



February 11, 1994

Oil Conservation Division
PO Box 1980
Hobbs, New Mexico 88241

Re: Seaboard Oil Co. -
formerly Mid-America Petroleum, Inc.

Dear Sirs:


Enclosed please find the required plugging reports for the Maddox #1, located in Lea Co., New Mexico. As you will note, the Operator of this well is shown to be Seaboard Oil Co., formerly Mid-America Petroleum, Inc. In order to expedite the reimbursement of the Plugging Bond, I have attached a copy of the following documents which reflect the various name changes for the above referenced Company:

1. Notice of Confirmation of the Second Amended Joint Plan of Reorganization for Mid-America Petroleum, Inc., GMK Oil Company, Inc. and the Mid-America Partnerships.
2. Certificate of Amendment of "MidAmerica Resources, Inc." (this amendment changes the name of the Company from MidAmerica Resources, Inc. to Seaboard Oil Co.

Should you have any questions regarding this matter, please feel free to contact me.

Sincerely,

SEABOARD OIL CO.


Mitzi R. Salinas
Assistant Corporate Secretary

MRS/s
Enclosures

SEABOARD OIL CO.

POST OFFICE BOX 3120 • MIDLAND, TEXAS 79702 • (915) 684-7005 • FAX (915) 684-7060
731 WEST WADLEY • BUILDING O SUITE 200 • MIDLAND, TEXAS 79705

The provisions of the Second Amended Joint Plan of Reorganization (the "Richland Plan") bind all creditors, shareholders, limited and general partners, and other interested parties, whether or not they asserted a claim or accepted the Richland Plan.

Except as otherwise provided in the Richland Plan, all creditors, equity security holders, limited and general partners, governmental agencies, and other interested parties holding "Claims" which arose before February 17, 1989, against MAP or any and all of its subsidiaries and affiliated entities and partnerships are enjoined from instituting or continuing any action or employing any process or engaging in any act to collect such Claims as personal liabilities of any of the Debtors. "Claims" shall include all demands, claims, causes of action, and other manner of assertions against the Debtors, whether equitable, legal, general, or special and whether contract, tort, or statutory, including, without limitation, claims for gas balancing and claims asserted under a Joint Operating Agreement. This injunction against actions against the Debtors applies to and binds all working, royalty, and overriding royalty interest owners receiving notice of these proceedings which hold interests in wells in which one or more of the Debtors own an interest, as well as all the other interested parties listed above.

In the event legal or other proceedings are pending to collect such Claims, the holder of the Claim shall immediately dismiss the Debtors from the action and release and turn over to the Debtors any and all property of the Debtors, including, without limitation, any suspended, withheld or unpaid oil or gas revenues attributable to the interest of the Debtors.

On March 6, 1989, except as otherwise provided in the Richland Plan or in Section 1141 of the Bankruptcy Code, the Order of Confirmation effects an assignment to MARI of all Claims against the Debtors which arose prior to February 17, 1989 and all claims of a kind specified in Sections 502(g), (h), and (i) of the Bankruptcy Code (including claims arising from the rejection of an executory contract). In exchange for the assignment of all such Claims to it, MARI shall thereafter issue stock in MARI to the former Claim holders, pursuant to the terms of the Richland Plan.

Except as otherwise provided in the Richland Plan or the Bankruptcy Code, (i) all property or assets of each of the Debtors shall remain the property of the reorganized Debtor; (ii) all such property shall be free and clear of all liens, claims, judgments, and interests of all creditors, equity security holders, general or limited partners, and all other parties interested in the Debtors; and (iii) all parties asserting a lien, claim or encumbrance against property of the Debtors shall immediately release such lien, claim or encumbrance.

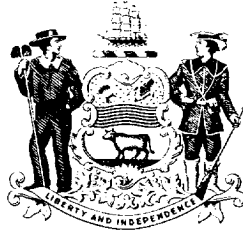
All rights and interests of equity holders and security holders of MAP (i.e., shareholders, warrant or option holders) are terminated and cancelled as of March 6, 1989.

Following March 6, 1989, each of the reorganized Debtors and MARI, as successor to the reorganized Debtors, shall be entitled to carry on its business without further order of the Bankruptcy Court, without restriction as to its activities or management of its affairs except as specifically provided in the Richland Plan.

Copies of the Richland Plan and the Order of Confirmation may be obtained by written request from: MidAmerica Resources, Inc., Post Office Box 3120, Midland, Texas 79702.

MAR 03 1989


UNITED STATES BANKRUPTCY JUDGE

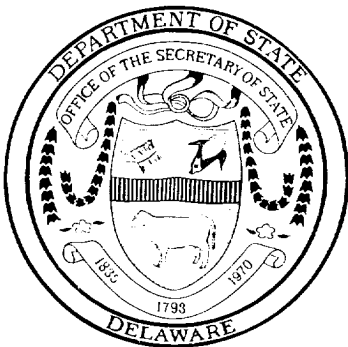


Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE ~~STATE OF~~ AMENDMENT OF "MIDAMERICA RESOURCES, INC." FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1992, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



922390054

Michael Ratchford

SECRETARY OF STATE
AUTHENTICATION: *3571355

DATE: 08/26/1992

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF MIDAMERICA RESOURCES, INC.**

MidAmerica Resources, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendments to the Corporation's Certificate of Incorporation set forth in the following resolutions approved by the Corporation's Board of Directors and stockholders were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, to be effective September 15, 1992:

"RESOLVED, that the Certificate of Incorporation of MidAmerica Resources, Inc. be amended by deleting Article I and substituting therefore the following new Article I:

~~_____~~ **name of the corporation shall be Seaboard Oil Co.**

RESOLVED, that the Certificate of Incorporation of MidAmerica Resources, Inc. be amended by deleting Article VIII and substituting therefore the following new Article VIII:

"The power to adopt, amend, or repeal Bylaws for the management of the corporation may be exercised by either the shareholders or the Board of Directors of the corporation."

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, the foregoing amendments shall not become effective until September 15, 1992, said date being within 90 days of the date of this Certificate is filed.

IN WITNESS WHEREOF, MidAmerica Resources, Inc. has caused this Certificate to be signed and attested by its duly authorized officers, this 21st day of August, 1992.

MIDAMERICA RESOURCES, INC.

By: *Gary Gilliam*
Gary Gilliam, President

ATTEST:

Mitz Salinas
Mitz Salinas
Assistant Secretary