

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