

Chronology of Events

Brookhaven Com #8 (W/2 Mesaverde & NW/4 Chacra)
 Brookhaven Com #8A (W/2 Mesaverde & SW/4 Chacra)
 W/2 Section 36, T27N, R8W
 San Juan County, New Mexico

DATE:	EVENT:
July 30, 1998	Burlington mails letter with election ballot proposing the Brookhaven Com #8 as Mesaverde/Chacra new drill to all working interest owners in proposed well. Attached to proposal letter is Burlington's AFE and new Joint Operating Agreement dated July 29, 1998, covering proposed well.
August 4, 1998	Cheryl Potenziani elects to participate in the proposed well and signs the Joint Operating Agreement dated July 29, 1998.
August 14, 1998	NationsBank as agent for eight (8) working interest owners (see list of owners below) elects to be carried in the proposed well under the terms of GLA-46 agreement dated November 27, 1951.
August 24, 1998	Total Minatome Corporation elects to participate in the proposed well under the terms of GLA-46 agreement dated November 27, 1951.
August 26, 1998	Cross Timbers Oil Company elects to participate unconditionally in the proposed well and also returns executed signature page to Joint Operating Agreement dated July 29, 1998.
September 18, 1998	Burlington advises all working interest (less Cross Timbers and Cheryl Potenziani) owners that it is Burlington's position that GLA-46 does not apply to this well. In this letter Burlington set out two participation options under which it would be willing to drill the proposed well if all parties elect under an option provided. <i>No penalty just payout. - SEP 5-18-99 too</i>
November 16, 1998	Energen Resources (as successor to Total Minatome) elects to participate under Option 2 as provided in Burlington's September 18, 1998, letter. Energen's letter further conditions their election to reflect that the terms of GLA-46 are still in effect.
January 5, 1999	NationsBank as agent for eight (8) working interest owners elects to participate under Option 2 as provided in Burlington's September 18, 1998, letter.
May 18, 1999	Burlington mails out new Joint Operating Agreement dated February 1, 1999, to all GLA-46 working interest owners and covering all lands included in GLA-46.
August 25, 1999	Burlington advises all working interest owners that it is withdrawing its offer to drill and complete the Brookhaven Com #8 under the participation options provided for in our September 18, 1998 letter. <i>W/2 NW/4 ALL PROSALS</i>
September 15, 1999	Burlington re-proposes the Brookhaven Com #8 to all working interest owners under the same AFE originally provided under cover letter dated July 30, 1998. Joint Operating Agreement dated February 1, 1999, is again provided (originally mailed to all owners under cover letter dated May 18, 1999) to all working interest owners.
September 15, 1999	Burlington proposes the Brookhaven Com #9 (well number changed at a later date to the 8A).
September 27, 1999	Cheryl Potenziani elects to participate unconditionally in the proposed Brookhaven Com 8 and Brookhaven Com 9.
October 11, 1999	Energen Resources elects to participate in the Brookhaven Com 8 and Brookhaven Com 9 under the terms of GLA-46 agreement dated November 27, 1951.
October 13, 1999	Burlington mails a letter to Energen Resources acknowledging receipt of Energen's letter dated October 11, 1999, and advising Energen that it remains Burlington's assertion that GLA-46 does not govern the the drilling of additional wells on the subject acreage.
October 14, 1999	Westport Oil and Gas Company, Inc. elects to participate in the Brookhaven Com 8 and Brookhaven Com 9 under the terms of GLA-46 agreement dated November 27, 1951.
October 19, 1999	Cross Timbers Oil Company, as agent for Merchant Resources #1 L.P., elects to participate unconditionally in the Brookhaven Com 8 and Brookhaven Com 9.
October 26, 1999	Burlington advises all working interest owners in the Brookhaven Com 9 that the name has been changed from the Brookhaven Com 9 to the Brookhaven Com 8A.
October 26, 1999	Bank of America as agent for eight (8) working interest owners (see list of owners below) elects to be carried in the Brookhaven Com 8A under the terms of GLA-46 agreement dated November 27, 1951.

NationsBank Group

F.A. & H.B. Cronican Revocable Trust
 Herbert R. Briggs
 William C. Briggs
 C. Fred Luthy, jr.
 WWR Enterprises
 Marcia Berger
 Carolyn Nielsen Sedberry
 Cyrene L. Inman

BURLINGTON RESOURCES

SAN JUAN DIVISION

July 30, 1998

Working Interest Owners
(see attached list)

RE: 1998 New Drill AFE
Brookhaven Com #8 Well
Sec. 36, T27N, R8W
San Juan County, New Mexico

Dear Interest Owner:

Burlington Resources Oil & Gas Company, as operator, recommends the development of the referenced Mesaverde/Chacra dual well during 1998 at a gross estimated AFE cost of \$427,630.

The Mesaverde formation will have a W/2 dedication of 320.00 gross acres and the Chacra will have a NW/4 dedication of 160.00 acres. The proposed JOA will cover both zones.

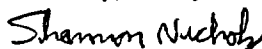
The Brookhaven Com #8 well is an offset follow-up well to the Brookhaven Com #7A Mesaverde/Chacra dual well located in the SE/4 of Section 36, T27N, R8W and drilled in 1996. The well will be dually completed in the Chacra and Mesaverde (including both the Point Lookout and Menefee intervals) formations.

Enclosed for your review and approval are the AFE's and a Joint Operating Agreement (JOA). Your ownership in each zone is detailed on the Exhibit "A" of the JOA. Please indicate your approval to participate by executing a copy of this letter, attached AFE and signature page to the JOA.

Communitization Agreements for each zone are being forwarded to Total Minatome under separate cover for their execution, as they are the only Record Title owner other than Burlington.

If you have any questions regarding this proposal, you may contact me at (505) 599-4010.

Sincerely,



Shannon Nichols
Petroleum Landman

SN/cj
NM-391-A000

The undersigned approve this _____ day of _____, 1998, the development of the Brookhaven Com #8 Mesaverde/Chacra dual well.

Name: _____

Title: _____

Company: _____

***Brookhaven Com #8 Well
Mesaverde/Chacra dual***

Working Interest Owners

Burlington Resources Oil & Gas Company
c/o Land Department
P.O. Box 4289
Farmington, NM 87499-4289

Total Minatome Corporation
P.O. Box 4326
Houston, TX 77210-4326

Cross Timbers Oil Company
810 Houston Street, Ste 2000
Fort Worth, TX 76102-6298

Carolyn Nielsen Sedberry
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Roger B. Nielsen
6424 Belton
El Paso, TX 79912

C. Fred Luthy, Jr.
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Cyrene L. Irman
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

F.A. & H.B. Cronican Revocable Trust
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

William C. Briggs
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Herbert R. Briggs
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Marcia Berger
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

WWR Enterprises, Inc.
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

BURLINGTON RESOURCES

AUG 10 1998

PLEASE RETURN TO
LAND-FARMINGTON

SAN JUAN DIVISION

July 30, 1998

Working Interest Owners
(see attached list)

RE: 1998 New Drill AFE
Brookhaven Com #8 Well
Sec. 36, T27N, R8W
San Juan County, New Mexico

Dear Interest Owner:

Burlington Resources Oil & Gas Company, as operator, recommends the development of the referenced Mesaverde/Chacra dual well during 1998 at a gross estimated AFE cost of \$427,630.

The Mesaverde formation will have a W/2 dedication of 320.00 gross acres and the Chacra will have a NW/4 dedication of 160.00 acres. The proposed JOA will cover both zones.

The Brookhaven Com #8 well is an offset follow-up well to the Brookhaven Com #7A Mesaverde/Chacra dual well located in the SE/4 of Section 36, T27N, R8W and drilled in 1996. The well will be dually completed in the Chacra and Mesaverde (including both the Point Lookout and Menefee intervals) formations.

Enclosed for your review and approval are the AFE's and a Joint Operating Agreement (JOA). Your ownership in each zone is detailed on the Exhibit "A" of the JOA. Please indicate your approval to participate by executing a copy of this letter, attached AFE and signature page to the JOA.

Communitization Agreements for each zone are being forwarded to Total Minatome under separate cover for their execution, as they are the only Record Title owner other than Burlington.

If you have any questions regarding this proposal, you may contact me at (505) 599-4010.

Sincerely,

Shannon Nichols

Shannon Nichols
Petroleum Landman

SN/cj
NM-391-A000

The undersigned approves this 4th day of August, 1998, the development of the Brookhaven Com #8 Mesaverde/Chacra dual well.

Name: *Gregory J. Potany*

Title: _____

Company: _____

ARTICLE XVI.
MISCELLANEOUS

This agreement shall be binding upon and shall inure to the benefit of the parties hereto and to their respective heirs, devisees, legal representatives, successors and assigns.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

IN WITNESS WHEREOF, this agreement shall be effective as of the 29th day of July, 19 98.

OPERATOR:

BURLINGTON RESOURCES OIL & GAS COMPANY

BY: John F. Zent
John F. Zent, Attorney-in-Fact

NON-OPERATORS:

TOTAL MINATOME CORPORATION

MARCIA BERGER

By: _____

By: _____

CROSS TIMBERS OIL COMPANY

C. FRED LUTHY, JR.

By: _____

By: _____

CAROLYN NIELSEN SEDBERRY

CYRENE L. INMAN

By: _____

By: _____

CHERYL L. POTENZIANI

WILLIAM C. BRIGGS

By: Cheryl L. Potenziani

By: _____

ROGER B. NIELSEN

HERBERT R. BRIGGS

By: _____

By: _____

F.A. & H.B. CRONICAN REV. TRUST

WWR ENTERPRISES INC.

By: _____

By: _____

Brookhaven Com #8
Mesaverde/Chacra



NationsBank
Private Client Group
Professional Services Division
P. O. Box 2546
Ft. Worth, TX 76113

Tel 817 390-6161
Fax 817 390-6494

AUG 20 1998

NationsBank

August 14, 1998

Burlington Resources
Shannon Nichols
P.O. Box 4289
Farmington, New Mexico 87499-4289

RE: Brookhaven Com #8 Well
Sec. 36, T27N, R8W
San Juan County, New Mexico
Mesaverde/Chacra Dual Well

Dear Mr. Nichols,

NationsBank, N.A., as agent for the following Working Interest Owners, elects to be carried in the above well under the terms of the GLA-46 agreement Dated November 27, 1951. A portion of this agreement is enclosed.

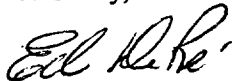
F.A. & H.B. Cronican Rev. Tr.
Herbert R. Briggs
William C. Briggs
C. Fred Luthy Jr.
WWR Enterprises
Marcia Berger
Carolyn Sedberry

Cyrene Inman NationsBank, N.A. Trustee

Please provide us with copies of the drilling reports and payout statements at the above letterhead address.

If I can be of assistance you can reach me at 817 390-6762.

Yours truly,



Ed DiRe,
Vice President

cc: Cathy Rugen
Janet Cunningham
Shena Hutto

c. Each of the parties reserves the right to receive in kind its respective share of oil, gas and/or other hydrocarbon substances, produced from said acreage, together with right, individually, to sell or direct the sale thereof for its benefit, and, in the event all parties hereto sell or dispose of their respective share of production to the same purchaser, each party hereto shall be entitled to receive directly from the purchaser thereof its respective share of the proceeds of sale of such production; subject, however, to repayment of drilling costs as provided herein. Any oil and/or gas used in drilling, operating or reworking wells on said acreage shall be considered as furnished equally by the parties hereto.

d. Out of the proceeds of sale of the net working interest production from each well, Brookhaven shall pay to San Juan one-half (1/2) of Brookhaven's share of such production (25% of net working interest) until Brookhaven has repaid to San Juan one-half (1/2) of the actual drilling costs of each such well, but production from one well shall not be used to repay drilling costs of another well. Brookhaven's share is further defined as follows:

1. Brookhaven's obligations to pay drilling costs upon a Mesa Verde well out of production shall not exceed Twenty-two Thousand Five Hundred Dollars (\$22,500.00), or one-half (1/2) the estimated cost of Forty-five Thousand Dollars (\$45,000.00) per Mesa Verde well. The drilling costs of each well shall include drilling, installation of casing, shooting or acidizing, installation of field separator, pipe line connections and separator, lease tanks on oil, tubing, production head, lease production lines,

pumping equipment, if necessary, and all other equipment and labor necessary for a completed well ready to produce; but shall not include casing, which shall be furnished by San Juan without reimbursement from Brookhaven. The attached Exhibit "C" governs the accounting procedures to be followed by the parties in accounting for drilling and operating costs.

2. In the event any well be drilled upon said acreage to a greater or lesser depth than a Mesa Verde well, the drilling costs (except casing to be furnished by San Juan) to be paid out of production by Brookhaven shall be determined proportionately with the parties agreeing upon a maximum cost comparable to the maximum cost of a Mesa Verde well, as defined in Section 5d1 above.

e. San Juan agrees to maintain any producing well so as to obtain maximum production therefrom in accordance with the best recognized procedure in the industry. All costs of operating and reworking wells shall be paid equally by the parties; provided that San Juan shall consult with and obtain consent of Brookhaven before incurring any job expenditure in excess of Five Hundred Dollars (\$500.00).

f. Except as herein expressly provided, San Juan shall pay all of the costs of drilling and equipping said wells without any liability or responsibility on the part of Brookhaven.

6. Abandonment of Wells. In the event San Juan desires to abandon any drilling or producing well, San Juan shall notify Brookhaven of such desire, and Brookhaven shall thereafter have a period of ten (10) days in which to take over said well and pay San Juan the salvage value

TOTAL

AUG 27 1998

TOTAL MINATOME CORPORATION

Faxed to (505) 326-9833 on August 24, 1998
Original to follow in US Mail

Shannon Nichols
Burlington Resources
P.O. Box 4289
Farmington, NM 87499-4289

Re: Brookhaven Com #8
AFE 5R79 & 5R80
Sec. 36, T27N-R8W
Mesaverde/Chacra
San Juan Co., NM


Dear Mr. Nichols,

Please be advised that TOTAL MINATOME CORPORATION (TMC) elects to participate in the above referenced Mesaverde/Chacra dual well subject to the terms and conditions of the November 27, 1995 JOA (GLA-46) between Brookhaven Oil Company and San Juan Production Company.

In addition we agree to participate only as to our interest. I believe the interest attributable to TMC includes the White and Steele interest and these interest should be treated separately.

If you have any questions concerning this letter, please contact Deborah J. Gilchrist at (713) 739-3148.

Sincerely,
TOTAL MINATOME CORPORATION


Pamela Styron
Rental Analyst

xc: L. Mason
D. Gilchrist
H. Oberreiner





Cross Timbers Oil Company

August 26, 1998

AUG 31 1998

Burlington Resources Oil & Gas Company
P.O. Box 4289
Farmington, NM 87499-4289
Attention: Shannon Nichols

RE: Brookhaven Com #8 Well
W/2 Section 36-27N-8W
San Juan County, NM

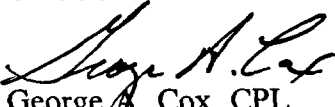
Dear Shannon:

Cross Timbers Oil Company (CTOC) hereby elects to join in the drilling of the above captioned well. As we have discussed, CTOC request that the cost be properly allocated to the formations according to the interest owned in those formations. CTOC is executing your AFE for the above captioned well with the understanding that the actual charges will be properly allocated between the Mesaverde formation and the Chacra when the actual billing is prepared.

In this regard, I have enclosed a copy of your AFE's for the Mesaverde and Chacra formation and your letter dated July 30, 1998 that have been executed by Mr. Ed Jones on behalf of CTOC. I have also enclosed a copy of our well requirement list as well as a signature page to the JOA dated July 29, 1998. Please also be advised that Cross Timbers maintains its own operators extra expense insurance, therefore, we should not be billed for any coverage offered to the joint account.

Should you have any questions, or need anything further, please feel free to contact me at (817) 870-8454.

Sincerely,
CROSS TIMBERS OIL COMPANY


George A. Cox, CPL
Landman

Enclosures

cc: Jerry Stadulis
Gary Markstead
Ed Jones
John Mustin

ARTICLE XVI.
MISCELLANEOUS

This agreement shall be binding upon and shall inure to the benefit of the parties hereto and to their respective heirs, devisees, legal representatives, successors and assigns.

This instrument may be executed in any number of counterparts, each of which shall be considered an original for all purposes.

IN WITNESS WHEREOF, this agreement shall be effective as of the 29th day of July, 19 98.

OPERATOR:

BURLINGTON RESOURCES OIL & GAS COMPANY

BY: John F. Zent
John F. Zent, Attorney-in-Fact

NON-OPERATORS:

TOTAL MINATOME CORPORATION

MARCIA BERGER

By: _____

By: _____

CROSS TIMBERS OIL COMPANY

C. FRED LUTHY, JR.

By: C. Fred Luthy, Jr.

By: _____

CAROLYN NIELSEN SEDBERRY

CYRENE L. INMAN

By: _____

By: _____

CHERYL L. POTENZIANI

WILLIAM C. BRIGGS

By: _____

By: _____

ROGER B. NIELSEN

HERBERT R. BRIGGS

By: _____

By: _____

F.A. & H.B. CRONICAN REV. TRUST

WWR ENTERPRISES INC.

By: _____

By: _____

Brookhaven Com #8
Mesaverde/Chacra



BURLINGTON RESOURCES

SAN JUAN DIVISION

September 18, 1998

Non-Operating Working Interest Owners
(see attached list)

Re: Brookhaven Com #8
Section 36, T27N, R8W
San Juan County, NM

Gentlemen:

Under cover letter dated July 30, 1998, Burlington mailed our Authority for Expenditure and a modern form Joint Operating Agreement soliciting your approval and participation in the drilling of the referenced well as a dually completed Mesaverde/Chacra well. We have received a number of responses electing to participate under the terms and conditions of that certain Operating Agreement dated November 27, 1951 (GLA-46). It is Burlington's position that the provisions of GLA-46 do not apply to this well inasmuch as the drilling obligations, terms and conditions of GLA-46 were satisfied with the drilling of the initial eighteen (18) wells on GLA-46 lands as set out in the agreement.

It is our position that there are two options available for the drilling and development of the referenced well. Each option is identified below.

- Option 1: Enter into a modern form Joint Operating Agreement (JOA) and either participate or non-consent under the terms of the JOA.
- Option 2: Burlington will voluntarily carry your drilling, completing and equipping costs in the referenced well. Burlington will recoup 100% of its costs associated with the carried interests with recoupment occurring from 100% of the revenue stream associated with the carried interests. Upon payout, each carried party will be credited with its full interest in the well and will be subject to its proportionate share of all lease operating expenses and charges to the joint account. Burlington will be authorized to charge overhead on a fixed rate basis as follows:
 - Drilling Well Rate: \$4,063.77 per month (prorated)
 - Producing Well Rate: \$474.13 per monthThe expenditure limit without partner approval will be \$25,000.00.

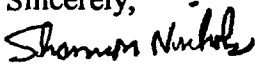
It is Burlington's desire to drill this well if all parties can reach a mutually acceptable agreement. To drill this well, we must have fair and equitable terms for all parties participating in the well. Burlington is willing to drill the well if all parties agree to participate in the well either under Option 1 or 2 as set out above.

Brookhaven Com #8
September 18, 1998
Page 2

Burlington's preference would be for all parties to negotiate a fair and equitable modern form Joint Operating Agreement (JOA) and participate or non-consent under that JOA.

Thank you for your cooperation and consideration in this matter. Your prompt response to our request would be greatly appreciated. Any questions may be directed to the undersigned at (505) 599-4010.

Sincerely,



Shannon Nichols
Landman

GLA-46
NM 391A

The undersigned herein agrees to:

- _____ **Option 1.** **Participate in the well under the terms, conditions and elections of a modern form Joint Operating Agreement.**
- _____ **Option 2.** **Participate in the well under the terms of Option 2 as set out above.**

COMPANY: _____

BY: _____

TITLE: _____

DATE: _____

***Brookhaven Com #8 Well
Mesaverde/Chacra dual***

Non-Operating Working Interest Owners

Total Minatome Corporation
Attn: Deborah J. Gilchrist
P.O. Box 4326
Houston, TX 77210-4326

Marcia Berger
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Carolyn Nielsen Sedberry
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

WWR Enterprises, Inc.
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Roger B. Nielsen
6424 Belton
El Paso, TX 79912

Taurus Exploration USA, Inc.
Attn: Mr. Richard Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

C. Fred Luthy, Jr.
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Cyrene L. Inman
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

F.A. & H.B. Cronican Revocable Trust
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

William C. Briggs
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

Herbert R. Briggs
c/o NationsBank, N.A.
P.O. Box 2546
Fort Worth, TX 76113-2546

November 16, 1998

Nov 19 1998

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

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

Dear Shannon:

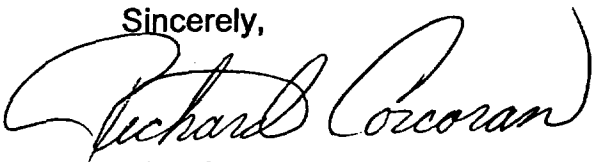
Reference is made to your letter dated September 18, 1998 requesting Energen Resources Corporation support the drilling of the captioned well by electing one of two options specifically set out therein.

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

BURLINGTON RESOURCES

SAN JUAN DIVISION

September 18, 1998

19 1998

Non-Operating Working Interest Owners
(see attached list)

Re: Brookhaven Com #8
Section 36, T27N, R8W
San Juan County, NM

Gentlemen:

Under cover letter dated July 30, 1998, Burlington mailed our Authority for Expenditure and a modern form Joint Operating Agreement soliciting your approval and participation in the drilling of the referenced well as a dually completed Mesaverde/Chacra well. We have received a number of responses electing to participate under the terms and conditions of that certain Operating Agreement dated November 27, 1951 (GLA-46). It is Burlington's position that the provisions of GLA-46 do not apply to this well inasmuch as the drilling obligations, terms and conditions of GLA-46 were satisfied with the drilling of the initial eighteen (18) wells on GLA-46 lands as set out in the agreement.

It is our position that there are two options available for the drilling and development of the referenced well. Each option is identified below.

- Option 1: Enter into a modern form Joint Operating Agreement (JOA) and either participate or non-consent under the terms of the JOA.
- Option 2: Burlington will voluntarily carry your drilling, completing and equipping costs in the referenced well. Burlington will recoup 100% of its costs associated with the carried interests with recoupment occurring from 100% of the revenue stream associated with the carried interests. Upon payout, each carried party will be credited with its full interest in the well and will be subject to its proportionate share of all lease operating expenses and charges to the joint account. Burlington will be authorized to charge overhead on a fixed rate basis as follows:
- Drilling Well Rate: \$4,063.77 per month (prorated)
 - Producing Well Rate: \$474.12 per month
- The expenditure limit without partner approval will be \$25,000.00.

It is Burlington's desire to drill this well if all parties can reach a mutually acceptable agreement. To drill this well, we must have fair and equitable terms for all parties participating in the well. Burlington is willing to drill the well if all parties agree to participate in the well either under Option 1 or 2 as set out above.

Brookhaven Com #8
September 18, 1998
Page 2

Burlington's preference would be for all parties to negotiate a fair and equitable modern form Joint Operating Agreement (JOA) and participate or non-consent under that JOA.

Thank you for your cooperation and consideration in this matter. Your prompt response to our request would be greatly appreciated. Any questions may be directed to the undersigned at (505) 599-4010.

Sincerely,



Shannon Nichols
Landman

GLA-46
NM 391A

The undersigned herein agrees to:

_____ Option 1. Participate in the well under the terms, conditions and elections of a modern form Joint Operating Agreement.

* X Option 2. Participate in the well under the terms of Option 2 as set out above.

COMPANY: Energen Resources Corporation

BY: * 

TITLE: DISTRICT LANDMAN

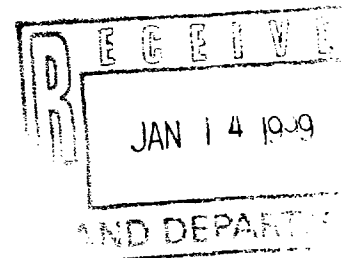
DATE: November 18, 1998

* Executed on behalf of Energen Resources Corporation subject to that certain conditional Letter of Acceptance dated November 18, 1998, attached hereto and made a part hereof.

Private Client Group
Professional Services Division
P. O. Box 2546
Ft. Worth, TX 76113

TEL 817 390-6161
Fax 817 390-6494

NationsBank



January 5, 1999

Burlington Resources
Shannon Nichols
P.O. Box 4289
Farmington, New Mexico 87499-4289

RE: Brookhaven Com #8 Well
Sec 36-27N-8W
San Juan County, New Mexico
Mesaverde/Chacra Dual Well

Dear Mr. Nichols,

Under cover letter dated August 14, 1998, NationsBank, acting as Agent/Trustee, elected to be a carried interest owner in the above well under the terms of the GLA-46 Agreement (dtd. 11-27-51). NationsBank now agrees to participate in the development of the above well under Option two (2) of Burlington's Letter Ballot dated September 18, 1998. Enclosed please find our signed Ballots for the following accounts:

F.A. & H.B. Cronican Rev. Tr., NationsBank, N.A. Agent
Herbert R. Briggs, NationsBank, N.A. Agent
Williams C. Briggs, NationsBank, N.A. Agent
C. Fred Luthy Jr., NationsBank, N.A. Agent
WWR Enterprises, NationsBank, N.A. Agent
Marcia Berger, NationsBank, N.A. Agent
Carolyn Sedberry, NationsBank, N.A. Agent
Cyrene Inman Trust, NationsBank, N.A. Trustee

Please furnish copies of the drilling reports and payout statements to the above letterhead address.

If I can be of further assistance you can reach me at 817-390-6762.

Yours truly,

Ed DiRe
Vice President

Enclosure

Cc: Cathy Rugen
Janet Cunningham
Shena Hutto

BURLINGTON RESOURCES

SAN JUAN DIVISION

May 18, 1999

GLA-46 Working Interest Owners
(detailed on attached sheet)

RE: Proposed Operating Agreement
Dated February 1, 1999
San Juan County, New Mexico

Ladies and Gentlemen:

Enclosed for your review and execution is a new Joint Operating Agreement dated February 1, 1999 which is intended to replace the original Farmout Agreement Contract dated November 27, 1951 by and between Brookhaven Oil Company and San Juan Production Company. Said Contract and amendments thereto, are hereinafter referred to as "Agreement". Burlington feels the Agreement is inadequate in terms of cost allocations between parties, the contractual right to develop and does not provide for a mutually agreeable solution for development of new wells. Burlington, as Operator under the Agreement, is desirous of drilling five (5) Mesaverde infill wells involving lands subject to the Agreement.

As you are aware, Burlington believes that this Agreement provides for the drilling of eighteen (18) Mesaverde wells, four per year, which obligation Burlington's predecessor long ago satisfied. Burlington's predecessor upon satisfaction of the earning provision of the Agreement, earned an assignment covering an undivided fifty percent interest in the contract lands as to all depths. In essence any new well proposed must be handled by amendment or by mutual agreement of the parties. We currently have five Mesaverde infill wells proposed to various Agreement owners who wish to be carried under the original earning provision (it is Burlington's position that this provision applies by mutual agreement only) and allows the non-operators to be carried by Burlington. Burlington would then retain (50%) of production and recovering 100% of the non-operators share of costs (based upon mutually acceptable authority for expenditure) out of 50% of the non-operators share of production without any penalty. Burlington is unwilling to accommodate the non-operators under the original earning provision due to simple economics. This new Operating Agreement allows for the future development of Agreement lands in an orderly fashion and on a fair and equitable basis.

It is our hope that the owners under the Agreement recognize the economic, mechanical and reservoir risks involved in drilling wells in the San Juan Basin and also recognize the value of developing these lands to add additional reserves to replace the old or depleting production. If, for some reason you decide not to pursue the development of these properties in an economic manner for all concerned parties please consider selling your interest to Burlington. Please let us know of your desire to sell and we will furnish you

GLA-46
May 18, 1999
Page 2.

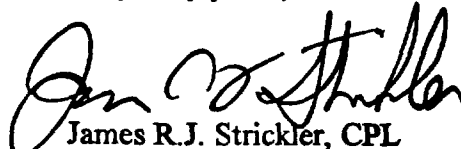
with a fair and reasonable offer. Absent your approval of the new Joint Operating Agreement, Burlington is left with two options on handling future wells proposed on these properties (1) cancel the projects; (2) Force Pool the interest at the New Mexico Oil & Gas Commission, which is a costly and time consuming process for all concerned.

For your information, please be advised that Burlington and Amoco Production Company have executed the proposed Joint Operating Agreement, which accounts for approximately 78% of the Agreement owners.

Please review the proposed Joint Operating Agreement fully and offer any comments or suggestions to me at your earliest convenience. If everything meets with your approval please sign and return the signature page to the undersigned within thirty (30) days of your receipt.

Thank you very much for your consideration and if you should have any questions please call me at (505) 326-9756.

Very truly yours,



James R.J. Strickler, CPL
Senior Staff Landman

JRS:dg
GLA-46 letter

WORKING INTEREST OWNERS
GLA-46

Amoco Production Company
P.O. Box 800
Denver, CO 80201

Energen Resources
Attn: Rich Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

Westport Oil and Gas Company, Inc.
Attn: David Dix
410 Seventeenth Street, Suite 2300
Denver, CO 80202-4436

George William Umbach
2620 S. Maryland Pkwy. #496
Las Vegas, NV 89109

Robert Warren Umbach
P.O. Box 5310
Farmington, NM 87499

Lowell White Family Trust
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Walter A. Steele
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Estate of G. W. Hannett
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

T. G. Cornish
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Patricia Hueter
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Mary Emily Voller
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

A. T. Hannett
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

William C. Briggs
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Herbert R. Briggs
c/o Nations Bank, N.A. Agent
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

F.A. & H.B. Cronican Rev. Trust
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
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c/o Nations Bank, N.A. Agent
Private Clients Group
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WWR Enterprises
c/o Nations Bank, N.A. Agent
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Professional Services Division
Attn: Ed DiRe
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Marcia Berger
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Carolyn Sedberry
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Cyren Inman Trust
c/o Nations Bank, N.A. Agent
Private Clients Group
Professional Services Division
Attn: Ed DiRe
P.O. Box 2546
Ft. Worth, TX 76113

Roger B. Nielsen
6424 Belton
El Paso, TX 79912

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Cross Timbers Oil Company
Attn: Mr. Win Ryan
810 Houston Street, Suite 2000
Ft. Worth, TX 76102-6298

BURLINGTON RESOURCES

SAN JUAN DIVISION

**Certified Mail
Return Receipt Requested**

August 25, 1999

Non-Operating Working Interest Owners
(see attached list)

Re: Brookhaven Com #8
Section 36, T27N, R8W
San Juan County, NM

Gentlemen:

Under cover letter dated July 30, 1998, Burlington mailed our Authority for Expenditure and a modern form Joint Operating Agreement soliciting your approval and participation in the drilling of the referenced well. Two parties executed our proposed Joint Operating Agreement and elected to join in the drilling of the well. All other parties declined to execute the Joint Operating Agreement.

In a second attempt to solicit partner participation in this well, Burlington mailed a letter dated September 18, 1998, requesting a participation election based on options outlined in that letter. In said letter, Burlington indicated its willingness to drill the referenced well if all parties elected to join in the well under the options provided for in the letter. We did not receive an election from all parties owning a working interest in the well. **As such, this letter is to advise that Burlington hereby withdraws its offer to drill and complete the referenced well under the participation options outlined in our letter dated September 18, 1998.**

In the near future, Burlington is planning to mail another Joint Operating Agreement covering the proration unit for this well and other lands previously subject to GLA-46. We respectfully request your review and execution of the new Joint Operating Agreement. Upon execution of the new Joint Operating Agreement, Burlington will move forward with its plans to drill the referenced well. Absent your execution of the new Joint Operating Agreement, Burlington will initiate force pooling procedures on this and other well proposals.

Any questions may be directed to the undersigned at (505) 599-4010.

Sincerely,



Shannon Nichols
Petroleum Landman

NM 391A Well File

***Brookhaven Com #8 Well
Mesaverde/Chacra dual***

Non-Operating Working Interest Owners

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Carolyn Nielsen Sedberry
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Roger B. Nielsen
6424 Belton
El Paso, TX 79912

C. Fred Luthy, Jr.
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Cyrene L. Inman
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

F.A. & H.B. Cronican Revocable Trust
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

William C. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Herbert R. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Marcia Berger
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

WWR Enterprises, Inc.
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Energen Resources, Inc.
Attn: Mr. Richard Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

Cross Timber Oil Company
Attn: Mr. Win Ryan
810 Houston Street Suite 2000
Fort Worth, TX 76102-6298

Z 554 656 905

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Energen Resources, Inc.

Attn: Mr. Richard Corcoran

2198 Bloomfield Highway

Farmington, NM 87401

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

3. Article Addressed to:

Energen Resources, Inc.
Attn: Mr. Richard Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

4a. Article Number

Z 554 656 905

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

08/26/99

5. Received By: (Print Name)

V. Donaghey

6. Signature: (Addressee or Agent)

x Vicki Donaghey

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 904

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Cross Timbers Oil Company

Attn: Mr. Win Ryan

810 Houston Street Suite 2000

Fort Worth, TX 76102-6298

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

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3. Article Addressed to:

Cross Timbers Oil Company
Attn: Mr. Win Ryan
810 Houston Street Suite 2000
Fort Worth, TX 76102-6298

4a. Article Number

Z 554 656 904

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 30 1999

5. Received By: (Print Name)

Kenneth A. Alaba

6. Signature: (Addressee or Agent)

x Kenneth A. Alaba

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 912

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

C. Fred Luthy, Jr.
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

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I also wish to receive the following services (for an extra fee):

1. ☐ Addressee's Address
2. ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

C. Fred Luthy, Jr.
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 912

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E WILSON

6. Signature: (Addressee or Agent)

X Joe E Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 911

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Cyrene L. Inman
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

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1. ☐ Addressee's Address
2. ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Cyrene L. Inman
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 911

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E WILSON

6. Signature: (Addressee or Agent)

X Joe E Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 906

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

WWR Enterprises, Inc.
 c/o Bank of America
 Attn: Mr. Ed DiRe
 P.O. Box 2546
 Fort Worth, TX 76113-2546

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

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Consult postmaster for fee.

3. Article Addressed to:

WWR Enterprises, Inc.
 c/o Bank of America
 Attn: Mr. Ed DiRe
 P.O. Box 2546
 Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 906

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E WILSON

6. Signature: (Addressee or Agent)

X Joe E Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 914

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Carolyn Nielsen Sedberry
 c/o Bank of America
 Attn: Mr. Ed DiRe
 P.O. Box 2546
 Fort Worth, TX 76113-2546

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

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I also wish to receive the following services (for an extra fee):

1. ☐ Addressee's Address
 2. ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Carolyn Nielsen Sedberry
 c/o Bank of America
 Attn: Mr. Ed DiRe
 P.O. Box 2546
 Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 914

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E WILSON

6. Signature: (Addressee or Agent)

X Joe E Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 908

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Herbert R. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
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3. Article Addressed to:

Herbert R. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 908

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E. WILSON

6. Signature: (Addressee or Agent)

X Joe E. Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 909

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

William C. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

Certified Fee	
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Restricted Delivery Fee	
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2. ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

William C. Briggs
c/o Bank of America
Attn: Mr. Ed DiRe
P.O. Box 2546
Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 909

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E. WILSON

6. Signature: (Addressee or Agent)

X Joe E. Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 910

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

F.A. & H.B. Cronican Rev. Trust

c/o Bank of America

Attn: Mr. Ed DiRe

P.O. Box 2546

Fort Worth, TX 76113-2546

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
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Brookhaven com #8	

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c/o Bank of America

Attn: Mr. Ed DiRe

P.O. Box 2546

Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 910

4b. Service Type

- | | |
|---|---|
| <input type="checkbox"/> Registered | <input checked="" type="checkbox"/> Certified |
| <input type="checkbox"/> Express Mail | <input type="checkbox"/> Insured |
| <input type="checkbox"/> Return Receipt for Merchandise | <input type="checkbox"/> COD |

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E. WILSON

6. Signature: (Addressee or Agent)

X Joe E. Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 907

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Marcia Berger

c/o Bank of America

Attn: Mr. Ed DiRe

P.O. Box 2546

Fort Worth, TX 76113-2546

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Marcia Berger

c/o Bank of America

Attn: Mr. Ed DiRe

P.O. Box 2546

Fort Worth, TX 76113-2546

4a. Article Number

Z 554 656 907

4b. Service Type

- | | |
|---|---|
| <input type="checkbox"/> Registered | <input checked="" type="checkbox"/> Certified |
| <input type="checkbox"/> Express Mail | <input type="checkbox"/> Insured |
| <input type="checkbox"/> Return Receipt for Merchandise | <input type="checkbox"/> COD |

7. Date of Delivery

AUG 27 1999

5. Received By: (Print Name)

JOE E. WILSON

6. Signature: (Addressee or Agent)

X Joe E. Wilson

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 915

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	8/25/99
Brookhaven com #8	

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

follow...
extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:
Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

4a. Article Number
Z 554 656 915

4b. Service Type
☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

31

1999

5. Received By: (Print Name)

8. Addressee's Address (Only if requested
and fee is paid)

6. Signature: (Addressee or Agent)

X W Potenziani

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 922

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Roger B. Nielsen
1200 Danbury Drive
Mansfield, TX 76063

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	9/16/99
Brookhaven com #8 (2nd attempt)	

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the
following services (for an
extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:
Roger B. Nielsen
1200 Danbury Drive
Mansfield, TX 76063

4a. Article Number
Z 554 656 922

4b. Service Type
☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

9-29-99

5. Received By: (Print Name)

8. Addressee's Address (Only if requested
and fee is paid)

6. Signature: (Addressee or Agent)

X [Signature]

PS Form 3811, December 1994

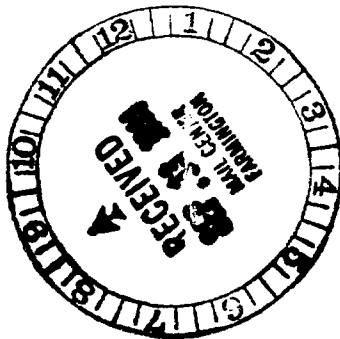
102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

**BURLINGTON
RESOURCES**

San Juan Division
3535 East 30th St., P.O. Box 4289
Farmington, New Mexico 87499-4289

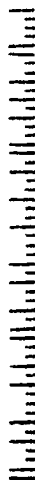


**RETURN RECEIPT
REQUESTED**

Roger B. Nielsen
6424 Belton
El Paso, TX 79912

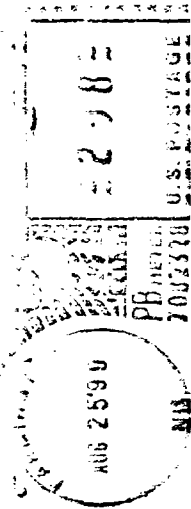
NIEL424 799122006 1898 08 09/10/99
FORWARD TIME EXP RTN TO SEND
NIELSEN
1200 DANBURY DR
MANSFIELD TX 76063-3809

87499/4289



CERTIFIED

Z 554 656 913



Is your RETURN ADDRESS completed on the reverse side?

SENDER: <ul style="list-style-type: none">Complete items 1 and/or 2 for additional services.Complete items 3, 4a, and 4b.Print your name and address on the reverse of this form so that we can return this card to you.Attach this form to the front of the mailpiece, or on the back if space does not permit.Write "Return Receipt Requested" on the mailpiece below the article number.The Return Receipt will show to whom the article was delivered and the date delivered.		I also wish to receive the following services (for an extra fee): <ul style="list-style-type: none"><input type="checkbox"/> Addressee's Address<input type="checkbox"/> Restricted Delivery Consult postmaster for fee.	
3. Article Addressed to: Roger B. Nielsen 6424 Belton El Paso, TX 79912		4a. Article Number Z 554 656 913	
		4b. Service Type <ul style="list-style-type: none"><input type="checkbox"/> Registered<input type="checkbox"/> Express Mail<input type="checkbox"/> Return Receipt for Merchandise<input type="checkbox"/> COD	<input checked="" type="checkbox"/> Certified <input type="checkbox"/> Insured
5. Received By: (Print Name)		7. Date of Delivery	
6. Signature: (Addressee or Agent) X		8. Addressee's Address (Only if requested and fee is paid)	

Thank you for using Return Receipt Service.

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: SECOND REQUEST-NEW DRILL PROPOSAL

Brookhaven Com #8 (Mesaverde/Chacra Dual Completion)

NE NW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & NW/4 Chacra Unit)

San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde/Chacra dual completion (proposed depth: 4,850'), which was originally proposed on July 30, 1998. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	51.324453
Cross Timbers Oil Company	1.5625	3.125
Cheryl Potenziani	0.926703	1.323861
Energen Resources Corporation	1.049651	18.419144
Westport Oil & Gas Company	6.761437	8.275267
Carolyn Sedberry	1.878502	2.683575
Roger Nielsen	1.878502	2.683575
C. Fred Luffey Jr.	1.853198	2.647426
Cyrene L. E. man	1.853198	2.647426
FA & HB Cronican Rev Trust	1.052185	1.503122
William C. Briggs	0.938940	1.341343
Herbert R. Briggs	0.939562	1.342232
Marcia Berger	0.939252	1.341788
WWR Enterprises	0.939252	1.341788

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,



Shannon Nichols

Petroleum Landman

cc: NM-391A (Well file)

Agreed to and accepted this _____ day of _____, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #8 as a dually completed Mesaverde/Chacra well.

Company: _____

Name: _____

Title: _____

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: Brookhaven Com #9 (Mesaverde/Chacra Dual Completion)
NE SW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

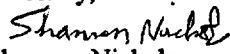
Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced well as a Mesaverde/Chacra dual completion. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	75.529781
Cross Timbers Oil Company	1.5625	0.00
Cherl Potenziani	0.926703	0.529544
Energ Resources Corporation	15.049651	11.680158
Westport Oil & Gas Company	6.761437	5.247607
Carolyn Sedberry	1.878502	1.073430
Roge Nielsen	1.878502	1.073430
C. Fred Luthy Jr.	1.853198	1.058971
Cyrene L. Inman	1.853198	1.058970
FA & HB Cronican Rev Trust	1.052185	0.601249
William C. Briggs	0.938940	0.536537
Herbert R. Briggs	0.939562	0.536893
Marcia Berger	0.939252	0.536715
WWR Enterprises	0.939252	0.536715

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,


Shannon Nichols
Petroleum Landman
cc: NM-391A (Well file)

Agreed to and accepted this _____ day of _____, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #9 as a dually completed Mesaverde/Chacra well.

Company: _____

Name: _____

Title: _____

**BROOKHAVEN COM B #8 NEW DRILL
WORKING INTEREST OWNERS**

NAME

Burlington Resources Oil & Gas Company
Attn: Shannon Nichols
P.O. Box 4289
Farmington, NM 87499

Energen Resources MAQ, Inc.
Attn: Rich Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

Westport Oil & Gas Company
Attn: Kent Davis
410 Seventeenth Street, Ste 2300
Denver, CO 80202-4436

DACRESA GROUP:
Marcia Berger
WWR Enterprises Inc.
Carolyn Nielsen Sedberry
Herbert R. Briggs
William C. Briggs
F. A. & H. B. Cronican Trust
Cyrene L. Inman
C. Fred Luthy, Jr.
C/o Bank of America
Attn: Ed Di Re
P.O. Box 2546
Fort Worth, TX 76113-2546

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Roger B. Nielsen
1200 Danbury Dr.
Mansfield, TX 76063

Cross Timbers Oil Company
Attn: Vaughn Vennerberg II
810 Houston Street Suite 2000
Fort Worth, TX 76102-6298

Z 554 656 916

US Postal Service

Receipt for Certified Mail

Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Energen Resources MAQ, Inc.**Attn: Rich Corcoran****2198 Bloomfield Highway****Farmington, NM 87401**

Certified Fee

Special Delivery Fee

Restricted Delivery Fee

Return Receipt Showing to Whom & Date Delivered

Return Receipt Showing to Whom, Date, & Addressee's Address

TOTAL Postage & Fees

\$

Postmark or Date

9-16-99 Brookhaven Com #8

Brookhaven Com #9

Brookhaven Com B #3B

PS Form 3800, April 1995

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Energen Resources MAQ, Inc.**Attn: Rich Corcoran****2198 Bloomfield Highway****Farmington, NM 87401**

4a. Article Number

Z 554 656 916

4b. Service Type

- ☐ Registered ☒ Certified
- ☐ Express Mail ☐ Insured
- ☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

9-17-99

8. Addressee's Address (Only if requested and fee is paid)

5. Received By: (Print Name)

X Rich Corcoran

6. Signature: (Addressee or Agent)

X Rich Corcoran

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 918

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Marcia Berger, et al**c/o Bank of America****Attn: Ed Di Re****P.O. Box 25546****Fort Worth, TX 76113-2546**

Certified Fee

Special Delivery Fee

Restricted Delivery Fee

Return Receipt Showing to Whom & Date Delivered

Return Receipt Showing to Whom, Date, & Addressee's Address

TOTAL Postage & Fees

\$

Postmark or Date

9-16-99 Brookhaven Com #8

Brookhaven Com #9

Brookhaven Com B #3B

PS Form 3800, April 1995

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Marcia Berger, et al**c/o Bank of America****Attn: Ed Di Re****P.O. Box 25546****Fort Worth, TX 76113-2546**

4a. Article Number

Z 554 656 918

4b. Service Type

- ☐ Registered ☒ Certified
- ☐ Express Mail ☐ Insured
- ☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

SEP 20 1999

8. Addressee's Address (Only if requested and fee is paid)

5. Received By: (Print Name)

JOE E. WILSON

6. Signature: (Addressee or Agent)

X Joe E. Wilson

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

Z 554 656 921

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

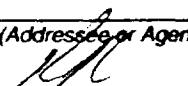
Do not use for International Mail (See reverse)

Sent to

Cross Timbers Oil Company
Attn: Vaughn Vennerberg
810 Houston Street, Suite 2000
Fort Worth, TX 76102-6298

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	
9-16-99 Brookhaven Com #8 Brookhaven Com #9 Brookhaven Com B #3B	

PS Form 3800, April 1995

SENDER: ■ Complete items 1 and/or 2 for additional services. ■ Complete items 3, 4a, and 4b. ■ Print your name and address on the reverse of this form so that we can return this card to you. ■ Attach this form to the front of the mailpiece, or on the back if space does not permit. ■ Write "Return Receipt Requested" on the mailpiece below the article number. ■ The Return Receipt will show to whom the article was delivered and the date delivered.		I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee.
3. Article Addressed to: Cross Timbers Oil Company Attn: Vaughn Vennerberg 810 Houston Street, Suite 2000 Fort Worth, TX 76102-6298	4a. Article Number Z 554 656 921	4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD
5. Received By: (Print Name) X	7. Date of Delivery SEP 20 1999	
6. Signature: (Addressee or Agent) 	8. Addressee's Address (Only if requested and fee is paid)	
PS Form 3811, December 1994 102595-98-B-0229 Domestic Return Receipt		

Is your RETURN ADDRESS completed on the reverse side?

Thank you for using Return Receipt Service.

Z 554 656 917

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

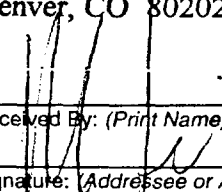
Do not use for International Mail (See reverse)

Sent to

Westport Oil & Gas Company
Attn: Kent Davis
410 Seventeenth Street, Ste 2300
Denver, CO 80202-4436

Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, & Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date	
9-16-99 Brookhaven Com #8 Brookhaven Com #9 Brookhaven Com B #3B	

PS Form 3800, April 1995

SENDER: ■ Complete items 1 and/or 2 for additional services. ■ Complete items 3, 4a, and 4b. ■ Print your name and address on the reverse of this form so that we can return this card to you. ■ Attach this form to the front of the mailpiece, or on the back if space does not permit. ■ Write "Return Receipt Requested" on the mailpiece below the article number. ■ The Return Receipt will show to whom the article was delivered and the date delivered.		I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee.
3. Article Addressed to: Westport Oil & Gas Company Attn: Kent Davis 410 Seventeenth Street, Ste 2300 Denver, CO 80202-4436	4a. Article Number Z 554 656 917	4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD
5. Received By: (Print Name) 	7. Date of Delivery 9-20-99	
6. Signature: (Addressee or Agent) X	8. Addressee's Address (Only if requested and fee is paid)	
PS Form 3811, December 1994 102595-98-B-0229 Domestic Return Receipt		

Is your RETURN ADDRESS completed on the reverse side?

Thank you for using Return Receipt Service.

Z 554 656 920

US Postal Service

Receipt for Certified Mail

Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Roger B. Nielsen

1200 Danbury Dr.

Mansfield, TX 76063

Certified fee

Special Delivery Fee

Restricted Delivery Fee

Return Receipt Showing to Whom & Date Delivered

Return Receipt Showing to Whom, Date, & Addressee's Address

TOTAL Postage & Fees

\$

Postmark or Date

9-16-99 Brookhaven Com #8

Brookhaven Com #9

Brookhaven Com B #3B

PS Form 3800, April 1995

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
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- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Roger B. Nielsen

1200 Danbury Dr.

Mansfield, TX 76063

4a. Article Number

Z 554 656 920

4b. Service Type

- ☐ Registered ☒ Certified
- ☐ Express Mail ☐ Insured
- ☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

9-29-99

5. Received By: (Print Name)

8. Addressee's Address (Only if requested and fee is paid)

6. Signature: (Addressee or Agent)

X

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Z 554 656 919

US Postal Service

Receipt for Certified Mail

No Insurance Coverage Provided.

Do not use for International Mail (See reverse)

Sent to

Cheryl L. Potenziani

P.O. Box 36600, Station D

Albuquerque, NM 87176

Certified fee

Special Delivery Fee

Restricted Delivery Fee

Return Receipt Showing to Whom & Date Delivered

Return Receipt Showing to Whom, Date, & Addressee's Address

TOTAL Postage & Fees

\$

Postmark or Date

9-16-99 Brookhaven Com #8

Brookhaven Com #9

Brookhaven Com B #3B

PS Form 3800, April 1995

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

- ☐ Addressee's Address
- ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Cheryl L. Potenziani

P.O. Box 36600, Station D

Albuquerque, NM 87176

4. Article Number

Z 554 656 919

4b. Service Type

- ☐ Registered ☒ Certified
- ☐ Express Mail ☐ Insured
- ☐ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

06

5. Received By: (Print Name)

8. Addressee's Address (Only if requested and fee is paid)

6. Signature: (Addressee or Agent)

X Cheryl L. Potenziani

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service.

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: **SECOND REQUEST-NEW DRILL PROPOSAL**
Brookhaven Com #8 (Mesaverde/Chacra Dual Completion)
NE NW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & NW/4 Chacra Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde/Chacra dual completion (proposed depth: 4,850'), which was originally proposed on July 30, 1998. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	51.324453
Cross Timbers Oil Company	1.5625	3.125
Cheryl P'enziani	0.926703	1.323861
Energen Resources Corporation	15.049651	18.419144
Westport Oil & Gas Company	6.761437	8.275267
Carolyn S. dberry	1.878502	2.683575
Roger Nielsen	1.878502	2.683575
C. Fred L. thy Jr.	1.853198	2.647426
Cyrene L. Inman	1.853198	2.647426
FA & HB Cronican Rev Trust	1.052185	1.503122
William C. Briggs	0.938940	1.341343
Herbert R. Briggs	0.939562	1.342232
Marcia Br rger	0.939252	1.341788
WWR Enterprises	0.939252	1.341788

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols

Shannon Nichols

Petroleum Landman

cc: NM-391A (Well file)

Agreed to and accepted this 27th day of September, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #8 as a dually completed Mesaverde/Chacra well.

Company:

Name:

Title:

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: Brookhaven Com #9 (Mesaverde/Chacra Dual Completion)
NE SW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced well as a Mesaverde/Chacra dual completion. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	75.529781
Cross Timbers Oil Company	1.5625	0.00
Cheryl Potenziani	0.926703	0.529544
Energen Resources Corporation	15.049651	11.680158
Westport Oil & Gas Company	6.761437	5.247607
Carolyn Sedberry	1.878502	1.073430
Roger Nielsen	1.878502	1.073430
C. Fred Luthy Jr.	1.853198	1.058971
Cyrene L. Inman	1.853198	1.058970
FA & HB Cronican Rev Trust	1.052185	0.601249
William C. Briggs	0.938940	0.536537
Herbert R. Briggs	0.939562	0.536893
Marcia Berger	0.939252	0.536715
WWR Enterprises	0.939252	0.536715

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols
Shannon Nichols
Petroleum Landman
xc: NM-391A (Well file)

Agreed to and accepted this 28th day of September, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #9 as a dually completed Mesaverde/Chacra well.

Company: _____

Name: Cheryl Potenziani

Title: _____

October 11, 1999

CERTIFIED MAIL

Mr. James Strickler
Burlington Resources
PO Box 4289
Farmington, NM 87499-4289

OCT 13 1999

RE: Drilling AFEs
Brookhaven Com #9
Brookhaven Com #8
Brookhaven Com B #3B
San Juan County, New Mexico

Dear James:

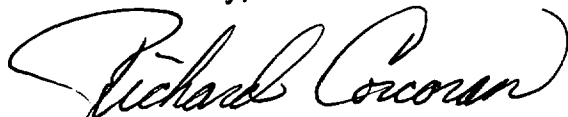
Reference is made to three drilling proposals each dated September 15, 1999, which provide for the drilling of the Brookhaven Com #9, Brookhaven Com #8, and the Brookhaven Com B #3B wells.

Energen Resources Corporation (Energen) has tentatively scheduled a meeting with Burlington Resources for October 18, 1999 to discuss the status of GLA-46. Until an agreement that changes or eliminates the terms of GLA-46 has been reached, Energen will continue to honor the provisions of said agreement.

This is to confirm that Energen Resources Corporation hereby elects to join in drilling the three wells in question under the terms of GLA-46, dated November 27, 1951, as amended.

Thank you for your consideration in this matter. We look forward to resolving the issues surrounding GLA-46.

Sincerely,



Richard Corcoran
District Landman

RC/tm

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: SECC AND REQ' EST-NEW DRILL PROPOSAL

Brookhaven Com. #8 (Mesaverde/Chacra Dual Completion)

NE NW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & NW/4 Chacra Unit)

San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde/Chacra dual completion (proposed depth: 4,850'), which was originally proposed on July 30, 1998. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	51.324453
Cross Timbers Oil Company	1.5625	3.125
Cheryl Potenziani	0.926703	1.323861
Energen Resources Corporation	15.049651	18.419144
Westport Oil & Gas Company	6.761437	8.275267
Carolyn Sedberry	1.878502	2.683575
Roger Nielsen	1.878502	2.683575
C. Fred Luthy Jr.	1.853198	2.647426
Cyrene L. Inman	1.853198	2.647426
FA & HB Cronican Rev Trust	1.052185	1.503122
William C. Briggs	0.938940	1.341343
Herbert R. Briggs	0.939562	1.342232
Marcia Berger	0.939252	1.341788
WWR Enterprises	0.939252	1.341788

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols

Shannon Nichols

Petroleum Landman

cc: NM-391A (Well file)

Agreed to and accepted this 11th day of October, 1999.

~~We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #8 as a dually-completed Mesaverde/Chacra well.~~

Company: ENERGEN RESOURCES CORPORATION

Name: Joe D. Niederhofer

Title: General Manager - San Juan Basin

We agree to participate in drilling and completing the Brookhaven Com #8 well subject to the terms of that certain Operating Agreement dated November 27, 1951, as amended.

BURLINGTON RESOURCES

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: Brookhaven Com #9 (Mesaverde/Chacra Dual Completion)
NE SW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced well as a Mesaverde/Chacra dual completion. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	75.529781
Cross Timbers Oil Company	1.5625	0.00
Cheryl Potenziani	0.926703	0.529544
Energen Resources Corporation	15.049651	11.680158
Westport Oil & Gas Company	6.761437	5.247607
Carolyn Sedberry	1.878502	1.073430
Roger Nielsen	1.878502	1.073430
C. Fred Luthy Jr.	1.853198	1.058971
Cyrene L. Inman	1.853198	1.058970
FA & HB Cronican Rev Trust	1.052185	0.601249
William C. Briggs	0.938940	0.536537
Herbert R. Briggs	0.939562	0.536893
Marcia Berger	0.939252	0.536715
WWR Enterprises	0.939252	0.536715

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols
Shannon Nichols
Petroleum Landman
cc: NM-391A (Well file)

Agreed to and accepted this 11th day of October, 1999.

~~We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #9 as a dually-completed Mesaverde/Chacra well.~~

Company: ENERGEN RESOURCES CORPORATION

Name:

Joe D. Niederhofer

Title:

General Manager - San Juan Basin

We agree to participate in drilling and completing the Brookhaven Com #9 well subject to the terms of that certain Operating Agreement dated November 27, 1951, as amended.

BURLINGTON RESOURCES

SAN JUAN DIVISION

October 13, 1999

HAND DELIVERED

Mr. Richard P. Corcoran
Energen Resources Corporation
2198 Bloomfield Highway
Farmington, NM 87401

Re: Drilling AFE's
Brookhaven Com #8
Brookhaven Com #9
Brookhaven Com."B" #3B

Dear Rich:

Burlington Oil & Gas Company ("Burlington") has received Energen Resources' ("Energen") transmittal letter of October 11, 1999, advising that Energen elects to "join" in the drilling of the captioned wells under the terms of GLA-46. As previously communicated, Burlington asserts that GLA-46 does not govern the drilling of additional new wells on the subject acreage. The terms of the GLA are so onerous, we would be forced to cancel the wells on economic grounds.

Burlington's meeting with Energen, currently scheduled for Tuesday, October 19, 1999, will be of benefit only if Energen acknowledges that the offered election actually kills the drilling of these three wells. Obviously, Burlington and Energen have much to discuss next week. However, to expedite a final resolution of the issues surrounding GLA-46, Burlington will immediately seek to force pool Energen's interest in the three captioned wells before the New Mexico Oil Conservation Division

Respectfully,


John F. Zent, Land Manager

xc: GLA-46
J. Strickler
J. Bemis
A. Alexander



WESTPORT OIL AND GAS COMPANY, INC.

410 Seventeenth Street #2300 Denver Colorado 80202-4436

Telephone: 303 573 5404 Fax: 303 573 5609

October 14, 1999

Burlington Resources
P.O. Box 4289
Farmington, New Mexico 87449-4289
Attn: James R. J. Strickler, CPL

**RE: AFE's
Brookhaven Com #8
Brookhaven Com B#3B
Brookhaven Com #9
San Juan County, New Mexico**

Dear Mr. Strickler:

Westport Oil and Gas Company, Inc. (Westport) is in receipt of AFE's covering the drilling and completion of the three (3) referenced wells. Please be advised that Westport would participate in the drilling of these wells but we believe the operative agreement to be the GLA-46 agreement dated November 27, 1951 by and between Brookhaven Oil Company and San Juan Production Company. As you know the Farmout Agreement caps the amount of expenditures which can be billed to Westport.

Should you have a different interpretation of this agreement please let me know.

Very truly yours,

David R. Dix
Land Manager

DRD/cac

cc: Paul Rote
Energen



Cross Timbers Oil Company

000 2 2 1999

October 19, 1999

Burlington Resources Oil & Gas Company
P.O. Box 4289
Farmington, NM 87499-4289
Attention: James Strickler

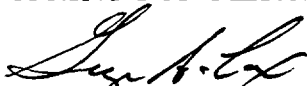
RE: Brookhaven Com #8
W/2 Unit Mesv.
NW/4 Unit Charca
Section 36-27N-8W
San Juan County, NM

Dear James:

Cross Timbers Oil Company, as agent for Merchant Resources #1 L.P. (Merchant) hereby elects to join in the drilling of the above captioned well. Enclosed please find a copy of your AFE and proposal letter that has been executed on behalf of Merchant.

Merchant has been forwarded your JOA for their review and possible execution. Should you have any questions, or need anything further, please feel free to contact me at (817) 885-2454.

Sincerely,
CROSS TIMBERS OIL COMPANY, AS
AGENT FOR MERCHANT RESOURCES #1 L.P.


George A. Cox, CPL
Landman

Enclosures

cc: Robin Galvin - Merchant
Dave Schroeder
Win Ryan
Kim Rhoads

BURLINGTON RESOURCES

22 1999

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS

SEE BELOW TABLE

RE: SECOND REQUEST-NEW DRILL PROPOSAL

Brookhaven Com #8 (Mesaverde/Chacra Dual Completion)

NE NW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & NW/4 Chacra Unit)

San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde/Chacra dual completion (proposed depth: 4,850'), which was originally proposed on July 30, 1998. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

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Roger Nielsen	1.878502	2.683575
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Cyrene L. Inman	1.853198	2.647426
FA & HB Cronican Rev Trust	1.012185	1.503122
William C. Briggs	0.918940	1.341343
Herbert R. Briggs	0.919562	1.342232
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Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols

Shannon Nichols

Petroleum Landman

cc: NM-391A (Well file)

Agreed to and accepted this 19 day of OCTOBER, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #8 as a dually completed Mesaverde/Chacra well.

Company: Merchant Resources #1 L.P.

Name: By: *Edward L. Egan, Jr.*

Title: Cross Timbers Oil Company,
as agent



Cross Timbers Oil Company

22 1999

October 19, 1999

Burlington Resources Oil & Gas Company
P.O. Box 4289
Farmington, NM 87499-4289
Attention: James Strickler


RE: Brookhaven Com #9
W/2 Unit Mesv.
SW/4 Unit Charca
Section 36-27N-8W
San Juan County, NM

Dear James:

Cross Timbers Oil Company, as agent for Merchant Resources #1 L.P. (Merchant) hereby elects to join in the drilling of the above captioned well. Enclosed please find a copy of your AFE and proposal letter that has been executed on behalf of Merchant.

Merchant has been forwarded your JOA for their review and possible execution. Should you have any questions, or need anything further, please feel free to contact me at (817) 885-2454.

Sincerely,
CROSS TIMBERS OIL COMPANY, AS
AGENT FOR MERCHANT RESOURCES #1 L.P.


George A. Cox, CPL
Landman

Enclosures

cc: Robin Galvin - Merchant
Dave Schroeder
Win Ryan
Kim Rhoads

BURLINGTON RESOURCES

22 1999

SAN JUAN DIVISION

CERTIFIED MAIL-Return Receipt Requested

September 15, 1999

WORKING INTEREST OWNERS
SEE BELOW TABLE

RE: Brookhaven Com #9 (Mesaverde/Chacra Dual Completion)
NE SW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced well as a Mesaverde/Chacra dual completion. This project has a total estimated cost of \$427,630. Each parties working interest in each proposed formation is identified in the table below.

Working Interest Owner	MV Ownership %	CH Ownership %
Burlington Resources Oil & Gas Company	63.427118	75.529781
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Cherl Potenziani	0.926703	0.529544
Energ Resources Corporation	15.049651	11.680158
Westport Oil & Gas Company	6.761437	5.247607
Carolyn Sedberry	1.878502	1.073430
Roger Nielsen	1.878502	1.073430
C. Fred Luthy Jr.	1.853198	1.058971
Cyrene L. Inman	1.853198	1.058970
FA & HB Cronican Rev Trust	1.052185	0.601249
William C. Briggs	0.938940	0.536537
Herbert R. Briggs	0.939562	0.536893
Marcia Berger	0.939252	0.536715
WWR Enterprises	0.939252	0.536715

The blanket operating agreement dated February 1, 1999, proposed on May 18, 1999 is enclosed for your review and approval. Please let us know if you wish to limit this Operating Agreement to the subject drill block lands. A revised Exhibit "A" shall be forwarded to you upon request.

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot, AFE, and one (1) executed signature page for the Operating Agreement dated February 1, 1999, on or September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 599-4010.

Sincerely,

Shannon Nichols
Shannon Nichols
Petroleum Landman
cc: NM-391A (Well file)

Agreed to and accepted this 19 day of OCTOBER, 1999.

We agree to bear our proportionate share of the actual costs to drill and complete the Brookhaven Com #9 as a dually completed Mesaverde/Chacra well.

Company: Merchant Resources #1 L.P.

Name: By: Edwin L. Lujan Jr.

Title: Cross Timbers Oil Company,
as agent

BURLINGTON RESOURCES

SAN JUAN DIVISION

October 26, 1999

**WORKING INTEREST OWNERS
SEE ATTACHED**

RE: Notice of Well Name Change
Brookhaven Com #8A (Mesaverde/Chacra Dual Completion)
NE SW Sec. 36, T27N, R8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico
Originally named the Brookhaven Com #9

Ladies and Gentlemen:

By letter dated September 15, 1999, Burlington Resources Oil & Gas Company proposed the drilling and completion of the referenced well (identified under said letter as the Brookhaven Com. #9) as a Mesaverde/Chacra dual completion. This letter shall serve as notice that the well name for Burlington's September 15, 1999, proposal has been changed from the Brookhaven Com #9 to the Brookhaven Com #8A. The name change has been done to comply with NMOCD naming convention. Except for the well name change, all other terms and conditions of Burlington's September 15, 1999, proposal remain unchanged.

When returning the September 15, 1999, letter indicating your participation election in the well proposal, please simply mark through the incorrect well name and replace it with the correct well name. If you have already returned said letter indicating your election, be advised that we will note the correct well name on your election ballot.

Again, this letter shall serve as notice that the well name (Brookhaven Com #9) contained in our September 15, 1999, proposal has been changed to the Brookhaven Com #8A. Except for the well name change, all other terms and conditions of Burlington's September 15, 1999, proposal remain unchanged.

Any questions may be directed to the undersigned at 505 599-4010.

Sincerely,



Shannon Nichols
Petroleum Landman
xc: NM-391A (Well file)

**BROOKHAVEN COM #8A NEW DRILL
WORKING INTEREST OWNERS**

NAME

Burlington Resources Oil & Gas Company
Attn: Shannon Nichols
P.O. Box 4289
Farmington, NM 87499

Energen Resources MAQ, Inc.
Attn: Rich Corcoran
2198 Bloomfield Highway
Farmington, NM 87401

Westport Oil & Gas Company
Attn: Kent Davis
410 Seventeenth Street, Ste 2300
Denver, CO 80202-4436

DACRESA GROUP:
Marcia Berger
WWR Enterprises Inc.
Carolyn Nielsen Sedberry
Herbert R. Briggs
William C. Briggs
F. A. & H. B. Cronican Trust
Cyrene L. Inman
C. Fred Luthy, Jr.
C/o Bank of America
Attn: Ed Di Re
P.O. Box 2546
Fort Worth, TX 76113-2546

Cheryl L. Potenziani
P.O. Box 36600, Station D
Albuquerque, NM 87176

Roger B. Nielsen
1200 Danbury Dr.
Mansfield, TX 76063

Cross Timbers Oil Company
Attn: Vaughn Vennerberg II
810 Houston Street Suite 2000
Fort Worth, TX 76102-6298

Bank of America



Bank of America Private Bank
Oil and Gas Management
TX1-497-04-07
PO Box 2546
Fort Worth, TX 76113-2546

October 26, 1999

Tel 817.390.6161
Fax 817.390.6494

Burlington Resources
San Juan Division
Mr. Shannon Nichols
P.O. Box 4289
Farmington, New Mexico 87499-4289

RE: Brookhaven Com #8a (Mesaverde/Chacra Dual Completion)
NE SW Sec 36-27N-8W (W/2 Mesaverde Unit & SW/4 Chacra Unit)
San Juan County, New Mexico
Originally named the Brookhave Com #9

Dear Mr. Nichols,

Bank of America, N.A. , as agent/Trustee for the following Working Interest Owners, elects to be carried in the above well under the terms of the GLA-46 agreement Dated November 27, 1951.

F.A. & H.B. Cronican Rev. Tr.
Herbert R. Briggs
William C. Briggs
C. Fred Luthy Jr.
WWR Enterprises
Marcia Berger
Carolyn Sedberry
Cyrene Inman Bank of America, N.A., Trustee

Please provide us with copies of the drilling reports and payout statements at the above letterhead address.

If I can be of assistance you can reach me at 817 390-6762.

Yours truly,

A handwritten signature in cursive script that reads "Ed DiRe".

Ed DiRe,
Vice President

cc: Cathy Rugen
Janet Cunningham
Shena Hutto