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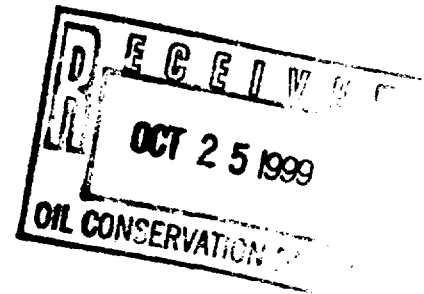
**STATE OF NEW MEXICO  
DEPARTMENT OF ENERGY, MINERALS AND NATURAL RESOURCES  
OIL CONSERVATION DIVISION**

**IN THE MATTER OF THE APPLICATION  
OF YATES PETROLEUM CORPORATION  
FOR AMENDMENT OF DIVISION ORDER  
NO. R-11061, LEA COUNTY, NEW MEXICO.  
12269**

**CASE NO.**

**AFFIDAVIT**

STATE OF NEW MEXICO     )  
  ) ss.  
COUNTY OF EDDY         )



Robert Bullock, being first duly sworn, upon oath, states:

1. I am a landman for Yates Petroleum Corporation ("Yates"), the applicant in this case, and I am responsible for the land matters associated with the compulsory pooling of interests for the drilling of the Field "APK" State Com Well No. 3 which has been drilled on a spacing and proration unit comprised of Lots 11, 12, 13, and 14 and the SW/4 of irregular Section 2, Township 16 South, Range 35 East , NMPM, Eddy County New Mexico.

2. Yates is the operator of the Field "APK" State Com Well No. 3 which has been drilled at a standard location 1880 feet from the South line and 1650 feet from the West line of Section 2, Township 16 South, Range 35 East, NMPM, Lea County, New Mexico.

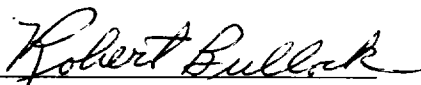
3. The acreage dedicated to this well was pooled by Division Order No.

R-11061 entered in Case No. 11934. This order was entered following an examiner hearing in which competing applications filed by Ocean Energy, Inc. (Cases 11958 and 11959) were consolidated for purposes of hearing with the Yates application. The location for the Field "APK" State Com Well No. 3 was originally proposed and approved at a point 3300 feet from the South line and 760 feet from the West line of said irregular Section 2 to be drilled to a depth sufficient to test all formations from the surface to the base of the Morrow formation.

4. Following the entry of Order No. R-11061, Ocean filed for hearing de novo and the cases set for hearing before the Commission. However, prior to the Commission hearing, Yates and Ocean reached agreement for the development of this acreage. This agreement included, among other things, that the Field "APK" State Com. Well No. 3 be moved to a location 1880 feet from the South line and 1650 feet from the West line of irregular Section 2. All interest owners in the subject spacing units voluntarily committed their interests to the drilling of the well except those owners set forth on Exhibit A to this Affidavit. All of these interest owners have been provided notice of this application in accordance with Oil Conservation Division rules.

5. Yates has filed this application to request that Order No. R-11061 be amended to reflect the correct location of the Field "APK" State Com. Well No.

3 at a point 1880 feet from the South line and 1650 feet from the West line of  
Irregular Section 2, Township 16 South, Range 35 East, NMPM, Eddy County,  
New Mexico.

  
Robert Bullock

SUBSCRIBED AND SWORN to before me this 21st day of October, 1999, by  
Robert Bullock.

  
Notary Public

My Commission Expires:

1-8-2000