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OPERATING AGREEMENT

THIS AGREEMENT, made and entered into this 26th day of September, 1952, by and between WESTERN OIL REFINING COMPANY, a Wyoming corporation, hereinafter called "Western," the party of the first part, and PFAFF-QUEALY CORPORATION, a Wyoming corporation, hereinafter called "Pfaff-Quealy," the party of the second part, in consideration of the mutual promises and agreements between them, WITNESSETH as follows:

1. LAND DESCRIPTIONS:

The lands the subject of this agreement, are as follows:

J. Oil and Gas Lease from ANDERSON L. MCGINNIS and DELIA MCGINNIS, his wife, bearing date of July 30, 1947, covering the following described lands:

T. 28 N., R. 113 W., 6th P. M. Wyoming
Tract 49 (In Sections 27 and 28)

containing 160.00 acres, more or less

all of the said lands being subject to the following royalties heretofore, or hereby, reserved:

Anderson L. McGinnis and Delia McGinnis	12.50%
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2. DEFINITIONS

"Shallow Zones", as used in this agreement, shall mean oil, gas, natural gasoline and associated fluid hydrocarbons in any and all formations underlying the real property the subject of this agreement above the depth of a stratigraphic zone 1500 feet above the top of the Frontier formation.

3. GRANTING WORDS

Pfaff-Quealy shall have and is hereby granted the sole and exclusive right to drill for and produce oil, gas, natural gas and associated fluid hydrocarbons from the "Shallow Zones" during the term of the lease and/or agreement hereinabove described, or any extension or renewal thereof, and during the term of any lease, or leases, or agreements subsequently issued to Western under a preference right to acquire new leases based on the ownership of the aforesaid lease and/or agreement covering the above described lands or any part thereof. Pfaff-Quealy shall have no right, title or interest in or to any oil, gas, natural gasoline or associated fluid hydrocarbons substances that may be found in structures or measures other than those existing in the "Shallow Zone," as herein defined.

4. RESERVATION

It is understood and agreed that Western, and/or its Assigns, is the owner and holder of the oil and gas rights underlying said "Shallow Zones," including the sole and exclusive