

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

APPLICATION OF GILLESPIE-CROW, INC.
FOR UNIT EXPANSION, STATUTORY
UNITIZATION, AND QUALIFICATION
OF THE EXPANDED OIL TAX RATE AND
CERTIFICATION OF A POSITIVE PRODUCTION
RESPONSE PURSUANT TO THE "NEW
MEXICO ENHANCED OIL RECOVERY ACT,"
LEA COUNTY, NEW MEXICO.

CASE NO. 11724
(DE NOVO)

APPLICATION OF HANLEY PETROLEUM INC.
AND YATES PETROLEUM CORPORATION
FOR UNIT EXPANSION, STATUTORY UNITIZATION,
AND QUALIFICATION OF THE EXPANDED UNIT
AREA FOR THE RECOVERED OIL TAX RATE AND
CERTIFICATION AS A POSITIVE PRODUCTION
RESPONSE PURSUANT TO THE NEW MEXICO
ENHANCED OIL RECOVERY ACT,
LEA COUNTY, NEW MEXICO.

CASE NO. 11954

AFFIDAVIT OF BRETT K. BRACKEN

STATE OF TEXAS)
) ss.
COUNTY OF MIDLAND)

Brett K. Bracken, being first duly sworn on oath, states as follows:

1. My name is Brett Bracken. I reside in Midland, Texas. I am Vice President of Exploration for Hanley Petroleum Inc. ("Hanley"). My responsibilities with Hanley include the acquisition of all geological and geophysical data for Hanley.

2. I was the geologist responsible for the development of Hanley's acreage in the S/2 SE/4 of Section 28, Township 15 South, Range 35 East, NMPM, Lea County, New Mexico and the drilling of the Chandler Well No. 1 located thereon.

EXHIBIT D

3. Hanley employed Dawson Geophysical Company ("Dawson") of Midland, Texas, to conduct a 3-D seismic survey to evaluate its leases in Section 28.

4. Hanley contacted Gillespie-Crow, Inc. ("Gillespie"), operator of the WLSU, and requested a permit to conduct these seismic operations on the Gillespie acreage located in the N/2 of Section 33, Township 15 South, Range 35 East, NMPM, Lea County, New Mexico. This Gillespie acreage was included in the original West Lovington Strawn Unit.

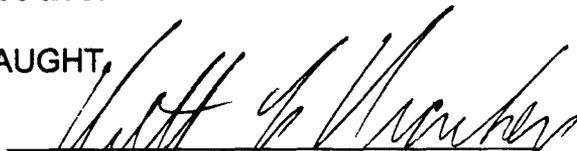
5. Gillespie denied the request for permit on July 27, 1995 and stated it would only grant the permit if, prior to obtaining this data, Hanley would agree to commit its interest to the West Lovington Strawn Unit if it drilled a well on this acreage which encountered less than virgin reservoir pressure. This condition was unacceptable to Hanley.

6. Without this permit, Hanley was unable to conduct seismic operations in the N/2, Section 33, for the purpose of acquiring a seismic profile of its lease in Section 28 on which the Chandler #1 well is located.

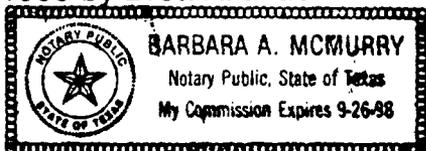
7. Although less than ideal, Dawson was able to design a 3-D seismic program, for the purpose of acquiring an acceptable seismic profile of Hanley's lease in Section 28, that avoided the conducting of seismic operations across the N/2 Section 33. However, while conducting seismic operations in Sections 20, 21, 22, 27, 28, 29 and 32 of Township 15 South, Range 35 East, Dawson did acquire some data on the Gillespie acreage in the N/2 of Section 33. Although Hanley paid for this data, Dawson was unable to play out this information for Hanley because Gillespie refused to give Hanley or Dawson a seismic permit.

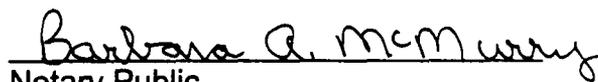
8. The data Hanley was allowed to obtain is limited and the un-played data would be helpful in Hanley's evaluation and further development of its leases in Section 28, Township 15 South, Range 35 East

FURTHER AFFIANT SAYETH NAUGHT,


Brett K. Bracken

SUBSCRIBED AND SWORN before me this 29th day of April, 1998 by Brett K. Bracken.




Notary Public

My Commission Expires: 9-26-98