GEOKINETICS INC.
Marathon Oil Tower 5555 San Felipe Suite 780 Houston, Texas 77056 (713) 850-7600 FAX (713) 850-7330

RECEIVED
APR 24 1995
DIV OF OIL, GAS & MINING

April 18, 1995

Frost National Bank
600 Jefferson @ Smith
P. O. Box 1315
Houston, Texas 77256

Attention: Ms. Sharon Albert
Sr. Vice President

RE: Certificate of Deposit No. 050-00287975
Seep Ridge Project
Uintah County, Utah

Dear Ms. Albert:

This letter serves to clarify the intent of a letter dated March 17, 1995 sent to you from the State of Utah, Division of Oil, Gas and Mining, regarding the referenced Certificate of Deposit.

Although Geokinetics Inc. is a named party on the Certificate of Deposit, the redemption of the Certificate of Deposit shall be at the joint discretion and per the written direction of **only** the State of Utah, Division of Oil, Gas and Mining and the School and Institutional Trust Lands Administration. Geokinetics Inc. has no authority to direct the redemption of the Certificate of Deposit nor is Geokinetics Inc.'s written consent required for its redemption.

Very truly yours,

GEOKINETICS INC.

Michael Hale

Michael Hale
Vice President

cc: Mr. D. Wayne Hedberg - State of Utah, Division of Oil, Gas and Mining