February 14, 2003

Conoco, Inc.
c/o   ConocoPhillips
10 Desta Drive – Suite 100W
Midland, Texas 79705-4500

Attention: Kay Maddox

Administrative Order NSL-4841

Dear Ms. Maddox:

Reference is made to the following: (**i**) your application dated January 22, 2003 (***application reference No. pKRV0-302827412***); and (**ii**) the records of the New Mexico Oil Conservation Division ("Division") in Santa Fe: all concerning Conoco, Inc.'s request for an unorthodox Blinebry gas well location within a former standard 160-acre gas spacing and proration unit ("GPU") for the Blinebry Oil and Gas Pool (**72480**) comprising the NW/4 of Section 27, Township 21 South, Range 37 East, NMPM, Lea County, New Mexico.

This application has been duly filed under the provisions of: (**i**) Division Rules 104.F, revised by Division Order No. R-11231, issued by the New Mexico Oil Conservation Commission in Case No. 12119 on August 12, 1999; (**ii**) Division Rule 605; and (**iii**) the "*Special Rules and Regulations for the Blinebry Oil and Gas Pool*", as promulgated by Division Order No. R-8170, as amended.

It is our understanding that the subject well to be considered at this time is currently completed in the Drinkard Pool at a standard oil well location within the SE/4 NW/4 (Unit F) of Section 27, being a standard 40-acre oil spacing and proration unit for this interval; however, Conoco, Inc. intends to plug this well back and recomplete up-hole into the Blinebry Oil and Gas Pool upon issuance of this order.

By the authority granted me under the provisions of Division Rules 104.F (2), as revised, Division Rule 605.B (2) (b), and the applicable provisions of the special pool rules governing the Blinebry Oil and Gas Pool, the following well located at an unorthodox Blinebry gas well location is hereby approved:

Lockhart "A-27" Well No. 15
1980' FNL & 2310' FWL
(***API No. 30-025-34171***).

Further, the aforementioned well and GPU will be subject to all existing rules, regulations, policies, and procedures applicable to the Blinebry Oil and Gas Pool and to the