160	6.3
Modena, Eddie D. a/k/a Eddie Dean Modena & Modena, Margit F. 800 Askew Drive Midwest City, OK 73110	6.3
Modena, Gary D. a/k/a Gary Dale Modena 609 Heather Lane Moore, OK 73160	6.3
Modena, Paul W. a/k/a Paul Wayne Modena 18201 S.E. 95 Street Newalla, OK 74857	6.2
Modisette, Ray Modisette, Mary Ann & Modisette, Raymond Allen 12125 S.E. 15 Choctaw, OK 73020	6.2
Morgan, Russell L. 3525 N.W. 53 Street Oklahoma City, OK 73112	(Leased subsequent to hearing, prior to issuance of Order)
Murphy, William S., Jr. & Murphy, Jacqueline 2345 N.W. 1 Terrace Oklahoma City, OK 73107	6.2
Newkumet, Wayne & Castello, Joel S. P. O. Box 11330 Midland, TX 79702	(Leased subsequent to hearing, prior to issuance of Order)
Patterson, Flora Ann Bailey 4324 N. Ocean Drive #2 Fort Lauderdale, FL 33308-5026	6.2
Porter, Harold D. & Elwanda F. P. O. Box 207 Newalla, OK 74857	(Leased subsequent to hearing, prior to issuance of Order)
Pritchard, Phyllis A., a/k/a Goodenough, Phyllis A. 2520 Highland Avenue Moore, OK 73160	6.2

Queen, Cleo
P. O. Box 472
Newalla, OK 74857

6.2

Rainwater, Lorene
4035 Farra Road
Oklahoma City, OK 73107

6.2

Rhoades, J.E., Estate of
683 N. Lidford
Valinda, CA 91744-4134

6.2

Rhoades, M. Darlene
3216 Landis Street
San Diego, CA 92104

6.2

Rhoades, Michael D.
15440 Chaparral Court
Victorville, CA 92392

6.2

Rhoades, Richard D.
683 N. Lidford Avenue
Valinda, CA 91744-4134

6.2

Rhoades, Rosa M.
683 N. Lidford Avenue
Valinda, CA 91744-4134

6.2

Rhoades, Timothy D.
9805 Devon Avenue
Rancho Cucamonga, CA 91730

6.2

Rosol, Edwin
447 Ward
Farmout, MN 56031

6.2

Rosol, Mary Ann
c/o Edwin Rosol
447 Ward
Farmout, MN 56031

(Leased subsequent to hearing,
prior to issuance of Order)

Rosol, Mary Rose
c/o Edwin Rosol
447 Ward
Farmout, MN 56031

(Leased subsequent to hearing,
prior to issuance of order)

Rosol, Michael
c/o Edwin Rosol
447 Ward
Farmout, MN 56031

6.2

Rosol, Paul
c/o Edwin Rosol
447 Ward
Farmout, MN 56031

6.2

Sanders, Willie Mae
Box 332
Newalla, OK 74857

6.2

Sewell, Mark G.
4801 Classen Blvd.
Oklahoma City, OK 73118

6.1

Smith, Ned, Estate of
c/o Darrell R. Smith
Route 2
Perryville, AR 72126

6.2

Stull, Carmol Smith
2905 Ware Street
Little Rock, AR 72204

6.2

Rogers, Gertrude Boling
Address Unknown

6.2

Rogers, Orbra A.
Harlin, Zeilah M.
Harlin, Leilah M.
Address Unknown

6.2

Samos, Esther Elizabeth Hatfield
Address Unknown

6.2

Smith, F.T.
Address Unknown

6.2

Strack, Effie Cox
Address Unknown

6.2

Tarkington, May &
Lamb, Jimmie
Address Unknown

6.2

Wright, Jessie
Address Unknown

6.2

Cotney, Orville D. &
Cotney, J.
2245 S.W. 30 Street
Oklahoma City, OK 73119
(last known address)

6.2

Guinn, James D.
1466 Golfcrest Place
Vista, CA 92083
(last known address)

6.2

Herman, N., Estate of
c/o C.T. Maden
4104 Stuart Avenue
Bossier City, LA 71112
(last known address)

6.2

Marshall, B.G. &
Marshall, Edith
1130 E. Independence
Shawnee, OK 74801
(last known address)

6.2

McIntosh, Virginia
P. O. Box 348691
Sacramento, CA 95834
(last known address)

6.2

RESPONDENTS LISTED FOR CURATIVE REASONS ONLY

Harder, Louis James, Estate of
c/o Barbara A. Cook
Route 1, Box 236
Meeker, OK 74855

Greenhaw, J.D.B., Trustee
Address Unknown

Henderson, Eta
Address Unknown

Harder, Minnie May, Estate of
C/o Edward Lee Harder
P. O. Box 314
Newalla, OK 74857

Latimer, W.H., Trustee
Address nknown

Henderson, Bailey Monroe, Estate of
c/o Roy E. Henderson
1930 Iris Avenue
Sacramento, CA 95815

Lewis, Lee L.
Address Unknown

Mathews, J.P.
Address Unknown

Hunt, Clifford, T., Estate of
c/o Phil Hunt
P. O. Box 224
Newalla, OK 74857

McCabe, R.B., Estate of
c/o Jeans McCabe
4405 S.E. 23 Street
Del City, OK 73115

McClure, J.W., Estate of
c/o Jimmie Lee McClure
P. O. Box 322
Newalla, OK 74857

Osborn, Freeda A., Estate of
c/o James R. Osborn
905 N.E. 19 Street
Oklahoma City, OK 73160

Bonney, W.C.
Address Unknown

McDougal, Lain, Trustee
Address Unknown

Walls, J.F.
Address Unknown

Johnson, James & Janice
Route 2, Box 8
Meeker, OK 74855

Walker, Lester
c/o Evelyn Walker
P. O. Box 273
Newalla, OK 74857

Wood, Lemuel L. &
Esther M. Wood, Estate
c/o Arnold Wood
Box 332
Newalla, OK 74857

Bennett, L.M. a/k/a
Bennett, Lucille &
Bennett, Lawrence
Address Unknown

UNOFFICIAL