

# MINIMUM ROYALTY PROVISIONS

Maintenance of an oil and gas lease is one of many considerations for operators during times of low drilling and production, and the market downturn brought on by the COVID-19 pandemic is no exception. Some may assume that minimum royalty payments provide a means of holding or extending a lease; however, payment of minimum royalties is treated differently depending on the language of the lease and may not guarantee extension in these circumstances.

Minimum royalty has been defined in various ways, including:

- (1) “a payment to be made regardless of production, such payment frequently to be chargeable against future production, if any, accruing to the royalty interest”; and
- (2) “... minimum payments required to be paid to the lessor by the lessee after production has been obtained ...”<sup>1</sup>

Despite a lack of well-established case law addressing this issue, courts generally rely on the specific language of the lease to determine which definition to apply when determining whether a lease has been maintained by the minimum royalty provision. If the lease uses the word “production” when discussing minimum royalties, then the second definition applies, and payment of minimum royalties will not hold a lease past the end of the primary term. However, the absence of such language effectively creates a perpetual delay rental situation wherein payment of minimum royalties will hold the lease until true production has been achieved, as seen by the first definition above, where payment of minimum royalties would be chargeable against future production.

## Minimum Royalties in Texas

One of the key cases regarding minimum royalties in Texas discusses the issue that arises when production language is specifically enumerated in the clause. The minimum royalty provision of the lease in question stated:

“...in the event production of oil, gas and other minerals is obtained ... and the royalties paid to lessor therefrom during any 12-month period of production amounts to less than \$5.00 per acre per annum, for each acre subject to this lease during such 12-month period, then in that event, the lessee, its successors and assigns, agree to pay to lessor ... the difference, if any, between the total amount of royalties paid to lessor from this lease during such 12-month period and the aggregate of \$5.00 per acre for the acreage subject to this lease during such 12-month period.” (*emphasis added*)<sup>2</sup>

The court in *Morris Exploration, Inc. v. Guerra* held that because the minimum royalty provision itself discussed the need for production, and did not contain language suggesting that

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<sup>1</sup> 8 Williams & Meyers, Oil and Gas Law Scope (2019).

<sup>2</sup> *Morris Exploration, Inc. v. Guerra*, 751 S.W.2d 710, 712 (Tex.App. – San Antonio May 31, 1988, no pet.).

# MINIMUM ROYALTY PROVISIONS

payment of minimum royalties would perpetuate the lease in the absence of production, any payment of minimum royalties made absent production would not hold the lease.<sup>3</sup> With this holding, the court differentiated minimum royalties from delay rentals, and the first definition discussed above. Additionally, the court implied that if the clause does not include “production,” payment of minimum royalties *could* hold a lease past the primary term.<sup>4</sup>

A different case addresses whether minimum royalties must be paid after abandoning the property due to an event perceived to make it impossible to comply with the terms of the lease. Although *Huffines v. Swor Sand & Gravel Co.*<sup>5</sup> involves a mining lease, the holding can be applied with an oil and gas lease. The lease in question stated:

“...royalties payable to lessors for each year that this lease is in effect shall be not less than five hundred thousand, (\$500,000), and lessee agrees to pay at the end of each lease period ... the difference between \$500,000 and the royalty actually paid ...”<sup>6</sup>

Over the course of the lease period, the county set a weight limit on the road exiting the ranch.<sup>7</sup> Subsequently, the lessee vacated the premises after only paying \$319,000.00 and defended these actions stating it was economically impractical to continue due to the weight limit placed on the road.<sup>8</sup> The court held that because the weight limit was foreseeable, there was no impossibility to perform, and the minimum royalty needed to be paid.<sup>9</sup> Transferring this holding to an oil and gas lease would mean that minimum royalty would still need to be paid in a situation where a well has been drilled, but outside factors have delayed further operations. For example, the COVID-19 pandemic could be viewed as an unforeseeable event that would result in the ability to not pay minimum royalties. In the alternative, the pandemic has mainly affected the oil and gas market with the collapse of the price of oil; courts have previously held that a market change is a foreseeable event, meaning that all minimum royalties would be required to be paid.<sup>10</sup>

Although it may seem obvious, minimum royalties have been determined to be strict royalties and are not to be confused or conflated with rental payments or bonuses. Non-participating royalty interest (“NPRI”) owners are not entitled to payment of either bonus or delay rentals.<sup>11</sup> However, the court in *Morris v. First Nat’l Bank* addresses whether minimum royalties are required to be paid to NPRI owners after a dispute on whether payment of minimum royalties should be considered as a payment of royalty.<sup>12</sup> It was held that minimum royalties are in fact royalty, and should be paid to NPRI owners because of the specific diction used; if the payment was meant to be a rental or bonus, the lease drafters would have described it as such.<sup>13</sup>

## Minimum Royalties on Federally Owned Land

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<sup>3</sup> *Id.* at 713.

<sup>4</sup> *Id.*

<sup>5</sup> *Huffines v. Swor Sand & Gravel Co.*, 750 S.W.2d 38, 39 (Tex. App. – Fort Worth May 5, 1988, no pet.).

<sup>6</sup> *Id.*

<sup>7</sup> *Id.*

<sup>8</sup> *Id.*

<sup>9</sup> *Id.* at 40-41.

<sup>10</sup> See *TEC Olmos, LLC v. ConocoPhillips Co.*, 555 S.W.3d 176 (Tex. App. – Houston May 31, 2018, pet. den.).

<sup>11</sup> Williams & Meyers, *Oil and Gas Law Scope* (2019).

<sup>12</sup> *Morris v. First Nat’l Bank*, 249 S.W.2d 269, 272 (Tex. Civ. App. – San Antonio March 26, 1952, pet. den.).

<sup>13</sup> *Id.* at 275.

## MINIMUM ROYALTY PROVISIONS

There are several factors to consider when dealing with federal leases and minimum royalties. Minimum royalties are required to be paid at the end of each lease year except on unitized leases.<sup>14</sup> Additionally, minimum royalties are never prorated, and the government must be paid according to the total acreage included in the lease.<sup>15</sup> Although the royalties are required to be paid each year, the Bureau of Land Management allows for requests of royalty reductions.<sup>16</sup> The request may be granted by the Secretary of the Interior if he or she deems it "... necessary to do so in order to promote development ...", which possibly allows for some leeway on federally owned leases in the pandemic.<sup>17</sup>

Courts have relied heavily on the language of a lease in decisions concerning minimum royalty issues. Minimum royalty clauses tend to specify the need for production in paying quantities for the minimum royalty provision to come into effect. In such a case, the payment of minimum royalties alone would not allow an operator to prolong a lease. Without such additional particularized language, and absent any language requiring production, the minimum royalty payment allowed by a lease could be used to maintain the lease in the absence of production in paying quantities. The COVID-19 era has shown that it is vital for an operator to understand these key differences in interpretation of lease provisions, and to understand how to draft leases with greater specificity and focus on practical effects in the future.



Diana Woodcock is a Senior Associate with the Kuiper Law Firm. Her experience includes original and supplemental acquisition, drilling and division order title opinions covering lands in the Permian Basin both in Texas and New Mexico, as well as South Central Texas. Diana received her B.A. in Neuroscience from Vanderbilt University in 2013 and law degree from SMU Dedman School of Law in 2016. In 2015, she became registered to practice before the United States Patent and Trademark Office. You can reach Diana at [diana.woodcock@kuiperlawfirm.com](mailto:diana.woodcock@kuiperlawfirm.com) or (832) 626-0215.



Jennifer Martin is a Managing Associate with the Kuiper Law Firm. Her experience includes original, supplemental, and division order title opinions primarily covering lands in the Barnett Shale, Eagle Ford Shale, and Permian Basin areas, as well as acquisition and curative work. She obtained her license to practice law in Oklahoma in 2018, and has completed multiple complex projects covering Oklahoma lands. Jennifer graduated from the University of Houston Honors College with a Bachelor's degree in Marketing in 2007. She then attended St. Mary's University School of Law, where she graduated in 2010, and obtained her LL.M. in Energy and Environmental Law from the University of Texas School of Law in 2011. You can reach Jennifer at [jennifer.martin@kuiperlawfirm.com](mailto:jennifer.martin@kuiperlawfirm.com) or (832) 626-0215

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<sup>14</sup> 43 CFR § 3103.2-2.

<sup>15</sup> *Id.*

<sup>16</sup> 43 CFR § 3103.4-1.

<sup>17</sup> 30 USCS § 209.

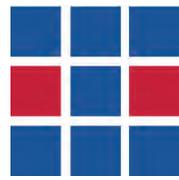
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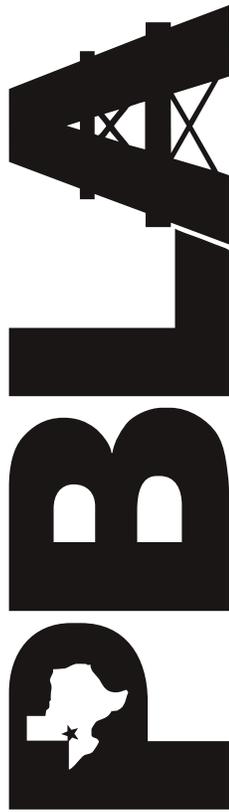


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## OBITUARY OF THE MONTH



Holly Blair exploded into glitter and bats on Aug. 17, 2020. She is survived by four spoiled cats, two stinky dogs, three bad birds, a turtle and an utterly useless frog named Fred, as well as three children and a husband of little to no importance. Her remains will be interred under a tree with the ridiculous multitude of animals she rescued, both wild and domestic.

Her future plans include drinking beer with Terry Pratchett and flying across the moon on her broomstick on Halloween. She has also promised to communicate with us from the beyond via the cockatiel psyche. We ask that everyone carve extra jack-o'-lanterns on Halloween this year in her honor. All hail the wicked witch of Juniper Road!

## EDUCATION

### AAPL Education Opportunities

#### **October 23, 2020**

AAPL Education Opportunities – RPL Exam, Fort Worth Texas

<https://personify.landman.org/PersonifyEbusiness/Default.aspx?TabID=1356&productId=5276172&ForceSSO=Y>

7:45 – 10:00 am; \$100

#### **November 5, 2020**

2020 Land Institute

<https://personify.landman.org/PersonifyEbusiness/Events/AAPLEventsCalendar/MeetingDetails.aspx?productId=5417100&ForceSSO=Y>

8:00 – 5:00; \$425; \$300 (member)

# EDUCATION

## Midland College PPDC Continuing Education

### **Petroleum Geology for Non-Geologists**

Instructor: Paul Pausé

Start Date: October 5 -8, 2020 – Monday – Thursday 8:00 am to 4:30 pm;

Cost: \$1835; Out of State \$1860

### **Online Division Order Certificate Program: Module 1 of 6: Introduction to Division Order Practices**

Instructor: Alyce Hoge

Start Date: October 5, 2020; End Date: October 30, 2020; **Registration Deadline: 11:59 pm, October 4, 2020**

Cost: \$612.50; Out of State, \$637.50 - the required text is the NADOA Study Guide, which is \$75 (one-time charge). Students need to join NADOA for \$75 to download the "no cost" manual only available to members

### **Online Professional Land Management Certificate Program: Module 1 of 6: Introduction to Land Management Practices**

Instructor: Alyce Hoge

Start Date: October 5, 2020; End Date: October 30, 2020; **Registration Deadline: 11:59 pm, October 4, 2020**

Cost: \$612.50; Out of State, \$637.50

### **Petra Fundamentals**

Instructor: Greg Hinterlong

Start Date: October 13 -14, 2020 – Monday – Friday – 8 am to 5 pm;

Cost: \$625; Out of State \$650

### **Unconventional Resources Assessment and Valuation**

Instructor: Mark McLane/Rose & Associates

Start Date: October 19 – October 22, 2020– Monday – Thursday – 8:00 am to 5:00 pm;

Cost: \$2500; Out of State: \$2525

### **New Course: The Basics of Crude, Gas and NGL Contracts/Marking for the Non-Marketing Professional**

Instructor: Michael J. Banschbach

Start Date: October 28, 2020 – Wednesday – 8 am to 5 pm

Cost: \$450; Out of State \$475

## TALL TALES OF WEST TEXAS LANDMEN

This transpired back in 1982, so the statute of limitations has run out for stupid deeds! LOL! Nash and I were in Plentywood, Montana on a steady job that paid a princely sum of \$175 per day. Good pay for 1982!

There was another crew of 5 there from Texas and a boss and his wife and not much work and it was obvious that some people had to go!

So, I cooked up a plan. The boss liked the booze. A lot! I figured we could be drinking buddies with him at his trailer for a night! Boy did we hit it off! Oh, he loved us to the extent that he sent the crew home and we stayed there for a couple more months - until he got tired of it and he sent us home!

For the short term though there was somewhat of a residual effect. I executed my plan too well you might say and was a bit under the weather! It was the usual 32 below zero and you had to plug your car in at night. My extension cord had a three pronger and the plug in was a two pronger. In my state I thought it would fit. I got frustrated and yanked the extension cord and caught Nash's thumb accidentally. Big mistake! Who's gonna win in a fight between a swimmer and a tennis player?

Seems I lost my jacket during the fracas and I knocked on Motel doors trying to locate it. Some guys invited me in and told me there was one "whale" of a fight the other night! Knowing I couldn't have put up much of a resistance to a world class swimmer I asked them to identify the two combatants. Sure enough they said it was a skinny taller guy (me) and a shorter stocky guy (Nash). I asked again what kind of fight it was and they all agreed it was a donnybrook for the ages! Maybe I had a future in UFC! Then I asked the forbidden question "Well, How long did it last?" Their response was "About 15 seconds!"

Moral of the story? Fake it. Drink a coke!



*(Artistic Interpretation. Not Actual Donnybrook)*



If you have a land tale you'd like to submit to our growing inventory and possibly be featured in a PBLA Newsletter, please submit them to Tip Kirwan at [kirwanthomas478@yahoo.com](mailto:kirwanthomas478@yahoo.com).

# REPORT FROM AAPL BOARD OF DIRECTORS MEETING

## Virtual Meeting

The AAPL Board of Directors Meeting was held on Saturday, September 12, 2020 as a Virtual Meeting.

### Treasurer's Report:

Kyle Reynolds, AAPL Treasurer, provided a report on the AAPL financials and its affiliates for the period ending June 30, 2020:

AAPL's total assets for the period ending June 30, 2020 were \$38,682,950.00 which is a decrease of 3.6% from a year ago. This is due primarily to market activity related to the investment account and the use of cash for operating purposes.

AAPL's total liabilities for the period ending June 30, 2020 were \$2,040,969.00 which is a decrease of 34.6% from a year ago. The decrease in liabilities is due to accounts payable, timing of checks being cut and unearned revenue in response to COVID-19.

Revenues (exclusive of investment revenue) totaled \$5,294,874.00 as of June 30, 2020 which is a decrease of 32.0% from the prior year. Approximately half of the change is due to the decrease in NAPE Expo distributions and management fee. The cancellation of in-person educational seminars and the in-person annual meeting due to COVID-19 also contributed to the decrease in revenue.

Expenses totaled \$6,599,774.00 as of June 30, 2020 which is a decrease of 5.5% from the prior year. The decrease in expenses is mostly comprised of the decrease in annual meeting expense, board meeting expense and publication expense. The publication expense pertained to the timing of the expense while the meeting expenses pertained to the cancellation of in-person meetings due to COVID-19.

The AAPL Education Foundation, Inc.'s balance sheet reflects \$4,331,244.00, while the Statement of Investment Accounts reflects \$4,330,271.00, both as of June 30, 2020.

The Landman Scholarship Trust's balance sheet reflects \$7,770,990.00 while the Statement of Investment Accounts reflects \$7,667,150.00, both as of June 30, 2020.

### AAPL Staff Report:

Dr. Greta Zeimetz, Executive Vice President of the AAPL, provided an update on the AAPL with the following being a few highlights since the last Board of Directors Meeting:

The AAPL launched the new career center which includes free resume review, videos on interviewing tips, building your personal brand, and coaching.

Ensuring that member benefits are relevant and beneficial to the members. The AAPL is identifying the perceived value of member benefits that do not have an actual cost which will help provide a total dollar value for member benefits.

The Government Affairs report synopsis can now be found on the listserv. Members can access all of the reports for the calendar year on the website.

# REPORT FROM AAPL BOARD OF DIRECTORS MEETING

The AAPL is working on the recognition program for members' milestone anniversaries.

## **Membership and Certification:**

AAPL's membership as of August 24, 2020 was 11,489, of which 2,662 are CPLs, 1,619 are RPLs, 433 are RLs, and 37 are CPL/ESA. Total membership is down 19.4% from the same time a year ago. Student membership is around 200 which is on track with 2019 counts. The retired CPL and senior statuses have increased significantly since 2017.

## **NAPE:**

The first ever virtual Summer NAPE was launched on the Nape Network on August 11, 2020 and lasted until September 14, 2020. The NAPE team did an amazing job of pulling off the event! Attendee registration was down a bit at 1,501 attendees while the number of exhibitors increased from the previous year. Summer Nape had 417 prospects which is up from the previous year's total of 85 prospects.

Features of the NAPE Network included:

- Exhibitor module
- Prospects module
- Business Conference sessions
- Dealmakers Keynote with Karl Rove
- Roundtable discussions
- Career center module featuring NAPE Partners: AAPL, IPAA, AAPG and SEG
- Industry Topic chat channels
- Prospect Preview Presentations
- Networking through match-making AI technology
- On-the-spot meeting scheduling among attendees/exhibitors
- On-demand webinar features

The NAPE magazine is scheduled to be mailed in October. Anyone who has purchased an attendee badge to any NAPE event during the past year will receive a complimentary subscription.

The NAPE Classic Golf Tournament is scheduled for October 27th at the Golf Club of Houston. A happy hour reception will be held the evening before at the Marriott Marquis in downtown Houston.

Nape Summit 2021 is scheduled for February 8-12<sup>th</sup>. General James Mattis, former Secretary of Defense and retired Marine General, will be the Keynote Speaker for the Charities Luncheon.

## **Annual Meeting:**

The 67<sup>th</sup> AAPL Annual Meeting will be held in Banff, Alberta on June 23-26, 2021. Registration will open in January 2021.

## **Additional Committee Reports and Information:**

## REPORT FROM AAPL BOARD OF DIRECTORS MEETING

There are currently 188 subscribers to the Contract Center. The Participation Agreement and the Purchase and Sale Agreement are both being worked for final subcommittee approval. The committee is currently working on several surface forms as well as an Assignment of OGL form.

The Landman Advisory Connection committee has 29 advisors, 29 participants and 29 total matches to date. The committee continues to refine the RhythmQ software to streamline the member application, matching and re-enrollment process. The final adjustments to the software should be completed by the end of September. If you would like to be a part of this program, please contact Joe Kent at [Joe.kent@mavresources.com](mailto:Joe.kent@mavresources.com).

The Professional Development Assistance Program is available to any AAPL active members in good standing for at least the last two (2) years and those that have not received Professional Development Aid more than two (2) times in the past calendar year. This program reduces the registration fee up to \$300 for AAPL operated events including the Annual Meeting, Nape Business Conference, and education seminars. To apply for this program please go to <https://www.landman.org/professional-development/professional-developmen...>

The new AAPL mobile app has launched and is a very useful app which seems to be very user friendly.

The next AAPL Quarterly Board Meeting will take place in Napa, California on December 13<sup>th</sup>, 2020.



As always, please feel free to reach out to me with any additional questions, concerns or comments pertaining to the AAPL. Thank you for allowing me to serve as your AAPL Director.

Jason South, AAPL Director  
(432) 242-4683  
[jason@primerockresources.com](mailto:jason@primerockresources.com)

## MARK YOUR CALENDARS!

**2020-2021  
Meetings  
Meeting Dates**  
**Tuesday, September 8**  
**Tuesday, October 20**  
**Tuesday, November 10**  
**Tuesday, January 12**  
**Tuesday, February 9**  
**(Past President's Day)**  
**Tuesday, March 9**  
**(Executive Night)**  
**Tuesday, May 11**

**Board Meetings  
2020-2021**  
**Tuesday, September 1**  
**Tuesday, September 29**  
**Tuesday, November 3**  
**Tuesday, January 5**  
**Tuesday, February 2**  
**Tuesday, March 2**  
**Tuesday, April 6**  
**Tuesday, May 4**

**PBLA On Line**  
<http://www.pbla.org>

## PBLA 2020-2021

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<b>First Vice President</b> Derek Whiting Elberta M. Royalty LLC derek.whiting@elbertamroyalty.com	Cell: 432-556-1091 Office: 432-262-7311	<b>Director - Clay Shoot</b> Garreth Brewer garrethbrewer@yahoo.com Cell: 432-889-0406
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		<b>Director - Clay Shoot</b> Zach Smith J. Mark Smith & Associates, Inc. zsmith@jmsland.com Cell: 409-781-8829 Office: 432-247-5105

If you are interested in publicizing your company in the Profile section of the Newsletter, or if you have any suggested topic for a Legal Update for upcoming Newsletters, please contact Chase Ragsdale @ 432-425-1414

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