

District 1
1625 N. French Dr., Hobbs, NM 88240
Phone:(505) 393-6161 Fax:(505) 393-0720

State of New Mexico
Energy, Minerals and Natural Resources
Oil Conservation Division
1220 S. St Francis Dr.
Santa Fe, NM 87505

Form C-145
Permit 64408



Change of Operator

Previous Operator Information

OGRID: 12444
Name: KELTON OPERATING CORP
Address: P.O BOX 928
Address:
City, State, Zip: ANDREWS, TX 79714

New Operator Information

Effective Date: 11/1/2007
OGRID: 220420
Name: ARENA RESOURCES, INC
Address: 6555 S LEWIS AVE.
Address:
City, State, Zip: TULSA, OK 74136

I hereby certify that the rules of the Oil Conservation Division have been complied with and that the information on this form and the certified list of wells is true to the best of my knowledge and belief.

Previous Operator

Signature: C. Dale Kelton
Printed Name: C. DALE KELTON
Title: PRESIDENT
Date: 11/21/2007 Phone: 432-661-1364

New Operator

Signature: Phillip W. Terry
Printed Name: Phillip W. Terry
Title: President
Date: 11/26/07 Phone: 918-747-6060

NMOCD Approval

Electronic Signature: Paul Kautz, District 1
Date: January 28, 2008

ChangeOp Comments

OGRID: [12444] KELTON OPERATING CORP
Permit Number: 64406
Permit Type: ChangeOp

Created By	Comment	Comment Date
DPHILLIPS	9 wells require additional bonding before I can approve the transfer of ownership to Arena. Please have your Administrator sign in, click on OTHER, Operator change and you will see your Permit 64406. Hit the edit button and go to VIEW Forms button and click on wells affected by change. Here is the list of wells selected for the transfer. You will see which wells need the additional bonding. Questions? Call me (505) 476-3461.	12/4/2007