

**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**

**IN THE MATTER OF THE HEARING CALLED
BY THE OIL CONSERVATION DIVISION FOR
THE PURPOSE OF CONSIDERING:**

**APPLICATION OF MEWBOURNE OIL COMPANY
FOR COMPULSORY POOLING, LEA COUNTY,
NEW MEXICO.**

Case No. 14,286

VERIFIED STATEMENT OF LARRY CUNNINGHAM

Larry Cunningham, being duly sworn upon his oath, deposes and states:

1. I am a landman for Mewbourne Oil Company, and have personal knowledge of the matters stated herein.

2. Pursuant to Division Rule NMAC 19.15.4.12.A(1), the following information is submitted in support of the compulsory pooling application filed herein:

(a) No opposition is expected because the working interest owners being pooled have been contacted regarding the proposed well, and have simply not decided whether to join in the well or farm out their interests.

(b) A plat outlining the spacing unit being pooled is attached hereto as Exhibit A. Applicant seeks an order pooling all mineral interests from the surface to the base of the Morrow formation underlying Lots 1-8 of irregular Section 3, Township 21 South, Range 35 East, NMPM, to form a non-standard 310.92-acre gas spacing and proration unit for all pools or formations developed on 320-acre spacing within that vertical extent, including the Undesignated South Osudo-Morrow Gas Pool. The unit is to be dedicated to the proposed White Wing "3" State Com. Well No. 1, to be drilled at an orthodox location in Lot 4 of Section 3. The well is expected to be a gas well.

(c) The parties being pooled, their working interests in the well unit, and their addresses, are as follows:

Kaiser-Francis Oil Company	43.758443%
P.O. Box 21468	
Tulsa, Oklahoma 74121	

Wilson Oil Company, Ltd.	6.251206%
Suite 211	
69930 Highway 111	
Rancho Mirage, California 92270	

Oil Conservation Division
Case No. 1 14286
Exhibit No. 1

(d) Copies of the proposal letters sent to the uncommitted working interest owners are attached hereto as Exhibit B. In addition, Mewbourne has had several telephone discussions with personnel from Kaiser-Francis Oil Company, but has been unable to reach agreement with them. Mewbourne has been unable to reach any person at Wilson Oil Company, Ltd.

(e) Pursuant to Division rules, applicant requests that a 200% risk charge be assessed against any non-consenting working interest owner.

(f) A copy of the Authority for Expenditure for the proposed well is attached hereto as Exhibit C. The drilling and completion costs set forth therein are fair and reasonable, and are comparable to those of other wells of this depth drilled in this area of Lea County.

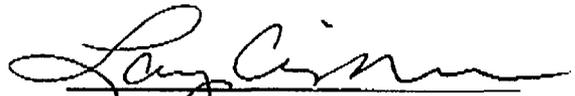
(g) Overhead charges of \$7000/month for a drilling well, and \$700/month for a producing well, are requested. These rates are fair and reasonable, and are in line with rates charged by other operators in this area for wells of this depth. Applicant also requests that the order contain a provision adjusting the rates pursuant to the COPAS accounting procedure.

(h) Applicant requests that it be designated operator of the well.

VERIFICATION

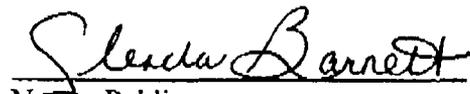
STATE OF TEXAS)
) ss.
COUNTY OF MIDLAND)

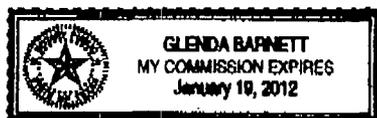
Larry Cunningham, being duly sworn upon his oath, deposes and states that: He is a landman for Mewbourne Oil Company; he is authorized to make this verification on its behalf; he has read the foregoing statement, and knows the contents thereof; and the same is true and correct to the best of his knowledge, information, and belief.


Larry Cunningham

SUBSCRIBED AND SWORN TO before me this 16th day of March, 2009 by Larry Cunningham.

My Commission Expires: 1-19-2012


Notary Public



Western Oil Prod. D/R
 S.E. Prod. Co. E-1639
 Apollo Miller Ener. Miller
 to 4,000 L-4634
 S/2 HBC
 Penrac Oil Divine-St.

Finley Res
 Silverridge Corp. (EJG Res.)
 E-5146
 "E-28"
 (DO) AZtec-S/1

J. N. Penroix (Frisco Ener.)
 Evans St.
 Magruder Sev. Riv. Disc.
 E-7-8-54
 B-11297
 "Magruder"

La Vida La Vida
 to 4407
 Penrac Aztec-St.

Finley Res
 to 1400
 B-11296

R.C. Bruton (Sinclair)
 E-1731
 "415" TO 3550
 Kaiser Meridian
 Wilson Samson
 "Sinclair-St"

Wilson
 2.5 Mill
 (No. Wilson Op Unit)
 T-11487
 Western Oil
 Tanza-St
 TO 12844
 DIA 8-22-73

Samson Res.
 G-1-2011 V-935
 3-2125-88
 Amerada State
 NEWC Disc.
 F-348

Finley Res.
 T/A
 B-11294 "SPX"
 B-11297
 "E-33"
 Charm TD 3980
 DIA 6-8-54
 Dale Cooper Fam. Tr. (S)

R.C. Burton
 (TRO-X LP)
 7-1-2009
 V-7095
 \$358.00 (Prime)
 (Elliott)
 Finley LW White Monu-
 ment St
 Amerada State WEG

Arch Pet
 B-73 (w)
 R.R. Bell State

Chesapeake
 5-1-2009
 V-7062
 1,254.83
 (Brit Amer.)
 N.M. ST.
 1-F

Samson Res.
 5-1-2009
 V-7054, 1,000.00
 Hagwer Inc. Thomas-St
 (U.L. Hamon)
 State
 TD 10947

R 35 E
 (Resler) Westbrock Oil
 Wilson-St
 E-1639
 "St. 334"

Endura Ener. S/R (Mobil)
 E-8241

Finley Res.
 Devon Ener.
 407 E-1673 5.9mi.
 (Sinclair) TD 3925

Amerada A (Dps) White L.W. White et al
 Dale Cooper Fam. Tr. (S)

Finley Res.
 GM ST

Chesapeake
 5-1-2009
 V-7063
 1,406.25
 Mewbourne Osuda St.

Wyoming Oil Kaiser-Francis
 H.B.P.
 B-1481
 Chesapeake KF 4 St.

Finley Res.
 (BP Amer.)
 E-6952 "AK"
 to 3970
 "A11-St"

Chesapeake CC St.

(BP Amer.)
 Finley Res.
 E-6952 "AK"
 to 3970

(Amerada)
 2 Finley Res.
 E-1732
 "WEH"

(Devon Ener.)
 Finley Res.
 E-1673 F237
 "407"
 State Lea State Mexico

Upland Cor. 2
 4-1-2009
 V-7045
 1,043.75
 Mewbourne Osuda St.

Chesapeake (Apache, D/R)
 (Penrac, et al)
 HBP
 E-1732
 Mewbourne Osuda St.
 "Osuda 9 St."

(Samson Res) Kaiser-Francis
 HBP
 E-2446
 "Hunger Buster St."
 State

(XOG Oper.)
 Apache St. Com.

Perry E, Perry
 HBP
 E-1673
 Motador Pet. et al
 to 100' bel. Murr base.

(Perry R. Boss) IWE (I)
 Devon Ener. e Meriond.

Apache HBP
 E-1640 State

E.L. Hegwer, Inc (Wyoming Oil)
 Kaiser-Francis
 HBP Hegwer
 E-1639 Endura
 TD 4050
 (Shell)

Harvard Pet.
 1125
 E-759
 3
 720
 Wilson State

Tom Brown to 100' bel. Murr base
 Apache D/R
 E-1640 State

E.L. Hegwers, S/R
 State



TRACT OWNERSHIP

White Wing "3" State COM #1 Well
Lots 1 through 8 (N/3) of Section 3, T-21-S, R-35-E
Lea County, New Mexico

1. State of New Mexico Oil and Gas Lease E-8241 dated June 15, 1954 insofar only as said lease covers lots 1, 2, 7 & 8 of Section 3, T21S, R35E, Lea County, New Mexico, as to depths from the base of the Eumont Yates formation down to the base of the Morrow formation..

<u>Leasehold Ownership</u>	<u>Interest</u>
Mewbourne Oil Company	100.0%

2. State of New Mexico Oil and Gas Lease E-1639-4 dated December 10, 1947 insofar only as said lease covers the lots 3, 4, 5 & 6 of Section 3, T21S, R35E, Lea County, New Mexico, as to depths below 5,200' feet.

<u>Leasehold Ownership</u>	<u>Interest</u>
Kaiser-Francis Oil Company	87.5%
Wilson Oil Company, Ltd.	12.5%

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

CERTIFIED MAIL NO. 5558

November 17, 2008

Kaiser-Francis Oil Company
P.O. Box 21468
Tulsa, Oklahoma 74121-1468
Attn: Mr. Wayne A. Fields

Re: Proposed Morrow Test
White Wing "3" State COM #1 well
660' FNL & 660' FWL
Section 3, T-21-S, R-35-E
Lea County, New Mexico
White Wing Prospect

Gentlemen:

Mewbourne Oil Company ("Mewbourne") hereby proposes drilling a 12,500' Morrow test at a location 660' FNL & 660' FWL of Section 3, T-21-S, R-35-E, Lea County, New Mexico to be called the White Wing "3" State COM #1 well. Assuming a successful completion requiring 320 acre spacing, a communitized proration unit covering lots 1 through 8 (North 312.92 acres) of said Section 3 would be established. Accordingly, Mewbourne also hereby proposed the formation of a working interest unit covering Lots 1 through 8 of said Section 3. Based upon our most current title information Kaiser-Francis Oil Company ("Kaiser-Francis") appears to own an 87.5% working interest in State of New Mexico Lease E-1639 insofar only as it covers Lots 3, 4, 5 & 6 of said Section 3. If our title information is correct, Kaiser-Francis would have a 43.758443% working interest in the proposed working interest unit.

Enclosed is an AAPL 1989 Model Form JOA naming Mewbourne as Operator with an extra set of signature pages along with duplicate AFE well cost estimates for the proposed well. To indicate an election to participate in the proposed well and working interest unit, please execute and return the extra set of signature pages to the JOA along with one of the enclosed AFE well cost estimates. Should you choose not to participate, I would be glad to discuss the possibility of Mewbourne acquiring Kaiser-Francis' interest in Lot 3, 4, 5, & 6 of said Section 3 under mutually acceptable terms.

Feel free to contact me if you have any questions or would like to discuss this proposal in greater detail. I can be reached by phone number at (432) 682-3715 or via email at ssmith@mewbourne.com.

Sincerely,

MEWBOURNE OIL COMPANY



Steven J. Smith
Senior Landman

Attachments

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature <input checked="" type="checkbox"/> <i>Steven J. Smith</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee
Article Addressed to:	B. Received by (Printed Name) C. Date of Delivery
Kaiser-Francis Oil Company P.O. Box 21468 Tulsa, Oklahoma 74121-1468 Attn: Mr. Wayne A. Fields	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No
	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes

Article Number
(Transfer from service label)

7005 2570 0001 0978 5558

EXHIBIT

B

MEWBOURNE OIL COMPANY

500 W. TEXAS, SUITE 1020
MIDLAND, TEXAS 79701

(432) 682-3715
FAX (432) 685-4170

CERTIFIED MAIL NO. 5565

November 17, 2008

Wilson Oil Company, Ltd.
69930 HW 111, Suite 211
Rancho Mirage, CA 92270
Attn: Mr. Tug Wilson

123 Lakefront Way
Rancho Mirage, CA 92270
(760) 324-6772

Re: Proposed Morrow Test
White Wing "3" State COM #1 well
660' FNL & 660' FWL
Section 3, T-21-S, R-35-E
Lea County, New Mexico
White Wing Prospect

Dear Mr. Wilson:

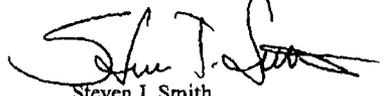
Mewbourne Oil Company ("Mewbourne") hereby proposes drilling a 12,500' Morrow test at a location 660' FNL & 660' FWL of Section 3, T-21-S, R-35-E, Lea County, New Mexico to be called the White Wing "3" State COM #1 well. Assuming a successful completion requiring 320 acre spacing, a communitized proration unit covering lots 1 through 8 (North 310.92 acres) of said Section 3 would be established. Accordingly, Mewbourne also hereby proposed the formation of a working interest unit covering Lots 1 through 8 of said Section 3. Based upon our most current title information Wilson Oil Company, Ltd. ("Wilson") appears to own a 12.5% working interest in State of New Mexico Lease E-1639 insofar only as it covers Lots 3, 4, 5 & 6 of said Section 3. If our title information is correct, Wilson would have a 6.251206% working interest in the proposed working interest unit.

Enclosed is an AAPL 1989 Model Form JOA naming Mewbourne as Operator with an extra set of signature pages along with duplicate AFE well cost estimates for the proposed well. To indicate an election to participate in the proposed well and working interest unit, please execute and return the extra set of signature pages to the JOA along with one of the enclosed AFE well cost estimates. Should you choose not to participate, I would be glad to discuss the possibility of Mewbourne acquiring Wilson's interest in Lots 3, 4, 5, & 6 of said Section 3 under mutually acceptable terms.

Feel free to contact me if you have any questions or would like to discuss this proposal in greater detail. I can be reached by phone number at (432) 682-3715 or via email at ssmith@mewbourne.com.

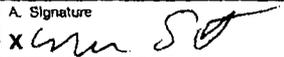
Sincerely,

MEWBOURNE OIL COMPANY



Steven J. Smith
Senior Landman

Enclosures

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits.	A. Signature  <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee
Article Addressed to:	B. Received by (Printed Name) C. Date of Delivery Mark Stein 11/16/08
	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No
Wilson Oil Company, Ltd. 69930 Highway 111, Suite 211 Rancho Mirage, CA 92270 Attn: Mr. Tug Wilson	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
Article Number (Transfer from service label)	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes
7005 2570 0001 0978 5565	

**MEWBOURNE OIL COMPANY
AUTHORIZATION FOR EXPENDITURE**

Prospect: White Wing 3 Well Name & No: White Wing 3 St. #1
 Field: _____ Location: 680' FNL & 680' FWL
 Section: 3 Block: _____ Survey: _____ Township: 21S Range: 35E
 County: Lea ST: NM Proposed Depth: 12,300'

DESCRIPTION		Cost To Casing Point AFE NO.	Completion Cost AFE NO.			
INTANGIBLE COST 180						
300	Permits and Surveys	\$3,000	\$1,500			
301	Location, Roads and Site Preparation	\$250,000	\$2,000			
302	Footage or Turnkey Drilling					
303	Day Work 47 Days Drig + 2 Days Completion @ \$16,500/d + 6% GRT	\$822,000	\$35,000			
304	Fuel \$3,800/day	\$178,600	\$7,600			
305	Completion / Workover Rig		\$20,000			
306	Mud and Chemicals	\$150,000	\$2,000			
307	Cementing	\$70,000	\$50,000			
308	Logging, Wireline and Coring Services	\$50,000	\$20,000			
309	Casing, Tubing & Snubbing Services	\$15,000	\$12,000			
310	Mud Logging 25 days @ \$1000/day + RU	\$27,000				
311	Testing	\$1,500	\$5,000			
312	Treating 70Q Binary + 70K IP		\$200,000			
313	Water & Other	\$60,000	\$1,000			
314	Bits 1-17 1/2", 1-12 1/4", 5- 8 3/4"	\$65,000				
315	Inspection & Repair Services	\$8,000	\$1,000			
316	Misc. Air and Pumping Services Air Package for 12 1/4' hole & reverse unit		\$2,000			
320	Rig Mobilization & Transportation	\$90,000	\$2,500			
321	Welding and Construction	\$4,000	\$5,500			
322	Engineering & Contract Supervision	\$47,000	\$2,000			
330	Equipment Rental	\$40,000	\$3,500			
334	Well / Lease Legal	\$10,000	\$2,500			
335	Well / Lease Insurance	\$8,100				
350	Intangible Supplies	\$500	\$500			
355	Damages	\$10,000				
360	Pipeline and Electrical ROW and Easements	\$5,000	\$6,000			
367	Pipeline Interconnect					
375	Company Supervision	\$30,000	\$15,000			
380	Overhead Fixed Rate	\$9,000	\$6,000			
398	Well Abandonment	\$15,000	(\$15,000)			
399	Contingencies 10% / 5%	\$196,900	\$19,400			
	Total Intangibles	\$2,165,600	\$407,000			
TANGIBLE COST 181						
787	Conductor Casing 40' of 20" (Included in location cost)					
797	Surface Casing 1500' 13-3/8" 54.5# K55/ 48# H40 ST&C @ \$64.00/ft	\$96,000				
797	Intermediate Casing 5400' 9-5/8" 40# HCK55/B0 LT&C @ \$54.22/ft	\$293,000				
797	Intermediate Casing					
797	Production Casing 12,300' 5-1/2" 17# HCP110/N80 LT&C @ \$27.24/ft		\$335,000			
798	Tubing 12,000' 2-7/8" 6.5# P110 EUE 8rd @ \$10.87/ft		\$130,400			
860	Drilling Head	\$9,500				
870	Tubing Head & Upper Section		\$12,000			
875	Sucker Rods					
880	Packer Pump & Subsurface Equipment		\$10,000			
884	Artificial Lift Systems					
885	Pumping Unit					
886	Surface Pumps & Prime Movers					
890	Tanks - Steel		\$17,000			
891	Tanks - Other		\$8,000			
895	Separation Equipment		\$20,000			
896	Gas Treating Equipment					
898	Metering Equipment		\$6,500			
900	Line Pipe - Gas Gathering and Transportation		\$40,000			
901	Line Pipe - Production		\$1,500			
906	Miscellaneous Fittings, Valves & Accessories		\$15,000			
908	Electrical Installations					
910	Production Equipment Installation		\$10,000			
920	Pipeline Construction		\$21,000			
Prepared by:	<u>Charles Martin</u>	Date Prepared:	<u>7/17/2008</u>	Total Tangibles	\$398,500	\$626,400
Company Approval:	<u>M. White</u>	Date Approved:	<u>7/17/2008</u>	SUBTOTAL	\$2,564,100	\$1,033,400
Joint Owner Interest:	<u>43.758443%</u>	Joint Owner Amount:	\$1,574,209.99	TOTAL WELL COST	\$3,597,500	

Joint Owner: Kaiser-Francis Oil Company Joint Owner Approval: _____

Operator has secured Operator's Extra Expense Insurance covering costs of well control, clean up, and redrilling, as estimated in Line Item 335. Non-operator may elect not to be covered by this Operator's Extra Expense Insurance only by signing below. The undersigned elects not to be covered by Operator's Extra Expense Insurance for their well.

By: _____ Name: _____

**MEWBOURNE OIL COMPANY
AUTHORIZATION FOR EXPENDITURE**

Prospect: White Wing 3 Well Name & No: White Wing 3 St. #1
 Field: _____ Location: 660' FNL & 660' FWL
 Section: 3 Block: _____ Survey: _____ Township: 21S Range: 35E
 County: Lea ST: NM Proposed Depth: 12,300'

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901	Line Pipe - Production		\$1,500
908	Miscellaneous Fittings, Valves & Accessories		\$15,000
909	Electrical Installations		
910	Production Equipment Installation		\$10,000
920	Pipeline Construction		\$21,000
Prepared by: <u>Charles Martin</u> Date Prepared: <u>7/17/2008</u> Total Tangibles		\$398,500	\$626,400
Company Approval: <u>TC. White</u> Date Approved: <u>7/17/2008</u> SUBTOTAL		\$2,564,100	\$1,033,400
Joint Owner Interest: <u>6.251206%</u> Joint Owner Amount: <u>\$224,887.14</u> TOTAL WELL COST		\$3,597,500	

Joint Owner: Wilson Oil Company, Ltd. Joint Owner Approval: _____

Operator has secured Operator's Extra Expense Insurance covering costs of well control, clean up, and redrilling, as estimated in Line Item 335. Non-operator may elect not to be covered by this Operator's Extra Expense Insurance only by signing below. The undersigned elects not to be covered by Operator's Extra Expense Insurance for their well.

By: _____ Name: _____