

EXHIBIT 1

KELLAHIN AND KELLAHIN

ATTORNEYS AT LAW

EL PATIO BUILDING

117 NORTH GUADALUPE

POST OFFICE BOX 2265

SANTA FE, NEW MEXICO 87504-2265

TELEPHONE (505) 982-4285

TELEFAX (505) 982-2047

W. THOMAS KELLAHIN*

*NEW MEXICO BOARD OF LEGAL SPECIALIZATION
RECOGNIZED SPECIALIST IN THE AREA OF
NATURAL RESOURCES-OIL AND GAS LAW

JASON KELLAHIN (RETIRED 1991)

June 17, 1997

TO:

**ALL INTERESTED PARTIES ENTITLED TO NOTICE
OF THE HEARING OF THE FOLLOWING NEW MEXICO
OIL CONSERVATION DIVISION CASE:**

*Re: Application of Burlington Resources Oil & Gas Company
for compulsory pooling and a non-standard gas proration
and spacing unit, San Juan County, New Mexico*

On behalf of Burlington Resources Oil & Gas Company (formerly Meridian Oil Inc.), please find enclosed our application for compulsory pooling for its proposed Scott Well No. 24 to be located at a standard gas well location 1535 feet FNL and 2500 feet FWL (Unit F) Irregular Section 9, T31N, R10W, NMPM, and to be dedicated to all of Section 9, which has been set for hearing on the New Mexico Oil Conservation Division Examiner's docket now scheduled for July 10, 1997. The hearing will be held at the Division hearing room located at 2040 S. Pacheco, Santa Fe, New Mexico.

As an interest owner who may be affected by this application, we are notifying you of your right to appear at the hearing and participate in this case, including the right to present evidence either in support of or in opposition to the application. Failure to appear at the hearing may preclude you from any involvement in this case at a later date.

Pursuant to the Division's Memorandum 2-90, you are further notified that if you desire to appear in this case, then you are requested to file a Pre-Hearing Statement with the Division not later than 4:00 PM on Friday, July 4 1997, with a copy delivered to the undersigned. Please direct any questions to James Strickler (505) 326-9700.

Very truly yours,



W. Thomas Kellahin

cc: Burlington Resources Oil & Gas Company
Attn: Alan Alexander

KELLAHIN AND KELLAHIN

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TELEPHONE (505) 982-4285

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JASON KELLAHIN (RETIRED 1991)

June 12, 1997

HAND DELIVERED

Mr. William J. LeMay, Director
Oil Conservation Division
2040 South Pacheco
Santa Fe, New Mexico 87505

**Re: Scott Well No. 24
all of Irregular Section 9, T31N, R10W, NMPM
Application of Burlington Resources Oil & Gas Company
for compulsory pooling and a non-standard gas proration
and spacing unit, San Juan County, New Mexico**

Dear Mr. LeMay:

On behalf of Burlington Resources Oil & Gas Company, please find enclosed our referenced application which we request be set for hearing on the Examiner's docket now scheduled for July 10, 1997. Also enclosed is our proposed advertisement of this case for the NMOCD docket.

Very truly yours,



W. Thomas Kellahin

cc: Burlington Resources Oil & Gas Company
Attn: Alan Alexander

PROPOSED ADVERTISEMENT FOR NMOCD DOCKET

CASE ___: Application of Burlington Resources Oil & Gas Company for compulsory pooling and a non-standard proration and spacing unit, San Juan County, New Mexico. Applicant seeks an order pooling all mineral owners, including working interest, royalty interests and overriding royalty interests below the base of the Dakota formation (base of the Cretaceous aged formation) to the top of the Pre-Cambrian aged formation underlying all of Irregular Section 9, T31N, R10W, NMPM, San Juan County, New Mexico, forming a non-standard 636.01-acre gas spacing and proration unit for any formations and/or pools developed on 640-acre gas spacing within said vertical extent. Applicant seeks to be designated as the operator of the well. Said unit is to be dedicated to Burlington Resources Oil & Gas Company's Scott Well No. 24 which is to be drilled at a standard gas well location 1535 feet from the north line and 2500 feet from the west line, Unit F of said Section 9. Said well is located approximately 2-1/2 miles southeast of Cedar Hills, New Mexico.

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

**IN THE MATTER OF THE APPLICATION
OF BURLINGTON RESOURCES OIL & GAS
COMPANY FOR COMPULSORY POOLING AND A
NON-STANDARD PRORATION AND SPACING UNIT,
SAN JUAN COUNTY, NEW MEXICO.**

CASE NO. _____

A P P L I C A T I O N

Comes now BURLINGTON RESOURCES OIL & GAS COMPANY (formerly Meridian Oil Inc.), by its attorneys, Kellahin & Kellahin, and in accordance with Section 70-2-17(c) (1978) applies to the New Mexico Oil Conservation Division for an order pooling all mineral owners including working interest, royalty interests and overriding royalty interests from the base of the Dakota formation to the base of the Pre-Cambrian aged formation underlying all of Irregular Section 9, T31N, R10W, NMPM, San Juan County, New Mexico, forming a non-standard 636.01-acre gas spacing and proration unit for any formations and/or pools developed on 640-acre gas spacing within said vertical extent. Applicant seeks to be designated as the operator of the well. Said unit is to be dedicated to Burlington Resources Oil & Gas Company's Scott Well No. 24 which is to be drilled at a standard gas well location 1535 feet from the north line and 2500 feet from the west line (Unit F) of said Section 9.

In support of its application, Burlington Resources Oil & Gas Company ("Burlington") states:

1. On June 5, 1997, the New Mexico Oil Conservation Commission entered Order R-10815 which:

(a) established gas spacing units consisting of 640-acres for gas production **below** the base of the Dakota formation ("deep gas") for the San Juan Basin (OCD Case 11745); and

(b) provided within the surface outcrop of the Pictured Cliffs formation for standard well locations not closer than 1200 feet to the outer boundary, 130 to any quarter section line nor closer than 10 feet to any quarter-quarter section line.

2. Burlington, is the proposed operator for a "deep gas" well in Irregular Section 9, T31N, R10W, NMPM, San Juan County, New Mexico.

3. Burlington has attempted to consolidate on a voluntary basis all of the oil and gas working interests ("operating rights") within said Section 9 as a possible deep gas 636.01-acre spacing unit on which Burlington, as operator, intends to locate and drill the Scott Well No. 24 to the top of the pre-cambrian aged formation and to dedicate any production from the base of the Dakota formation to the base of the Pre-Cambrian aged formation to a non-standard 636.01-acre gas spacing and proration unit consisting of all of said Section 9. See Exhibit "A" attached.

4. Within said Section 9, Burlington has obtained the voluntarily agreement of 31.687% of the working interest owners who will participate on a voluntary basis with Burlington. See Exhibit "B" attached.

5. If Burlington is able to complete a well capable of production, then Burlington intends to distribute the proceeds from production based upon each interest owner's proportionate share of acreage within the 636.01-acre unit.

6. Despite its good faith efforts, Burlington has not been able to obtain the voluntary agreement of certain mineral owners as indicated on Exhibit "B".

7. In addition, based upon preliminary title examination, it appears that Amoco and its partners may be the lessee of a certain lease in this section which is subject to royalty interests owned by the party listed on Exhibit "C" attached which contains pooling provisions limiting the size of spacing units to less than 640-acres.

8. Because such a provision is inconsistent with 640-acre gas spacing, Burlington has attempted to notify this royalty interest owner and has requested that he voluntarily participate based upon proportionately sharing on a 636.01-acre spacing unit basis.

9. Burlington has been unable to obtain the voluntarily agreement of all said mineral owners, including certain working interest, royalty and overriding royalty interest owners and therefore requests that the Division enter a compulsory pooling order pooling all said mineral interests so that proceeds can be paid based upon the percentage of each lease's acreage contained in that 636.01-acre spacing unit.

10. The non-standard 636.01 acre gas proration and spacing unit is necessary because Section 9 contains less than the standard 640 acres as a result of governmental survey.

11. The unorthodox well location is necessary because of geologic reasons and topographic limitations.

12. Pursuant to Section 70-2-17(c) NMSA (1978) and in order to obtain its just and equitable share of production from the subject well and this spacing unit, Burlington needs an order of the Division pooling the identified and described mineral interests involved in order to protect correlative rights and prevent waste.

13. In accordance with the Division's notice requirements, a copy of this application has been sent to the parties to be pooled as shown on Exhibit "B" and Exhibit "C".

14. Burlington requests that this matter be set for a hearing before the Division on the next available Examiner's docket now scheduled for July 10, 1997.

WHEREFORE, Burlington, as applicant, requests that this application be set for hearing on July 10, 1997 before the Division's duly appointed examiner, and that after notice and hearing as required by law, the Division enter its order pooling the mineral interests described in this spacing unit for the drilling, completing and operating the subject well at a non-standard gas well location and a non-standard proration and spacing unit upon terms and conditions which include:

- (1) Burlington Resources Oil & Gas Company be named operator;

- (2) provisions for applicant and all working interest owners to participate in the costs of drilling, completing, equipping and operating the well;
- (3) in the event a working interest owner fails to elect to participate, then provision be made to recover out of production the costs of the drilling, completing, equipping and operating the well including a risk factor penalty of 200%;
- (4) provision for overhead rates per month drilling and per month operating and a provision providing for an adjustment method of the overhead rates as provided by COPAS;
- (5) provisions allowing each royalty interest owner to participate in any production from the Scott Well No. 24 by voluntarily committing that interest to this 636.01-acre gas spacing unit;
- (6) in the event a royalty or overriding royalty interest owner fails to elect to participate, then provisions declaring said interest pooled so that proceeds can be paid based upon the percentage of each lease's acreage contained in the 636.01-acre spacing unit;
- (7) for approval of a non-standard 636.01-acre gas proration and spacing unit; and
- (8) for such other and further relief as may be proper.

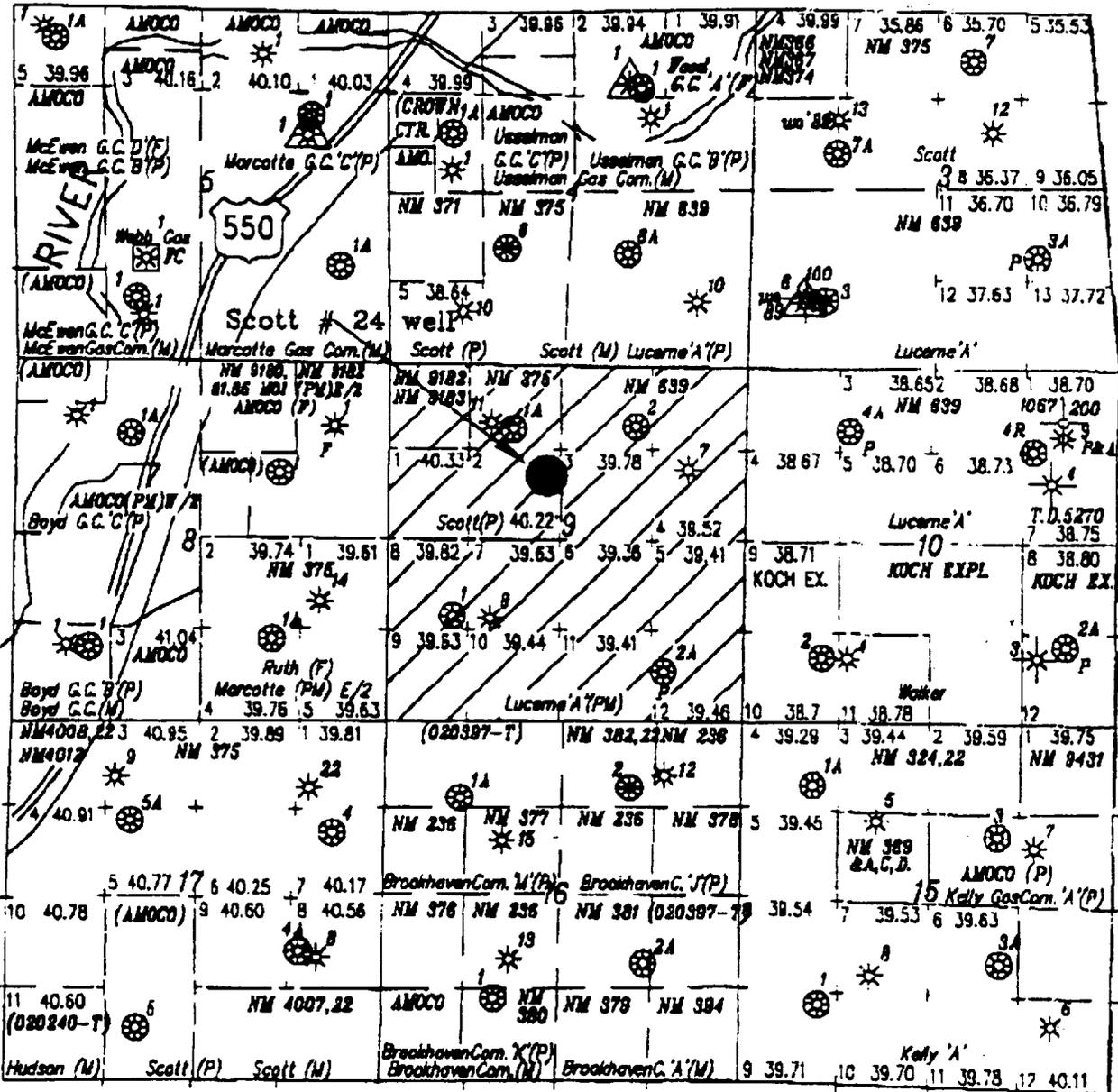
RESPECTFULLY SUBMITTED:



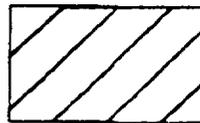
W. THOMAS KELLAHIN
KELLAHIN & KELLAHIN
P. O. Box 2265
Santa Fe, New Mexico 87504

BURLINGTON RESOURCES OIL & GAS COMPANY

Scott # 24 Well
 SENW Sec. 9-31N-10W
 2500' FWL, 1535' FNL



-  FRUITLAND SAND
-  FRUITLAND COAL
-  PICTURED CLIFFS
-  MESAVERDE
-  DAKOTA
-  GALLUP



Spacing Unit

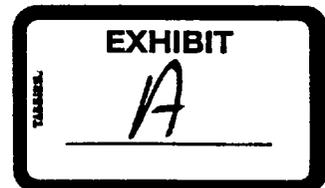


EXHIBIT "A"

Attached to and made a part of that certain Operating Agreement dated April 1, 1997, by and between BURLINGTON RESOURCES OIL & GAS COMPANY, as Operator, and as Non-Operators.

I. LANDS SUBJECT TO OPERATING AGREEMENT:

**Township 31 North, Range 10 West
Section 9: Lots 1-12, N/2 N/2
San Juan County, New Mexico
containing 636.01 acres, more or less**

II. RESTRICTIONS, IF ANY, AS TO DEPTHS OR FORMATIONS:

Limited to all depths below the Dakota formation.

III. ADDRESSES AND WORKING PERCENTAGE INTERESTS OF PARTIES TO THIS AGREEMENT:

Burlington Resources Oil & Gas Company c/o Land Department P.O. Box 4289 Farmington, New Mexico 87499 Main # 505-326-9700 Fax # 505-326-9781	OPERATOR 10.311905%
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NON-OPERATORS

<u>Working Interest Owners</u>	<u>GW</u>	<u>PARTICIPATE/ FARMOUT</u>
CONOCO INC. 10 DESTA DRIVE , SUITE 100W MIDLAND, TX 79705-4500	10.311905%	YES
AMOCO PRODUCTION COMPANY P.O. BOX 800 DENVER, CO 80201	10.175500%	YES
TOTAL MINATOME CORP. 2 HOUSTON CENTER, SUITE 2000 909 FANNIN P.O. BOX 4326 HOUSTON, TX 77210-4326	3.553900%	NO
LEE WAYNE MOORE AND JOANN MONTGOMERY MOORE, TRUSTEES 403 N. MARIENFIELD MIDLAND, TX 79701	0.294805%	NO



EXHIBIT "A" CONT.

<p>GEORGE WILLIAM UMBACH 2620 S. MARYLAND PKWY. #496 LAS VEGAS, NV 89109</p>	.369518%	YES
<p>ROBERT WARREN UMBACH P.O. BOX 5310 FARMINGTON, NM 87499</p>	.369518%	YES
<p>LOWELL WHITE FAMILY TRUST C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-0500</p>	.037019%	YES
<p>WALTER A. STEELE C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.037019%	YES
<p>ESTATE OF G. W. HANNETT C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.030850%	YES
<p>T. G. CORNISH C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.024680%	YES
<p>PATRICIA HUETER C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.006171%	YES
<p>MARY EMILY VOLLER C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.006170%	YES
<p>A. T. HANNETT C/O SUNWEST BANK OF ALBUQUERQUE, N.A. ATTN: CATHERINE RUGEN P.O. BOX 26900 ALBUQUERQUE, NM 87125-6900</p>	.006170%	YES
<p>HOPE G. SIMPSON C/O SIMPSON ESTATES INC. 30 N. LASALLE, STE 1232 CHICAGO, IL 60602-2504</p>	0.651006%	NO

EXHIBIT "A" CONT.

NANCY H. GERSON (FKA NANCY H. HASKENS) 1555 ASTOR ST. CHICAGO, IL 60610	0.456838%	NO
MINNIE A. FITTING ROBERT P. FITTING P.O. BOX 2588 SIERRA VISTA, AZ 85636-2588	0.934458%	NO
CATHERINE H. RUML P.O. BOX 297 SOUTH STRAFFORD, VT 05070-0297	0.456838%	NO
KATHERINE I. WHITE C/O JOHN BEATY BAETY HAYNES & ASSOCIATES INC. 2 WISCONSIN CIR., STE 400 CHEVY CHASE, MD 20815-7006	1.522308%	NO
ELIZABETH B. FARRINGTON 12 MURRAY HILL SQUARE MURRAY HILL, NJ 07974	0.164464%	NO
MARY S. ZICK (FKA NANCY S. ZICK) 418 W. LYON FARIN GREENWICH, CT 06831	0.685295%	NO
WALTER B. FARNHAM P.O. BOX 494 NORWOOD, CO 81423-0494	0.102790%	NO
ROY E. BARD, JR. 508 S PARKWOOD AVE PARK RIDGE, IL 60068	0.164464%	NO
ROBERT T. ISHAM 335 HOT SPRINGS RD. SANTA BARBARA, CA 93108	1.205033%	NO
MARY F LOVE 4005 PINOLE VALLEY RD. PINOLE, CA 94564	0.102790%	NO
JAMES C. BARD 7454 N. DESERT TREE DR. TUCSON, AZ 85704	0.164464%	NO
WILLIAM P. SUTTER THREE FIRST NATL PLAZA ROOM 4300 CHICAGO, IL 60602	0.685295%	NO

EXHIBIT "A" CONT.

GEORGE S. ISHAM TRUST 1070 N. ELM TREE RD LAKE FOREST, IL 60045	1.205003%	NO
ALBERT L. HOPKINS JR P O BOX 67 DANBURY, NH 03230-0067	0.456838%	NO
KAY B. GUNDLACH (FKA KAY B. TOWLE) FEARINGTON POST 247 PITTSBORO, NC 27312	0.164464%	NO
VIRGINIE W. ISHAM P O BOX 307 LAKE FORREST, IL 60045	0.602501%	NO
ELEANOR ISHAM DUNNE 728 ROSEMARY RD. LAKE FOREST, IL 60045	1.525335%	NO
JOHN M SIMPSON & WILLIAM SIMPSON TR U/W JAMES SIMPSON J. C/O TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036	3.906037%	NO
MICHAEL SIMPSON TRUST C/O U S TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036	2.996042%	NO
PATRICIA SIMPSON TRUST C/O U S TRUST CO OF NEW YORK ATTN: BARRY WALDORF 114 WEST 47TH STREET NEW YORK, NY 10036	2.996042%	NO
JAMES F CURTIS PATRICK J HERBERT III SUCCESSOR TRUSTEE U/A/D 2-9-79 FBO JAMES F CURTIS C/O SIMPSON ESTATES 30 N LASALLE STE 1232 CHICAGO, IL 60602-504	0.651006%	NO
GWENDOLYN S. CHABRIER PATRICK J. HERBERT III SUCCESSOR TRUSTEE U/A/D 2-9-79 FBO GWENDOLYN S. CHABRIER C/O SIMPSON ESTATES 30 N LA SALLE ST #1232 CHICAGO, IL 60602-2503	0.651006%	NO

EXHIBIT "A" CONT.

<p>WILLIAM SIMPSON TRUST PATRICK J HERBERT III SUCCESSOR TRUSTEE OF THE WM SIMPSON TRUST DTD 12-17-79 30 N LASALLE STE 1232 CHICAGO, IL 60602-2504</p>	1.953018%	NO
<p>HENRY P ISHAM JR DECD FIRST NATL BANK CHICAGO AGENT VW & RT ISHAM TRUSTEES UWO HENRY P ISHAM JR DECD 1400 ONE DALLAS CENTER DALLAS, TX 75201</p>	0.602501%	NO
<p>CORTLANDT T. HILL TRUST 1ST TRUST NA & GAYLORD W GLARNER TRSTEE UA DTD 9/16/74 C/O COLORADO NATIONAL BANK PO BOX 17532 (CNDT 2332) DENVER, CO 80217</p>	0.411162%	NO
<p>MARTHA M LATTNER TRUST JAMES E PALMER SUCCESSOR TRUSTEE U/T/A DTD 2/21/63 FBO MARTHA M LATTNER SETTLOR PO BOX 29352 SAN FRANCISCO, CA 94129-0352</p>	1.027904%	NO
<p>ROBERT D. FITTING # 406 N. BIG SPRINGS #200 MIDLAND, TX 79701</p>	0.934459%	NO
<p>W. WATSON LAFORCE JR PO BOX 353 MIDLAND, TX 79701</p>	1.111146%	NO
<p>J. ROBERT JONES 1205 W PECAN MIDLAND, TX 79705</p>	1.868917%	NO
<p>ROBERT B. FARNHAM ST MARYS POINT 16757 S. 25TH ST LAKELAND, MN 55043</p>	0.102790%	NO
<p>CHARLES WELLS FARNHAM JR ST MARYS POINT 16825 S. 25TH ST LAKELAND, MN 55043</p>	0.102790%	NO
<p>LOUIS W. HILL JR PO BOX 64704 ST. PAUL, MN 55164</p>	2.466971%	NO

EXHIBIT "A" CONT.

RALPH A BARD JR , TRUSTEE (FKA RALPH A. BARD, JR. TRUST) U/A/D FEBRUARY 12, 1983 SUITE 2320 135 S. LA SALLE ST. CHICAGO, IL 60603-4108	1.233484%	NO
RALPH AUSTIN BARD JR. (FKA RALPH A. BARD, JR. TRUST) TRUSTEE U/A/D 7-25-49 135 S. LA SALLE STREET SUITE 2320 CHICAGO, IL 60603-4108	8.061201%	NO
GUY R. BRAINARD JR. TRUSTEE, OF THE GUY R. BRAINARD JR TRUST DATED 9/9/82 RR 6 BOX 281 BROKEN ARROW, OK 74014	0.251294%	NO
RALPH U. FITTING JR, TRUST PO BOX 782 MIDLAND, TX 79702	3.737834%	NO
SABINE ROYALTY TRUST C/O PACIFIC ENTERPRISES ABC CORPORATION ATTN: SARA WILLIAMS 3131 TURTLE CREEK BLVD. DALLAS, TX 75219	0.626723%	NO
JUDITH SHAW TRUST U/A/D 4-14-66 THOMASVILLE RT. BOX 60-B BIRCH TREE, MO 65438	1.021342%	NO
NANCY C. BARD LISA BARD FIELD SHARON BARD WAILES & TRAVIS BARD IND & COLLECTIVELY AS CO TRUSTEES U/C/O DTD 10-7-86 609 RICHARDS LAKE RD. FT COLLINS, CO 80524	0.164464%	NO
ELIZABETH T. ISHAM TRUST ROBERT T. ISHAM & G.S. ISHAM & FIRST NATL BANK OF CHICAGO TRUST 8150 N. CENTRAL EXPY, STE 1211 DALLAS, TX 75206-1831	0.822323%	NO
ROGER D. SHAW JR, TRUST U/A/D 8-27-62 THOMASVILLE RT. BOX 60-B BIRCH TREE, MO 65438	1.268039%	NO
WILLIAM W. SHAW TRUST U/A/D 12-28-63 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438	1.268039%	NO

EXHIBIT "A" CONT.

DIANE DERRY 736 HINMAN AVE #1W EVANSTON, IL 60202	0.139272%	NO
JOAN DERRY P.O. BOX 866 TESUQUE, NM 87574	0.139272%	NO
ANTHONY BARD BOARD BANK OF AMERICA ILLINOIS ATTN: DEAN KELLY PO BOX 2081 CHICAGO, IL 60690	0.414787%	NO
DOROTHY M. DERRY 2648 E WORKMAN AVE., STE 211 W. COVINA, CA 91791	0.139272%	NO
KEYES BABER PROPERTIES C/O TX COMMERCE BANK MIDLAND ACCT #50-1532-00 PO BOX 209829 HOUSTON, TX 77216	2.225319%	NO
GEORGE A. RANNEY 17370 WEST CASEY ROAD LIBERTYVILLE, IL 60048	0.520756%	NO
FREDERICK F. WEBSTER JR (FKA WEBSTER PROPERTIES PARTN) 945 WOODLAND DRIVE GLENVIEW, IL 60025	0.308371%	NO
F F WEBSTER IV TRUST ESTATE (FKA WEBSTER PROPERTIES PARTN) C/O COLORADO NATL BANK P.O. BOX 17532 DENVER, CO 80217	0.308371%	NO
JOHN I. SHAW JR TRUST U/A/D 1-2-57 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438	1.083016%	NO
SUSANNE SHAW TRUST U/A/D 9/11/53 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438	1.083016%	NO
ARCH W. SHAW II TRUST U/A/D 2/1/71 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438	1.083016%	NO
BRUCE P. SHAW TRUST U/A/D 6/8/72 THOMASVILLE RT BOX 60-B BIRCH TREE, MO 65438	1.083016%	NO

EXHIBIT "A" CONT.

NORMAN L. HAY JR., TRUSTEE OF THE NORMAN L. HAY JR GS TRUST 3208 ELDON LN WACO, TX 76710	0.832603%	NO
EDWARD L. RYERSON JR TRUST (FKA EDWARD L. RYERSON) CAMBRIDGE TRUST CO TRUSTEE ATTN: DAVID STRACHAN 1336 MASSACHUSETTS AVE CAMBRIDGE, MA 02138-3829	0.520755%	NO
MARGARET STUART HART NORTHERN TRUST BANK/LAKE FOREST & MARGARET STUART HART CO-TRUSTEE U/A ROBERT DOUGLAS STUART PO BOX 226270 DALLAS, TX 75222	0.774329%	NO
ROBERT DOUGLAS STUART JR NORTHERN TRUST BANK/LAKE FOREST & ROBERT DOUGLAS STUART JR CO-TRUSTEE U/A ROBERT D. STUART PO BOX 226270 DALLAS, TX 75222	0.774329%	NO
ANNE STUART BATCHELDER, TRUST. FIRST NATL BANK OF CHICAGO & U/A ROBERT DOUGLAS STUART ATTN: GAYLE COTTON 8150 N CENTRAL EXPY STE 1211 DALLAS, TX 75206	0.774329%	NO
HARRIET STUART SPENCER FIRST NATL BANK OF CHICAGO & U/A ROBERT DOUGLAS STUART ATTN: GAYLE COTTON 8150 N CENTRAL EXPY, STE 1211 DALLAS, TX 75206	<u>0.774329%</u>	NO
TOTAL	100.000000%	

EXHIBIT "C"

**Jerald T. Marcotte
3510 Carmel Drive
Casper, Wy. 82604**