203 West Wall Street Suite 1201 (Zip 79701) P.O. Box 10187 Midland, Texas 79702

DALE DOUGLAS Oil & Gus Projecties Area Code: 915 Phone : 682-5565 Fax: 682-4498 Email:ddrdmidland@aol.com

February 9, 2001

CERTIFIED MAIL: 7099 3400 0016 0200 1181

Bellwether Exploration Company 1221 Lamar, Suite 1600 Houston, Texas 77010

Re: Well Proposal John's Hopper #1 Well Lots 3, 4, E/2SW/4, SE/4 (S/2) Sec. 30, T15S, R35E Lea County, New Mexico Our Salty Dog Prospect

Gentlemen:

David H. Arrington Oil & Gas, Inc., PO Box 2071, Midland, Texas 79702, hereby proposes the drilling of the captioned well to be drilled at a legal well location in the SE/4 of Section 31, T15S, R35E, Lea County, New Mexico. This well is proposed to be drilled to a depth of approximately 13,200' to test the Mississippian formation. The proposed spacing unit for this well will be the S/2 of said Section 31.

You will find enclosed Arrington's AFE which sets forth the anticipated costs for the drilling and completing of this test well. In the event that you should elect to participate in the drilling of this test well, please so indicate by signing and returning one copy of the AFE to my attention at the letterhead address. Upon receipt of same, we will forward for your review and execution a Joint Operating Agreement.

In the event that you should elect to not participate in the drilling of this test well, we would be glad to entertain a proposal to acquire your leasehold and/or mineral estate under these lands.

Please review this proposal at your earliest convenience, and in the interim period should you have any questions or comments, please advise.

Yours truly,

lad CPL

Enclosure

BEFORE THE OIL CONSERVATION DIVISON Santa Fe, New Mexico Case No. <u>12682</u> Exhibit No. 3 Submitted by: <u>David H. Arrington Oil and Gas, Inc.</u> Hearing Date: <u>June 28, 2001</u>

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SENDER: COMPLETE THIS SECTION	ON COMPLETE THIS SECTION ON DELIVERY
Complete items 1, 2, and 3. Also c item 4 if Restricted Delivery is desir	
 Print your name and address on the so that we can return the card to yo Attach this card to the back of the 	c. signature ou. mailpiece.
or on the front if space permits.	D. Is delivery address different from item 1?
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COMPANY.	
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HOUSTON, TX 7:	Image: State of the state
	4. Restricted Delivery? (<i>Extra Fee</i>) Yes
2. Article Number (Copy from service label	
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AFE #:	02/07/01-1		Date:	02/07/01		x Original Supplemental
Lease:	John's Hopper		Well #:	1	Well Type:	Exploratory/Gas
Location:	660' FSL & 660' FEL T-15-S, R-35-E	, Sec. 30	County:	Lea	State:	New Mexico
Prospect:	Salty Dog Prospect		Objective:	Mississippian	Proposed TD:	13,200'
Purpose of	Expenditure:	Drill and Complete Mississ	ippian Test			

CODE INTANGIBLE EXPENSE	:	DRILLING	COMPLETION	TOTAL
Surveying		800	0	800
Staking & Permitting		200	0	200
Location, Roads & Damages		30,000	2,000	32,000
Lease Restoration		6,000	0	
Mobilization/Demobilization	T	40,000	0	40,000
Drilling - Footage @ /Ft		0	0	0
Drilling - Daywork 40 @ \$12,000 /Day		480,000	0	480,000
Drilling - Directionai @		0	0	0
Completion Rig 12 @ \$1,800 /Day		0	21,600	21,600
Fuel, Power & Lubricants		40,000	0	40,000
Bits, Reamers & Stabilizers		80,000	0	80,000
Drilling & Completion Fluids		26,000	2,000	28,000
Water		18,000	2,000	20,000
Mud Logging 28 @ \$650 /Day		18,200	0	18,200
Drill Stem Tests (3 tests)		15,000	0	15,000
Coring Services		0	0	0
Logging - Open Hole & Sidewall Cores		55,000	0	55,000
Cement & Services - Surface		5,000	0	5,000
Cement & Services - Intermediate		15,000	0	15,000
Cement & Services - Production		0	15,000	15,000
Casing Crews/Laydown Machine		3,000	3,500	6,500
Perforating & Cased Hole Logs		0	12,000	12,000
Acidizing, Fracturing & Stimulation		0	85,000	85,000
Rental Equipment		14,500	3,500	18,000
Installation - Production Facilities/Electrical		0	15,000	15,000
Inspection & Testing		5,000	1,000	6,000
Transportation		5,000	3,500	8,500
Miscellaneous Labor		2,000	3,000	5,000
Engineering & Geological Services		4,400	2,000	6,400
Overhead		7,200	1,800	9,000
Supervision		24,000	7,200	31,200
Sand Blast & Coat Casing		0	5,000	5,000
Contingencies		53,700	13,000	66,700
Gross Receipts Tax		46,000	11,100	57,100
TOTAL INTANGIBLE EXPENSE		994,000	209.200	1,203,200

DDE	TANGIBLE EXP	ENSE		DRILLING	COMPLETION	TOTAL
Casing - Conductor	of	Q	/Ft		0	C
Casing - Surface	470 of	13 3/8" @	\$18.30 /Ft	8,601	0	8,601
Casing - Intermediate	950 of	8 5/8" @	\$13.20 /Ft	12,540	0	12,540
Casing - Intermediate	4,000 of	8 5/8" @	\$11.15 /Ft	44,600	0	44,600
Casing - Production	9,000 of	5 1/2" @	\$7.75 /Ft	0	69,750	69,750
Casing - Production	4,200 of	5 1/2" @	\$8.00 /Ft	0	33,600	33,600
Tubing	12,900 of	2 7/8" @	\$3.75 /Ft	0	48,375	48,375
Float & Other Equipm	ent			2,700	1,500	4,200
	Weilhead Equipment, Tree				15,000	20,000
Sucker Rods						0
Down Hole Pump				0		0
Packer/TAC/Mlsc Dow	nhole			0	10,000	10,000
Pumping Unit & Prime	Mover			0		0
Tank Battery & Storag	e Facilities			0	17,000	17,000
Separator/Heater Trea	Separator/Heater Treater/Dehydrator				15,000	15,000
Meters & Flowilnes	Meters & Flowilnes				8,000	8,000
Miscellaneous Valves & Fittings				0	20,000	20,000
Contingencies	Contingencies			5,000	16,300	21,300
TOTAL TANGIBLE	EXPENSE			78,441	254,525	332,966
TOTAL WELL COST				1,072,441	463,725	1,536,166

NOTE: THIS AFE IS ONLY AN ESTIMATE. BY RETURNING ONE APPROVED COPY, YOU AGREE TO PAY YOUR SHARE OF THE ACTUAL COSTS INCURRED.

Company:

David H. Arrington Oll & Gas, Inc. Approval:

Prepared By:

Chuck Siedge, Petroleum Engineer Approved SM

Partner Approval:

Approved By:

Title:

Date:

By:	SAN				
	David H. Arrington, President				
Tide:					

Date: