

(EPSA)

***EXPLORATION AND PRODUCTION SHARING
AGREEMENT***

BETWEEN

***JOINT EXPLORATION EXPLOITATION AND
PETROLEUM SERVICES COMPANY
(JOINT OIL)***

AND

XXX YYY

TABLE OF CONTENTS

ARTICLE 1: DEFINITIONS.....	08
1.1 "ABANDONMENT"	08
1.2 "AFFILIATE"	08
1.3 "APPRAISAL "	08
1.4 "APPRAISAL WELL "	08
1.5 "ASSOCIATED GAS"	08
1.6 "BARREL "	08
1.7 "BUDGET"	08
1.8 "CALENDAR YEAR"	08
1.9 "COMMERCIAL DISCOVERY"	09
1.10 "COMPETENT AUTHORITY"	09
1.11 "COMPLEMENTARY AGREEMENT"	09
1.12 "CONTRACT AREA"	09
1.13 "CONTRACT YEAR"	09
1.14 "CRUDE OIL"	09
1.15 "DEVELOPMENT EXPENDITURES"	09
1.16 "DEVELOPMENT OPERATIONS"	09
1.17 "DEVELOPMENT PLAN"	10
1.18 "DEVELOPMENT WELL "	10
1.19 "DISCOVERY"	10
1.20 "EFFECTIVE DATE"	10
1.21 "EXPLOITATION AREA"	10
1.22 "EXPLOITATION OPERATIONS"	10
1.23 "EXPLOITATION OPERATING EXPENDITURE"	10
1.24 "EXPLOITATION PERIOD"	10
1.25 "EXPLORATION AREA"	10
1.26 "EXPLORATION EXPENDITURES"	10
1.27 "EXPLORATION OPERATIONS"	11
1.28 "EXPLORATION PROGRAM"	11
1.29 "EXPLORATION PERIOD"	11
1.30 "EXPLORATION WELL "	11
1.31 "FIELD"	11
1.32 "GOOD OILFIELD PRACTICES "	11
1.33 "LAHEE CLASSIFICATION"	11
1.34 "LIQUIFIED PETROLEUM GAS (LPG)"	11
1.35 "MANAGEMENT COMMITTEE"	12
1.36 "MAXIMUM EFFICIENT RATE" OR "MER"	12
1.37 "NATURAL GAS"	12
1.38 "NEW-FIELD WILDCAT"	12
1.39 "NON-ASSOCIATED GAS"	12
1.40 "OPERATOR"	12
1.41 "PARTY" OR "PARTIES"	12
1.42 "PETROLEUM"	12
1.43 "PETROLEUM AGREEMENT"	12
1.44 "PETROLEUM OPERATIONS"	12
1.45 "PETROLEUM OPERATION EXPENDITURES"	12
1.46 "PIPELINE GAS"	13
1.47 "(R) RATIO"	13

1.48	"RESERVOIR"	13
1.49	"SUBCONTRACT AREA"	13
1.50	"UNIFIED PETROLEUM REGULATIONS", "UPR "	13
1.51	"U.S. DOLLARS" OR "U.S. \$"	13
1.52	"WORK PROGRAM"	13
ARTICLE 2: EXHIBITS TO THE PETROLEUM AGREEMENT		13
ARTICLE 3: SCOPE		13
ARTICLE 4: TERM		14
4.1	TERM OF THE PETROLEUM AGREEMENT	14
4.2	WITHDRAWAL BY SECOND PARTY	14
4.3	TERMINATION AT THE END OF THE EXPLORATION PERIOD	15
ARTICLE 5: MANAGEMENT COMMITTEE		15
5.1	APPOINTMENT OF MANAGEMENT COMMITTEE	15
5.2	CHAIRMAN AND SECRETARY OF THE MANAGEMENT COMMITTEE	15
5.3	DECISIONS	16
5.4	MEETINGS	17
5.5	PROCEDURES	18
ARTICLE 6: OPERATOR		18
6.1	OPERATOR	18
6.2	OPERATOR'S OBLIGATIONS AND DUTIES	19
ARTICLE 7: WORK PROGRAM AND BUDGETS		20
7.1	WORK PROGRAM	20
7.2	RELEVANT DATA	21
ARTICLE 8: CONTRACTORS, LOCAL WORK AND PERSONNEL		21
8.1	CONTRACTORS	21
8.2	PRIORITY TO LOCAL WORK	22
8.3	HIRING AND TRAINING OF LIBYAN AND TUNISIAN PERSONNEL	22
8.4	LABOR AND SOCIAL SECUTIRY	22
ARTICLE 9: SAFETY, POLLUTION AND EMERGENCY		23
ARTICLE 10: COMMENCEMENT OF PETROLEUM OPERATIONS		23
ARTICLE 11: LIMITS ON EXPENDITURES BY OPERATOR		23
ARTICLE 12: SECOND PARTY'S MINIMUM EXPLORATION COMMITMENT		24
12.1	MINIMUM EXPLORATION COMMITMENT	24
12.2	EXPLORATION PERIOD	24
12.3	PENALTIES IN CASE OF NON-FULFILMENT OF MIN EXPLORATION PROGRAM	24
ARTICLE 13: APPRAISAL AND FIELD DEVELOPMENT FEASIBILITY STUDIES		25
13.1	PROMPT APPRAISAL AND REPORT BY OPERATOR	25
13.2	REVIEW BY THE MANAGEMENT COMMITTEE	26

ARTICLE 14: COMMERCIAL DISCOVERY AND DEVELOPMENT PLAN.....	26
14.1 CRUDE OIL.....	26
14.2 NON-ASSOCIATED GAS.....	27
14.3 DELINEATION OF AN EXPLOITATION AREA.....	27
14.4 TERMINATION OF AN EXPLOITATION AREA.....	27
ARTICLE 15: PRODUCTION PROGRAMS AND MAKE-UP OF UNDERLIFTINGS.....	28
15.1 PRODUCTION PROGRAMS.....	28
15.2 PRODUCTION RATE.....	28
15.3 TAKING IN KIND.....	28
15.4 LIFTING.....	28
15.5 USE OF ASSOCIATED GAS.....	29
15.6 JOINT GAS MARKETING.....	29
ARTICLE 16: ABANDONMENT AND REMOVAL.....	30
ARTICLE 17 : SHARING OF PETROLEUM PRODUCTION.....	31
17.1 ALLOCATION OF PETROLEUM.....	31
17.2 PRODUCTION BONUS.....	32
17.3 VALUATION.....	32
17.4 ILLUSTRATION.....	33
ARTICLE 18: COSTS AND EXPENSES.....	33
18.1 COSTS AND EXPENSES OF PETROLEUM OPERATIONS.....	33
18.2 HEAD OFFICE OVERHEAD CHARGES.....	33
18.3 DEVELOPMENT EXPENDITURE UPLIFT.....	33
18.4 COST RECOVERY PRIORITY.....	33
ARTICLE 19: INSURANCE.....	34
ARTICLE 20: OWNERSHIP AND USE OF ASSETS.....	34
20.1 OWNERSHIP OF ASSETS.....	34
20.2 EXCLUSIVE USE OF ASSETS.....	34
20.3 USE OF ASSETS EXCLUSIVELY OWNED BY THE PARTIES.....	34
20.4 TRANSFER AND SELLING OF ASSETS BELONGING TO FIRST PARTY.....	35
20.5 EXCHANGE OF ASSETS.....	35
20.6 USAGE OF SURPLUS CAPACITY.....	35
ARTICLE 21 : TECHNICAL ASSISTANCE & SERVICES BY THE PARTIES & AFFILIATES	
ARTICLE 22 : DATA.....	36
22.1 TITLE TO DATA.....	36
22.2 EXCHANGE OF DATA.....	36
22.3 DATA TRADE.....	36
22.4 CONFIDENTIALITY.....	36
22.5 TECHNOLOGY.....	37
ARTICLE 23 : INCOME TAX, ROYALTIES, TAXES AND DUTIES.....	38
23.1 INCOME TAX AND ROYALTIES.....	38
23.2 EXEMPTIONS.....	38
23.3 EMPLOYEES AND CONTRACTORS.....	38
23.4 AMOUNTS PAYABLE TO FIRST PARTY.....	39
23.5 CUSTOMS DUTIES.....	39
23.6 OTHER AGREEMENTS.....	39

ARTICLE 24 : BOOKS, ACCOUNTS AND AUDITS.....	39
24.1 OPERATOR’S RESPONSIBILITY FOR BOOKS AND ACCOUNTS.....	39
24.2 ACCOUNTING PROCEDURE.....	40
24.3 AUDITS.....	40
ARTICLE 25 : APPLICABLE LAW.....	41
ARTICLE 26: FORCE MAJEURE.....	41
26.1 EXCUSE OF OBLIGATIONS.....	41
26.2 NOTIFICATION.....	41
26.3 EXTENSION OF TERM.....	41
26.4 DISPUTE.....	41
ARTICLE 27 : SETTLEMENT OF DIFFERENCES.....	42
27.1 AMICABLE SETTLEMENT.....	42
27.2 ARBITRATION.....	42
ARTICLE 28 : ASSIGNMENT.....	42
28.1 ASSIGNMENT BY FIRST PARTY.....	42
28.2 ASSIGNMENT BY SECOND PARTY.....	42
28.3 ASSIGNMENT TO AN AFFILIATE.....	43
28.4 GUARANTEE.....	43
28.5 MERGERS.....	43
ARTICLE 29 : TERMINATION.....	43
29.1 RIGHT OF TERMINATION.....	43
29.2 ACCELERATION.....	44
ARTICLE 30 : STATUS OF THE PARTIES.....	44
ARTICLE 31 : REPRESENTATION.....	45
ARTICLE 32 : MISCELLANEOUS.....	45
32.1 NOTICES.....	45
32.2 ADMISSION AND CIRCULATION OF FOREIGN STAFF.....	46
32.3 NO WAIVER, CUMULATIVE REMEDIES.....	46
32.4 AMENDMENTS.....	46
32.5 SATISFACTORY DOCUMENTATION.....	46
32.6 NATIONAL DEFENCE AND SECURITY OF TUNISIA AND LIBYA.....	47
32.7 CONFIDENTIALITY OF PETROLEUM AGREEMENT.....	47
32.8 ENTIRETY OF PETROLEUM AGREEMENT.....	47
32.9 NO THIRD PARTY BENEFICIARIES.....	47
32.10 LANGUAGE.....	47
32.11 HEADINGS.....	48
32.12 UNITIZATION.....	48
32.13 PUBLIC ANNOUNCEMENTS.....	48
ARTICLE 33: APPROVAL OF TUNISIAN AND LIBYAN AUTHORITIES.....	48

ARTICLE 34: EFFECTIVE DATE.....	48
EXHIBITS.....	50
1 EXHIBIT "A" DESCRIPTION OF THE JOINT OIL BLOCK.....	52
2 EXHIBIT "B" MINIMUM EXPLORATION PROGRAM FOR THE EXPLORATION PERIOD.....	55
3 EXHIBIT "C" CALCULATION EXAMPLE FOR DETERMINATION OF EACH PARTY'S SHARE OF PETROLEUM.....	57
4 EXHIBIT "D1" BANK GUARANTEE.....	59
5 EXHIBIT "D2" CORPORATE GUARANTEE.....	62
6 EXHIBIT "E" ACCOUNTING PROCEDURE.....	65