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2008 AUG 4 PM 2 01

Robert G. Shelton Jr., 2200 North "L" Street, Midland, Texas 79705

July 22, 2008

Mr. David Brooks
New Mexico Oil Conservation Division
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

Re: Application of BEPCO, LP.
Compulsory Pooling
N/2 Section 17, T-22-S, R-28-E,
Eddy County, New Mexico
August 21, 2008

Dear Mr. Brooks,

By letter dated June 20, 2008, I received a well proposal letter from Mr. Brad Glasscock at BEPCO, (letter enclosed), referencing "Joint Operating Agreement, George Washington Prospect, Clark, et al #1, Section 14, T19N-R2W, Lincoln Parish LA". Along with the well proposal letter was an operating agreement setting forth a contract area of the N/2 of Section 28, T22S-R28E, Eddy County, New Mexico, (copy enclosed). NO AFE was provided in the well proposal package, nor has one been provided to date. The information provided does not set for a well location, the objective depth, the operation to be conducted nor the estimated cost of the operation.

By letter dated July 18, 2008, received July 21, 2008 from Mr. James Bruce, I was notified of a compulsory pooling hearing for the N/2 of Section 17, T22S, R-28E, Eddy County, New Mexico. The above well proposal letter nor the operating agreement match the lands subject to the pooling application. I feel the notice for the compulsory pooling hearing to be held on August 21, 2008 is defective. I request the hearing be postponed until a date and time appropriate after I have been furnished an AFE and proper notice of what the pooling party intends to develop.

Should I elect to participate in whatever operation is being proposed, the operating agreement has many seriously ominous provisions to which I will not subject my interest. By way of example, provisions that require I forfeit my interest, if I elect not to participate in a subsequent operation where a third parties interest is subject to loss, which interest I have not ownership in and cannot control.

Mr. David Brooks
New Mexico Oil Conservation Division
Page -2-
Thank you for your cooperation.

Yours truly,

A handwritten signature in cursive script, appearing to read "Bob Shelton", with a long horizontal flourish extending to the right.

Bob Shelton

Mr. James Bruce
P. O. Box 1056
Santa Fe New Mexico 87504

Mr. Terry Gant
Nearburg Producing Company
3300 North "A" Street, Building 2, Suite 120
Midland, Texas 79705

JAMES BRUCE
ATTORNEY AT LAW

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jamesbruc@aol.com

July 18, 2008

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Nearburg Producing Company
Building 2, Suite 120
3300 North "A" Street
Midland, Texas 79705

Attention: Terry Gant

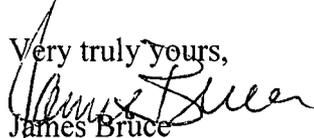
Robert G. Shelton
c/o Roca Resources
P.O. Box 1981
Midland, Texas 79702

Ladies and gentlemen:

Enclosed is a copy of an application for compulsory pooling, filed with the New Mexico Oil Conservation Division by BEPCO, L.P., regarding the N½ of Section 17, Township 22 South, Range 28 East, N.M.P.M., Eddy County, New Mexico. This matter is scheduled for hearing at 8:15 a.m. on Thursday, August 21, 2008, at the Division's offices at 1220 South St. Francis Drive, Santa Fe, New Mexico 87505. As an interest owner in the well unit, you have the right to enter an appearance and participate in the case. Failure to appear will preclude you from contesting this matter at a later date.

You are required to notify (in writing) the Division, and the undersigned, by Thursday, August 17, 2008 if you intend to participate at the hearing.

Very truly yours,


James Bruce

Attorney for BEPCO, L.P.