

**DESIGNATION OF UNIT
LEMON/LEMON SEED PLAN OF OPERATIONS
PADRE ISLAND NATIONAL SEASHORE**

BNP Petroleum Corporation proposes to form a 4,195.15 acre pooled unit comprised of all of State of Texas Gulf of Mexico Tracts 998S, 999S, 1000S, 1001S, 1007S and 1008S. BNP intends to seek approval of this temporary pooled unit at the regularly scheduled School Land Board Meeting in December 2001. The leases to be included in such pooled unit are described on Exhibit "A" attached hereto. Assuming approval of BNP's proposed unit by the School Land Board, the Plan of Operations will be supplemented with a copy of the actual Pooling Agreement.

EXHIBIT "A"

1. Oil, Gas and Mineral Lease No. M-102101 dated July 10, 2001, recorded in Volume 20, Page 709 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the north half of the east 640 acres of Tract 1000-S, comprising 320 acres, Gulf of Mexico, Kenedy County, Texas.
2. Oil, Gas and Mineral Lease No. M-102102 dated July 10, 2001, recorded in Volume 20, Page 723 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the south half of the east 640 acres of Tract 1000-S, comprising 320 acres, Gulf of Mexico, Kenedy County, Texas.
3. Oil, Gas and Mineral Lease No. M-102103 dated July 10, 2001, recorded in Volume 20, Page 730 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the western portion of Tract 1000-S, comprising 340 acres, Gulf of Mexico, Kenedy County, Texas.
4. Oil, Gas and Mineral Lease No. M-102104 dated July 10, 2001, recorded in Volume 20, Page 737 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the north half of Tract 1007-S, comprising 320 acres, Gulf of Mexico, Kenedy County, Texas.
5. Oil, Gas and Mineral Lease No. M-102105 dated July 10, 2001, recorded in Volume 20, Page 744 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the south half of Tract 1007-S, comprising 320 acres, Gulf of Mexico, Kenedy County, Texas.
6. Oil, Gas and Mineral Lease No. M-102106 dated July 10, 2001, recorded in Volume 20, Page 751 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering all of Tract 1008-S, comprising 360 acres, Gulf of Mexico, Kenedy County, Texas.
7. Oil, Gas and Mineral Lease No. M-102100 dated July 10, 2001, recorded in Volume 20, Page 716 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering all of Tract 999-S, comprising 855 acres, Gulf of Mexico, Kenedy County, Texas.
8. Oil, Gas and Mineral Lease No. M-102099 dated July 10, 2001, recorded in Volume 20, Page 702 in the Official Records of Kenedy County, Texas, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the north half of Tract 998-S, comprising 320 acres, Gulf of Mexico, Kenedy County, Texas.
9. Oil, Gas and Mineral Lease No. M-102168 dated October 10, 2001, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the south half of Tract 998-S, comprising of 320 acres, Gulf of Mexico, Kenedy County, Texas.
10. Oil, Gas and Mineral Lease No. M-102169 dated October 10, 2001, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the south half of Tract 1001-S, comprising of 320 acres, Gulf of Mexico, Kenedy County, Texas.

11. Oil, Gas and Mineral Lease M-102170 dated October 10, 2001, by and between The State of Texas, as Lessor and BNP Oil & Gas Properties, Ltd., as Lessee, covering the north half of Tract 1001-S, comprising of 320 acres, Gulf of Mexico, Kenedy County, Texas.