



November 16, 1998

Burlington Resources  
Attn: Shannon Nichols  
3535 East 30<sup>th</sup> Street  
Farmington, NM 87402-8801

RE: Conditional Letter of Acceptance  
Brookhaven Com #8  
Sec.36-T27N-R8W  
San Juan County, New Mexico

Dear Shannon:

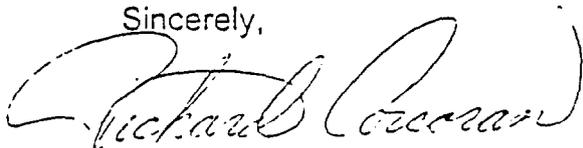
Reference is made to your letter dated September 18, 1998 requesting Energen Resources Corporation support the drilling of the captioned well by electing one of two options specifically set out therein.

We have reviewed your proposal and are returning a copy of the same, which has been executed on behalf of Energen subject to the understanding that Energen's election is as to the Brookhaven Com #8 well only. Further, Energen's election is done as an accommodation to Burlington Resources Corporation to allow the subject well to be drilled and that such election shall not be misconstrued as agreement, by Energen, that provisions of GLA-46 do not apply to the subject well. Rather, Energen specifically declares that GLA-46 will continue to apply to all future exploration or development efforts without limitation as to depth, interval or formation.

This election shall remain valid until March 31, 1999.

Thank you for your consideration in this matter. If there should be any questions, please contact me (325-6800)

Sincerely,



Rich Corcoran

Xc: Joe Niederhofer  
John Zent