BEFORE THE

OIL CONSERVATION DIVISION

NEW MEXICO DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES

IN THE MATTER OF THE APPLICATION OF THORNTON OPERATING CORPORATION TO AMEND DIVISION ORDER NO. R-9514-C, CHAVES COUNTY, NEW MEXICO.

CASE NO. 11949

AFFIDAVIT

STATE OF NEW MEXICO)) ss.COUNTY OF SANTA FE)

William F. Carr, attorney in fact and authorized representative of Thornton Operating Corporation, the Applicant herein, being first duly sworn, upon oath, states that notice has been given to all interested persons entitled to receive notice of this application under Oil Conservation Division rules, and that notice has been given at the addresses shown on Exhibit "A" attached hereto.

William F.**'**Carr

SUBSCRIBED AND SWORN to before me this 15% day of April, 1998.

Notary Public

My Commission Expires:

+ 19.1999

EXHIBIT A

Read & Stevens, Inc. Post Office Box 1518 Roswell, NM 88202-1517

Rubie Crosby Bell 1331 3rd Street New Orleans, LA 70130

Bryan Bell Family Limited Partnership No. 1 1331 3rd Street New Orleans, LA 70130

Western Oil Producers, Inc. Post Office Box 1498 Roswell, NM 88202-1498

McClellan Oil Corporation Post Office Box 730 Roswell, NM 88202-0730

Marathon Oil Company Post Office Box 552 Midland, TX 79702-0552

Yates Petroleum Company Yates Building 105 South Fourth Street Artesia, NM 88210

The Toles Company Post Office Drawer 1300 Roswell, NM 88202-1300 Bryan Bell 1331 3rd Street New Orleans, LA 70130

Ruby Crosby Bell Family Limited Partnership No. 1 1331 3rd Street New Orleans, LA 70130

Estate of Thurman T. Sanders, Jr. Post Office Box 550 Roswell, NM 88202-0550

A. L. Mangum, Jr. Post Office Box 99065 Lubbock, TX 79499

K & C Production Co. 118 W. 1st Street Roswell, NM 88201

Enron Oil & Gas Company Post Office Box 2267 Midland, TX 79702

Seagull Midcon Inc. 1001 Fannin Suite 1700 Houston, TX 77002

Sherry Roton Amoco Production Company 501 WestLake Park Blvd. Houston, TX 77079

AFFIDAVIT, Page 2 The Estate of H. F. Glover Norma Glover Smith, Personal Rep. Rt. 2, Box 4024 S. Spring Loop Roswell, NM 88201

AFFIDAVIT, Page 3

CAMPBELL, CARR, BERGE

8 SHERIDAN, P.A.

JEFFERSON PLACE SUITE I - IIO NORTH GUADALUPE POST OFFICE BOX 2208 SANTA FE, NEW MEXICO 87504-2208 TELEPHONE: (505) 988-4421 FACSIMILE: (505) 983-6043 E-MAIL: ccbspa@ix.netcom.com

March 12, 1998

<u>CERTIFIED MAIL</u> <u>RETURN RECEIPT REQUESTED</u>

TO ALL AFFECTED INTEREST OWNERS

Re: Application of Thornton Operating Corporation to Amend Division Order No. R-9514-C, Chaves County, New Mexico

Gentlemen:

This letter is to advise you that Thornton Operating Corporation has requested the Oil Conservation Division amend Order No. R-9514-C to approve a new unorthodox bottomhole location for its McClellan Federal Well No. 1A which encroaches less on offsetting tracts than the location previously approved by the Division for this well.

By Order No. R-9514-C dated June 5, 1997, the Oil Conservation Commission granted the application of Thornton Operating Corporation and, among other matters, approved an 80-acre non-standard spacing and proration unit comprised of the NW/4 NW/4 of Section 26 and the SW/4 SW/4 of Section 23, Township 13 South, Range 29 East, NMPM, Chaves County, New Mexico and authorized Thornton to re-enter the McClellan Federal Well No. 1A at a surface location of 182 feet from the North line and 507 feet from the West line of said Section 26 and directionally drill in a northwesterly direction and bottom the well in the Devonian formation in the West King Camp Devonian Pool in a target area within 100 feet of a point 148 feet from the South line and 177 feet from the West line of said Section 23.

Pursuant to this order, Thornton re-entered and directionally drilled the McClellan Federal Well No. 1 toward the approved bottomhole target area. However, the Devonian was encountered at a higher depth than anticipated and the well penetrated the Devonian at a point 48 feet from the South line and 285 feet from the West line of Section 23 and with a bottomhole location in the Devonian at a point 68 feet from the South line and 263 feet from

TO ALL AFFECTED INTEREST OWNERS March 12, 1998 Page 2

the West line of Section 23. Accordingly, the well's bottomhole location is outside the approved target area and farther from the affected offset operators than approved by the original order.

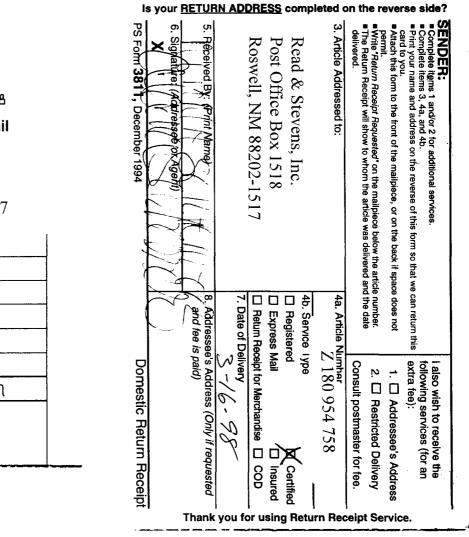
The Division has advised Thornton that the original order should be amended to reflect the actual bottomhole location of this well. Accordingly, this matter has been set for hearing before a Division Examiner on April 2, 1998 for the sole purpose of amending Order No. R-9514-C to correct the order to approve this well's actual bottomhole location. You are not required to attend this hearing but you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from challenging this matter at a later date. Furthermore, the Division has advertised this case to provide that in the absence of objection, this matter will be taken under advisement.

Parties appearing in cases have been requested by the Division (Memorandum 2-90) to file a Pre-Hearing Statement substantially in the form prescribed by the Division. Pre-Hearing Statements should be filed by 4:00 p.m. on the Friday before a scheduled hearing.

Very truly yours, William F. En

WILLIAM F. CARR Attorney for Thornton Operating Corporation WFC:mlh

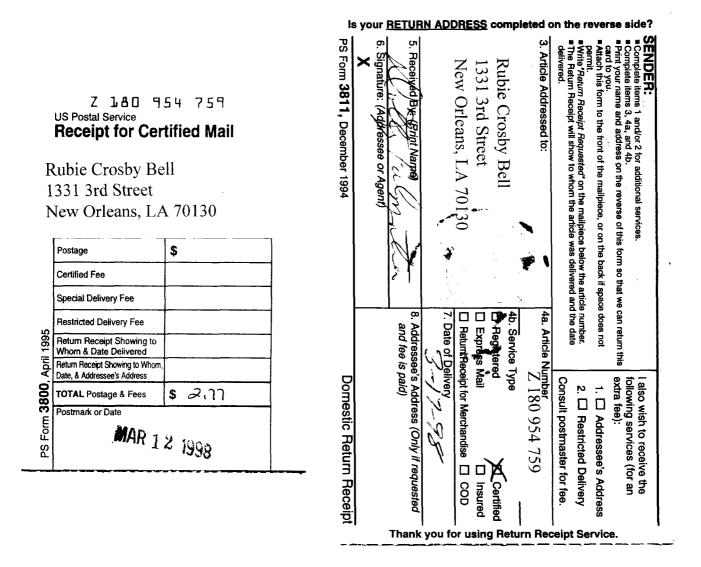
cc: Robert Thornton

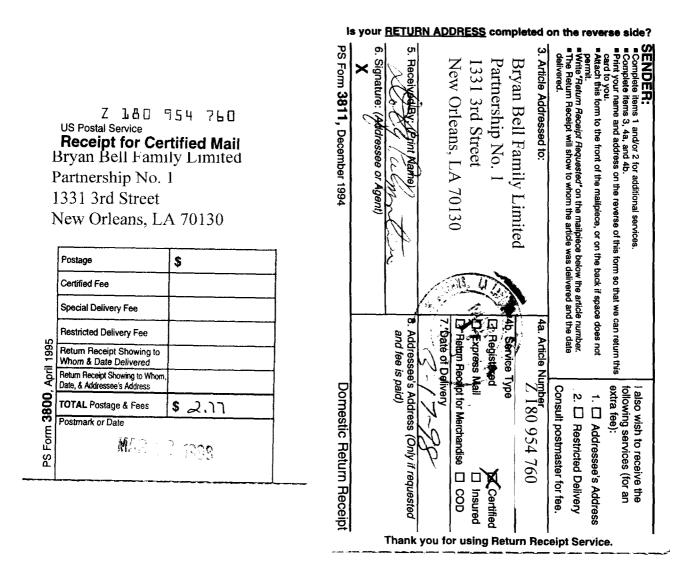


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Read & Stevens, Inc. Post Office Box 1518 Roswell, NM 88202-1517

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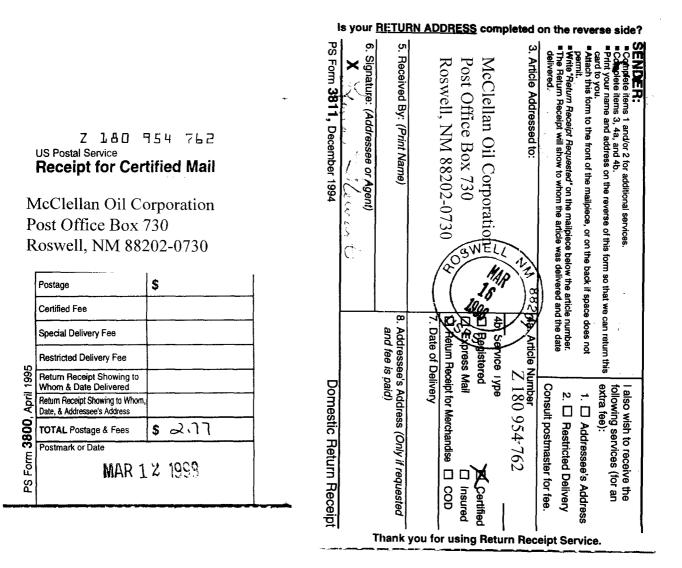


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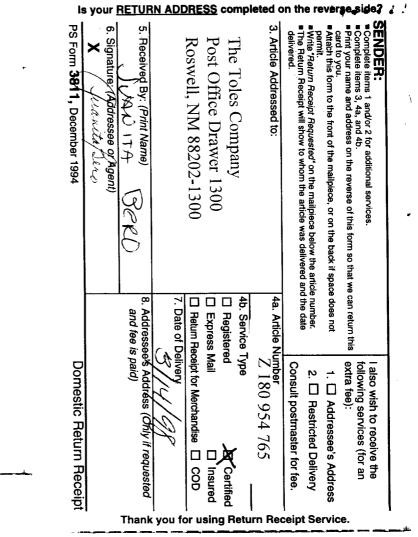
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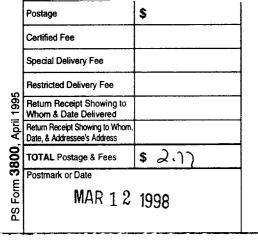
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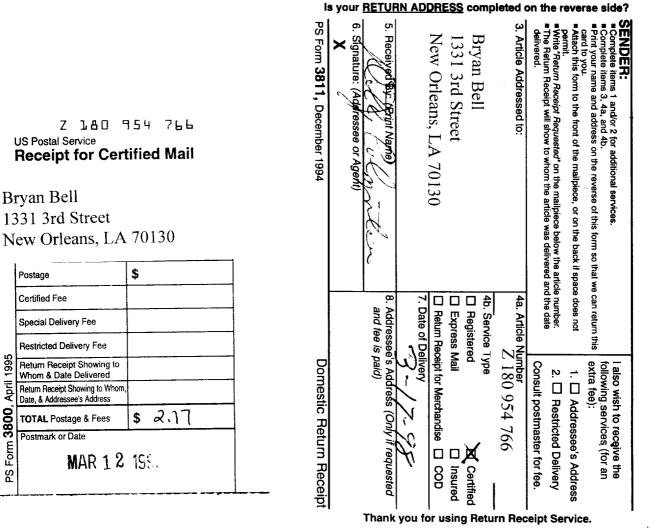
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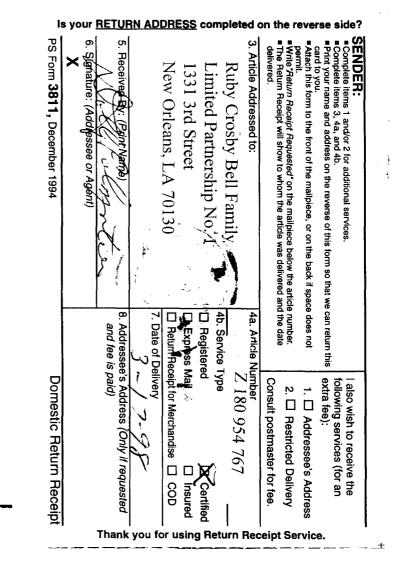
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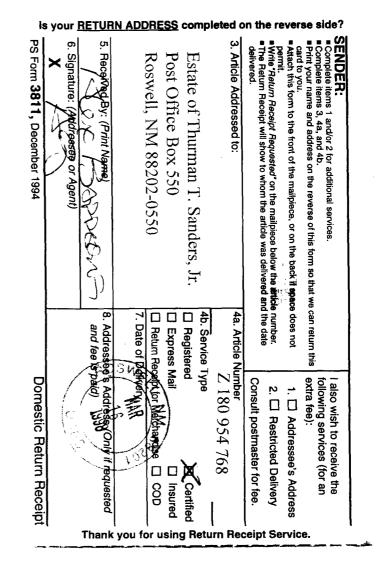


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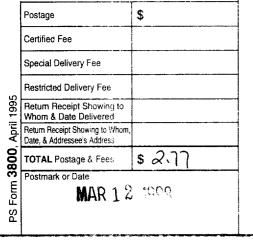
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