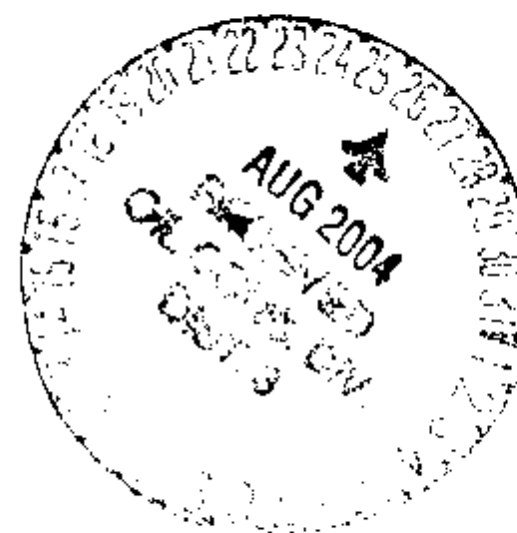


District III1000 Rio Brazos Rd., Aztec, NM
87410

State of New Mexico
Energy, Minerals and Natural Resources
Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505

Form C-104A
Permit 1311**Change of Operator****Previous Operator Information**

OGRID: 22044
Name: MCCLVAIN OIL AND GAS PROPERTIES INC
Address: 1050 17th Street
Address: Suite 1800
City, State, Zip: Denver, CO 80265

New Operator Information

Effective Date: 07/08/2004
OGRID: 14634
Name: MERRION OIL & GAS CORP
Address: 610 Reilly Avenue
Address: _____
City, State, Zip: Farmington, NM 87401

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the certified list of wells is true to the best of my knowledge and belief.

Previous Operator

Signature: *John D. Steuble*
Printed Name: John D. Steuble
Title: Engineering Manager
Date: 8/4/04 Phone: 303-893-0933

New Operator

Signature: *Steven S. Dunn*
Printed Name: STEVEN S. DUNN
Title: DRILLING & PRODUCTION MANAGER
Date: 8/24/04 Phone: (505) 324-5312

NMOCD ApprovalElectronic Signature: Frank Chavez, District IIIDate: September 10, 2004