

164410

MEMORANDUM OF TERMINATION OF OPERATING AGREEMENT

STATE OF NEVADA
COUNTIES OF EUREKA, ELKO, NYE, and WHITE PINE
§
§
§
§
KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, FORELAND CORPORATION ("Foreland"), whose mailing address is 12596 West Bayaud, Suite 300, Lakewood, Colorado 80226; BERRY PETROLEUM COMPANY ("Berry"), whose mailing address is Post Office Bin X, Taft, California 93268; and ENSERCH EXPLORATION, INC. ("Enserch"), whose mailing address is 4849 Greenville Avenue, Suite 1200, Dallas, Texas 75206; are parties to that certain Operating Agreement (the "Operating Agreement"), dated effective December 31, 1992; and

WHEREAS, Foreland, Berry, and Enserch also have executed a Financing Statement and Memorandum of the Operating Agreement, which was effective concurrent with the Operating Agreement, and which is recorded in Book 249, Page 256, and Book 262, Page 449 of the Official Records of Eureka County, Nevada; in Book 825, Page 705, File #340478, Elko County Nevada; Number O 337245, Nye County, Nevada; and Book 213, Page 223, and Book 217, Page 460 of the Records of White Pine County, Nevada; and

WHEREAS, Foreland, Berry, and Enserch desire to terminate the Operating Agreement and have agreed to do so pursuant to that certain Agreement, dated May, 23, 1996;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agree as follows:

Effective as of April 1, 1996, the Operating Agreement shall be of no force or effect.

This Memorandum is to be filed for record in, among other places, the real estate records of the county where the lands covered by the Operating Agreement are located and is intended, for all purposes, to be full and complete notice of the termination of the Operating Agreement to all persons and entities.

DATED this 11th day of June, 1996, but effective as of April 1, 1996.

FORELAND CORPORATION

By [Signature]

Title V. P. - EXPLORATION

BERRY PETROLEUM COMPANY

By

Title

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DATED this 4th day of June, 1996, but effective as of April 1, 1996.

FORELAND CORPORATION

By _____
Title _____

BERRY PETROLEUM COMPANY

By Robert M. Enserch
Title Forst Manager

Notary Public

My commission expires:

On this _____ day of _____, 1996, personally appeared before me, a notary public in and for County of _____, State of _____, known to me to be the person whose name is subscribed to the within instrument as the _____ of BERRY PETROLEUM COMPANY, a corporation, and acknowledged to me that he executed the above instrument on behalf of the corporation freely and voluntarily and for the uses and purposes therein mentioned.

COUNTY OF _____

§
§
§

STATE OF _____

Notary Public

Kevin J. Moore

My commission expires: 9-8-98

On this 15th day of JULY, 1996, personally appeared before me, a notary public in and for County of JEFFERSON, State of COLORADO, known to me to be the person whose name is subscribed to the within instrument as the U.P. EXPLORATION of FORELAND CORPORATION, a Nevada corporation, and acknowledged to me that he executed the above instrument on behalf of the corporation freely and voluntarily and for the uses and purposes therein mentioned.

COUNTY OF JEFFERSON

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§
§

STATE OF COLORADO

By *[Signature]*
JEFFREY B. CAMP
Regional Director

ENSERCH EXPLORATION, INC.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California County of Kern
 On June 7, 1990 before me, Teresa McAndrews, Notary Public
 personally appeared Ralph McPhetridge
 Name(s) of Signer(s)

personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]
 Signature of Notary Public

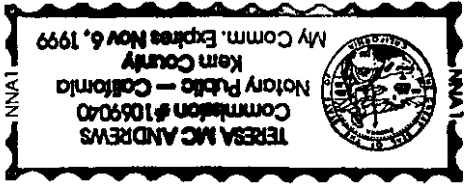
OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____
 Document Date: _____
 Number of Pages: _____
 Signer(s) Other Than Named Above: _____
 Capacity(ies) Claimed by Signer(s): _____

| | |
|---|---|
| <p>Signer's Name: _____</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Corporate Officer Title(s): _____ <input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General <input type="checkbox"/> Attorney-in-Fact <input type="checkbox"/> Trustee <input type="checkbox"/> Guardian or Conservator <input type="checkbox"/> Other: _____</p> <p>Signer Is Representing: _____</p> <p>RIGHT THUMBPRINT OF SIGNER Top of thumb here</p> | <p>Signer's Name: _____</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Corporate Officer Title(s): _____ <input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General <input type="checkbox"/> Attorney-in-Fact <input type="checkbox"/> Trustee <input type="checkbox"/> Guardian or Conservator <input type="checkbox"/> Other: _____</p> <p>Signer Is Representing: _____</p> <p>RIGHT THUMBPRINT OF SIGNER Top of thumb here</p> |
|---|---|

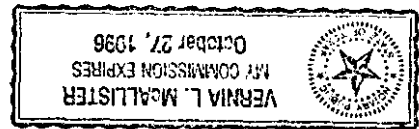


BOOK 300 PAGE 122
 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Donland Corporation
 96 AUG 23 PM 1:14
 EUREKA COUNTY, NEVADA
 M.M. REBALEATI, RECORDER
 FILE NO.
 FEES \$11.00

PROXY

Notary Public

Verna L. McAllister



My commission expires:

On this 4th day of June, 1996 personally appeared before me, a notary public in and for Dallas County, Texas, JEFFREY B. CAMP, known to me to be the person whose name is subscribed to the within instrument as a REGIONAL DIRECTOR of ENSERCH EXPLORATION, INC., a Texas corporation, and acknowledged to me that he executed the above instrument on behalf of the corporation, freely and voluntarily and for the uses and purposes therein mentioned.

STATE OF TEXAS
 COUNTY OF DALLAS