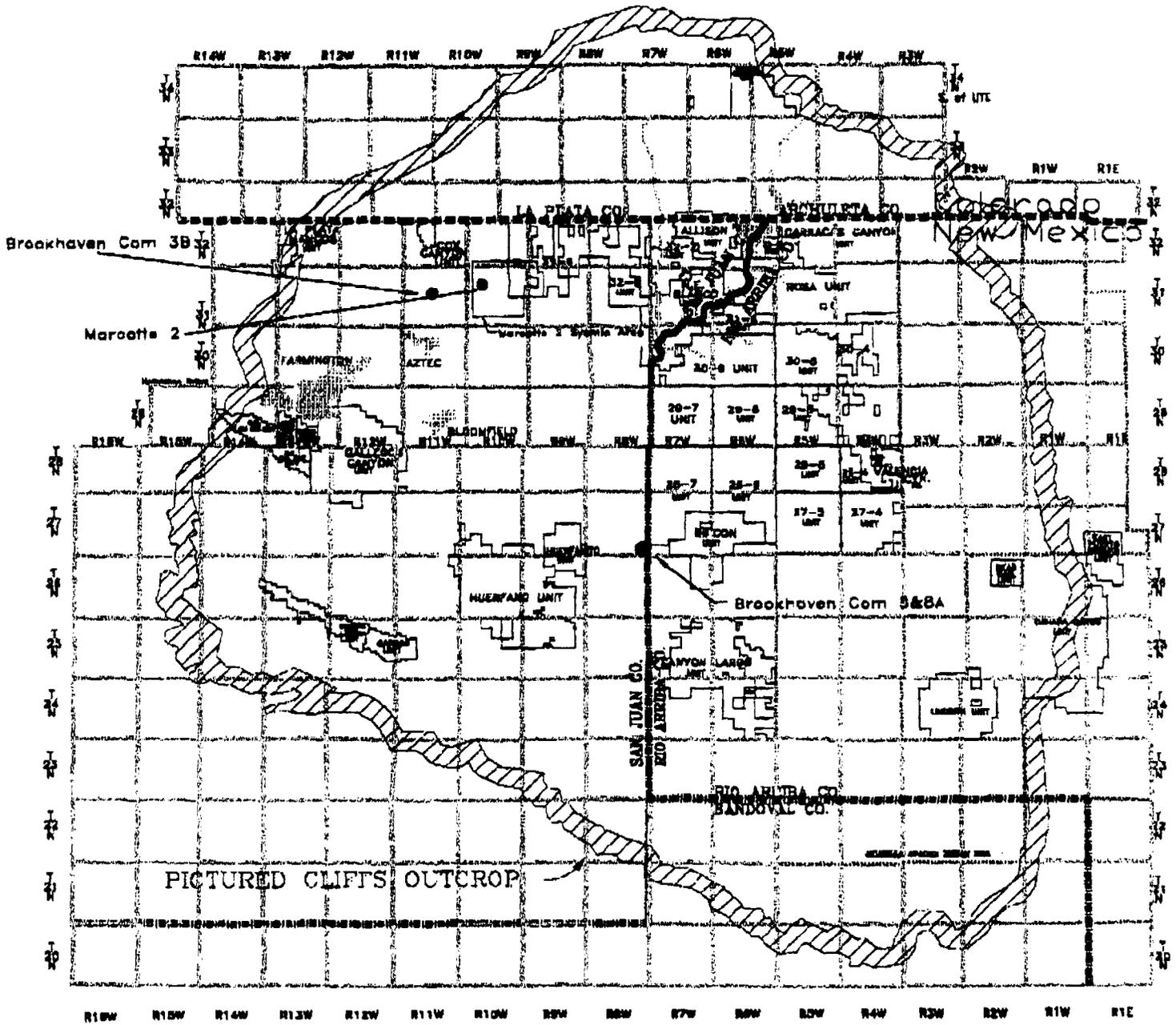


SAN JUAN BASIN LOCATION MAP



Chronology of Events
 Brookhaven Com B #3B
 E/2 Section 16, T31N, R11W
 San Juan County, New Mexico

DATE	EVENT
December 14, 1998	Burlington mails letter with election ballot proposing the Brookhaven Com B #3B as Mesaverde new drill to all working interest owners in proposed well. Attached to proposal letter is Burlington's AFE and cost estimate.
December 28, 1998	Burlington receives Cheryl L. Potenziani's election ballot to participate in the proposed well.
January 15, 1999	Burlington receives Energen Resources MAQ Inc's election ballot to participate in the proposed well under the terms of GLA-46. We advise that GLA-46 does not govern the drilling of additional new wells.
May 18, 1999	Burlington mails out a new Operating Agreement dated February 1, 1999 to all GLA-46 working interest owners.
September 15, 1999	Burlington mails second request letter with election ballot once again proposing the Brookhaven Com B #3B as Mesaverde new drill to all working interest owners in proposed well. Attached to proposal letter is Burlington's AFE and new Joint Operating Agreement dated February 1, 1999, covering proposed proration unit of proposed well.
September 30, 1999	Burlington receives Cheryl L. Potenziani's election ballot to participate in the proposed well.
October 11, 1999	Burlington receives a letter and signed ballot from Energen Resources MAQ Inc electing to join in the drilling of the Brookhaven Com #8, #9 and the Brookhaven Com #3B wells subject to the terms of the Operating Agreement dated November 27, 1951, as amended.
October 13, 1999	Burlington mails a letter to Energen Resources acknowledging our receipt of their letter of October 11, 1999, wherein they elect to join in the drilling of the Brookhaven Com #8, #9 and the Brookhaven Com B #3B wells under the terms of GLA-46. We advise that GLA-46 does not govern the drilling of additional new wells.
October 18, 1999	Burlington receives a letter dated October 14, 1999 from Westport Oil & Gas Company, Inc, indicating that they were in receipt of AFE's covering the Brookhaven Com #8, #9 and the Brookhaven Com B #3B wells and that they would participate under the terms of GLA-46.
October 26, 1999	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.

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

December 14, 1998

WORKING INTEREST OWNERS
DETAILED ON ATTACHED SHEET

RE: New Drill Proposal
Brookhaven Com B 3B
Mesaverde New Drill
NESE Sec. 16 T31N, R11W (E/2 Unit)
San Juan County, New Mexico

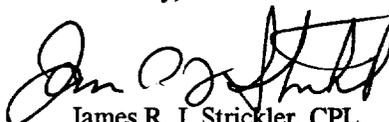
Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the above referenced Mesaverde well, located in the NESE of Sec. 16, T31N, R11W. This project will be performed at a total estimated cost of \$386,488.00 to be borne by the working interest owners detailed below:

Name	Working Interest	Cost Share of AFE
Burlington Resources	50.927120%	\$ 196,827
Energen Resources	37.872960%	\$ 138,645
Dacresa Group	11.199920%	\$ 51,016
TOTAL	100.000000%	\$ 386,488

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot and AFE on or before thirty (30) days from your receipt. If you should have any questions concerning land me at (505) 326-9756.

Sincerely,



James R. J. Strickler, CPL
Senior Staff Landman

JRS:dg
Newdrills'98
Enclosures
xc: NM-387A (Well File)

Agreed to and accepted this ____ day of _____, 199__.
We agree to bear our proportionate share of the actual costs to drill and complete the Mesaverde formation of the Brookhaven Com B #3B Well

Company: _____
Name: _____
Title: _____

**BROOKHAVEN COM B 3B
NEW DRILL
WORKING INTEREST OWNERS**

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

Marcia Berger
WWR Enterprises Inc.
Carolyn Nielson Sedberry
Herbert R. Briggs
William C. Briggs
Cronican FA & HB Trust
Cyrene L. Inman
C. Fred Luthy, Jr.
c/o NationsBank, N.A.
Trust Minerals
P.O. Box 2546
Fort Worth, TX 76113-2546

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

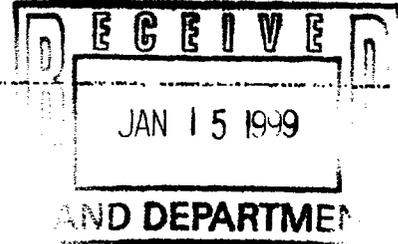
Roger B. Nielson
6424 Belton
El Paso, TX 79912

CES/JJ

BURLINGTON RESOURCES

SAN JUAN DIVISION

December 14, 1998



WORKING INTEREST OWNERS
DETAILED ON ATTACHED SHEET

RE: New Drill Proposal
Brookhaven Com B 3B
Mesaverde New Drill
NESE Sec. 16 T31N, R11W (E/2 Unit)
San Juan County, New Mexico

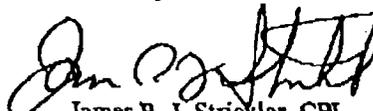
Ladies and Gentlemen:

Burlington Resources Oil & Gas Company proposes the drilling and completion of the above referenced Mesaverde well, located in the NESE of Sec. 16, T31N, R11W. This project will be performed at a total estimated cost of \$386,488.00 to be borne by the working interest owners detailed below:

Name	Working Interest	Cost Share of AFE
Burlington Resources	50.927120%	\$ 196,827
Energen Resources	35.872960%	\$ 138,645
Dacresa Group	13.199920%	\$ 51,016
TOTAL	100.000000%	\$ 386,488

Please indicate your approval of the above well proposal by signing and returning a copy of this letter ballot and AFE on or before thirty (30) days from your receipt. If you should have any questions concerning land me at (505) 326-9756.

Sincerely,


James R. J. Strickler, CPL
Senior Staff Landman

JRS:dg
Newdrills'98
Enclosures
xc: NM-387A (Well File)

participate

Agreed to and accepted this day of , 199 .
We agree to ~~bear our proportionate share of the actual costs to drill and~~
complete the Mesaverde formation of the Brookhaven Com B #3B Well subject to the
terms of the November 27, 1951 Operating Agreement and all applicable
supplements and amendments.
Company: ENERGEN RESOURCES MAQ INC.
Name: CHARLES F. SALTZER
Title: VICE PRESIDENT EXPLORATION

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.

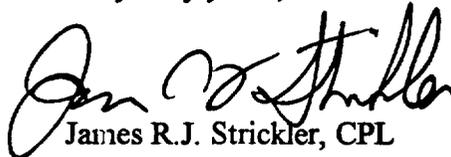
with a fair and reasonable offer. Absent your approval of the new Joint Operating Agreement, Burlington is left with two options on handling future wells proposed on these properties (1) cancel the projects; (2) Force Pool the interest at the New Mexico Oil & Gas Commission, which is a costly and time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

A handwritten signature in black ink, appearing to read "James R.J. Strickler". The signature is fluid and cursive, with a large initial "J" and "S".

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
P.O. Box 2546
Ft. Worth, TX 76113

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

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

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

September 15, 1999

WORKING INTEREST OWNERS
ON ATTACHED SHEET

RE: SECOND REQUEST-NEW DRILL PROPOSAL
Brookhaven Com B #3B (Mesaverde)
NE SE Sec. 16, T31N, R11W (E/2 Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

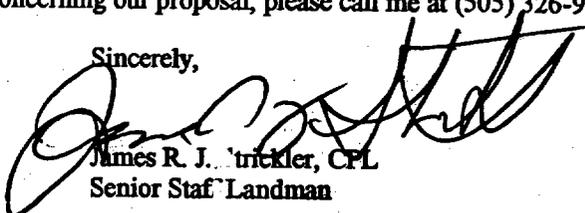
Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde well (proposed depth: 5,600'), which was originally proposed on December 14, 1998. This project has a total estimated cost of \$386,488.00 to be borne by the working interest owners detailed below:

<u>Name</u>	<u>Working Interest</u>	<u>Cost Share of AFE</u>
Burlington Resources	50.927120%	\$196,827
Energen Resources	24.752346%	\$95,665
Dacresa Group c/o Bank of America	10.394707%	\$40,174
Westport Oil & Gas Company	11.120620%	\$42,980
Cheryl L. Potenziani	.926702%	\$3,582
Roger B. Nielsen	<u>1.878502%</u>	<u>\$7,260</u>
Total:	<u>100.000000%</u>	<u>\$386,488</u>

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 before September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 326-9756.

Sincerely,


James R. J. Trickler, CPL
Senior Staff Landman

JRS/el
Enclosures
cc: NM-387A (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 Mesaverde formation in the Brookhaven Com B #3B well.

Company: _____

Name: _____

Title: _____

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):

- Addresssee'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
Express Mail
Return Receipt for Merchandise
Certified
Insured
COD

7. Date of Delivery

9-17-99

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

5. Received By: (Print Name)

Rich Corcoran
Signature

6. Signature: (Addressee or Agent)

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.
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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):

- Addresssee'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
Express Mail
Return Receipt for Merchandise
Certified
Insured
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
Signature

6. Signature: (Addressee or Agent)

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

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:

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

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

7. Date of Delivery

SEP 20 1999

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

Thank you for using Return Receipt Service.

PS Form 3800, April 1995

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

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:

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

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

7. Date of Delivery

9-20-99

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

Thank you for using Return Receipt Service.

PS Form 3800, April 1995

Z 554 656 920

US Postal Service
Receipt for Certified Mail

Insurance Coverage Provided.
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.
- 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 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 [Signature]

PS Form 3811, December 1994

102595-98-B-0229

Domestic Return Receipt

Thank you for using Return Receipt Service

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

4a. Article Number
Z 554 656 919

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

7. Date of Delivery
09

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

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:

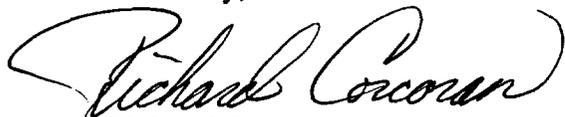
Reference is made to three drilling proposals each dated September 15, 1999, which provide for the drilling of the Brookhaven Com #9, Brookhaven Com #8, and the Brookhaven Com B #3B wells.

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
ON ATTACHED SHEET

RE: SECOND REQUEST-NEW DRILL PROPOSAL
Brookhaven Com B #3B (Mesaverde)
NE SE Sec. 16, T31N, R11W (E/2 Unit)
San Juan County, New Mexico

Ladies and Gentlemen:

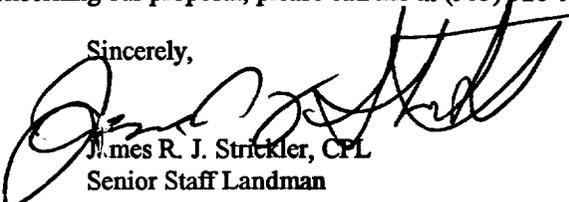
Burlington Resources Oil & Gas Company proposes the drilling and completion of the referenced Mesaverde well (proposed depth: 5,600'), which was originally proposed on December 14, 1998. This project has a total estimated cost of \$386,488.00 to be borne by the working interest owners detailed below:

<u>Name</u>	<u>Working Interest</u>	<u>Cost Share of AFE</u>
Burlington Resources	50.927120%	\$196,827
Energen Resources	24.752346%	\$95,665
Dacresa Group c/o Bank of America	10.394707%	\$40,174
Westport Oil & Gas Company	11.120620%	\$42,980
Cheryl L. Potenziani	.926702%	\$3,582
Roger B. Nielsen	<u>1.878502%</u>	<u>\$7,260</u>
Total:	<u>100.000000%</u>	<u>\$386,488</u>

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 before September 30, 1999. If you should have any questions concerning our proposal, please call me at (505) 326-9756.

Sincerely,


James R. J. Strickler, CPL
Senior Staff Landman

JRS/cl
Enclosures
xc: NM-387A (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 Mesaverde formation in the Brookhaven Com B #3B 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 B #3B 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

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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



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. James Strickler, CPL
P.O. Box 4289
Farmington, New Mexico 87499-4289

RE: Brookhaven Com # B #3B (Mesaverde)
NE SE Sec 16-31N-11W (E/2 Unit))
San Juan County, New Mexico

Dear Mr. Strickler,

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,

Ed DiRe,
Vice President

cc: Cathy Rugen
Janet Cunningham
Shena Hutto