

OPERATING AGREEMENT

BETWEEN

ETAP

AND

TABLE OF CONTENTS

ARTICLE 1 - DEFINITIONS AND INTERPRETATIONS	2
1.1 Definitions	2
1.2 Interpretation.....	7
ARTICLE 2 - TERM AND TERMINATION.....	7
2.1 Term.....	7
2.2 Termination.....	7
ARTICLE 3 - SCOPE	7
3.1 Scope.....	7
3.2 Ownership, Obligations and Liabilities	8
ARTICLE 4 - OPERATOR	8
4.1 Designation of Operator.....	8
4.2 Rights and Duties of Operator	8
4.3 Operator Personnel	10
4.4 Information Supplied by Operator	11
4.5 Settlement of Claims and Lawsuits	12
4.6 Limitation on Liability of Operator	12
4.7 Insurance Obtained by Operator	12
4.8 Removal of Operator	12
4.9 Assignment of the Operatorship to an Affiliate	12
ARTICLE 5 - OPERATING COMMITTEE	13
5.1 Establishment of Operating Committee.....	13
5.2 Powers and Duties of Operating Committee	14
5.3 Authority.....	14
5.4 Subcommittees.....	14
5.5 Notice of Meeting	14
5.6 Contents of Meeting Notice	14
5.7 Location of Meetings	14
5.8 Operator's Duties for Meetings	14
5.9 Decisions.....	15
5.10 Record of Decisions.....	15
5.11 Minutes	15
5.12 decisions by Notice	15
5.13 Effects of decisions.....	15
ARTICLE 6 - WORK PROGRAMS AND BUDGETS	15
6.1 Preparation and Approval	15
6.2 Appraisal.....	17
6.3 Development Operations	17
6.4 HSE Plan.....	18
6.6 Contract Awards	19
6.6 Authorization for Expenditure ("AFE") Procedure	21
6.7 Over-expenditures of Work Programs and Budgets.....	21
ARTICLE 7	22
ARTICLE 8 - DISPOSITION OF PRODUCTION	22
8.1 Right and Obligation to Take in Kind	22
8.2 Disposition of Natural Gas.....	22

ARTICLE 9- EXTENSIONS AND RENEWALS	23
ARTICLE 10- CHANGES IN CONTROL	23
ARTICLE 11 - RELATIONSHIP OF PARTIES AND TAX.....	23
ARTICLE 12 - CONFIDENTIALITY - INTELLECTUAL PROPERTY.....	24
12.1 Confidentiality	24
12.2 Intellectual Property.....	25
12.3 Continuing Obligations	25
ARTICLE 13 - FORCE MAJEURE.....	30
ARTICLE 13 NOTICES.....	31
ARTICLE 15 - APPLICABLE LAW - DISPUTE RESOLUTION - WAIVER OF SOVEREIGN IMMUNITY	27
ARTICLE 16 - GENERAL PROVISIONS.....	31
16.4 Successors.....	32
16.8 Entirety	33
16.9 Amendment	33
16.10 Language	33

Exhibit A	-	Accounting Procedure
Exhibit B	-	Zarat Exploitation Concession Area - Unit Area
Exhibit C	-	Insurance
Exhibit D	-	Remuneration