

INSIDER TRADING POLICY

This policy applies to the directors, officers, employees and agents of the Company, the General Partner and the Partnership and each of the subsidiaries of the Partnership.

The United States, through the SEC, the NASDAQ and many of the states have developed laws, rules and regulations regarding the use and public disclosure of corporate inside information. The purpose of such regulations is to protect the interests of investors by providing them with prompt and complete information about significant corporate developments that might affect the value of their investments and to assure that insiders do not profit from information not available to the investing public.

These laws, rules and regulations require the Company and its directors, officers, employees and agents to ensure that material information about the Company, the General Partner or the Partnership is not used unlawfully in connection with the purchase and sale of securities. Directors, officers, employees and agents should know that, in most cases, violation of federal securities laws may also be a violation of state securities laws and additional penalties may accrue under the laws of other jurisdictions.

In general, it is a violation of United States federal securities laws for any person to buy or sell securities if he or she is in possession of material inside information relating to those securities. These laws are based on the belief that all persons trading in a company's securities should have equal access to all "material" information about that company. Information is "material" if it could affect a person's decision whether to buy, sell or hold securities. Information is "inside information" if it has not been publicly disclosed.

Material, nonpublic information can include information that something is likely to happen - or just that it might happen. Examples of material, non-public information with respect to the Company, the General Partner or the Partnership may include, among other things, nonpublic information about:

- Earnings, operating or other financial results;
- Material changes in revenues or operations;
- Estimates or projections by the Company's officers of future earnings or losses;
- Stock splits or other recapitalizations;
- Changes in management;
- A proposed stock or bond offering;
- Redemptions or repurchases by the Partnership of its securities;
- Events or business operations which are likely to affect future revenues or earnings (for example, acquisitions and dispositions of properties, successful discoveries of oil and gas or unsuccessful attempts to discover oil and gas, operational success or failure, and the execution of important contracts with partners or other parties);
- Plans for substantial capital investments;
- The prospect of significant litigation or developments in a major litigation matter; or

- Any other information which is likely to have a significant impact on the Partnership's financial results or unit price.

Furthermore, it is illegal for any person in possession of material inside information to provide other people with such information or to recommend that they buy or sell securities. This is called "tipping." In such case, both the person who provides and the person who receives the information may be held liable.

Insider trading prohibitions also apply to trading in options, such as "put" and "call options.

A violation of the United States federal insider trading laws can expose a person to severe civil and criminal remedies and penalties. Criminal penalties can result in up to 10 years of imprisonment. The maximum civil penalty for each violation is the higher of \$1,000,000 or three times the gains made or losses avoided from insider trading. Finally, because of the importance of the insider trading policy, any violation may be cause for immediate dismissal from the Company, the General Partner and the Partnership.

POLICY

Individuals: All directors, officers, employees and agents of the Company must observe the prohibition on trading on material inside information. Equally important, any such person must not authorize or permit any member of his or her immediate family, anyone acting on his or her behalf, or anyone known to have such information, to purchase or sell such securities.

The Partnership, the General Partner and the Company: The Company will make, on behalf of itself, the General Partner and the Partnership, prompt and complete disclosure of material information to the public when and as required by law and the rules of the SEC or the NASDAQ. Determinations regarding "materiality" involve subjective judgments; therefore, questions of materiality will be determined by the Chief Financial Officer of the Company.

PROCESS/PROCEDURES

Trading While in Possession of Inside Information

A. *Nondisclosure.* Material inside information must not be disclosed to anyone other than persons within the Company whose positions require them to know the information until it has been publicly released by the Company.

B. *Trading in Partnership Securities.* No director, officer, employee or agent shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in the Partnership's securities when he or she has knowledge of information concerning the Company, the General Partner or the Partnership that is material in respect of an investment in the Partnership's securities and that has not been disclosed to the public. Any director, officer, employee or agent of the Company, the General Partner or the Partnership who possesses material inside information shall wait until the end of business on the second business day after the information has been publicly released before trading.

C. *Speculation.* The Company, on behalf of itself, the General Partner and the Partnership, discourages directors, officers, employees and agents from speculating in Partnership securities. As a matter of Company policy, no officer, director, employee or agent may at any time sell Partnership securities short. Officers, directors, employees and agents are also prohibited from (1) engaging in any transaction in publicly traded options on Partnership units, including put or call options, and (2) from engaging in short-term, speculative trading in Partnership securities since such speculation can harm the Partnership by sending inappropriate or potentially misleading signals to the market. This prohibition applies to all types of publicly traded options. Employee options granted by the Partnership are not subject to this prohibition.

D. *Prior Approval.* No director or executive officer (which includes all persons required to file a Form 3 with the SEC) may trade in any of the Partnership's securities without the prior written approval of the Chief Financial Officer of the Company. Approval for trading may also be obtained from the Chief Operating Officer or Chairman of the Company. While prior written approval for trading is not required of the other persons subject to this policy, such prior approval is recommended.

E. *Trading in Other Securities.* No director, officer, employee or agent shall place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of another company (or related derivative securities, such as put or call options) if the director, officer, employee or agent learns in the course of his or her position or employment confidential information about the other company that is likely to affect the value of those securities.

F. *Transfers to Company.* As used in this policy, the term "trading" and variations thereof do not include sales or other transfers of stock to the Company acting on behalf of itself, the General Partner or the Partnership.

G. *Acknowledgment.* Each person designated to receive the Company's Insider Trading Policy will be asked to sign the attached acknowledgment stating that he or she has read this Insider Trading Policy and understands the Company's Insider Trading Policy described herein. The individual also will be asked to repeat this acknowledgment on an annual basis and confirm his or her transactions in Company securities for the prior year.

H. *Administration and Further Assistance.* This Insider Trading Policy shall be administered by the Company's Chief Financial Officer. Any person who has a question concerning the propriety of a proposed transaction or who has a question about the Insider Trading Policy generally may obtain additional guidance from the Company's Chief Financial Officer. Requests for clearance of a proposed securities transaction should be directed to the Company's Chief Financial Officer.